efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491317011065

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
BOOTH FOUNDATION INC

% NICHOLAS D ENDRES CPA

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2001 SAILFISH POINT BLVD 316

City or town, state or province, country, and ZIP or foreign postal code
STUART, FL 34996

A Employer identification number
20-0667161

B Telephone number (see instructions)

C If exemption application is pending, check here ▶ ☐

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

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

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

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)*▶$ 34,048,800

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

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

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

	Line	Description	(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)	1,208,209			
	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	605,060	605,060		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,882,264			
	b	Gross sales price for all assets on line 6a 11,036,293				
	7	Capital gain net income (from Part IV, line 2)		4,882,264		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-461,922	166,907		
	12	**Total.** Add lines 1 through 11	6,233,611	5,654,231		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	629	629	0	0
	b	Accounting fees (attach schedule)	41,249	28,874	0	2,062
	c	Other professional fees (attach schedule)	45,912	45,912		
	17	Interest	9,789	9,789		
	18	Taxes (attach schedule) (see instructions)	117,021	5,875		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,322	12,322		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	226,922	103,401	0	2,062
	25	Contributions, gifts, grants paid	1,450,000			1,450,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,676,922	103,401	0	1,452,062
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,556,689			
	b	**Net investment income** (if negative, enter -0-)		5,550,830		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	5,284	4,591	4,591
2	Savings and temporary cash investments	4,745,967	5,027,999	5,027,999
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	20,283,355	23,410,496	28,973,860
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	33,350	42,350	42,350
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	25,067,956	28,485,436	34,048,800
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	31,000	100,000	
23	**Total liabilities** (add lines 17 through 22)	31,000	100,000	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	25,036,956	28,385,436	
30	**Total net assets or fund balances** (see instructions)	25,036,956	28,385,436	
31	**Total liabilities and net assets/fund balances** (see instructions)	25,067,956	28,485,436	

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	25,036,956
2	Enter amount from Part I, line 27a	2	4,556,689
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	29,593,645
5	Decreases not included in line 2 (itemize) ▶	5	1,208,209
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,385,436

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,882,264
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,200,304	26,233,613	0 045754
2012	1,430,924	22,881,296	0 062537
2011	1,266,011	22,556,282	0 056127
2010	892,500	13,354,436	0 066832
2009	1,885,024	9,215,356	0 204552

2	**Total** of line 1, column (d).	2	0 435802
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 08716
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	33,193,954
5	Multiply line 4 by line 3.	5	2,893,185
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	55,508
7	Add lines 5 and 6.	7	2,948,693
8	Enter qualifying distributions from Part XII, line 4.	8	1,452,062

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 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	111,017
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	111,017
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	111,017
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	22,002		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	122,002
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	135
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	10,850
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 10,850 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶NICHOLAS D ENDRES CPA Telephone no ▶(713) 622-0016

Located at ▶2950 NORTH LOOP WEST HOUSTON TX ZIP+4 ▶77092

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 |

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

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
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 . . . . ▶	

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	28,973,860
b	Average of monthly cash balances	1b	4,725,586
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	33,699,446
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	33,699,446
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	505,492
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,193,954
6	**Minimum investment return.** Enter 5% of line 5	6	1,659,698

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	1,659,698
2a	Tax on investment income for 2014 from Part VI, line 5	2a 111,017		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	111,017
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,548,681
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,548,681
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	1,548,681

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	1,452,062
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,452,062
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,452,062

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				1,548,681
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 1,444,614				
b From 2010. 224,778				
c From 2011. 156,431				
d From 2012. 303,697				
e From 2013.				
f Total of lines 3a through e.	2,129,520			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,452,062				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				1,452,062
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014	96,619			96,619
(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	2,032,901			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	1,347,995			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	684,906			
10 Analysis of line 9				
a Excess from 2010. . . . 224,778				
b Excess from 2011. . . . 156,431				
c Excess from 2012. . . . 303,697				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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 organization 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
OUTREACH FOUNDATION OF FIRST PRESBYTERIAN CHURCH 318 SEABOARD LANE SUITE 205 FRANKLIN, TN 37069	NONE	PUBLIC	PROGRAM FOR DISADVANTAGED PEOPLE	1,450,000
Total . . . . ▶ **3a**				1,450,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	605,060	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	148,417	
8 Gain or (loss) from sales of assets other than inventory			18	4,882,264	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER PTP INVESTMENT INCOME			15	11,976	
b PTP INCOME	211110	-628,829			
c OTHER INCOME			15	18	
d PTP GUARANTEED PAYMENTS			14	6,496	
e					
12 Subtotal Add columns (b), (d), and (e)		-628,829		5,654,231	

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 5,025,402

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-11-11	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARY JANE ROBINSON		2015-11-11		P00232220

Firm's name ▶ EEPB PC

Firm's EIN ▶

Firm's address ▶ 2950 NORTH LOOP W SUITE 1200 HOUSTON, TX 77092

Phone no (713) 622-0016

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
RBC 528 - SEE ATTACHED STATEMENT	P		
RBC 529 - SEE ATTACHED STATEMENT	P		
RBC 528 - SEE ATTACHED STATEMENT	P		
2,000 SHS PETROLOGISTICS LP	P	2013-12-31	2014-07-16
RBC 529 - SEE ATTACHED STATEMENT	P		
7,000 SHS EL PASO PIPELINE PARTNERS	P	2014-01-28	2014-08-11
12,826 SHS KINDER MORGAN ENERGY PARTNERS	D	2014-11-13	2014-11-14
5,000 SHS LEHIGH GAS PARTNERS LP (CROSSAMERICAN PARTNERS)	P	2014-06-09	2014-08-07
20,000 SHS PETROLOGISTICS LP	P	2013-12-31	2014-07-16
BNY - SEE ATTACHED STATEMENT			

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,212,126		1,263,433	-51,307
345,843		254,427	91,416
72,035		71,500	535
28,639		23,307	6,982
83,209		66,445	16,764
279,704		238,150	60,116
1,239,131		1,205,516	1,239,131
161,990		135,506	27,968
280,000		230,729	65,782
836,727		857,106	-20,379

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-51,307
			91,416
			535
			5,332
			16,764
			41,554
			33,615
			26,484
			49,271
			-20,379

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1,260 SHS AMERICAN MIDSTREAM PARTNERS LP	P	2013-12-12	2014-11-03
2,150 SHS BREITBURN ENERGY PARTNERS LP	P	2014-05-15	2014-11-17
3,000 SHS JP ENERGY PARTNERS LP	P	2014-10-02	2014-12-26
1,095 SHS OAKTREE CAPITAL GROUP LLC	P	2014-05-22	2014-10-14
3,000 SHS VANGUARD NATURAL RESOURCE PFD	P	2014-03-04	2014-12-01
EFTPS PALLADIUM		2014-01-01	2014-12-31
RBC 528 - SEE ATTACHED STATEMENT	P		
RBC 529 - SEE ATTACHED STATEMENT	P		
RBC 528 - SEE ATTACHED STATEMENT	P		
26,488 SHS EAGLE ROCK ENERGY PARTNERS LP	P	2008-09-19	2014-12-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
36,463		31,800	9,739
50,459		53,173	-2,714
38,107		60,000	-19,792
50,446		57,858	-7,333
60,522		74,040	-13,518
35			35
891,260		853,472	37,788
257,912		405,616	-147,704
61,800		100,300	-38,500
58,538		214,626	-35,169

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,663
			-2,714
			-21,893
			-7,412
			-13,518
			35
			37,788
			-147,704
			-38,500
			-156,088

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
750 SHS MARKWEST ENERGY PARTNERS LP	P	2009-01-28	2014-11-07
4,500 SHS REGENCY ENERGY PARTNERS LP	P	2008-10-28	2014-12-15
RBC 529 - SEE ATTACHED STATEMENT	P		
12,000 SHS PETROLOGISTICS LP	P	2012-07-10	2014-07-16
BNY - SEE ATTACHED STATEMENT	P		
1,255 SHS AMERICAN MIDSTREAM PARTNERS LP	P	2013-12-12	2014-12-17
3,000 SHS FERRELLGAS PARTNERS LP	P	2011-06-07	2014-08-12
600 SHS PLAINS ALL AMERICAN PIPELINE LP	P	2012-03-06	2014-01-17
1,750 SHS TARGA RESOURCES PARTNERS LP	P	2012-11-16	2014-08-12
CAPITAL GAIN DISTRIBUTIONS	P	2010-01-01	2014-12-31

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
53,184		9,765	53,184
105,294		71,944	105,294
1,410,096		598,592	811,504
168,000		129,884	71,674
616,059		516,584	99,475
24,651		28,200	2,559
79,176		67,536	45,006
30,029		24,009	9,823
119,091		62,950	78,138
12,129			12,129

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			43,419
			33,350
			811,504
			38,116
			99,475
			-3,549
			11,640
			6,020
			56,141
			12,129

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
LEHMAN BROTHERS		2000-01-01	2014-12-31

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,373,638			2,373,638

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			2,373,638

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ALEX E BOOTH JR 2001 SAILFISH PT BLVD APT 316 STUART, FL 34996	PRESIDENT & TREASURER 10 0	0	0	0
BETH TERDO PRINZ 815 COLORADO AVENUE STE 103 STUART, FL 34994	SECRETARY & DIRECTOR 0	0	0	0
KATHERINE BOOTH 2001 SAILFISH PT BLVD APT 316 STUART, FL 34996	VICE PRESIDENT & DIRECTOR 5 0	0	0	0
WILLIAM BRYANT 318 SEABOARD LANE STE 205 FRANKLIN, TN 37067	DIRECTOR 0	0	0	0
SUSAN MACHOMER 1000 NO US 1 TOWNHOUSE 752 JUPITER, FL 33477	ASST SECR & DIRECTOR 0	0	0	0
NICHOLAS D ENDRES 2950 NORTH LOOP WEST SUITE 1200 HOUSTON, TX 77092	SECRETARY 0 25	0	0	0

TY 2014 Accounting Fees Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	41,249	28,874		2,062

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

TY 2014 Investments Corporate Stock Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS STOCKS, BONDS & PTPS	23,410,496	28,973,860

TY 2014 Legal Fees Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	629	629		

TY 2014 Other Assets Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	23,750	12,000	12,000
PREPAID TAXES	9,600	30,350	30,350

TY 2014 Other Decreases Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Description	Amount
ADJUSTMENT TO DONATED SECURITIES	1,208,209

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491317011065

TY 2014 Other Expenses Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSE	12,322	12,322		

TY 2014 Other Income Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RENT AND ROYALTY INCOME	101,342	101,342	
PTP INCOME	-622,333	6,496	
OTHER PTP INVESTMENT INCOME	11,976	11,976	
PTP ROYALTY INCOME	47,075	47,075	
OTHER INCOME	18	18	

TY 2014 Other Liabilities Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Description	Beginning of Year - Book Value	End of Year - Book Value
TAXES AND INTEREST PAYABLE	31,000	100,000

TY 2014 Other Professional Fees Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISOR FEES	44,823	44,823		
OTHER PROF FEES	1,089	1,089		

TY 2014 Substantial Contributors Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Name	Address
ALEX E BOOTH	2001 SAILFISH POINT BLVD 316 STUART, FL 34996

TY 2014 Taxes Schedule

Name: BOOTH FOUNDATION INC

EIN: 20-0667161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	5,875	5,875		
FEDERAL EXCISE TAX	111,146			

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491317011065

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2014

Name of the organization	**Employer identification number**
BOOTH FOUNDATION INC	20-0667161

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
BOOTH FOUNDATION INC

Employer identification number
20-0667161

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	ALEX E BOOTH 2001 SAILFISH POINT BLVD 316 STUART, FL 34996	$ 1,208,209	Person ☑ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
BOOTH FOUNDATION INC

Employer identification number
20-0667161

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	12,826 SHS KINDER MORGAN ENERGY PARTNERS, LP	$ 1,208,209	2014-11-13

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

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

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

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

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

Name of organization
BOOTH FOUNDATION INC

Employer identification number
20-0667161

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Income for 2014

This section reports your sales transactions during the year. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for current year's return of capital.

The following items are provided to you to assist in the preparation of your tax returns. We have included the following Codes and Adjustment amounts: "W" for wash sales, "C" for collectibles, and "D" for Market Discount. Typically, collectibles are taxed at 28% rates. For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses and Market Discount in the column titled "Portion Subject to 988 and Market Discount". We have also includes gains on collectibles taxed at 28% rates in the last column. If we have included a dagger symbol (†) next to the sale transaction with a net loss, this indicates that you can not take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure.

Short Term Transactions

DESCRIPTION		CUSIP								
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ALTISOURCE RESIDENTI-CL B-		**02153W100**							
05/08/14	03/28/14	875	$22,511 15	$27,464.30	$-4,953.15		$0.00	$0.00	$0.00
B & G FOODS INC NEW		**05508R106**							
04/08/14	10/18/13	1400	$46,326.09	$49,046 90 *	$-2,720.81		$0.00	$0.00	$0.00
12/23/14	09/04/14	1985	$61,776.00	$59,541.67 *	$2,234.33		$0.00	$0.00	$0.00
COCA-COLA CO USD		**191216100**							
10/15/14	07/21/14	1350	$58,325.19	$57,294 00	$1,031.19		$0.00	$0.00	$0.00

Short Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
COMMUNITY BK SYS INC COM		**203607106**							
11/18/14	07/14/14	825	$30,993.98	$29,716.25	$1,277.73		$0.00	$0.00	$0.00
DOW CHEMICAL COMPANY COMMON		**260543103**							
10/10/14	07/01/14	830	$39,573.02	$42,750.48	$-3,177.46		$0.00	$0.00	$0.00
FEDERATED INVS INC PA		**314211103**							
06/06/14	08/06/13	900	$27,251.75	$25,965.90	$1,285.85		$0.00	$0 00	$0 00
FIFTH STREET SENIOR FLOATING		**31679F101**							
11/04/14	08/14/14	4700	$50,501.32	$57,281.72 *	$-6,780.40		$0.00	$0.00	$0.00
HERITAGE FINANCIAL CORP		**42722X106**							
11/18/14	12/24/13	1225	$21,449.15	$20,980.09	$469.06		$0.00	$0.00	$0.00
11/18/14	01/27/14	710	$12,431.76	$12,403.06	$28.70		$0.00	$0.00	$0.00
J SAINSBURY PLC		**466249208**							
09/09/14	06/24/14	775	$14,633.22	$16,833.00	$-2,199.78		$0.00	$0.00	$0.00
09/09/14	04/03/14	1275	$24,074 02	$26,628.38	$-2,554.36		$0.00	$0 00	$0.00
JPMRR 2009-7 17A1		**46633PBG6**							
02/27/14	03/19/13	56.99	$56.99	$56.99	$0.00		$0.00	$0.00	$0.00
MUENCHENER RUECK-UNSPON ADR		**626188106**							
06/26/14	11/04/13	1250	$27,249.40	$26,287.50	$961.90		$0.00	$0 00	$0.00

Short Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
NESTLE S A SPONSORED ADR		**641069406**							
01/28/14	10/11/13	765	$56,624.31	$52,159.23	$4,465.08		$0.00	$0.00	$0.00
NEW MEDIA INVESTMENT GRO-W/I		**64704V106**							
03/11/14	03/03/14	0.71	$10.55	$10.26	$0.29		$0.00	$0.00	$0 00
08/19/14	03/03/14	1999.29	$33,681.37	$28,509.93 *	$5,171.44		$0.00	$0.00	$0.00
08/19/14	02/13/14	335.71	$5,655.51	$4,313.82 *	$1,341.69		$0 00	$0.00	$0.00
NEW RESIDENTIAL INVESTMENT		**64828T102**							
03/13/14	05/15/13	4650	$30,231.31	$31,317.75	$-1,086.44		$0.00	$0.00	$0.00
03/13/14	08/05/13	3550	$23,079.81	$23,711.52	$-631.71		$0.00	$0.00	$0.00
PLAINS GP HOLDINGS LP-CL A		**72651A108**							
09/15/14	08/12/14	1995	$60,488.66	$59,627 16	$861.50		$0.00	$0.00	$0.00
10/31/14	08/12/14	730	$20,673.65	$21,679.18 *	$-1,005.53		$0.00	$0.00	$0.00
RAIT FINANCIAL TRUST		**749227609**							
11/06/14	01/14/14	6275	$44,924.86	$50,201.88 *	$-5,277.02		$0.00	$0.00	$0.00
ENSCO PLC		**G3157S106**							
09/09/14	06/24/14	775	$36,586.71	$43,009.40	$-6,422.69		$0.00	$0.00	$0.00
HOME LOAN SERVICING SOLUTION		**G6648D109**							
02/12/14	06/21/13	1655	$33,821 65	$37,869 38	$-4,047.73		$0.00	$0.00	$0.00
04/04/14	06/21/13	595	$12,867 07	$13,614 67	$-747.60		$0.00	$0.00	$0.00

Short Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
OXBRIDGE UNCOVERED AMERICAN CALL		**G6856M114**							
05/28/14	04/16/14	6604	$6,603.85	$7,331.29	$-727.44		$0.00	$0.00	$0.00
V T T I ENERGY PARTNERS LP (COMP		**Y9384M101**							
08/12/14	08/01/14	1500	$34,324.19	$31,500.00	$2,824.19		$0.00	$0.00	$0.00
Total Short Term Gain/Loss			*$836,726 54*	*$857,105.71*	*$-20,379.17*		*$0.00*	*$0.00*	*$0.00*

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ARBOR REALTY TRUST INC PFD		**038923603**							
10/03/14	01/29/13	1000	$24,353.36	$25,000 00	$-646 64		$0.00	$0 00	$0 00
COMMUNITY BK SYS INC COM		**203607106**							
11/18/14	08/06/13	15	$563.53	$516.47	$47.06		$0.00	$0.00	$0.00
12/04/14	08/06/13	755	$28,178.40	$25,995.48	$2,182.92		$0 00	$0 00	$0 00
GENERAL MILLS INC COM		**370334104**							
01/28/14	12/17/12	870	$42,637.35	$36,229.15	$6,408.20		$0 00	$0.00	$0.00
JPMRR 2009-7 17A1		**46633PBG6**							
03/25/14	03/19/13	176.99	$176 99	$176.98	$0.01		$0.00	$0.00	$0.00

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
PLAINS GP HOLDINGS LP-CL A (CORP		**72651A108**							
10/31/14	10/17/13	1175	$33,276.09	$25,098.22 *	$8,177.87		$0.00	$0.00	$0.00
POWERSHARES SENIOR LOAN PORT		**73936Q769**							
10/03/14	04/09/13	5195	$126,344.29	$130,586.83 *	$-4,242.54		$0.00	$0.00	$0.00
SENIOR HSG PPTYS TR		**81721M109**							
03/13/14	10/12/11	4500	$99,988.23	$90,650 91 *	$9,337.32		$0 00	$0.00	$0.00
03/13/14	08/08/11	1500	$33,329.41	$26,018 53 *	$7,310.88		$0.00	$0.00	$0 00
WILLIAMS CO INC		**969457100**							
06/16/14	12/13/12	1290	$72,341.60	$40,703.24	$31,638 36		$0 00	$0.00	$0.00
08/14/14	12/13/12	635	$35,927.00	$20,036.09	$15,890.91		$0.00	$0.00	$0.00
08/14/14	12/13/12	500	$28,288.97	$15,500.00	$12,788.97		$0 00	$0.00	$0.00
HOME LOAN SERVICING SOLUTION		**G6648D109**							
04/04/14	12/20/12	1060	$22,922.84	$20,093 36	$2,829 48		$0.00	$0.00	$0.00
Total Long Term Gain/Loss			*$616,058 99*	*$516,584 33*	*$99,474.66*		*$0.00*	*$0 00*	*$0 00*

Master Limited Partnership (MLP) Proceeds

This account holds an interest in one or more limited partnerships. If available, the original cost basis of the partnership has been provided to assist you in your tax preparation. Please consult your tax advisor regarding tax treatment if applicable to these items.

Long Term Transactions

DESCRIPTION		CUSIP							
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
JPMRR 2009-7 17A1		**46633PBG6**							
04/27/14	03/19/13	387.81	$387.81	$387.78	$0.03		$0.00	$0.00	$0.00
05/27/14	03/19/13	554 34	$554.34	$554.30	$0.04		$0.00	$0.00	$0.00
06/27/14	03/19/13	670 78	$670.78	$670.73	$0.05		$0.00	$0.00	$0 00
07/27/14	03/19/13	462 07	$462.07	$462.03	$0.04		$0.00	$0.00	$0 00
08/27/14	03/19/13	755.15	$755.15	$755.09	$0 06		$0.00	$0.00	$0 00
09/27/14	03/19/13	989.72	$989.72	$989.64	$0.08		$0.00	$0.00	$0.00
10/27/14	03/19/13	144.51	$144.51	$144.50	$0.01		$0.00	$0.00	$0.00
11/27/14	03/19/13	1262.97	$1,262.97	$1,262.87	$0.10		$0.00	$0 00	$0.00
12/27/14	03/19/13	301.86	$301.86	$301.84	$0.02		$0.00	$0.00	$0.00
KINDER MORGAN MGMT LLC		**49455U100**							
02/24/14	08/08/12	0 31	$22 60	$21 00	$1 60		$0.00	$0.00	$0.00
05/29/14	08/08/12	0.8	$57.68	$52.24	$5.44		$0.00	$0.00	$0 00
08/12/14	08/08/12	431	$40,268.12	$27,737.72	$12,530.40		$0.00	$0.00	$0.00
10/08/14	08/08/12	0.13	$12.01	$8.30	$3.71		$0.00	$0.00	$0.00
10/08/14	08/08/12	0 25	$23.06	$15.92	$7.14		$0.00	$0.00	$0.00
NEWCASTLE INVT CORP		**65105M108**							
06/23/14	03/01/13	4650	$21,818 25	$26,615 11 *	$-4,796.86		$0.00	$0 00	$0.00

Short Term Master Limited Partnership Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
AMERICAN MIDSTREAM PARTNERS		**02752P100**							
11/03/14	12/12/13	445	$12,877.97	$9,999 15	$2,878.82		$0.00	$0.00	$0.00
11/03/14	01/24/14	815	$23,585.49	$21,801 25	$1,784.24		$0 00	$0.00	$0.00
BREITBURN ENERGY PARTNERS LP		**106776115**							
11/17/14	05/15/14	2150	$50,459.38	$53,172.94	$-2,713 56		$0.00	$0.00	$0 00
J P ENERGY PARTNERS LP		**46643C109**							
12/26/14	10/02/14	3000	$38,107.25	$60,000.00	$-21,892 75		$0.00	$0 00	$0 00
OAKTREE CAPITAL GROUP LLC		**674001201**							
10/14/14	05/22/14	620	$28,562.77	$31,618.88	$-3,056.11		$0.00	$0.00	$0.00
10/14/14	12/13/13	475	$21,882.76	$26,238 76	$-4,356.00		$0.00	$0 00	$0.00
VANGUARD NATURAL RESOU PFD		**92205F304**							
12/01/14	03/04/14	3000	$60,522.46	$74,040.00	$-13,517.54		$0.00	$0.00	$0.00
Total Short Term Gain/Loss from MLP Transactions			*$235,998.08*	*$276,870.98*	*$-40,872 90*		*$0.00*	*$0.00*	*$0.00*

Long Term Master Limited Partnership Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
AMERICAN MIDSTREAM PARTNERS		**02752P100**							
12/17/14	12/12/13	1255	$24,650.91	$28,199.85	$-3,548.94		$0.00	$0.00	$0.00

Long Term Master Limited Partnership Transactions

DESCRIPTION Date sold or disposed	Date acquired	CUSIP Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
FERRELLGAS PARTNERS LP		**315293100**							
08/12/14	06/07/11	3000	$79,176.04	$67,536.12	$11,639.92		$0.00	$0.00	$0.00
PLAINS ALL AMERN PIPELINE L P UNIT		**726503105**							
01/17/14	03/06/12	600	$30,029.47	$24,009.00	$6,020.47		$0.00	$0.00	$0.00
TARGA RES PARTNERS LP		**87611X105**							
08/12/14	11/16/12	1750	$119,091.00	$62,949.60	$56,141.40		$0.00	$0.00	$0.00
Total Long Term Gain/Loss from MLP Transactions			*$252,947.42*	*$182,694.57*	*$70,252.85*		*$0.00*	*$0.00*	*$0.00*

Booth Foundation Inc
2014 Schedule of Capital Gains

RBC 301 09529

Short-Term Covered (Box A)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Nordic American Offshore Ltd	346 62	8/11/2014	VAR	6 191 86	6 270 36		(78 50)
Nordica American Tankers	10 000 00	4/2/2013	1/21/2014	116 012 34	95 155 00		20 857 34
Weatherford International PLC	10 000 00	VAR	VAR	223 639 02	153 002 00		70 637 02
Totals to be reported on Schedule D				**345,843 22**	**254,427 36**	**-**	**91,415 86**

Short-Term Noncovered (Box B)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Carrington Mtg Ln Tr Ser Series 2006 NC4 CLASS A2	14 772 47	5/10/2013	VAR	14 772 47	13 941 52		830 95
Chaseflex Trust MTGPC/Series 2006 2 A 5 VAR RATE	21 820 04	10/16/2013	VAR	21 820 04	20 892 69		927 35
El Paso Pipeline Partners LP	***7,000 00***	***1/28/2014***	***VAR***	***279,703 93***	***238,149 50***	***18,562 00***	***60,116 43***
Kinder Morgan Energy Partners LP	***12,826 00***	***VAR***	***VAR***	***1,239,130 88***	***1,205,515 73***	***1,205,515 73***	***1,239,130 88***
Lehigh Gas Partners LP	***5,000 00***	***6/9/2014***	***8/7/2014***	***161,990 40***	***135,505 98***	***1,484 00***	***27,968 42***
Mastr Asset Securitization Trust 2004 5 MTGPC/SERIES 2004 5 B 1 VAR RATE	519 28	2/8/2013	1/25/2014	519 28	505 00		14 28
Morgan Stanley Home Equity Loan Trust MTGPC/SERIES 2007 2 A 1 VAR RATE	3 095 03	5/23/2013	VAR	3 095 03	2 831 97		263 06
Petrologistics LP	***20,000 00***	***VAR***	***7/16/2014***	***280,000 00***	***230,728 63***	***16,511 00***	***65,782 37***
Residential Asset Securitization Trust MTGPC/SERIES 2005 A5	43 002 53	11/18/2013	VAR	43 002 53	28 274 17		14 728 36
Totals before exclusion of PTP sales				2 044 034 56	1 876 345 19	1 242 072 73	1 409 762 10
Less El Paso Pipeline Partners (reported separately)				(279 703 93)	(238 149 50)	(18 562 00)	(60 116 43)
Less Kinder Morgan Energy Partners (reported separately as LT)				(1 239 130 88)	(1 205 515 73)	(1 205 515 73)	(1 239 130 88)
Less Lehigh Gas Partners LP				(161 990 40)	(135 505 98)	(1 484 00)	(27 968 42)
Less Petrologistics LP				(280 000 00)	(230 728 63)	(16 511 00)	(65 782 37)
Totals to be reported on Schedule D				**83,209 35**	**66,445 35**	**-**	**16,764 00**

Long-Term Covered (Box D)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Allied Nev Gold Corp	3 000 00	1/4/2013	10/30/2014	4 415 66	83 565 87		(79 150 21)
Hess Corporation	3 000 00	1/22/2013	1/27/2014	225 550 25	174 013 00		51 537 25
North American Palladium	25 000 00	VAR	10/30/2014	3 801 03	75 010 86		(71 209 83)
Vector Group Ltd	473 75	1/31/2012	1/30/2014	8 550 94	6 540 22		2 010 72
Yamana Gold Inc	4 000 00	1/4/2013	10/31/2014	15 593 64	66 485 60		(50 891 96)
Totals to be reported on Schedule D				**257,911 52**	**405,615 55**	**-**	**(147,704 03)**

Long-Term Noncovered (Box E)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Alexion Pharmaceuticals Inc	2 000 00	VAR	VAR	329 431 04	12 713 39		316 717 65
Alternative Loan Trust MTGPC/Series 2005 54CB1 A 7 FIXED	4 932 18	2/3/2011	VAR	4 932 18	4 929 08		3 10
Alternative Loan Trust MTGPC/Series 2006 27CBA 4 FIXED R	18 176 60	1/18/2011	VAR	14 042 53	16 177 18		(2 134 65)
Banc of Amer Alt Ln Trust Series 2006 7 Class A2	5 338 96	2/11/2011	VAR	5 338 96	4 751 68		587 28
Bank of America Funding Corp Series 2007 2 Class 1A7	19 080 55	4/20/2011	VAR	11 816 73	19 067 74		(7 251 01)
Carrington Mtg Ln Tr Ser Series 2006 NC4 CLASS A2	36 340 45	5/10/2013	VAR	36 340 45	34 296 29		2 044 16
Chaseflex Trust MTGPC/Series 2006 2 A 5 VAR RATE	7 314 94	10/16/2013	VAR	7 314 94	7 004 06		310 88
CHL Mortgage Pass Through Trust MTGPC/Series 2006 15 A 1 FIXED RT	6 960 48	1/26/2011	VAR	5 857 82	6 647 24		(789 42)
CHL Mortgage Pass Through Trust MTGPC/Series 2003 24M FIXED RT	190 437 56	1/30/2012	VAR	190 437 56	137 311 50		53 126 06
Countrywide Alt Ln Tr Series 2005 64CB Class 1 A 1	7 598 77	1/19/2011	VAR	6 776 41	7 131 45		(355 04)
First Horizon Mortgage Pass Through TRUSTMTGPC/SERIES 2006 2 IA 14 FIXED	37 740 35	VAR	VAR	37 740 35	35 596 67		2 143 68
GSR Mortgage Loan Trust MTGPC/SERIES 2005 8F 2A 5 FIXED RT	2 101 67	8/29/2011	VAR	2 101 67	2 042 17		59 50
Mastr Asset Securitization Trust 2004 5 MTGPC/SERIES 2004 5 B 1 VAR RATE	12 684 11	2/8/2013	VAR	12 684 11	12 335 30		348 81
Morgan Stanley Home Equity Loan Trust MTGPC/SERIES 2007 2 A 1 VAR RATE	6 952 14	5/23/2013	VAR	6 952 14	6 361 21		590 93
Petrologistics LP	***12,000 00***	***VAR***	***7/16/2014***	***168,000 00***	***129,884 45***	***33,558 00***	***71,673 55***
PVR Partners LP	5 000 00	9/10/2009	3/24/2014	64 065 10	62 755 10		1 310 00
Residential Asset Securitization Trust MTGPC/SERIES 2005 A5	15 968 72	11/18/2013	VAR	15 968 72	10 499 44		5 469 28
RFMSI Series Trust MTGPC/SER 2006 S9 A 10 FIXED RT	13 117 49	11/29/2010	VAR	11 254 01	12 723 95		(1 469 94)
RFMSI Series Trust MTGPC/SER 2005 S7 A 5 FIXED RT	11 894 28	2/16/2011	VAR	11 080 23	11 760 47		(680 24)
Shire PLC American Depositary Shares	1 485 00	12/26/1995	VAR	355 266 53	27 843 66		327 422 87
Vector Group Ltd	11 576 25	12/10/2010	VAR	210 075 68	142 378 04		67 697 64

Washington Mut Mtg Secs Corp Series 2003 MS2 CL 3A1	836 39	8/17/2012	VAR	836 39	828 02		8 37
Washington Mutual Mortgage Securities COMTGPC/SER 2005 5 CB 14 FIXED R	18 312 37	VAR	VAR	18 312 37	17 647 19		665 18
Wells Fargo Mortgage Backed Securities TMTGPC/SER 2006 6 IA 2 FIXED R	5 826 92	2/24/2011	VAR	5 826 92	5 790 44		36 48
William Lyon Homes Inc CLA Com	1 955 00	3/5/2012	10/30/2014	45 643 01			45 643 01
Totals before exclusion of PTP sales				1 578 095 85	728 475 72	33 558 00	883 178 13
Less Petrologistics LP				(168 000 00)	(129 884 45)	(33 558 00)	(71 673 55)
Totals to be reported on Schedule D				**1,410,095 85**	**598,591 27**	**-**	**811,504 58**

Recap	Proceeds	Basis	Adjustments	Gain/Loss
A	345 843 22	254 427 36		91 415 86
B	2 044 034 56	1 876 345 19	1 242 072 73	1 409 762 10
C				
Total ST	2 389 877 78	2 130 772 55	1 242 072 73	1 501 177 96
D	257 911 52	405 615 55		(147 704 03)
E	1 578 095 85	728 475 72	33 558 00	883 178 13
F				
Total LT	1 836 007 37	1 134 091 27	33 558 00	735 474 10
Total	4 225 885 15	3 264 863 82	1 275 630 73	2 236 652 06
Per 1099/Sch D recon	4 225 885 15	3 264 863 82	1 275 630 73	2 236 652 06
Difference				

Booth Foundation Inc
Schedule of Capital Gains

RBC 301 09528

Short-Term Covered (Box A)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Agniro Eagle Mines Ltd	3,000 00	4/2/2014	12/31/2014	74,609 35	92,366 79		(17,757 44)
Agrium Inc	1 500 00	VAR	12/15/2014	138 277 59	133 452 93		4 824 66
Allergan Inc	1 212 00	11/15/2013	VAR	146 613 53	116 798 02		29 815 51
Allscripts Healthcare Solutions	5 000 00	6/9/2014	12/15/2014	58 103 71	76 879 00		(18 775 29)
Axiall Corporation	2 000 00	VAR	12/15/2014	77 822 73	87 081 86		(9 259 13)
EOG RES INC	800 00	11/24/2014	VAR	70 690 79	80 703 92		(10 013 13)
Ferro Corp	5 000 00	4/21/2014	12/15/2014	62 664 21	65 694 62		(3 030 41)
First Trust ETF NYSE ARCA Biotechnology Index Fund	1 500 00	6/9/2014	12/15/2014	149 356 94	119 973 75		29 383 19
KBR INC	2 000 00	11/14/2013	7/10/2014	46 461 37	68 418 30		(21 956 93)
Market Vectors Oil Svcs ETF	2 645 00	11/10/2014	11/13/2014	112 000 46	117 767 62		(5 767 16)
Mylan Inc	2 000 00	6/17/2014	9/9/2014	95 613 13	101 692 32		(6 079 19)
Powershares Exchanged Traded Fd Tr II Pow Shs	5 000 00	5/6/2013	1/31/2014	83 648 65	106 250 00		(22 601 35)
Proshares Short Dow30 ETF	2 000 00	9/9/2014	10/28/2014	49 640 10	49 438 00		202 10
Proshares Short QQQ	3 000 00	9/9/2014	10/28/2014	46 623 46	46 915 50		(292 04)
Totals to be reported on Schedule D				**1,212,126 02**	**1,263,432 63**	**-**	**(51,306 61)**

Short-Term Noncovered (Box B)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
EFTPS Palladium Tr Sh Ben Int	1 000 00	1/22/2013	1/14/2014	72 034 78	71 500 00		534 78
Petrologistics LP	***2,000 00***	***12/31/2013***	***7/9/2014***	***28,639 36***	***23,307 20***	***1,650 00***	***6,982 16***
Totals before exclusion of PTP sales				100 674 14	94 807 20	1 650 00	7 516 94
Less Petrologistics LP				(28 639 36)	(23 307 20)	(1 650 00)	(6 982 16)
Totals to be reported on Schedule D				**72,034 78**	**71,500 00**	**-**	**534 78**

Long-Term Covered (Box D)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
California Resources Corporation	800 00	7/10/2013	12/15/2014	4 232 94	6 273 21		(2 040 27)
Chicago Bridge & Iron Co NV	2 000 00	7/11/2013	7/31/2014	119 716 87	122 958 00		(3 241 13)
Hess Corporation	2 000 00	1/16/2013	1/27/2014	150 537 58	114 238 00		36 299 58
Marathon Oil Corp	5 000 00	7/10/2013	12/15/2014	126 649 20	181 492 92		(54 843 72)
Olin Oil Corp New	2 000 00	1/28/2013	12/15/2014	44 383 81	46 958 00		(2 574 19)
Powershares Exchanged Traded Fd Tr II Pow Shs	5 000 00	12/19/2012	1/31/2014	83 648 65	92 049 67		(8 401 02)
Select Sector SPDR Trust The Industrial Select	3 000 00	5/6/2013	VAR	161 214 71	127 195 88		34 018 83
Stillwater Mining Co	7 000 00	VAR	12/15/2014	98 781 31	86 831 80		11 949 51
Vector Group LTD	5 512 00	VAR	VAR	102 094 96	75 474 67		26 620 29
Totals to be reported on Schedule D				**891,260 03**	**853,472 15**	**-**	**37,787 88**

Long-Term Noncovered (Box E)

Description	Quantity	Date Acquired	Date of Sale	Proceeds	Basis	Adjustments	Gain/(Loss)
Eagle Rock Energy Partners LP	***26,488 00***	***VAR***	***12/15/2014***	***58,538 17***	***214,626 48***	***120,919 48***	***(35,168 83)***
Markwest Energy Partners LP	***750 00***	***1/28/2009***	***11/7/2014***	***53,184 18***	***9,765 00***	***9,765 00***	***53,184 18***
Pengrowth Energy Corporation	10 000 00	10/16/2009	1/7/2014	61 800 13	100 299 68		(38 499 55)
Regency Energy Partners LP	***4,500 00***	***VAR***	***12/15/2014***	***105,293 57***	***71,944 21***	***71,944 21***	***105,293 57***
Totals before exclusion of PTP sales				278 816 05	396 635 37	202 628 69	84 809 37
Less Eagle Rock Energy Partners LP				(58 538 17)	(214 626 48)	(120 919 48)	35 168 83
Less Markwest Energy Partners LP				(53 184 18)	(9 765 00)	(9 765 00)	(53 184 18)
Less Regency Energy Partners LP				(105,293 57)	(71,944 21)	(71,944 21)	(105,293 57)
Totals to be reported on Schedule D				**61,800 13**	**100,299 68**	**-**	**(38,499 55)**

Recap	Proceeds	Basis	Adjustments	Gain/Loss
A	1 212 126 02	1 263 432 63		(51 306 61)
B	100,674 14	94,807 20	1,650 00	7,516 94
C				
Total ST	1 312 800 16	1 358 239 83	1 650 00	(43 789 67)

D	891 260 03	853 472 15		37 787 88
E	278 816 05	396 635 37	202 628 69	84 809 37
F				
Total LT	1 170 076 08	1 250 107 52	202 628 69	122 597 25
Total	2 482 876 24	2 608 347 35	204 278 69	78 807 58
Per 1099/Sch D recon	2 482 876 24	2 608 347 35	204 278 69	78 807 58
Difference				