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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation ALLYN FOUNDATION, INC.		A Employer identification number 15-6017723
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 22	Room/suite	B Telephone number (see instructions) 315-685-5059
City or town, state or province, country, and ZIP or foreign postal code SKANEATELES NY 13152		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 30,402,429	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)	275,000			
	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	457,449	457,449	457,449	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,260,066			
	b Gross sales price for all assets on line 6a 6,765,465				
	7 Capital gain net income (from Part IV, line 2)		1,260,066		
	8 Net short-term capital gain			515,658	
	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) STMT 1	572,082	544,593	572,082		
12 Total. Add lines 1 through 11	2,564,597	2,262,108	1,545,189		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	122,400	24,480		97,920
	14 Other employee salaries and wages	39,000	7,800		31,200
	15 Pension plans, employee benefits	12,012	2,402		9,610
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	12,000	12,000		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	24,598	12,299		12,299
	19 Depreciation (attach schedule) and depletion STMT 4	1,118	1,118		
	20 Occupancy	5,676	1,135		4,541
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	812,391	774,177		38,214
	24 Total operating and administrative expenses. Add lines 13 through 23	1,029,195	835,411	0	193,784
25 Contributions, gifts, grants paid	1,618,688			1,618,688	
26 Total expenses and disbursements. Add lines 24 and 25	2,647,883	835,411	0	1,812,472	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-83,286				
b Net investment income (if negative, enter -0-)		1,426,697			
c Adjusted net income (if negative, enter -0-)			1,545,189		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			63,365	63,365
	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 (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule) STMT 6		2,798,756	5,910,699	5,910,699
	b	Investments – corporate stock (attach schedule) SEE STMT 7		15,121,943	17,121,935	17,121,935
	c	Investments – corporate bonds (attach schedule) SEE STMT 8		1,422,267	420,554	420,554
Liabilities	11	Investments – land, buildings, and equipment basis ▶				
		Less: accumulated depreciation (attach sch.) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule) SEE STATEMENT 9		10,614,698	6,851,356	6,851,356
	14	Land, buildings, and equipment basis ▶ 47,937				
		Less: accumulated depreciation (attach sch.) ▶ STMT 10 47,202		1,853	735	735
	15	Other assets (describe ▶ SEE STATEMENT 11)		35,879	33,785	33,785
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		29,995,396	30,402,429	30,402,429
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	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 ▶ SEE STATEMENT 12)		81,464		
	23	Total liabilities (add lines 17 through 22)		81,464	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒				
	24	Unrestricted		28,537,655	28,952,152	
	25	Temporarily restricted		1,376,277	1,450,277	
	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)		29,913,932	30,402,429	
	31	Total liabilities and net assets/fund balances (see instructions)		29,995,396	30,402,429	

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	29,913,932
2	Enter amount from Part I, line 27a	2	-83,286
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	571,783
4	Add lines 1, 2, and 3	4	30,402,429
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	30,402,429

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
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	1,260,066
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	515,658

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))
2013	1,387,415	27,169,342	0.051065
2012	1,672,409	27,103,376	0.061705
2011	1,445,786	27,924,980	0.051774
2010	1,359,574	27,166,452	0.050046
2009	1,246,199	24,151,065	0.051600
2 Total of line 1, column (d)			2 0.266190
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 0.053238
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 29,576,577
5 Multiply line 4 by line 3			5 1,574,598
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,267
7 Add lines 5 and 6			7 1,588,865
8 Enter qualifying distributions from Part XII, line 4 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			8 1,812,472

Form 990-PF (2014) **ALLYN FOUNDATION, INC.****15-6017723**Page **4****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	14,267
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	0
3	Add lines 1 and 2	3	14,267
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,267
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	16,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	16,000
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	45
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	10	1,688
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 1,688 Refunded	11	

Part VII-A Statements Regarding Activities

	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?		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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.ALLYNFOUNDATION.ORG	13	X	
14	The books are in care of ► MS. MEG O'CONNELL PO BOX 22 Located at ► SKANEATELES	Telephone no ► 315-685-5059 NY ZIP+4 ► 13152		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		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	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► 20 , 20 , 20	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	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		
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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 STATEMENT 14				

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) **ALLYN FOUNDATION, INC.****15-6017723**Page **7****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 ▶**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	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	30,028,792
b	Average of monthly cash balances	1b	-1,810
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	30,026,982
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	30,026,982
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	450,405
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,576,577
6	Minimum investment return. Enter 5% of line 5	6	1,478,829

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,478,829
2a	Tax on investment income for 2014 from Part VI, line 5	2a	14,267
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,267
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,464,562
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,464,562
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,464,562

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	1,812,472
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,812,472
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	14,267
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,798,205

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				1,464,562
2 Undistributed income, if any, as of the end of 2014.				
a Enter amount for 2013 only				
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	44,216			
b From 2010	7,018			
c From 2011	69,539			
d From 2012	325,296			
e From 2013	44,863			
f Total of lines 3a through e	490,932			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,812,472				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				1,464,562
e Remaining amount distributed out of corpus	347,910			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	838,842			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	44,216			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	794,626			
10 Analysis of line 9.				
a Excess from 2010	7,018			
b Excess from 2011	69,539			
c Excess from 2012	325,296			
d Excess from 2013	44,863			
e Excess from 2014	347,910			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))
N/A

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
N/A

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
MEG O'CONNELL 315-685-5059
PO BOX 22 SKANEATELES NY 13152

b The form in which applications should be submitted and information and materials they should include
SEE ATTACHED "GENERAL GUIDELINES FOR GRANTS"

c Any submission deadlines.
N/A

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

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 STATEMENT 15				1,618,688
Total			▶ 3a	1,618,688
b Approved for future payment SEE STATEMENT 16 UNKNOWN				547,000 97,850
Total			▶ 3b	644,850

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

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1)** Cash
- (2)** Other assets

b Other transactions

- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

[illegible]

☐ Yes ☒ No

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

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.

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

Signature of officer or trustee

Date _____

PRESIDENT
Title

Print/Type preparer's name _____

Preparer's signature

Date _____

Check ☐ if self-employed

MARY BETH LEESON

Firm's name ▶	CUDDY & WARD, LLP CPA'S
Firm's address ▶	110 GENESEE ST., STE 230 AUBURN, NY 13021

PTIN P00297315

Firm's EIN ► 14-1809700

Phone no **315-253-8424**

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization****Employer identification number****ALLYN FOUNDATION, INC.****15-6017723****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 foundationCheck 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 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 33
- ¹
- /
- 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

PAGE 1 OF 1

Page 2

Name of organization

ALLYN FOUNDATION, INC.

Employer identification number

15-6017723

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WELCH ALLYN 4341 STATE STREET ROAD SKANEATELES FALLS NY 13153	\$ 275,000	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)

Capital Gains and Losses for Tax on Investment IncomeForm **990-PF****2014**

For calendar year 2014, or tax year beginning

, and ending

Name

Employer Identification Number

ALLYN FOUNDATION, INC.**15-6017723**

(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.)
(1) K-1	P	VARIOUS	VARIOUS
(2) JP MORGAN ST COVERED 82131	P	VARIOUS	VARIOUS
(3) JP MORGAN LT COVERED 82131	P	VARIOUS	VARIOUS
(4) JP MORGAN LT NONCOVERED 82131	P	VARIOUS	VARIOUS
(5) JP MORGAN 82131	P	VARIOUS	VARIOUS
(6) JP MORGAN ST COVERED-81631	P	VARIOUS	VARIOUS
(7) JP MORGAN LT COVERED-81631	P	VARIOUS	VARIOUS
(8) JP MORGAN LT NON COVERED-81631	P	VARIOUS	VARIOUS
(9) JP MORGAN ST COVERED-81837006	P	VARIOUS	VARIOUS
(10) JP MORGAN LT COVERED-81837006	P	VARIOUS	VARIOUS
(11) JP MORGAN LT NON COVERED-81837006	P	VARIOUS	VARIOUS
(12) JP MORGAN ST COVERED-55272	P	VARIOUS	VARIOUS
(13) JP MORGAN LT COVERED-55272	P	VARIOUS	VARIOUS
(14) JP MORGAN ST NON COVERED-81837204	P	VARIOUS	VARIOUS
(15) JP MORGAN LT NONCOVERED-81837204	P	VARIOUS	VARIOUS

(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)
(1) 408,115			408,115
(2) 128,754		117,626	11,128
(3) 263,545		208,014	55,531
(4) 208,811		113,717	95,094
(5) 1,386		664	722
(6) 12,746		12,740	6
(7) 3,952		3,949	3
(8) 1,329,502		1,328,963	539
(9) 765,000		764,988	12
(10) 929,217		956,238	-27,021
(11) 512,406		465,912	46,494
(12) 96,031		76,465	19,566
(13) 546,517		364,917	181,600
(14) 103,794		109,088	-5,294
(15) 965,449		982,118	-16,669

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col. (h))
(1)			408,115
(2)			11,128
(3)			55,531
(4)			95,094
(5)			722
(6)			6
(7)			3
(8)			539
(9)			12
(10)			-27,021
(11)			46,494
(12)			19,566
(13)			181,600
(14)			-5,294
(15)			-16,669

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2014
For calendar year 2014, or tax year beginning , and ending		

Name ALLYN FOUNDATION, INC.	Employer Identification Number 15-6017723
---------------------------------------	---

(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.)
(1) JP MORGAN UNREPORTED 7006	P	VARIOUS	VARIOUS
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 490,240			490,240
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			490,240
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
K-1 ORDINARY INCOME (LOSS)	-214		\$ -214
COST BASIS ADJUSTMENTS	193,209	193,209	193,209
NON DIVIDEND DISTRIB Q ACCT	325,867	325,867	325,867
NON DIVIDEND DISTRIBUTIONS	25,517	25,517	25,517
MISCELLANEOUS INCOME	26,765		26,765
CASH IN LIEU	35		35
CLASS ACTION SETTLEMENT	903		903
TOTAL	\$ 572,082	\$ 544,593	\$ 572,082

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 12,000	\$ 12,000	\$	\$
TOTAL	\$ 12,000	\$ 12,000	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
NYS FILING FEE	\$ 750	\$ 375	\$	\$ 375
FEDERAL EXCISE TAX	23,848	11,924		11,924
TOTAL	\$ 24,598	\$ 12,299	\$ 0	\$ 12,299

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Date		Description		Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Acquired		Cost Basis	Prior Year Depreciation					
	GRANT MANAGEMENT	COMPUTER SOFTWARE						
6/30/07	\$	9,023	\$ 9,023	S/L	3	\$	\$	
	OFFICE FURNITURE							
6/30/07		7,249	6,732	S/L	7	517	517	
	COMPUTER EQUIPMENT							
6/30/07		20,542	20,542	S/L	5			
	OFFICE FURNITURE							
6/30/07		1,453	1,350	S/L	7	103	103	
	OFFICE FURNITURE							
6/30/07		1,834	1,703	S/L	7	131	131	
	BUILD OUT COSTS							
12/01/10		6,000	6,000	S/L	3			
	ACCESSORIES							
4/03/12		1,837	734	S/L	5	367	367	
TOTAL	\$	47,938	\$ 46,084			\$ 1,118	\$ 1,118	\$ 0

Federal Statements

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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
OFFICE EXPENSE	5,631	1,126		4,505
TELEPHONE	3,578	716		2,862
INSURANCE	13,429	2,686		10,743
INVESTMENT FEES	237,013	237,013		
PAYROLL FEES	821	164		657
TRAINING	2,303	461		1,842
CONSULTANT	9,668	1,934		7,734
CLEANING	830	166		664
MEETINGS AND CONFERENCES	2,426	485		1,941
INTEREST EXPENSE	1,273	1,273		
CHARITABLE PROGRAM EXPENSE	7,266			7,266
PROFESSIONAL FEES	19,988	19,988		
INVESTMENT RELATED EXPENSE -	508,165	508,165		
TOTAL	\$ 812,391	\$ 774,177	\$ 0	\$ 38,214

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 2,798,756	\$ 5,910,699	MARKET	\$ 5,910,699
TOTAL	\$ 2,798,756	\$ 5,910,699		\$ 5,910,699

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 15,121,943	\$ 17,121,935	MARKET	\$ 17,121,935
TOTAL	\$ 15,121,943	\$ 17,121,935		\$ 17,121,935

Federal Statements

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Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED	\$ 1,422,267	\$ 420,554	MARKET	\$ 420,554
TOTAL	\$ 1,422,267	\$ 420,554		\$ 420,554

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALTERNATIVE INVESTMENTS-SEE ATTACHED	\$ 6,409,366	\$ 5,349,381	MARKET	\$ 5,349,381
CASH EQUIVALENTS - SEE ATTACHED	4,205,332	1,501,975	MARKET	1,501,975
TOTAL	\$ 10,614,698	\$ 6,851,356		\$ 6,851,356

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 1,853	\$ 47,937	\$ 47,202	\$ 735
TOTAL	\$ 1,853	\$ 47,937	\$ 47,202	\$ 735

15-6017723

Federal Statements

FYE: 12/31/2014

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
DIVIDENDS AND INTEREST RECEIVABLE	\$ 35,879	\$ 33,785	\$ 33,785
TOTAL	\$ 35,879	\$ 33,785	\$ 33,785

Statement 12 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
CASH OVERDRAFT	\$ 81,464	\$ 0
TOTAL	\$ 81,464	\$ 0

Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
NET UNREALIZED GAIN	\$ 571,783
TOTAL	\$ 571,783

Federal Statements

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Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
WILLIAM F ALLYN PO BOX 22 SKANEATELES NY 13152	SECRETARY	1.00	0	0	0
LEW F ALLYN PO BOX 22 SKANEATELES NY 13152	SECRETARY	1.00	0	0	0
DAWN ALLYN PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
JANET ALLYN PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
WILLIAM SCOTT ALLYN PO BOX 22 SKANEATELES NY 13152	PRESIDENT	1.00	0	0	0
LAURA AUSTIN ALLYN PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
ERIC ALLYN PO BOX 22 SKANEATELES NY 13152	TREASURER	1.00	0	0	0
DAVID ALLYN PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
AMY ALLYN PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0

Federal Statements**Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ELSA SODERBERG PO BOX 22 SKANEATELES NY 13152	VICE PRESIDE	1.00	0	0	0
PEER SODERBERG PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
MAUREEN SODERBERG PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
MARGARET OCONNELL PO BOX 22 SKANEATELES NY 13152	EXECUTIVE DI	40.00	122,400	0	0
PETER SODERBERG P.O. BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
CRYSTAL COSENTINO P.O. BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
CORNELIUS MURPHY P.O. BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
BARBARA CONNOR P.O. BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
JON SODERBERG P.O. BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0

3ALLYNFOUND Allyn Foundation, Inc.
15-6017723
FYE: 12/31/2014

Federal Statements

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Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
LIBBY SODERBERG P.O. BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0
PEGGY OGDEN PO BOX 22 SKANEATELES NY 13152	DIRECTOR	1.00	0	0	0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE ATTACHED "GENERAL GUIDELINES FOR GRANTS"

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
4 PAWS FOR ABILITY, INC.	XENIA OH 45385	253 DAYTON AVE				OPERATING SUPPORT	200
AIDS COMMUNITY RESOURCES	SYRACUSE NY 13204	627 W GENESEE STREET				BREAKING BARRIERS SUMMIT	2,500
ALLIANCE DEFENDING FREEDOM	SCOTTSDALE AZ 85260	15100 N. 90TH STREET				DIRECTOR'S DONATION	1,000
ALS ASSOCIATION - UPSTATE NY	CHAPTE NY 13088	890 7TH NORTH STREET				TO PURCHASE ADAPTIVE EQUIPMENT	2,000
ALS ASSOCIATION - UPSTATE NY	CHAPTE NY 13088	890 7TH NORTH STREET				OPERATING SUPPORT	50
ALZHEIMER'S ASSOCIATION	CHICAGO IL 60601	225 NORTH MICHIGAN AVENUE				OPERATING SUPPORT	200
ALZHEIMER'S ASSOCIATION	CHICAGO IL 60601	225 NORTH MICHIGAN AVENUE				OPERATING SUPPORT	50
ALZHEIMER'S DISEASE & RELATED DISOR	PORTLAND OR 97209	1650 NW NAITO PARKWAY				OPERATING SUPPORT	60
AMERICAN CANCER SOCIETY	SYRACUSE NY 13219	C/O DAVID SUAREZ				PAINT WESTVALE PURPLE- RFL	250
AMERICAN CANCER SOCIETY	OKLAHOMA CITY OK 73123	P.O. BOX 22718				OPERATING SUPPORT	50
AMERICAN CANCER SOCIETY	OKLAHOMA CITY OK 73123	P.O. BOX 22718				CAMPAIGN RFL CY 14 EA.	50
AMERICAN CANCER SOCIETY	OKLAHOMA CITY OK 73123	P.O. BOX 22718				OPERATING SUPPORT	50
AMERICAN DIABETES ASSOCIATION	ALEXANDRIA VA 22311	1701 N BEAUREGARD ST				OPERATING SUPPORT	50
AMERICAN DIABETES ASSOCIATION	ALEXANDRIA VA 22311	1701 N BEAUREGARD ST				OPERATING SUPPORT	52
AMERICAN HEART ASSOCIATION	SYRACUSE NY 13202	THE ATRIUM BUILDING				CIRCLE OF RED	1,000
AMERICAN HEART ASSOCIATION	SYRACUSE NY 13202	THE ATRIUM BUILDING				GO RED FOR WOMEN	2,500
AMERICAN HEART ASSOCIATION	SYRACUSE NY 13202	THE ATRIUM BUILDING				2015 AHA HEART WALK 1ST PAYMENT	10,000

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**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
AMERICAN HEART ASSOCIATION SYRACUSE NY 13202		THE ATRIUM BUILDING				AMERICAN HEART WALK	2,500
AMERICAN LUNG ASSN OF THE MOUNTAIN SEATTLE WA 98109		822 JOHN STREET				OPERATING SUPPORT	55
AMERICAN RED CROSS ONONDAGA SYRACUSE NY 13202		344 WEST GENESEE STREET				DIRECTOR'S DONATION	3,000
AMERICAN SOCIETY FOR TRAINING AND SYRACUSE NY 13217		P.O. BOX 6343				SUPPORT FOR EMPLOYEE LEARNING WEEK	500
AMYLOIDOSIS FOUNDATION CAMILLUS NY 13031		C/O LORI HARRINGTON				JOE LAGUARDIA AMYLOIDOSIS FUND RUN	500
ARC OF ONONDAGA SYRACUSE NY 13204		600 SOUTH WILBUR AVE				OPERATING SUPPORT	1,750
ARISE, INC. SYRACUSE NY 13203		635 JAMES STREET				ARISE & RIDE AT THE FARM	1,000
ARISE, INC. SYRACUSE NY 13203		635 JAMES STREET				PLAYGROUND PROJECT AT ARISE AT THE R	35,000
ARISE, INC. SYRACUSE NY 13203		635 JAMES STREET				SUPPORT FOR ARISE AT THE FARM	100
AUBURN CHAMBER ORCHESTRA AUBURN NY 13021		17 NELSON STREET				PURCHASE OF TIMPANI	500
AUBURN CITY SCHOOLS AUBURN NY 13021		78 THORNTON AVENUE				BRUSH TO CRUSH PROGRAM	650
AUBURN CITY SCHOOLS AUBURN NY 13021		78 THORNTON AVENUE				COMPUTER TECHNOLOGY FOR GENESEE ELEM	19,371
AUBURN HOSPITAL SYSTEM FOUNDATION AUBURN NY 13021		17 LANSING STREET				OPERATING SUPPORT	5,000
AUBURN PUBLIC THEATER AUBURN NY 13021		8 EXCHANGE STREET				STRATEGIC PLAN, FT DEV DIRECTOR	30,000
AURORA OF CENTRAL NY SYRACUSE NY 13021		518 JAMES STREET				OPERATING SUPPORT	5,000
AURORA OF CENTRAL NY SYRACUSE NY 13203		518 JAMES STREET				OPERATING SUPPORT	1,000
BALTIMORE WOODS NATURE CENTER MARCELLUS NY 13108		P.O. BOX 133				OPERATING SUPPORT	2,500

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
BALTIMORE WOODS NATURE CENTER	MARCELLUS NY 13108		P.O. BOX 133			SPRING NATURE IN THE CITY ASSESSMENT	5,000
BEVERLY ANIMAL SHELTER			50 E RIVER STREET			OPERATING SUPPORT	250
BOOKER T WASHINGTON COMMUNITY	WATERLOO NY 13165		23 CHAPMAN AVENUE			SCHOOLS OUT PROGRAM	6,600
BORODINO UNITED METHODIST CHURCH	AUBURN NY 13021		1820 ROUTE 174			MATCHING DONATION FOR SPAFFORD FOOD	500
BOY SCOUTS OF AMERICA NATIONAL COUN	SKANEATELES NY 13152		2803 BREWERTON ROAD			OPERATING SUPPORT	5,000
BOY SCOUTS OF AMERICA NATIONAL COUN	SYRACUSE NY 13211		2803 BREWERTON ROAD			OPERATING SUPPORT	955
BOYS & GIRL CLUB OF SYRACUSE	SYRACUSE NY 13224		2100 E FAYETTE STREET			TO SUPPORT THE PARTNERSHIP FOR YOUTH	50,000
BRAIN INJURY ASSOCIATION OF NYS			10 COLVIN AVE			OPERATING SUPPORT	270
BUILDING MEN FOR OTHERS MINISTRIES	ALBANY NY 12206		303 INTERNATIONAL CIRCLUE			INSIDE OUT COACHING	700
BUSINESS EDUCATION COMPACT	HUNT VALLEY MD 21030		12655 SW CENTER STREET			OPERATING SUPPORT	500
CALVARY FOOD PANTRY CNY	BEAVERTON OR 97005		90 FRANKLIN STREET			CALVARY VICTORY GARDEN	5,000
CAMP ARCADIA SCHOLARSHIP FOUNDATION	AUBURN NY 13021		777 MIDDLE ROAD			DIRECTORS DONATION	1,000
CANCERCONNECTS, INC.	PORTSMOUTH NH 03801		5008 BRITTONFIELD PARKWAY			OPERATING SUPPORT	500
CAYUGA COUNSELING SERVICES	EAST SYRACUSE NY 13057		17 EAST GENESEE STREET			DEHUMIDIFIER SYSTEM, CEILING TILES	6,475
CAYUGA COUNSELING SERVICES	AUBURN NY 13021		17 EAST GENESEE STREET			SAVAR SUPPORT	500
CAYUGA COUNTY COMMUNITY HEALTH	AUBURN NY 13021		188 GENESEE STREET			BRUSH TO CRUSH CAVITIES PROGRAM	6,566
CAYUGA COUNTY COMMUNITY MENTAL	AUBURN NY 13021		146 NORTH STREET			TRAINING FOR MENTAL HEALTH FIRST AID	17,500

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
CAYUGA COUNTY COUNCIL	AUBURN NY 13021		160 GENESEE STREET			SENIOR CITIZEN EMERGENCY FUND	2,000
CAYUGA COUNTY COUNCIL ON SENIOR	AUBURN NY 13021		160 GENESEE STREET			WALK TO REMEMBER	500
CAYUGA COUNTY HEALTH AND	AUBURN NY 13021		8 DILL STREET			CERTIFIED LACTATION COUNSELOR TRAINI	3,822
CAYUGA COUNTY HEALTH AND	AUBURN NY 13021		8 DILL STREET			A DAY IN THE SUN EVENT	1,150
CAYUGA COUNTY HEALTH AND	AUBURN NY 13021		8 DILL STREET			PAMPHLETS & WHEELS FOR ABC CAYUGA	3,004
CAYUGA ONONDAGA BOCES	AUBURN NY 13021		1879 WEST GENESEE STREET			CAYUGA WORKS CAREER CENTER JUMP STAR	1,500
CAYUGA ONONDAGA BOCES	AUBURN NY 13021		1879 WEST GENESEE STREET			CAYUGA WORKS YOUTH LEADERSHIP FORUM	1,500
CAYUGA ONONDAGA BOCES	AUBURN NY 13021		1879 WEST GENESEE STREET			SUMMER CAREER CONNECTIONS CAMP	28,200
CAYUGA SENECA COMMUNITY	AUBURN NY 13021		89 YORK STREET, SUITE 1			CHRISTMAS ELF PROGRAM	2,500
CAYUGA SENECA COMMUNITY ACTION	AUBURN NY 13021		89 YORK STREET, SUITE 1			BRIDGES OUT OF POVERTY TRAINING	2,500
CENTER FOR COURT INNOVATION	SYRACUSE NY 13202		300 SOUTH STREET			NEAR WESTSIDE PEACEMAKING PROJECT	1,000
CENTERS AT ST. CAMILLUS	SYRACUSE NY 13219		813 FAY ROAD			CAPITAL IMPROVEMENT PROJECT	14,831
CENTERSTATE DEVELOPMENT FOUNDATION	SYRACUSE NY 13202		115 WEST FAYETTE STREET			TRAFFIC MITIGATION STUDY	2,500
CENTERSTATE DEVELOPMENT FOUNDATION	SYRACUSE NY 13202		115 WEST FAYETTE STREET			SUPPORT FOR CONSENSUS	20,000
CENTERSTATE DEVELOPMENT FOUNDATION	SYRACUSE NY 13202		115 WEST FAYETTE STREET			SUPPORT FOR CONSENSUS	5,000
CENTRAL NEW YORK COMMUNITY	SYRACUSE NY 13202		431 E FAYETTE STREET			WOMEN'S FUND	1,250
CENTRAL NEW YORK COMMUNITY	SYRACUSE NY 13202		431 E FAYETTE STREET			SUPPORT FOR CAYUGA COMMUNITY FUND	2,000

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**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
CENTRAL NEW YORK COMMUNITY SYRACUSE NY 13202		431 E FAYETTE STREET				OSWEGO CO COMM FUND, DIR DONATION	2,000
CENTRAL NEW YORK HEALTH SYSTEMS SYRACUSE NY 13202		109 SOUTH WARREN STREET				MENTORSHIP IN HEALTH PLANNING	1,000
CENTRAL NEW YORK RONALD SYRACUSE NY 13210		1100 EAST GENESEE STREET				OPERATING SUPPORT	3,000
CENTRAL NEW YORK RONALD SYRACUSE NY 13210		1100 EAST GENESEE STREET				BREAST PUMPS AND STANDS	5,000
CHADWICK RESIDENCE SYRACUSE NY 13207		335 VALLEY DRIVE				OPERATING SUPPORT	2,500
CHAPEL HOUSE AUBURN NY 13021		P.O. BOX 734				OPERATING SUPPORT	1,299
CHILD CARE SOLUTIONS, INC. SYRACUSE NY 13211		6724 THOMPSON ROAD				DIRECTORS DONATION	1,500
CHRISTIAN HEALTH SERVICE OF SYRACUS SYRACUSE NY 13224		3200 BURNET AVENUE				OPERATING SUPPORT	500
CITY OF AUBURN/AUBURN DOUBLEDAYS AUBURN NY 13021		130 N DIVISION STREET				CAPITAL IMPROVEMENTS	25,000
CITY OF AUBURN/AUBURN DOUBLEDAYS AUBURN NY 13021		130 N DIVISION STREET				OPERATING SUPPORT	4,000
CLEAR PATH FOR VETERANS INC. CHITTENANGO NY 13037		1223 SALT SPRINGS ROAD				MATCH FROM 5K RUN	4,780
CLEAR PATH FOR VETERANS INC. CHITTENANGO NY 13037		1223 SALT SPRINGS ROAD				FAMILY MEMBER DONATION	3,000
CNY ARTS SYRACUSE NY 13202		JOHN MULROY CIVIC CENTER				SUPPORT FOR MEDIA UNIT	3,000
CNY CAT COALITION SYRACUSE NY 13217		P.O. BOX 6182				OPERATING SUPPORT	300
CNY CHINESE SCHOOL MANLIUS NY 13104		P.O. BOX 83				OPERATING SUPPORT	500
CNY FAMILY BICYCLE GIVEAWAY, INC. SYRACUSE NY 13214		319 BARRINGTON ROAD				REPAIR OF BIKES, SCOOTERS & TRICYCLE	2,000
COLUMBIA GORGE COMMUNITY COLLEGE FO THE DALLES OR 97058		400 E SCENIC DRIVE				OPERATING SUPPORT	100

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**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
CROHN'S & COLITIS FOUNDATION OF ROCHESTER NY 14624		2117 BUFFALO ROAD #299				OPERATING SUPPORT	500
CROUSE HEALTH FOUNDATION, INC. SYRACUSE NY 13210		736 IRVING AVENUE				OPERATING SUPPORT	3,000
CYSTIC FIBROSIS FOUNDATION CNY SYRACUSE NY 13211		5818 EAST MOLLOY ROAD				OPERATING SUPPORT	500
CYSTIC FIBROSIS FOUNDATION CNY SYRACUSE NY 13211		5818 EAST MOLLOY ROAD				OPERATING SUPPORT	700
CYSTIC FIBROSIS FOUNDATION, CNY SYRACUSE NY 13211		5818 EAST MOLLOY ROAD				OPERATING SUPPORT	5,000
CYSTIC FIBROSIS FOUNDATION, CNY SYRACUSE NY 13211		5818 EAST MOLLOY ROAD				OPERATING SUPPORT	125
DISABLED AMERICAN VETERANS COLD SPRINGS KY 41076		3725 ALEXANDRIA PIKE				OPERATING SUPPORT	165
DOWN SYNDROME ASSOCIATION OF MANLIUS NY 13104-0005		P.O. BOX 5				OPERATING SUPPORT	1,000
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				DOLLY PARTON IMAGINATION LIBRARY	1,000
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				DEPOSIT FOR OOEE GOOEY SPEAKER	500
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				LEGACY OF CARING	1,000
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				OOEE GOOEY SPEAKER	6,200
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				BEHAVIORAL RESPONSE TRAINING	6,000
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				DIRECTORS DONATION - DOLLY PARTON	1,500
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				ABC CAYUGA	2,338
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				TO FUND DIRECTOR OF EARLY CHILDHOOD	30,000
E JOHN GAVRAS CENTER AUBURN NY 13021		182 NORTH STREET				ADVANS	20,600

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
ELDERCARE FOUNDATION SYRACUSE NY 13204	1050 WEST GENESEE STREET			OPERATING SUPPORT	1,000
ELDERCARE FOUNDATION AUBURN NY 13021	1050 WEST GENESEE STREET			OPERATING SUPPORT	2,500
ELMCREST CHILDREN'S CENTER SYRACUSE NY 13224	960 SALT SPRINGS ROAD			OPERATING SUPPORT	5,000
ENGLISH SPEAKING UNION MANLIUS NY 13104	4613 BROOKHILL DRIVE SOUT			SHAKESPEARE COMPETITION	500
ESF COLLEGE FOUNDATION, INC. SYRACUSE NY 13210	1 FORESTRY DRIVE			DIRECTORS DONATION	2,000
EVERSON MUSEUM OF ART OF SYRACUSE SYRACUSE NY 13202	401 HARRISON STREET			VOICES	2,500
EVERSON MUSEUM OF ART OF SYRACUSE SYRACUSE NY 13202	401 HARRISON STREET			OPERATING SUPPORT	1,000
EXODUS 3 MINISTRIES SYRACUSE NY 13204	305 NORTH GEDDES STREET			OPERATING SUPPORT	3,000
EXODUS 3 MINISTRIES SYRACUSE NY 13204	305 NORTH GEDDES STREET			OPERATING SUPPORT	500
EXPONENT PHILANTHROPY WASHINGTON DC 20036	1720 N STREET, NW			ANNUAL MEMBERSHIP	725
EXPONENT PHILANTHROPY WASHINGTON DC 20036	1720 N STREET, NW			ANNUAL MEMBERSHIP	725
FAMILY FIRM INSTITUTE, INC. BOSTON MA 02111	200 LINCOLN STREET, #201			DIRECTOR'S DONATION	1,825
FAMILYCAPPED, INC. SYRACUSE NY 13205	228 LAFAYETTE ROAD			OPERATING SUPPORT	2,500
FOLDS OF HONOR FOUNDATION OWASSO OK 74055	5800 NORTH PATRIOT DRIVE			OPERATING SUPPORT	50
FOOD BANK OF CNY SYRACUSE NY 13209	7066 INTERSTATE ISLAND RD			OPERATING SUPPORT	5,000
FOOD BANK OF CNY SYRACUSE NY 13209	7066 INTERSTATE ISLAND RD			OPERATING SUPPORT	250
FOOD BANK OF CNY SYRACUSE NY 13209	7066 INTERSTATE ISLAND RD			PURCHASE OF REFRIGERATED DELIVERY	20,000

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
FOOD BANK OF CNY	7066 INTERSTATE ISLAND RD			OPERATING SUPPORT	500
SYRACUSE NY 13209					
FRACTURED ATLAS PRODUCTIONS	248 W. 35TH STREET			THE WISH HORSE PROJECT	1,000
NEW YORK NY 10001					
FRANCIS HOUSE, INC.	108 MICHAELS AVENUE			OPERATING SUPPORT	750
SYRACUSE NY 13208					
FRANCISCAN NORTHSIDE MINISTRIES	804 N SALLINA STREET			OPERATING SUPPORT	1,000
SYRACUSE NY 13208					
FRANK H HISCOCK LEGAL AID SOCIETY	351 SOUTH WARREN STREET			TECHNOLOGY UPGRADES TO BUILD CAPACIT	34,700
SYRACUSE NY 13202					
FREMONT YMCA FOUNDATION	P.O. BOX 549			FAMILY MEMBER DONATION STRONG KIDS	3,000
FREMONT NE 68026-0549					
FRIENDS OF CENTRAL LIBRARY, INC.	THE GALLERIES OF SYRACUSE			ROSAMOND GIFFORD AUTHOR LECTURE SERI	2,500
SYRACUSE NY 13202					
FRIENDS OF DAVE PIRRO, INC.	P.O. BOX 914			SUPPORT FOR LOCAL CHARITIES	500
SKANEATELES NY 13152					
FRIENDS OF DOROTHY HOUSE	P.O. BOX 264			OPERATING SUPPORT	500
SYRACUSE NY 13208					
FRIENDS OF THE CENTRAL LIBRARY	THE GALLERIES OF SYRACUSE			ROSAMOND GIFFORD AUTHOR LECTURE	2,500
SYRACUSE NY 13202					
FRIENDS OF THE ROSAMOND GIFFORD ZOO	ONE CONSERVATION PLACE			DREAM NIGHT AT THE ZOO FOR CHILDREN	3,500
SYRACUSE NY 13204					
FRIENDS OF THE ROSAMOND GIFFORD ZOO	ONE CONSERVATION PLACE			ZOO EDUCATIONAL PROGRAMS	1,500
SYRACUSE NY 13204					
GENESE0 FOUNDATION	1 COLLEGE CIRCLE,			OPERATING SUPPORT	100
GENESE0 NY 14454					
GIFFORD FOUNDATION	100 CLINTON SQUARE			KATHY AWARD EXPENSES	6,000
SYRACUSE NY 13202					
GIFFORD FOUNDATION	100 CLINTON SQUARE			GAVRAS CENTER PARTICIPATION IN ADVAN	23,100
SYRACUSE NY 13202					
GIGI'S PLAYHOUSE	5885 EAST CIRCLE DRIVE			SUPPORT EDUCATION AND THERAPY	1,000
CICERO NY 13039					
GIRL SCOUTS OF NYPENN PATHWAYS, INC	8170 THOMPSON ROAD			CAMP CEO	2,500
CICERO NY 13039					

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**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
GOUCHER COLLEGE	BALTIMORE MD 21204	1021 DULANEY VALLEY ROAD				DIRECTOR'S DONATION	1,500
GRANTMAKERS FORUM OF NEW YORK	ROCHESTER NY 14607	75 COLLEGE AVE.				OPERATING SUPPORT	5,000
HEART TO HEART INTERNATIONAL	OLATHE KS 66062	401 S CLAIBORNE				OPERATING SUPPORT	50
HEIFER PROJECT	LITTLE ROCK AR 72202-2863	1 WORLD AVE				OPERATING SUPPORT	120
HOME HEADQUARTERS INC.	SYRACUSE NY 13203	990 JAMES STREET				BLOCK BLITZ SUPPORT	2,500
HONOR FLIGHT SYRACUSE, INC.	SYRACUSE NY 13209-0591	P.O. BOX 591				OPERATING SUPPORT	600
HOPE FOR THE BEREAVED, INC.	SYRACUSE NY 13219	4500 ONONDAGA BOULEVARD				PROGRAM SUPPORT	500
HOPEPRINT, INC.	SYRACUSE NY 13208	800 N SALINA STREET				STEPS TO THRIVE PROGRAM	4,950
HOSPICE FOUNDATION OF CNY	LIVERPOOL NY 13088	990 SEVENTH NORTH STREET				OPERATING SUPPORT	1,500
HOSPICE OF THE FINGERLAKES	AUBURN NY 13021	1130 CORPORATE DRIVE				DIRECTOR'S DONATION	1,000
HOSPICE OF THE FINGERLAKES	AUBURN NY 13021	1130 CORPORATE DRIVE				IN HONOR OF RICH NEWMAN'S SERVICE	1,000
HUMAN SERVICES COALITION OF CAYUGA	AUBURN NY 13021	17 EAST GENESEE STREET				COMPUTER EQUIPMENT AND SOFTWARE	2,500
INTERFAITH WORKS OF CENTRAL	SYRACUSE NY 13203	1010 JAMES STREET				OPERATING SUPPORT	2,000
INTERFAITH WORKS OF CENTRAL	SYRACUSE NY 13203	1010 JAMES STREET				OPERATING SUPPORT	3,000
JANE DOE NO MORE	NAUGATUCK CT 06770	203 CHURCH STREET, REAR				OPERATING SUPPORT	500
JDRF OREGON SW WASHINGTON CHAPTER	PORTLAND OR 97223	7000 SW HAMPTON SUITE 101				OPERATING SUPPORT	50
JORDAN COMMUNITY COUNCIL, INC.	JORDAN NY 13080	P.O. BOX 582				OPERATING SUPPORT	500

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**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
JORDAN ELBRIDGE ECUMENICAL FOOD ELBRIDGE NY 13060				C/O JOAN SCOTT		PROGRAM SUPPORT VIA KNIGHTS OF COLUM	500
JUNIOR ACHIEVEMENT, INC. DEWITT NY 13214				P.O. BOX784		JA YOU'RE HIRED PROGRAM	1,000
JUVENILE DIABETES RESEARCH LIVERPOOL NY 13088				100 METROPOLITAN PARK DR		DIRECTOR'S DONATION	2,000
KREMPELS CENTER PORTSMOUTH NH 03801				100 CAMPUS DRIVE		OPERATING SUPPORT	50
LAFAYETTE BIG PICTURE SCHOOL LAFAYETTE NY 13084				5940 FEATHER DR		SUPPORT FOR PERFORMANCE ART AND PHOT	7,500
LAKER TRANSPORTATION PROJECT, INC. SKANEATELES NY 13152				P.O. BOX 644		DIRECTOR'S DONATION	1,500
LEADERSHIP CAYUGA AUBURN NY 13021				2 STATE STREET		2 FULL SCHOLARSHIPS	2,200
LEMOYNE COLLEGE SYRACUSE NY 13214				1419 SALT SPRINGS ROAD		W.G. ALLYN SCHOLARSHIPS	30,000
LITERACY CNY SYRACUSE NY 13202				100 NEW STREET		SMALL GROUP CLASS BASIC LITERACY	12,500
LITERACY COALITION OF ONONDAGA COUN SYRACUSE NY 13220				518 JAMES STREET		OPERATING SUPPORT	1,500
LORETTO FOUNDATION SYRACUSE NY 13205				700 E BRIGHTON AVE		OPERATING SUPPORT	2,500
MAJORPALOOZA, INC. AUBURN NY 13021				49 HAVENS AVE		MEMORIAL DAY 5K RUN TO GET KIDS ACTI	2,000
MANLIUS LIBRARY MANLIUS NY 13104				1 ARKIE ALBANESE AVE		OPERATING SUPPORT	200
MANLIUS PEBBLE HILL SCHOOL DEWITT NY 13214				5300 JAMESVILLE RD		OPERATING SUPPORT	500
MANLIUS SENIOR CENTRE MANLIUS NY 13104				1 ARKIE ALBANESE AVE		OPERATING SUPPORT	250
MARCH OF DIMES SYRACUSE NY 13203				329 N SALINA STREET		OPERATING SUPPORT	2,500
MARCH OF DIMES SYRACUSE NY 13203				329 N SALINA STREET		OPERATING SUPPORT	1,850

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
MARCH OF DIMES	SYRACUSE NY 13203		329 N SALINA STREET			OPERATING SUPPORT	100
MARCH OF DIMES	SYRACUSE NY 13203		329 N SALINA STREET			OPERATING SUPPORT	300
MARS HILL BROADCASTING CO, INC.	SYRACUSE NY 13215		4044 MAKYES ROAD			DIRECTOR'S DONATION	1,000
MASTER WORKS CHORALE	SKANEATELES NY 13152		P.O. BOX 731			MUSICIANS FOR MESSIAH COMMUNITY SIN	500
MASTER WORKS CHORALE	SKANEATELES NY 13152		P.O. BOX 731			3 SETS OF 3 LEVEL RISERS	1,912
MATTHEW HOUSE	AUBURN NY 13021		43 METCALF DRIVE			OPERATING SUPPORT	50
MATTHEW HOUSE	AUBURN NY 13021		43 METCALF DRIVE			OPERATING SUPPORT	5,000
MATTHEW HOUSE	AUBURN NY 13021		43 METCALF DRIVE			OPERATING SUPPORT	180
MATTHEW HOUSE	AUBURN NY 13021		43 METCALF DRIVE			DIRECTOR'S DONATION	2,000
MAUREEN'S HOPE FOUNDATION	AUBURN NY 13021		43 METCALF DRIVE			ANNUAL OPERATIONS FUND	5,000
BALDWINVILLE NY 13027			44 OSWEGO STREET			BEADS OF COURAGE PROGRAM	2,000
MCMAHON/RYAN CHILD ADVOCACY SITE	SYRACUSE NY 13202		601 EAST GENESEE STREET			OPERATING SUPPORT	705
MCMAHON/RYAN CHILD ADVOCACY SITE,	SYRACUSE NY 13202		601 EAST GENESEE STREET			OPERATING SUPPORT	2,500
MCMAHON/RYAN CHILD ADVOCACY SITE, I	SYRACUSE NY 13202		601 EAST GENESEE STREET			OPERATING SUPPORT	871
MEMORIAL SLOAN KETTERING CANCER CEN	NEW YORK NY 10065-6007		1275 YORK AVE			MELANOMA RESEARCH CENTER	50
MILLARD FILLMORE ELEMENTARY SCHOOL	MORAVIA NY 13118		24 S MAIN STREET			SUMMER READING PROGRAM	10,000
MOHAWK VALLEY FRASERS	AVA NY 13303		9192 SLY HILL ROAD			OPERATING SUPPORT	500

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
MONTROSSI SCHOOL OF THE FL AUBURN NY 13021	6734 PINE RIDGE ROAD			SUCCESSION PLANNING	8,500
MOTTVILLE FIRE COMPANY, INC. MOTTVILLE NY 13119	P.O. BOX 9			OPERATING SUPPORT	5,000
MOVE ALONG, INC. BALDWINVILLE NY 13027	P.O. BOX 83			SLED HOCKEY PROGRAM	500
MULTIPLE SCLEROSIS RESOURCES OF CNY EAST SYRACUSE NY 13057	P.O. BOX 237			OPERATING SUPPORT	500
MULTIPLE SCLEROSIS RESOURCES OF CNY EAST SYRACUSE NY 13057	P.O. BOX 237			OPERATING SUPPORT	500
MUSEUM OF SCIENCE AND TECHNOLOGY SYRACUSE NY 13202	500 S FRANKLIN STREET			DIRECTOR'S DONATION TOWARD CAP CAMP	1,000
MUSEUM OF SCIENCE AND TECHNOLOGY SYRACUSE NY 13202	500 S FRANKLIN STREET			CAPITAL EXPENSES	25,000
MUSICAL THEATER FESTIVAL, INC. AUBURN NY 13021	17 WILLIAM STREET			OPERATING SUPPORT	2,000
NATIONAL CENTER FOR FAMILY PHILANTH WASHINGTON DC 20036	1101 CONNECTICUT AVENUE N			OPERATING SUPPORT	1,000
NATIONAL CENTER FOR MISSING & ROCHESTER NY 14608-1042	275 LAKE AVENUE			OPERATING SUPPORT	1,000
NATIONAL MS SOCIETY PORTLAND OR 97239	5331 SW MACADAM AVENUE			OPERATING SUPPORT	500
NATIONAL PARKINSON FOUNDATION MIAMI FL 33127	200 SE 1ST STREET			OPERATING SUPPORT	100
NATURE CONSERVACY ROCHESTER NY 14607	1048 UNIVERSITY AVENUE			DIRECTOR'S DONATION FOR GULF WATER	3,000
NEIGHBORHOOD HOUSE PORTLAND OR 97219	7780 SW CAPITOL HWY			OPERATING SUPPORT	500
NEIGHBORHOOD HOUSE OF AUBURN, NY AUBURN NY 13021	81 WALL STREET			CAPITAL SUPPORT	30,777
ON POINT FOR COLLEGE SYRACUSE NY 13204	1654 W ONONDAGA STREET			OPERATING SUPPORT	5,000
ON POINT FOR COLLEGE SYRACUSE NY 13204	1654 W ONONDAGA STREET			DIRECTORS DONATION TO ENDOWMENT	1,000

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
ON POINT FOR COLLEGE SYRACUSE NY 13204		1654 W ONONDAGA STREET				DIRECTORS DONATION	3,000
ONONDAGA COMMUNITY COLLEGE FOUND SYRACUSE NY 13215-4585		4585 WEST SENECA TURNPIKE				OPERATING SUPPORT	2,500
ONONDAGA COMMUNITY COLLEGE FOUND SYRACUSE NY 13215-4585		4585 WEST SENECA TURNPIKE				OPERATING SUPPORT	2,500
ONONDAGA COMMUNITY COLLEGE FOUND SYRACUSE NY 13215-4585		4585 WEST SENECA TURNPIKE				DIRECTOR'S DONATION TO SCHOLARSHIP	3,000
ONONDAGA COMMUNITY COLLEGE FOUND SYRACUSE NY 13215-4585		4585 WEST SENECA TURNPIKE				OPERATING SUPPORT	500
ONONDAGA COMMUNITY COLLEGE FOUND SYRACUSE NY 13215-4585		4585 WEST SENECA TURNPIKE				IN MEMORY OF RUSS CARLSON	5,000
ONONDAGA COMMUNITY COLLEGE FOUNDATI SYRACUSE NY 13215-4585		4585 WEST SENECA TURNPIKE				ALLYN COMMUNITY SCHOLARS RENEWABLE	30,000
ONONDAGA EARTH CORPS SYRACUSE NY 13204		102 WEST DIVISION STREET				CAPACITY BUILDING	8,895
ONONDAGA HISTORICAL ASSOCIATION SYRACUSE NY 13202		321 MONTGOMERY ST				OPERATING SUPPORT	1,250
OPHELIA'S PLACE SYRACUSE NY 13088		407 TULIP STREET				CAPITAL IMPROVEMENT PROJECT	25,000
ORENDA SPRINGS EXPERIENTIAL MARCELLUS NY 13108		4939 LAWLESS ROAD				OPERATING SUPPORT	100
OSWEGO COLLEGE FOUNDATION OSWEGO NY 13126		7060 STATE ROUTE 104				OPERATING SUPPORT	50
OSWEGO COLLEGE FOUNDATION OSWEGO NY 13126		7060 STATE ROUTE 104				OPERATING SUPPORT	50
OTISCO LAKE PRESERVATION ASSOCIATIO MARIETTA NY 13110		P.O. BOX 207				OPERATING SUPPORT	100
PARTNERSHIP FOR RESULTS AUBURN NY 13021		23 CHAPMAN AVENUE				AFTER SCHOOL PROGRAMMING - USHS	30,000
PERIMETER CHURCH JOHN'S CREEK GA 30097		9500 MEDLOCK BRIDGE ROAD				THE WOMAN IN THE MIRROR MINISTRY	150
PLANNED PARENTHOOD OF COLLIER COUNT NAPLES FL 34103		1425 CREECH ROAD				DIRECTOR'S DONATION	3,000

Federal Statements

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
POLISH SCHOLARSHIP FUND, INC.	SYRACUSE NY 13220		P.O. BOX 2025			POLISH SCHOLARSHIP FUND	1,000
READING PARTNERS	OAKLAND CA 94612		180 GRAND AVE			FAMILY MEMBER DONATION	3,000
REDHOUSE ARTS CENTER	SYRACUSE NY 13202		201 SOUTH WEST STREET			DIRECTORS DONATION TO CAPITAL CAMPAI	1,000
REDHOUSE ARTS CENTER	SYRACUSE NY 13202		201 SOUTH WEST STREET			THEATER EXPERIENCE PROGRAMS	3,000
REDHOUSE ARTS CENTER	SYRACUSE NY 13202		201 SOUTH WEST STREET			MANAGING DIRECTOR POSITION	30,000
REDHOUSE ARTS CENTER	SYRACUSE NY 13202		201 SOUTH WEST SREET			DIRECTORS DONATION	6,000
RENSSELAER POLYTECHNIC INSTITUTE	BOSTON MA 02241-3164		P.O. BOX 3164			OPERATING SUPPORT	450
RENSSELAER POLYTECHNIC INSTITUTE	BOSTON MA 02241-3164		P.O. BOX 3164			OPERATING SUPPORT	50
RESCUE MINISTRIES OF MEXICO	EL PASO TX 79926		P.O. BOX 27007			OPERATING SUPPORT	500
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			OPERATING SUPPORT	5,000
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			OPERATING SUPPORT	100
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			OPERATING SUPPORT	100
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			OPERATING SUPPORT	219
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			IN HONOR OF TOM WOOD	1,000
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			OPERATING SUPPORT	100
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			CAPITAL IMPROVEMENTS	50,000
RESCUE MISSION ALLIANCE OF SYRACUSE	SYRACUSE NY 13202		155 GIFFORD STREET			RENOVATION/RELOCATION	50,000

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
SALVATION ARMY	SYRACUSE NY 13202	677 SOUTH SALINA STREET		OPERATING SUPPORT	5,000
SALVATION ARMY	SYRACUSE NY 13202	677 SOUTH SALINA STREET		FAMILY MEMBER DONATION	1,500
SALVATION ARMY	SYRACUSE NY 13202	677 SOUTH SALINA STREET		OPERATING SUPPORT	100
SAMARITAN CENTER	SYRACUSE NY 13202	310 MONTGOMERY STREET		OPERATING SUPPORT	2,500
SARAH HOUSE	SYRACUSE NY 13202	100 ROBERTS AVENUE		OPERATING SUPPORT	1,000
SARAH HOUSE	SYRACUSE NY 13207	100 ROBERTS AVENUE		OPERATING SUPPORT	2,500
SAVES	SKANEATELES NY 13152	77 FENNELLS STREET		RECURRING GIFT SUPPORT	5,000
SAVES	SKANEATELES NY 13152	77 FENNELLS STREET		NEW AMBULANCE	20,000
SAVES	SKANEATELES NY 13152	77 FENNELLS STREET		DIRECTOR'S DONATION	2,000
SENECA CAYUGA ARC	AUBURN NY 13021	1521 CLARK STREET ROAD		1/2 FTE SOCIAL WORKER	30,000
SEWARD HOUSE MUSEUM	AUBURN NY 13021	33 SOUTH STREET		OPERATING SUPPORT	500
SEWARD HOUSE MUSEUM	AUBURN NY 13021	33 SOUTH STREET		OPERATING SUPPORT	2,500
SEYMOUR PUBLIC LIBRARY DISTRICT	AUBURN NY 13021	176-178 GENESEE STREET		EARLY CHILDHOOD FAMILY LITERACY PROG	150
SIGNATURE BAND & CHOIR CAMP	SYRACUSE NY 13204	509 W FAYETTE STREET		OPERATING SUPPORT	500
SKANEATELES CENTRAL SCHOOL	SKANEATELES NY 13152	49 EAST ELIZABETH STREET		WG ALLYN HOCKEY AWARD	2,200
SKANEATELES CENTRAL SCHOOL	SKANEATELES NY 13152	49 EAST ELIZABETH STREET		DIRECTOR'S DONATION - PLAYGROUND	3,000
SKANEATELES EARLY CHILDHOOD CENTER	SKANEATELES NY 13152	1574 CHERRY VALLEY TPK		SUCCESSION PLANNING	8,000

Federal Statements

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
SKANEATELES EARLY CHILDHOOD CENTER	SKANEATELES NY 13152	1574 CHERRY VALLEY TPK				DIRECTOR'S DONATION (WEBSITE DEVELOP	4,500
SKANEATELES EARLY CHILDHOOD CENTER	SKANEATELES NY 13152	1574 CHERRY VALLEY TPK				DIRECTOR'S DONATION	1,500
SKANEATELES ECUMENICAL FOOD PANTRY	SKANEATELES NY 13152	819 W GENESEE ST RD				PROGRAM SUPPORT	500
SKANEATELES ECUMENICAL FOOD PANTRY	SKANEATELES NY 13152	819 W GENESEE ST RD				DIRECTOR'S DONATION	1,500
SKANEATELES EDUCATION FOUNDATION	SKANEATELES NY 13152	P.O. BOX 16				OPERATING SUPPORT	500
SKANEATELES EDUCATION FOUNDATION	SKANEATELES NY 13152	P.O. BOX 16				CUSTOMER RELATIONSHIP SOFTWARE	1,900
SKANEATELES LIBRARY ASSOCIATION	SKANEATELES NY 13152	49 EAST GENESEE STREET				ANNUAL OPERATING FUND	6,000
SKANEATELES LIBRARY ASSOCIATION	SKANEATELES NY 13152	49 EAST GENESEE STREET				LARGE PRINT BOOKS & BOOKS ON CD	2,000
SKANEATELES RECREATION CHARITABLE	SKANEATELES NY 13152	P.O. BOX 460				DIRECTORS DONATION - COMMUNITY CENTE	5,000
SKANEATELES VINCENT HOUSE GUILD	SKANEATELES NY 13152	P.O. BOX 737				OPERATING SUPPORT	2,000
SKANRACES.COM, INC.	SKANEATELES NY 13152	P.O. BOX 818				OPERATING SUPPORT	1,000
SOLVAY GEDDES COMMUNITY	SKANEATELES NY 13209	1010 WOODS ROAD				DIRECTOR'S DONATION	3,000
SOUTH SIDE NEWSPAPER PROJECT, INC.	SYRACUSE NY 13205	2331 S. SALINA STREET				SUMMER PROJECT TO SPOTLIGHT FAMILY	500
SPAFFORD AREA HISTORICAL SOCIETY	MARIETTA NY 13110	P.O. BOX 250				SIDE HILL SCHOOLHOUSE & GRANGE HALL	1,500
SPANISH ACTION LEAGUE	SYRACUSE NY 13204	700 OSWEGO STREET				CASE MANAGEMENT WORKER	15,000
ST. BALDRICK'S FOUNDATION	MONROVIA CA 91016	1333 SOUTH MAYFLOWER AVE				OPERATING SUPPORT	50
ST. BALDRICK'S FOUNDATION	MONROVIA CA 91016	1333 SOUTH MAYFLOWER AVE.				OPERATING SUPPORT	50

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Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
ST. JAMES EPISCOPAL CHURCH FOUNDATI	SKANEATELES NY 13152	96 EAST GENESEE STREET				FAMILY NEEDS IN COMMUNITY	1,500
ST. JOSEPH'S HOSPITAL HEALTH CENTER	SYRACUSE NY 13203	973 JAMES STREET				OPERATING SUPPORT	3,000
ST. LUCY'S CHURCH	SYRACUSE NY 13204	432 GIFFORD STREET				ST. LUCY'S FOOD PANTRY XMAS BASKETS	2,500
SUMMIT MINISTRIES	MANITOU SPRINGS CO 80829	P.O. BOX 207				DIRECTOR'S DONATION	1,000
SUNCOAST HUMANE SOCIETY	ENGLEWOOD FL 34224	6781 SAN CASA DRIVE				DIRECTOR'S DONATION FOR CAPITAL	3,000
SUSAN G. KOMEN FOR THE CURE	EAST SYRACUSE NY 13057	5008 BRITTONFIELD PARKWAY				2014 SUSAN G KOMEN CNY RACE FOR THE	3,500
SYMPHORIA/MUSICAL ASSOCIATES OF CNY	SYRACUSE NY 13202	250 HARRISON STREET				SUPPORT FOR FREE SUMMER CONCERT	2,000
SYRACUSE 20-20, INC.	SYRACUSE NY 13202	120 MADISON STREET				SUPPORT FOR THANK A TEACHER	3,371
SYRACUSE CITY BALLET	SYRACUSE NY 13219	415 BREAKSPEAR ROAD				SUPPORT FOR CINDERELLA PERFORMANCE	1,000
SYRACUSE CITY BALLET	SYRACUSE NY 13219	415 BREAKSPEAR ROAD				SUPPORT FOR RAISING THE BARRE	1,000
SYRACUSE GROWS	SYRACUSE NY 13244	144 EGGERS HALL				OPERATING SUPPORT	5,250
SYRACUSE OPERA COMPANY, INC.	SYRACUSE NY 13201-1223	CIVIC CENTER SUITE 60				DIE FLEDERMAUS	2,500
SYRACUSE OPERA COMPANY, INC.	SYRACUSE NY 13201-1223	CIVIC CENTER SUITE 60				OPERATING SUPPORT	500
SYRACUSE SHAKESPEARE FESTIVAL CORP	SYRACUSE NY 13202	350 W FAYETTE STREET				OPERATING SUPPORT	1,000
SYRACUSE STAGE	SYRACUSE NY 13210	820 EAST GENESEE STREET				SOUND BOARD REPLACEMENT	25,000
SYRACUSE STAGE	SYRACUSE NY 13210	820 EAST GENESEE STREET				STUDENT MATINEES OF HAIRSPRAY	2,500
SYRACUSE UNIVERSITY	SYRACUSE NY 13244	223 LINK HALL					30,000

Federal Statements

**Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
SYRACUSE SAY YES TO EDUCATION	SYRACUSE NY 13202	431 E FAYETTE STREET				SAY YES ENDOWMENT FUND	100,000
THE ALOHA COMMUNITY LIBRARY ASSOCIA	ALOHA OR 97067	P.O. BOX 6561				OPERATING SUPPORT	200
THE CONSORTIUM FOR CHILDREN'S SERVI	SYRACUSE NY 13224	2122 ERIE BOULEVARD EAST				NURTURING PARENTING PROGRAM	27,000
THE FAMILY TREE, INC.	BALTIMORE MD 21218	2108 NORTH CHARLES STREET				FAMILY MEMBER DONATION	3,000
THE FREE WHEELCHAIR MISSION	PHOENIX AZ 85072	P.O. BOX 52001				DIRECTOR'S DONATION	3,000
THE GOOD PEOPLE FUND	MILLBURN NJ 07041	384 WYOMING AVE				OPERATING SUPPORT	135
THE GOOD PEOPLE FUND	MILLBURN NJ 07041	384 WYOMING AVE				OPERATING SUPPORT	100
THE LEUKEMIA & LYMPHOMA SOCIETY, IN	SYRACUSE NY 13203	6198 STONE ARABIA DR				DIRECTOR'S DONATION	1,000
THE MOLLY PROJECT, INC.	CICERO NY 13039	2424 SPRUCE STREET				MARKETING PROGRAM FOR THE MOLLY PROJ	10,000
THE NATURE CONSERVACY IN COLORADO	BOULDER CO 80302-4617	18 EAST GENESEE STREET				FAMILY MEMBER DONATION	3,000
THE SALVATION ARMY	AUBURN NY 13021	10711 BURNETT RD				ADA RENOVATIONS	20,000
THE SKANEATELES FESTIVAL, INC.	AUSTIN TX 78758	97 EAST GENESEE STREET				OPERATING SUPPORT	250
THE SKANEATELES NY 13152		97 EAST GENESEE STREET				OPERATING SUPPORT	1,000
THE SKANEATELES NY 13152		508 DOUGHERTY ENGINEERING				OPERATING SUPPORT	500
THE TAU BETA PI ASSOCIATION	KNOXVILLE TN 37901-2697	P.O. BOX 554				DIRECTOR'S DONATION FOR SCHOLARSHIP	3,000
TODD'S FUND	SKANEATELES NY 13152	17 NELSON STREET				SUPPORT FOR LOCAL FAMILY IN NEED	3,000
TRANSPORTATION PROJECT FOR CAYUGA	AUBURN NY 13021					OPERATING SUPPORT	500

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
UNITED JEWISH FEDERATION OF ALBANY NY 12203-5306		184 WASHINGTON AVENUE EXT				OPERATING SUPPORT	230
UNITED WAY OF CAYUGA COUNTY AUBURN NY 13021		17 EAST GENESEE STREET				OPERATING SUPPORT	500
UNITED WAY OF CAYUGA COUNTY AUBURN NY 13021		17 EAST GENESEE STREET				DIRECTOR'S DONATION	2,000
UNITED WAY OF CENTRAL NEW YORK, INC P.O. BOX 2129						WORK TRAIN COLLABORATIVE	75,000
SYRACUSE NY 13220						FURNITURE FOR GRACE HOUSE	8,760
UNITY HOUSE OF CAYUGA COUNTY AUBURN NY 13021		34 WRIGHT AVENUE				OPERATING SUPPORT	350
UNITY HOUSE OF CAYUGA COUNTY, INC. AUBURN NY 13021		34 WRIGHT AVENUE				SUPPORT FOR PEDIATRIC CANCER SERVICE	1,000
UNIVERSITY HOSPITAL SYRACUSE NY 13210		CENTER FOR CHILDREN'S CAN				MIRACLE RIDE SUPPORTING PEDIATRICS	1,000
UPSTATE MEDICAL UNIV FOUNDATION SYRACUSE NY 13210		750 EAST ADAMS STREET				OPERATING SUPPORT	280
UPSTATE MEDICAL UNIV FOUNDATION SYRACUSE NY 13210		750 EAST ADAMS STREET				DIRECTOR'S DONATION	1,000
UPSTATE MEDICAL UNIV FOUNDATION SYRACUSE NY 13210		750 EAST ADAMS STREET				OPERATING SUPPORT	5,000
UPSTATE MEDICAL UNIV FOUNDATION SYRACUSE NY 13210		6181 THOMPSON ROAD				OPERATING SUPPORT	50
VERA HOUSE, INC. SYRACUSE NY 13206		6181 THOMPSON ROAD				IN MEMORY OF KATIE SOCCI	2,500
VERA HOUSE, INC. SYRACUSE NY 13206		6181 THOMPSON ROAD				COMPREHENSIVE PROFESSIONAL DEVELOP	20,000
VERA HOUSE, INC. SYRACUSE NY 13206		6181 THOMPSON ROAD				OPERATING SUPPORT	2,500
VNA FOUNDATION, INC. SYRACUSE NY 13204		1050 WEST GENESEE STREET				OPERATING SUPPORT	1,000
WASHINGTON AND LEE LAW REVIEW LEXINGTON VA 24450		SYDNEY LEWIS HALL				DIRECTOR'S DONATION	1,500

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Status	Purpose	Amount
Address	Relationship					
WCNY-TV & CLASSIC FM SYRACUSE NY 13204	415 W FAYETTE STREET				OPERATING SUPPORT	100
WESTHILL CENTRAL SCHOOL DISTRICT SYRACUSE NY 13219	P.O. BOX 15073				OPERATING SUPPORT	750
WORLD WILDLIFE FUND WASHINGTON DC 20090-7180	1250 TWENTY-FOURTH ST., N				FAMILY MEMBER DONATION	1,500
YMCA OF GREATER SYRACUSE SYRACUSE NY 13202	340 MONTGOMERY STREET				LIVESTRONG AT THE YMCA	2,500
YMCA OF GREATER SYRACUSE SYRACUSE NY 13202	340 MONTGOMERY STREET				OPERATING SUPPORT	400
YMCA-WEIU OF AUBURN, NY AUBURN NY 13021	27 WILLIAM STREET				WEDNESDAY MORNING ROUND TABLE	500
YMCA-WEIU OF AUBURN, NY AUBURN NY 13021	27 WILLIAM STREET				OPERATING SUPPORT	250
YOUNG WOMEN'S CHRISTIAN ASSOCIATION SYRACUSE NY 13203	401 DOUGLAS STREET				COMMITMENT TO ELIMINATE RACISM	2,500
YOUNG WOMEN'S CHRISTIAN ASSOCIATION SYRACUSE NY 13203	401 DOUGLAS STREET				STRATEGIC PLANNING PROCESS	4,800
YOUNG WOMEN'S CHRISTIAN ASSOCIATION SYRACUSE NY 13203	401 DOUGLAS STREET				HEALTHY MASCULINITY TRAINING	1,590
ZERO - THE END OF PROSTATE CANCER ALEXANDRIA VA 22320	P.O. BOX 320882				IN MEMORY OF TOM TURNER	500
TOTAL						1,618,688

Statement 16 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for
Future Pmt

Name		Address		Purpose	Amount
Address		Relationship	Status		
AUBURN PUBLIC THEATER AUBURN NY 13021		8 EXCHANGE STREET		STRATEGIC PLAN & DEVEL DIRECTOR	30,000
					15-16

Federal Statements

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Statement 16 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt (continued)

Name		Address		Relationship	Status	Purpose	Amount
UNKNOWN							
SYRACUSE NY 13224				2100 E FAYETTE STREET		2 ADDL YOUTH SITES	97,850
CENTERSTATE DEVELOPMENT FOUNDATION				115 W FAYETTE STREET		SUPPORT FOR CONSENSUS	25,000
SYRACUSE NY 13202				431 E FAYETTE STREET		CAYUGA COMM FUND	2,000
CENTRAL NY COMMUNITY FOUNDATION				990 JAMES STREET		WASHINGTON SQ PARK PLAYGROUND	10,000
SYRACUSE NY 13202				500 S FRANKLIN STREET		CAPITAL EXPENSES	125,000
HOME HEADQUARTERS INC.				321 MONTGOMERY STREET			25,000
SYRACUSE NY 13203				201 SOUTH WEST STREET		MANAGING DIRECTOR POSITION	30,000
MUSEUM OF SCIENCE & TECH				155 GIFFORD STREET			100,000
SYRACUSE NY 13202				P.O. BOX 2129		WORK TRAIN COLLABORATIVE	150,000
ONONDAGA HISTORICAL ASSN							<u>594,850</u>
REDHOUSE ARTS CENTER							
SYRACUSE NY 13202							
RESCUE MISSION ALLIANCE							
SYRACUSE NY 13202							
UNITED WAY OF CNY							
SYRACUSE NY 13220							
TOTAL							

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

OMB No 1545-0172

2014Attachment
Sequence No **179**

Name(s) shown on return

ALLYN FOUNDATION, INC.

Identifying number

15-6017723

Business or activity to which this form relates

INDIRECT DEPRECIATION**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,119

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2014	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs.	MM	S/L	
			27 5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,119
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2014)

Grant Making Strategies

The Allyn Foundation makes grants to not for profit 501(c)(3) IRS designated organizations that **reside** in either **Onondaga** or **Cayuga** County. All of our grants fulfill our stated mission of improving the quality of life in Central New York. Within this broad mission, we focus our efforts on three main areas:

Health and Human Services

Facilitate and support the delivery of quality health care in our communities. Work to ensure that all people have basic daily needs of food, clothing, and shelter and enable the means to provide for themselves. Promote education in family planning.

Education

Expand access and success in education, particularly for students of underrepresented backgrounds.

Quality of Life for Youth and Families

Promote and support long-term sustainable solutions that target improved quality of life in our community for youth and families.

The Allyn Foundation, as a local, community-based funder, believes in an engaged and proactive approach to philanthropy which builds and strengthens community capacity. Toward this end, we work with community based organizations to build their structures, systems, people and skills so they are better able to define and achieve their objectives, manage community projects and participate in partnerships and collaborations.

Our grant making portfolio includes the following four areas:

Strategic Grants support projects that build an organization's capacity to become more efficient and effective through improved technology or capital improvements. Strategic Grants also support new programs or strengthen current programs that clearly align with community needs. Strategic grant applications are accepted 4 times per year. Grant seekers are **STRONGLY** encouraged to contact the Foundation office (by phone 685-5059 or email info@allynfoundation.org) to discuss a proposal before submitting an application.

Mini-Grants are funded through a partnership with Welch Allyn and support events and other community activities. Grants range from \$500-\$5,000 and applications are accepted on a rolling basis.

Capacity Building Grants are specifically focused on supporting an organization's effectiveness in the areas of staff professional development, board governance, strategic planning, succession planning and exploration of strategic partnerships, mergers or affiliations. Many of these grants fund consulting assistance. Applications are accepted on a rolling basis.

Our **Initiatives** are defined areas in which the Foundation has identified issues of special concern and has aimed significant resources towards systemic change in those areas. Our initiatives are not part of our responsive grant programs and funding is directed by invitation only.

Allyn Foundation, Inc.
Federal ID #: 15-6017723
December 31, 2013

Attachment to Form 990-PF
Part XV, Supplementary Information
Form in which application should be submitted
Lines 2b & 2c:

Founded in 1954, the Allyn Foundation is a private, family foundation that provides grants to charitable organization primarily in Central New York. The Foundation's funding priorities are a reflection of the generous legacy of William Noah Allyn, founder of Welch Allyn, and his son, William G. Allyn. The Foundation serves as a vehicle for the family to foster collectively the practice of philanthropy among succeeding generations. Through funding, engagement and influence, the Foundation seeks to reflect its family value, *Be Always Kind and True*.

The mission of the Allyn Foundation is to improve the quality of life in Central New York. The vision of the Allyn Foundation is to engage in collaborative philanthropy with leadership, investments and strategic grants through charitable organizations that build responsibility and vibrancy into the community, reflecting the compassion of our founders. In service of this vision, the Foundation focuses its grant making in the following areas:

Health and Human Services

Facilitate and support the delivery of quality health care in our communities. Work to ensure that all people have basic daily needs of food, clothing, and shelter and enable the means to provide for themselves. Promote education in family planning.

Education

Expand access and success in education, particularly for students in underrepresented backgrounds.

Quality of Life for Youth and Families

Promote and support long-term sustainable solutions that target improved quality of life in our community.

Grants are made only to organizations given tax exempt status by the Internal Revenue Service. Grants are not made to endowment funds, to individuals, for loan purposes, for religious groups or to political groups. Grants are not made as sponsorships for fund raising events. The Foundation will consider long-term pledges for capital improvement projects.

Please use a grant application when applying for funds. A grant application can be downloaded from the website: www.allynfoundation.org.

Applications are due April 1, July 1, September 1 and November 1 of 2013. The Board of Directors does not allow presentation during their scheduled meetings.

Grant Application for the Allyn Foundation

Name of Organization: _____

Address: _____

Contact person: _____ Position: _____

Phone: _____ Email address: _____

Amount requested: _____ Total cost of project: _____

Briefly explain the mission of your agency:

Please describe the geographic area in which you serve:

Describe the need or problem that your proposal seeks to address:

Describe the project or program and its objectives:

Outline your plan for evaluating the proposed project and its expected outcomes:

Describe the sustainability of this project, if it is not a one-time grant. How will you sustain the project after Allyn Foundation funding has ended?

Last year, how much did you raise in private funds (excluding United Way money): _____

Number of donors to your agency: _____

Describe other sources of funding you may have to secure financing for this project:

Please include with this grant statement the following:

- A one page line item budget reflecting all expenses and income for the project
- List of Board of Directors
- A copy of your 501(c)(3) IRS Determination Letter
- A copy of your most recent audited financial statement

You may include with this grant application any relevant materials including annual reports, campaign brochures, etc. In an effort to conserve paper, please do not submit a customized grant proposal.

Submit your grant application to:

The Allyn Foundation
P.O. Box 22
Skaneateles, NY 13152

Questions? Call 685-5059 or email us at anye@allynfoundation.org

ENDING BALANCES			
	QUANTITY	COST	MARKET
ACCENTURE PLC	1,725.00	110,090.46	154,059.75
AMERICAN EXPRESS CO	1,150.00	63,441.85	106,996.00
AMERISOURCEBERGEN CORP	1,400.00	61,302.54	126,224.00
BANK OF NEW YORK MELLON CORP	3,525.00	76,570.40	143,009.25
BERKSHIRE HATHAWAY INC	1,000.00	83,222.02	150,150.00
CINTAS CORP	750.00	29,487.70	58,830.00
COMCAST CORP	1,525.00	83,485.20	88,465.25
COMERICA INC	2,025.00	58,382.87	94,851.00
DANONE	8,050.00	113,466.70	104,786.85
DEVON ENERGY CORP	1,700.00	103,968.73	104,057.00
EBAY INC	1,350.00	70,013.37	75,762.00
EXPEDITORS INTERNATIONAL	1,800.00	68,809.21	80,298.00
HONEYWELL INTERNATIONAL INC	1,000.00	95,101.59	99,920.00
MICROSOFT CORP	2,175.00	58,011.40	101,028.75
NESTLE	1,200.00	74,828.67	87,540.00
OMNICOM GROUP INC	1,225.00	85,689.12	94,900.75
PACCAR INC	1,475.00	70,496.50	100,314.75
POTASH CORP SASKATCHEWAN INC	4,575.00	170,047.90	161,589.00
PROGRESSIVE CORP	3,750.00	94,338.65	101,212.50
ROSS STORES	1,000.00	67,889.76	94,260.00
SCHLUMBERGER LTD	1,150.00	85,008.97	98,221.50
TE CONNECTIVITY LTD	1,350.00	49,188.73	85,387.50
UNILEVER PLC	1,550.00	62,223.27	62,744.00
UNITEDHEALTH GROUP INC	1,600.00	116,787.58	161,744.00
3M CO	550.00	55,646.27	90,376.00
		2,007,499.46	2,626,727.85
US DOLLAR		231,798.21	231,798.21
		2,239,297.67	2,858,526.06

ENDING BALANCES

QUANTITY	COST	MARKET
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CS CYCLICAL SECT REL PERF NT	260,000.000	260,000.00	302,508.44
GENERAL ELECTRIC CO	1,997.000	29,125.25	50,464.19
JPM EQUITY INCOME FUND	60,431.518	575,000.00	862,357.76
JPM GROWTH ADVANTAGE FUND	58,078.141	550,000.00	848,521.64
JPM US LARGE CAP CORE PLUS FUND	74,972.093	1,298,783.08	2,204,179.53
SPDR S&P 500 ETF TRUST	8,065.000	1,219,103.26	1,657,680.10
STRKER CORP	13,497.000	92,989.52	1,273,172.01
AMG FDS	32,669.926	500,000.00	605,700.43
ISHARES RUSSELL MIDCAP INDEX	4,234.000	304,186.92	707,247.36
OAKMARK INTERNATIONAL FUND	48,070.765	1,280,000.00	1,121,971.66
T ROWE PRICE OVERSEAS STOCK	128,874.554	1,119,954.96	1,213,998.30
BROWN ADV JAPAN ALPHA OPP-IS	27,806.653	267,500.00	299,755.72
MATTHEW PACIFIC TIGER FUND	35,397.472	702,551.30	940,156.86
T ROWE PRICE NEW ASIA	24,046.067	366,954.69	391,710.43
VIRTUS EMERGING MARKETS	51,978.701	493,762.38	514,069.35
GLOBAL ACCESS MACRO LTD	505.080	500,000.00	560,968.36
GOLDENTREE OFFSHORE LTD SP 1-5	3.628	3,027.87	4,396.09
GOLDENTREE OFFSHORE LTD SP 4-1	13.011	10,709.58	4,499.80
GOLDENTREE OFFSHORE LTD SP 6-1	12.715	9,120.43	11,735.85
GOLDENTREE OFFSHORE LTD SP 8-1	57.904	37,652.70	140,615.09
GOLDENTREE OFFSHORE LTD SP 1-1	21.222	34,304.37	24,979.65
GOLDENTREE OFFSHORE LTD SP 1-3	0.729	723.12	2,143.14
GOLDENTREE OFFSHORE LTD G-R 13	221.723	401,259.59	705,446.98
GOLDENTREE OFFSHORE LTD SP 3-1	3.825	3,204.86	3,437.45
HIGHBRIDGE MULTI-STRATEGY HLDGS 45	0.008	672.63	1,386.30
HIGHBRIDGE MULTI-STRATEGY HLDGS 49	0.006	487.64	1,039.61
HIGHBRIDGE MULTI-STRATEGY HLDGS 47	0.008	695.97	1,386.25
MANIK A Y OFFSHORE FUND LTD	298.159	500,000.00	538,362.10
PSAM WORLD ARB FUND LTD	1,989.456	499,993.08	786,196.01
BLACKSTONE REAL ESTATE CMBS OFFSHORE	241.610	250,000.00	429,923.21
JPM LEVERAGED LOANS	10,167.030	10,167.03	10,167.03
JPM BLACKROCK OPPORTUNISTIC RMBS	3,747.310	3,747.31	3,747.31
JPM BLACKROCK OPPORTUNITIES	-	-	-
JPM STRATEGIC INCOME	89,237.629	1,021,230.39	1,045,865.01
JPM HIGH YIELD FUND	71,954.254	533,956.14	546,132.79
JPM MANAGED INCOME	10,479.041	105,000.00	104,895.20

12,985,864.07	17,920,817.01
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US DOLLAR

1,316,164.99	1,316,164.99
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14,302,029.06	19,236,982.00
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ENDING BALANCES

QUANTITY

COST

MARKET

TELEFONICA EMISIONES	15,000.00	16,615.65	15,023.70
HSBC FINANCE CORP	15,000.00	16,321.05	15,308.40
DONINION RESOURCES INC	10,000.00	9,985.40	10,068.40
ACE INA HOLDING	10,000.00	9,990.70	10,145.20
GOLDMAN SACHS GP GS	10,000.00	9,980.50	10,257.00
US TREASURY 2.125% 2/16	50,000.00	50,742.48	51,015.50
DIRECTV HLDG FIN INC	15,000.00	14,971.65	15,418.80
BP CAPITAL MARKETS	10,000.00	10,494.20	10,258.70
BB&T CORPORATION	10,000.00	10,348.30	10,260.90
ABBAY NATIONAL TREASURY SERVICE	5,000.00	5,318.71	5,185.45
AMGEN INC	3,000.00	2,993.04	3,046.26
WELLS FARGO & COMPANY	10,000.00	10,067.41	10,390.90
ST PAUL TRAVELERS COS INC	10,000.00	11,881.80	10,754.60
DIAGEO CAPITAL PLC	15,000.00	17,492.85	16,094.40
US TREASURY 3.125% 10/16	150,000.00	165,123.05	156,784.50
TEVA PHARMACEUT FIN BV	5,000.00	5,006.30	5,091.50
HONDA AUTO REC OWNER TRUST	34,967.26	34,934.48	34,953.97
APACHE CORP	7,000.00	8,344.63	7,538.72
ALLY AUTO RECEIVABLES TRUST	18,786.14	18,730.37	18,791.02
MORGAN STANLEY	20,000.00	21,493.60	21,341.20
US TREASURY 3.125% 4/17	95,000.00	101,219.53	100,054.00
US TREASURY 4.500% 5/17	190,000.00	225,126.95	206,269.70
US BANCORP	12,000.00	11,977.56	12,105.36
FNMA 6.5% 7/17	19,894.19	21,572.76	20,905.01
US TREASURY 1.875% 8/17	50,000.00	52,986.33	51,144.50
DEUTSCHE BANK AG LONDON	10,000.00	11,534.10	11,097.90
BLACKROCK INC	10,000.00	11,708.70	11,221.70
EOG RESOURCES INC	10,000.00	11,984.60	11,108.70
FEDERAL NATL MTG ASSN GTD REMIC 9/17	12,495.13	13,307.30	13,019.42
NYSE EURONEXT	10,000.00	10,050.60	10,088.70
CITIGROUP INC	-	-	-
NUCOR CORPORATION	10,000.00	11,801.80	11,067.10
AMERICREDIT AUTOMOBILE	25,000.00	24,945.31	24,996.75
WELLS FARGO COMPANY	15,000.00	17,213.55	16,735.80
US TREASURY 0.750% 2/18	150,000.00	147,761.72	147,925.50
FHLMC .875% 3/18	65,000.00	63,831.95	64,262.90
AMERICAN EXPRESS NOTE 7.0%	15,000.00	17,910.15	17,326.65
DUKE ENERGY CAROLINAS	5,000.00	5,645.35	5,550.35
MERRILL LYNCH & CO	30,000.00	32,605.50	34,360.80
AT&T INC	15,000.00	17,982.30	16,701.45
BNP PARIBAS MTN	5,000.00	4,990.70	5,104.50
US TREASURY 1.500% 8/18	225,000.00	229,842.77	226,055.25

APACHE CORP 9/18	3,000.00	3,887.76	3,458.82
NATIONAL RURAL UTILITY CORP	10,000.00	14,531.50	13,055.60
FNMA REMIC TRUST	24,735.51	25,864.07	25,562.42
TRANS-CANADA PIPELINES	10,000.00	12,825.20	11,620.90
GOLDMAN SACHS GROUP INC	10,000.00	12,314.60	11,861.40
BANK OF NEW YORK MELLON	5,000.00	5,043.55	5,003.85
SIMON PROPERTY GROUP LP	10,000.00	14,007.40	12,994.60
BHP BILLITON FIN USA LTD	4,000.00	4,790.94	4,705.16
RIO TINTO FINA USA LTD	3,000.00	4,093.38	3,803.52
US TREASURY 3.125% 5/19	65,000.00	69,532.22	69,286.10
PRINCIPAL FINANCIAL GROUP INC	5,000.00	6,803.59	6,322.45
US TREASURY 1.125% 5/19	90,000.00	88,073.44	88,397.10
US TREASURY 1.000% 6/19	175,000.00	167,658.20	170,735.25
FHLMC SER 2843 8/19	36,537.64	39,894.55	38,815.76
AMERICAN HONDA FINANCE MTN	10,000.00	9,981.50	10,034.90
IBM CORP	10,000.00	13,184.40	12,817.80
US TREASURY 3.375% 11/19	125,000.00	135,454.10	135,430.00
ANHEUSER-BUSCH INBEV WOR	10,000.00	12,377.60	12,046.80
LOCKHEED MARTIN CORP	10,000.00	11,284.60	10,884.60
WESTPAC BANKING CORP	10,000.00	11,238.20	11,154.00
AMAZON.COM INC	6,000.00	5,988.00	6,062.76
BB&T CORPORATION MTN 2.450%	5,000.00	4,992.75	4,974.10
FHLMC GOLD G11728 2/20	17,455.23	18,486.18	18,751.98
FHLMC GOLD G18044 3/20	17,701.35	18,752.37	18,783.61
FHLMC REMIC SERIES 2977	50,000.00	55,750.00	52,723.50
PRUDENTIAL FINANCIAL INC 5 3/8%	15,000.00	17,214.75	16,988.55
PNC FUNDING CORP	10,000.00	11,023.20	10,866.90
FHLMC GOLD G11769 10/20	7,178.68	7,582.48	7,609.76
FHLMC GOLD G11773 10/20	24,997.61	26,747.43	26,487.47
FHLMC GOLD G11880 12/20	26,643.14	28,716.31	28,302.21
GENERAL ELECTRIC CAP CORP	35,000.00	39,086.25	38,987.55
FHLMC GOLD G11936 3/21	27,322.04	29,832.25	29,570.92
FHLMC GOLD G12410 5/21	27,342.94	29,419.31	29,033.55
FNMA 880966 5.5% 9/21	36,889.98	39,679.76	39,959.96
FHLMC GOLD G12456 10/21	17,717.65	18,412.50	18,815.97
FNMA 914698 5.5% 4/22	25,124.07	27,322.41	27,287.00
FHLMC GOLD 5.0% 2/23	43,503.82	45,950.90	46,761.82
FHLMC GOLD C90706 5.0% 9/23	10,874.29	11,652.49	12,030.44
FHLMC GOLD C90719 5.0% 10/23	6,654.41	7,085.91	7,361.91
GNMA 700789 6.0% 10/23	29,133.44	32,265.29	32,109.71
FANNIE MAE	21,490.08	23,854.00	23,943.81
FHLMC GOLD 5.5% 2/24	44,735.82	49,097.56	50,116.64
FREDDIE MAC	5,983.07	6,183.04	6,031.77
FHLMC DEC 2420 CL XK	34,874.98	38,362.48	39,376.99
FNMA SER 2002-82 PE 6% 12/32	63,570.96	71,477.59	70,114.32
FNMA 88148 VAR RATE 2/37	9,001.78	9,530.64	9,572.85
FHLMC SER 3349 5.5% 2/24	59,004.04	64,461.91	64,452.47
FNMA 2011-28 4.50% 7/38	52,876.93	54,066.66	54,076.71
ROYAL BANK OF CANADA	7,000.00	6,999.30	6,967.80

2,959,670.22

2,910,945.22

US DOLLAR	88,663.21	88,663.21
JPM PRIME MONEY MARKET	6,421.16	6,421.16
	3,054,754.59	3,006,029.59

ENDING BALANCES

QUANTITY	COST	MARKET
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ALEXANDER & BALDWIN INC	1,169.00	39,271.02	45,894.94
ALLEGHENY TECHNOLOGIES INC	790.00	22,358.17	27,468.30
ALLIED WORLD ASSURANCE CO	1,320.00	40,715.80	50,054.40
ALLISON TRANSMISSION HOLDINGS	765.00	22,301.58	25,933.50
ALLY FINANCIAL INC	1,405.00	33,536.90	33,186.10
AMERCO	105.00	3,587.19	29,847.30
AMERICAN CAPITAL LTD	2,115.00	29,605.05	30,900.15
BROOKDALE SENIOR LIVING INC	750.00	24,226.96	27,502.50
CARRIZO OIL & GAS INC	266.00	10,147.33	11,065.60
CDW CORP	392.00	13,328.85	13,786.64
CIT GROUP INC	640.00	24,474.08	30,611.20
CNO FINANCIAL GROUP INC	2,109.00	30,082.92	36,316.98
COMERICA INC	630.00	18,385.12	29,509.20
CST BRANDS INC	1,000.00	32,239.78	43,610.00
DELK US HOLDINGS INC	624.00	18,108.54	17,022.72
DISCOVER FINANCIAL SERVICES	290.00	4,481.13	18,992.10
ENCORE WIRE CORP	700.00	13,441.16	26,131.00
FNF GROUP	1,190.00	31,863.83	40,995.50
GOLFPORT ENERGY CORPORATION	1,030.00	45,874.57	42,992.20
H&R BLOCK INC	1,026.00	29,936.59	34,555.68
HYATT HOTELS CORP	720.00	25,720.93	43,351.20
INTREPID POTASH INC	2,180.00	37,797.57	30,258.40
INVESTORS BANCORP INC	2,511.00	13,178.04	28,185.98
ISTAR FINANCIAL INC	940.00	13,904.96	12,831.00
LSB INDUSTRIAL INC	835.00	29,245.54	26,252.40
M D C HOLDINGS INC	910.00	26,149.43	24,087.70
OSHKOSH TRUCK CORP	980.00	39,152.92	47,677.00
OWENS CORNING INC	360.00	11,403.77	12,891.60
PIONEER NATURAL RESOURCES CO	135.00	15,730.08	20,094.75
RAYONIER INC	-	-	-
RAYONIER ADVANCED MATERIALS	707.00	24,872.99	15,766.10
ROCK-TENN CO	305.00	14,673.15	18,598.90
RYMAN HOSPITALITY PROPERTIES INC	575.00	19,524.28	30,325.50
SEACOR HOLDINGS INC	365.00	29,509.59	26,940.65
SUNOCO LOGISTICS PARTNERS	537.00	26,830.00	26,726.49
TECH DATA CORP	715.00	38,823.38	45,209.45
TESCO CORP	73.00	932.45	935.86
TOWERS WATSON & COMPANY	165.00	18,193.49	18,673.05
TRIBUNE MEDIA COMPANY	970.00	53,831.06	57,976.90
VISTEON CORP	185.00	6,846.08	19,769.10
VOYA FINANCIAL INC	625.00	23,887.39	26,487.50
WHITE MOUNTAIN INS GROUP LTD	60.00	13,687.64	37,806.60

971,861.31

1,187,222.14

US DOLLAR

82,943.47

82,943.47

1,054,804.78

1,270,165.61

ACCT - Q81631006

ENDING BALANCES

QUANTITY

COST

MARKET

JPM MANAGED INCOME FUND

134,511.130

1,347,800.35

1,346,456.45

ENDING BALANCES

EST VALUE

UNFND COMM

CRESTVIEW III PRIVATE INVESTORS

-

500,000.00

CSFR PRIVATE INVESTORS LLC

582,607.00

-

JPM SECONDARY PRIVATE EQUITY

326,007.50

142,008.65

KKR ASIAN FUND II PRIVATE INVESTORS

177,208.50

346,521.35

KKR NOTRH AMERICA XI PRIVATE

294,162.00

242,003.45

RIVERSTONE GLOBAL ENERGY & POWER 3

349,404.00

36,420.41

RIVERSTONE GLOBAL ENERGY & POWER 4

403,476.00

194,923.29

REALIZED GAIN - KKR NORTH AMERICA XI

REALIZED GAIN - RIVERSTONE 3

DIVIDEND - RIVERSTONE 3

REALIZED GAIN - RIVERSTONE 4

DIVIDEND - RIVERSTONE 4

2,132,865.00

1,347,800.35

US DOLLAR

90,725.29

90,725.29

1,438,525.64

1,437,181.74

ENDING BALANCES

QUANTITY	COST	MARKET
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ACCENTURE PLC	1,725.00	110,090.46	154,059.75
AMERICAN EXPRESS CO	1,150.00	63,441.85	106,996.00
AMERISOURCEBERGEN CORP	1,400.00	61,302.54	126,224.00
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HONEYWELL INTERNATIONAL INC	1,000.00	95,101.59	99,920.00
MICROSOFT CORP	2,175.00	58,011.40	101,028.75
NESTLE	1,200.00	74,828.67	87,540.00
OMNICOM GROUP INC	1,225.00	85,689.12	94,900.75
PACCAR INC	1,475.00	70,496.50	100,314.75
POTASH CORP SASKATCHEWAN INC	4,575.00	170,047.90	161,589.00
PROGRESSIVE CORP	3,750.00	94,338.65	101,212.50
ROSS STORES	1,000.00	67,889.76	94,260.00
SCHLUMBERGER LTD	1,150.00	85,008.97	98,221.50
TE CONNECTIVITY LTD	1,350.00	49,188.73	85,387.50
UNILEVER PLC	1,550.00	62,223.27	62,744.00
UNITEDHEALTH GROUP INC	1,600.00	116,787.58	161,744.00
3M CO	550.00	55,646.27	90,376.00

	2,007,499.46	2,626,727.85
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US DOLLAR	231,798.21	231,798.21
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	2,239,297.67	2,858,526.06
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ENDING BALANCES			
	QUANTITY	COST	MARKET
CS CYCLICAL SECT REL PERF NT	260,000.000	260,000.00	302,508.44
GENERAL ELECTRIC CO	1,997.000	29,125.25	50,464.19
JPM EQUITY INCOME FUND	60,431.518	575,000.00	862,357.76
JPM GROWTH ADVANTAGE FUND	58,078.141	550,000.00	848,521.64
JPM US LARGE CAP CORE PLUS FUND	74,972.093	1,298,783.08	2,204,179.53
SPDR S&P 500 ETF TRUST	8,065.000	1,219,103.26	1,657,680.10
STRKER CORP	13,497.000	92,989.52	1,273,172.01
AMG FDS	32,669.926	500,000.00	605,700.43
ISHARES RUSSELL MIDCAP INDEX	4,234.000	304,186.92	707,247.36
OAKMARK INTERNATIONAL FUND	48,070.765	1,280,000.00	1,121,971.66
T ROWE PRICE OVERSEAS STOCK	128,874.554	1,119,954.96	1,213,998.30
BROWN ADV JAPAN ALPHA OPP-IS	27,806.653	267,500.00	299,755.72
MATTHEW PACIFIC TIGER FUND	35,397.472	702,551.30	940,156.86
T ROWE PRICE NEW ASIA	24,046.067	366,954.69	391,710.43
VIRTUS EMERGING MARKETS	51,978.701	493,762.38	514,069.35
GLOBAL ACCESS MACRO LTD	505.080	500,000.00	560,968.36
GOLDENTREE OFFSHORE LTD SP 1-5	3.628	3,027.87	4,396.09
GOLDENTREE OFFSHORE LTD SP 4-1	13.011	10,709.58	4,499.80
GOLDENTREE OFFSHORE LTD SP 6-1	12.715	9,120.43	11,735.85
GOLDENTREE OFFSHORE LTD SP 8-1	57.904	37,652.70	140,615.09
GOLDENTREE OFFSHORE LTD SP 1-1	21.222	34,304.37	24,979.65
GOLDENTREE OFFSHORE LTD SP 1-3	0.729	723.12	2,143.14
GOLDENTREE OFFSHORE LTD G-R 13	221.723	401,259.59	705,446.98
GOLDENTREE OFFSHORE LTD SP 3-1	3.825	3,204.86	3,437.45
HIGHBRIDGE MULTI-STRATEGY HLDGS 45	0.008	672.63	1,386.30
HIGHBRIDGE MULTI-STRATEGY HLDGS 49	0.006	487.64	1,039.61
HIGHBRIDGE MULTI-STRATEGY HLDGS 47	0.008	695.97	1,386.25
MANIK A Y OFFSHORE FUND LTD	298.159	500,000.00	538,362.10
PSAM WORLD ARB FUND LTD	1,989.456	499,993.08	786,196.01
BLACKSTONE REAL ESTATE CMBS OFFSHORE	241.610	250,000.00	429,923.21
JPM LEVERAGED LOANS	10,167.030	10,167.03	10,167.03
JPM BLACKROCK OPPORTUNISTIC RMBS	3,747.310	3,747.31	3,747.31
JPM BLACKROCK OPPORTUNITIES	-	-	-
JPM STRATEGIC INCOME	89,237.629	1,021,230.39	1,045,865.01
JPM HIGH YIELD FUND	71,954.254	533,956.14	546,132.79
JPM MANAGED INCOME	10,479.041	105,000.00	104,895.20
		12,985,864.07	17,920,817.01
US DOLLAR		1,316,164.99	1,316,164.99
		14,302,029.06	19,236,982.00

ENDING BALANCES

QUANTITY	COST	MARKET
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TELEFONICA EMISIONES	15,000.00	16,615.65	15,023.70
HSBC FINANCE CORP	15,000.00	16,321.05	15,308.40
DONINION RESOURCES INC	10,000.00	9,985.40	10,068.40
ACE INA HOLDING	10,000.00	9,990.70	10,145.20
GOLDMAN SACHS GP GS	10,000.00	9,980.50	10,257.00
US TREASURY 2.125% 2/16	50,000.00	50,742.48	51,015.50
DIRECTV HLDG FIN INC	15,000.00	14,971.65	15,418.80
BP CAPITAL MARKETS	10,000.00	10,494.20	10,258.70
BB&T CORPORATION	10,000.00	10,348.30	10,260.90
ABBAY NATIONAL TREASURY SERVICE	5,000.00	5,318.71	5,185.45
AMGEN INC	3,000.00	2,993.04	3,046.26
WELLS FARGO & COMPANY	10,000.00	10,067.41	10,390.90
ST PAUL TRAVELERS COS INC	10,000.00	11,881.80	10,754.60
DIAGEO CAPITAL PLC	15,000.00	17,492.85	16,094.40
US TREASURY 3.125% 10/16	150,000.00	165,123.05	156,784.50
TEVA PHARMACEUT FIN BV	5,000.00	5,006.30	5,091.50
HONDA AUTO REC OWNER TRUST	34,967.26	34,934.48	34,953.97
APACHE CORP	7,000.00	8,344.63	7,538.72
ALLY AUTO RECEIVABLES TRUST	18,786.14	18,730.37	18,791.02
MORGAN STANLEY	20,000.00	21,493.60	21,341.20
US TREASURY 3.125% 4/17	95,000.00	101,219.53	100,054.00
US TREASURY 4.500% 5/17	190,000.00	225,126.95	206,269.70
US BANCORP	12,000.00	11,977.56	12,105.36
FNMA 6.5% 7/17	19,894.19	21,572.76	20,905.01
US TREASURY 1.875% 8/17	50,000.00	52,986.33	51,144.50
DEUTSCHE BANK AG LONDON	10,000.00	11,534.10	11,097.90
BLACKROCK INC	10,000.00	11,708.70	11,221.70
EOG RESOURCES INC	10,000.00	11,984.60	11,108.70
FEDERAL NATL MTG ASSN GTD REMIC 9/17	12,495.13	13,307.30	13,019.42
NYSE EURONEXT	10,000.00	10,050.60	10,088.70
CITIGROUP INC	-	-	-
NUCOR CORPORATION	10,000.00	11,801.80	11,067.10
AMERICREDIT AUTOMOBILE	25,000.00	24,945.31	24,996.75
WELLS FARGO COMPANY	15,000.00	17,213.55	16,735.80
US TREASURY 0.750% 2/18	150,000.00	147,761.72	147,925.50
FHLMC .875% 3/18	65,000.00	63,831.95	64,262.90
AMERICAN EXPRESS NOTE 7.0%	15,000.00	17,910.15	17,326.65
DUKE ENERGY CAROLINAS	5,000.00	5,645.35	5,550.35
MERRILL LYNCH & CO	30,000.00	32,605.50	34,360.80
AT&T INC	15,000.00	17,982.30	16,701.45
BNP PARIBAS MTN	5,000.00	4,990.70	5,104.50
US TREASURY 1.500% 8/18	225,000.00	229,842.77	226,055.25

APACHE CORP 9/18	3,000.00	3,887.76	3,458.82
NATIONAL RURAL UTILITY CORP	10,000.00	14,531.50	13,055.60
FNMA REMIC TRUST	24,735.51	25,864.07	25,562.42
TRANS-CANADA PIPELINES	10,000.00	12,825.20	11,620.90
GOLDMAN SACHS GROUP INC	10,000.00	12,314.60	11,861.40
BANK OF NEW YORK MELLON	5,000.00	5,043.55	5,003.85
SIMON PROPERTY GROUP LP	10,000.00	14,007.40	12,994.60
BHP BILLITON FIN USA LTD	4,000.00	4,790.94	4,705.16
RIO TINTO FINA USA LTD	3,000.00	4,093.38	3,803.52
US TREASURY 3.125% 5/19	65,000.00	69,532.22	69,286.10
PRINCIPAL FINANCIAL GROUP INC	5,000.00	6,803.59	6,322.45
US TREASURY 1.125% 5/19	90,000.00	88,073.44	88,397.10
US TREASURY 1.000% 6/19	175,000.00	167,658.20	170,735.25
FHLMC SER 2843 8/19	36,537.64	39,894.55	38,815.76
AMERICAN HONDA FINANCE MTN	10,000.00	9,981.50	10,034.90
IBM CORP	10,000.00	13,184.40	12,817.80
US TREASURY 3.375% 11/19	125,000.00	135,454.10	135,430.00
ANHEUSER-BUSCH INBEV WOR	10,000.00	12,377.60	12,046.80
LOCKHEED MARTIN CORP	10,000.00	11,284.60	10,884.60
WESTPAC BANKING CORP	10,000.00	11,238.20	11,154.00
AMAZON.COM INC	6,000.00	5,988.00	6,062.76
BB&T CORPORATION MTN 2.450%	5,000.00	4,992.75	4,974.10
FHLMC GOLD G11728 2/20	17,455.23	18,486.18	18,751.98
FHLMC GOLD G18044 3/20	17,701.35	18,752.37	18,783.61
FHLMC REMIC SERIES 2977	50,000.00	55,750.00	52,723.50
PRUDENTIAL FINANCIAL INC 5 3/8%	15,000.00	17,214.75	16,988.55
PNC FUNDING CORP	10,000.00	11,023.20	10,866.90
FHLMC GOLD G11769 10/20	7,178.68	7,582.48	7,609.76
FHLMC GOLD G11773 10/20	24,997.61	26,747.43	26,487.47
FHLMC GOLD G11880 12/20	26,643.14	28,716.31	28,302.21
GENERAL ELECTRIC CAP CORP	35,000.00	39,086.25	38,987.55
FHLMC GOLD G11936 3/21	27,322.04	29,832.25	29,570.92
FHLMC GOLD G12410 5/21	27,342.94	29,419.31	29,033.55
FNMA 880966 5.5% 9/21	36,889.98	39,679.76	39,959.96
FHLMC GOLD G12456 10/21	17,717.65	18,412.50	18,815.97
FNMA 914698 5.5% 4/22	25,124.07	27,322.41	27,287.00
FHLMC GOLD 5.0% 2/23	43,503.82	45,950.90	46,761.82
FHLMC GOLD C90706 5.0% 9/23	10,874.29	11,652.49	12,030.44
FHLMC GOLD C90719 5.0% 10/23	6,654.41	7,085.91	7,361.91
GNMA 700789 6.0% 10/23	29,133.44	32,265.29	32,109.71
FANNIE MAE	21,490.08	23,854.00	23,943.81
FHLMC GOLD 5.5% 2/24	44,735.82	49,097.56	50,116.64
FREDDIE MAC	5,983.07	6,183.04	6,031.77
FHLMC DEC 2420 CL XK	34,874.98	38,362.48	39,376.99
FNMA SER 2002-82 PE 6% 12/32	63,570.96	71,477.59	70,114.32
FNMA 88148 VAR RATE 2/37	9,001.78	9,530.64	9,572.85
FHLMC SER 3349 5.5% 2/24	59,004.04	64,461.91	64,452.47
FNMA 2011-28 4.50% 7/38	52,876.93	54,066.66	54,076.71
ROYAL BANK OF CANADA	7,000.00	6,999.30	6,967.80

2,959,670.22

2,910,945.22

ENDING BALANCES

QUANTITY	COST	MARKET
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ALEXANDER & BALDWIN INC	1,169.00	39,271.02	45,894.94
ALLEGHENY TECHNOLOGIES INC	790.00	22,358.17	27,468.30
ALLIED WORLD ASSURANCE CO	1,320.00	40,715.80	50,054.40
ALLISON TRANSMISSION HOLDINGS	765.00	22,301.58	25,933.50
ALLY FINANCIAL INC	1,405.00	33,536.90	33,186.10
AMERCO	105.00	3,587.19	29,847.30
AMERICAN CAPITAL LTD	2,115.00	29,605.05	30,900.15
BROOKDALE SENIOR LIVING INC	750.00	24,226.96	27,502.50
CARRIZO OIL & GAS INC	266.00	10,147.33	11,065.60
CDW CORP	392.00	13,328.85	13,786.64
CIT GROUP INC	640.00	24,474.08	30,611.20
CNO FINANCIAL GROUP INC	2,109.00	30,082.92	36,316.98
COMERICA INC	630.00	18,385.12	29,509.20
CST BRANDS INC	1,000.00	32,239.78	43,610.00
DELK US HOLDINGS INC	624.00	18,108.54	17,022.72
DISCOVER FINANCIAL SERVICES	290.00	4,481.13	18,992.10
ENCORE WIRE CORP	700.00	13,441.16	26,131.00
FNF GROUP	1,190.00	31,863.83	40,995.50
GOLFPORT ENERGY CORPORATION	1,030.00	45,874.57	42,992.20
H&R BLOCK INC	1,026.00	29,936.59	34,555.68
HYATT HOTELS CORP	720.00	25,720.93	43,351.20
INTREPID POTASH INC	2,180.00	37,797.57	30,258.40
INVESTORS BANCORP INC	2,511.00	13,178.04	28,185.98
ISTAR FINANCIAL INC	940.00	13,904.96	12,831.00
LSB INDUSTRIAL INC	835.00	29,245.54	26,252.40
M D C HOLDINGS INC	910.00	26,149.43	24,087.70
OSHKOSH TRUCK CORP	980.00	39,152.92	47,677.00
OWENS CORNING INC	360.00	11,403.77	12,891.60
PIONEER NATURAL RESOURCES CO	135.00	15,730.08	20,094.75
RAYONIER INC	-	-	-
RAYONIER ADVANCED MATERIALS	707.00	24,872.99	15,766.10
ROCK-TENN CO	305.00	14,673.15	18,598.90
RYMAN HOSPITALITY PROPERTIES INC	575.00	19,524.28	30,325.50
SEACOR HOLDINGS INC	365.00	29,509.59	26,940.65
SUNOCO LOGISTICS PARTNERS	537.00	26,830.00	26,726.49
TECH DATA CORP	715.00	38,823.38	45,209.45
TESCO CORP	73.00	932.45	935.86
TOWERS WATSON & COMPANY	165.00	18,193.49	18,673.05
TRIBUNE MEDIA COMPANY	970.00	53,831.06	57,976.90
VISTEON CORP	185.00	6,846.08	19,769.10
VOYA FINANCIAL INC	625.00	23,887.39	26,487.50
WHITE MOUNTAIN INS GROUP LTD	60.00	13,687.64	37,806.60

971,861.31

1,187,222.14

US DOLLAR

82,943.47

82,943.47

1,054,804.78

1,270,165.61

ACCT - Q81631006

ENDING BALANCES

QUANTITY

COST

MARKET

JPM MANAGED INCOME FUND

134,511.130

1,347,800.35

1,346,456.45

ENDING BALANCES

EST VALUE

UNFND COMM

CRESTVIEW III PRIVATE INVESTORS

-

500,000.00

CSFR PRIVATE INVESTORS LLC

582,607.00

-

JPM SECONDARY PRIVATE EQUITY

326,007.50

142,008.65

KKR ASIAN FUND II PRIVATE INVESTORS

177,208.50

346,521.35

KKR NOTRH AMERICA XI PRIVATE

294,162.00

242,003.45

RIVERSTONE GLOBAL ENERGY & POWER 3

349,404.00

36,420.41

RIVERSTONE GLOBAL ENERGY & POWER 4

403,476.00

194,923.29

REALIZED GAIN - KKR NORTH AMERICA XI

REALIZED GAIN - RIVERSTONE 3

DIVIDEND - RIVERSTONE 3

REALIZED GAIN - RIVERSTONE 4

DIVIDEND - RIVERSTONE 4

2,132,865.00

1,347,800.35

US DOLLAR

90,725.29

90,725.29

1,438,525.64

1,437,181.74

2