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990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

THE ANDROCLES FOUNDATION, INC.

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

C/O LAMB & BARNOSKY LLP

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

Melville
NY 11747

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) \$ 45,422,343.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

20-1514742

B Telephone number (see instructions)

(631) 694-2300

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 ☐**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	4,311,012.			
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	956,320.	944,153.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	982,343.			
b Gross sales price for all assets on line 6a	9,767,112.			
7 Capital gain net income (from Part IV, line 2)		982,248.		
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) ATCH 2	-6,686.	965.		
12 Total. Add lines 1 through 11	6,242,989.	1,927,366.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	74,000.	22,200.		51,800.
b Accounting fees (attach schedule) ATCH 4	21,600.	10,800.		10,800.
c Other professional fees (attach schedule) [5]	264,568.	264,568.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [6]	32,111.	8,111.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	29,405.	564.		28,688.
24 Total operating and administrative expenses. Add lines 13 through 23.	421,684.	306,243.		91,288.
25 Contributions, gifts, grants paid	1,935,000.			1,935,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,356,684.	306,243.	0	2,026,288.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	3,886,305.			
b Net investment income (if negative, enter -0-)		1,621,123.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

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Operating and Administrative Expenses

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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				
	2	Savings and temporary cash investments		2,587,582.	951,435.	951,435.
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 8		27,332,376.	32,110,084.	44,278,490.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 9		239,692.	191,502.	180,600.
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶ ATCH 10)		7,358.	11,818.	11,818.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		30,167,008.	33,264,839.	45,422,343.
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)				
Net Assets or Fund Balances	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
		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		30,167,008.	33,264,839.	
	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)		30,167,008.	33,264,839.		
31	Total liabilities and net assets/fund balances (see instructions)		30,167,008.	33,264,839.		

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	30,167,008.
2	Enter amount from Part I, line 27a	2	3,886,305.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,053,313.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	788,474.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,264,839.

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 PART IV SCHEDULE					
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	982,248.	
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	0	

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.

(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	1,551,211.	32,373,185.	0.047917
2012	1,325,729.	25,331,126.	0.052336
2011	1,130,969.	21,545,411.	0.052492
2010	950,668.	17,852,045.	0.053253
2009	649,000.	13,053,989.	0.049717
2 Total of line 1, column (d)			2 0.255715
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 0.051143
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 41,009,034.
5 Multiply line 4 by line 3			5 2,097,325.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,211.
7 Add lines 5 and 6			7 2,113,536.
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 2,026,288.

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	32,422.
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	32,422.
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	32,422.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	30,058.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	42,058.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,636.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 9,636. 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?	N/A	
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?	X	
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) ☐ DE, _____		
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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ LAMB & BARNOSKY LLP Telephone no ☐ 631-694-2300			
Located at ☐ LAMB & BARNOSKY LLP 534 BROADHOLLOW RD MELVILLE, NY ZIP+4 ☐ 11747				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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 ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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)? ☐ Yes ☒ No
- 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) ATCH 12
- 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? ☐ Yes ☒ 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? ☐ Yes ☒ No

5b

6b

7b

X

X

N/A

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
ATCH 13		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		338,568.
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	40,828,835.
b	Average of monthly cash balances	1b	529,199.
c	Fair market value of all other assets (see instructions)	1c	275,503.
d	Total (add lines 1a, b, and c)	1d	41,633,537.
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	
3	Subtract line 2 from line 1d	3	41,633,537.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	624,503.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,009,034.
6	Minimum investment return. Enter 5% of line 5	6	2,050,452.

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

1	Minimum investment return from Part X, line 6	1	2,050,452.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32,422.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,422.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,018,030.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,018,030.
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	2,018,030.

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	2,026,288.
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	2,026,288.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,026,288.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,018,030.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010 68,299.				
c From 2011 64,937.				
d From 2012 80,432.				
e From 2013				
f Total of lines 3a through e	213,668.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,026,288.</u>				
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				2,018,030.
e Remaining amount distributed out of corpus	8,258.			
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	221,926.			
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				
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)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	221,926.			
10 Analysis of line 9				
a Excess from 2010 68,299.				
b Excess from 2011 64,937.				
c Excess from 2012 80,432.				
d Excess from 2013				
e Excess from 2014 8,258.				

Form **990-PF** (2014)

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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

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

- c Any submission deadlines**

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

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 15				
Total			▶ 3a	1,935,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities	523000	398.	14	944,153.		11,769.
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory	523000	95.	18	982,248.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b ATCH 16		-7,651.		965.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-7,158.		1,927,366.		11,769.
13 Total. Add line 12, columns (b), (d), and (e)						1,931,977.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

Signature of officer or trustee

10-19-15
Date

► PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

RONALD FINKELSTEIN

Preparer's signature _____

Preparer's signature Ronald M. Jones

Date

10-1175

Check ☐ if self-employed

PTIN

P00301744

Firm's name ► MARCUM LLP

Firm's EIN ► 11-1986323

Firm's address ► 10 MELVILLE PARK RD
MELVILLE, NY

11747

Phone no 631 414-4000

Form **990-PF** (2014)

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, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization**

THE ANDROCLES FOUNDATION, INC.

Employer identification number

20-1514742

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 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).

Name of organization THE ANDROCLES FOUNDATION, INC.

Employer identification number
20-1514742**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	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 2,987,196.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 319,204.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 39,288.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 965,324.	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)

Employer identification number

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	SEE ATTACHMENT I	\$ 2,987,196.	12/03/2014
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	SEE ATTACHMENT J	\$ 965,324.	12/03/2014
(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 THE ANDROCLES FOUNDATION, INC.

Employer identification number

20-1514742

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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,348,950.		UBS 820 - SEE ATTACHEMENT A 3,222,176.					VAR 1,126,774.	VAR
981,038.		UBS 308 - SEE ATTACHMENT B 981,278.					VAR -240.	VAR
4,122,687.		UBS 820 - SEE ATTACHEMENT A 4,365,182.					VAR -242,495.	VAR
219,975.		UBS 308 - SEE ATTACHMENT B 216,133.					VAR 3,842.	VAR
52,278.		UBS 820 - LONG TERM CAP GAIN DIVIDEND					VAR 52,278.	VAR
10,192.		UBS 308 - LONG TERM CAP GAIN DIVIDEND					VAR 10,192.	VAR
13,356.		APOLLO GLB MGMT - LONG TERM CAP GAIN					VAR 13,356.	VAR
30.		UBS 820 - CASH IN LIEU					VAR 30.	VAR
18,197.		GAIN ON DISPOSITION OF APOLLO GLOBAL MGM					VAR 18,197.	VAR
314.		LITIGATION PROCEEDS - WYETH SECURITIES					VAR 314.	VAR
TOTAL GAIN(LOSS)							<u>982,248.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME: UBS 820	30,039.	30,039.
INTEREST INCOME: UBS 308	156,347.	156,347.
ACCRUED INTEREST INCOME RCVD: UBS 820	6,397.	6,397.
ACCRUED INTEREST INCOME RCVD: UBS 308	486.	486.
INTEREST INCOME: ENTERPRISE PRODUCT PRTN	3.	3.
INTEREST INCOME: APOLLO GLOBAL MGMT	1,774.	1,376.
ACCRUED INTEREST PAID: UBS 308	-576.	-576.
TAX-EXEMPT INTEREST INCOME: UBS 820	1,275.	
TAX-EXEMPT INTEREST INCOME: UBS 308	10,494.	
DIVIDEND INCOME: UBS 820	692,791.	692,791.
DIVIDEND INCOME: UBS 308	52,975.	52,975.
DIVIDEND INCOME: APOLLO GLOBAL MGMT	4,315.	4,315.
	<u>956,320.</u>	<u>944,153.</u>
TOTAL		

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME(LOSS): APOLLO GLOBAL MGMT	979.	953.
\$988 GAIN(LOSS): APOLLO GLOBAL MGMT	12.	12.
ORDINARY LOSS: ENTERPRISE PRODUCT PTRS	-7,677.	
TOTALS	<u>-6,686.</u>	<u>965.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	74,000.	22,200.		51,800.
TOTALS	<u>74,000.</u>	<u>22,200.</u>		<u>51,800.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	21,600.	10,800.		10,800.
TOTALS	<u>21,600.</u>	<u>10,800.</u>		<u>10,800.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	264,568.	264,568.
TOTALS	<u>264,568.</u>	<u>264,568.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD: UBS 820	8,111.	8,111.
FEDERAL EXCISE TAX	24,000.	
TOTALS	<u>32,111.</u>	<u>8,111.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	-150.	-150.	
FOREIGN ADR FEES	684.	684.	
INTEREST EXPENSE: UBS 308	13.17	13.	
INVT INT EXP: APOLLO GLOABL	36.17		
PORTFOLIO DED: APOLLO GLOBAL	132.16C	17.	
NON-DEDUCTIBLE: ENTERPRISE PROD	2.		
DELAWARE FILING FEES	220.		220.
TRAVEL EXPENSE	28,468.21		28,468.
TOTALS	<u>29,405.</u>	<u>564.</u>	<u>28,688.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITIES: UBS 820 - STMT C	21,948,110.	26,922,886.	38,927,933.
SECURITIES: UBS 308 - STMT D	5,384,266.	5,187,198.	5,350,557.
TOTALS	<u>27,332,376.</u>	<u>32,110,084.</u> ✓	<u>44,278,490.</u> ✓

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INV IN ENTERPRISE PRODUCT PRTN		191,502.	180,600.
INV IN APOLLO GLOBAL MGMT LLC	239,692.		
TOTALS	<u>239,692.</u>	<u>191,502.</u>	<u>180,600.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE- UBS 308	1,758.	2,203. B	2,203.
DIVIDEND RECEIVABLE- UBS 820	5,600.	9,615. B	9,615.
TOTALS	<u>7,358.</u>	<u>11,818.</u>	<u>11,818.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ADJUSTMENT DUE TO APPRECIATION:

ON DONATED STOCK

188,694.

ON DONATED STOCK

599,780.

TOTAL

788,474.

ATTACHMENT 12

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SEE STATEMENTS F,G & H ATTACHED
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIFER PERKINS FITZGERALD C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	PRESIDENT 5.00	0	0	0
ROY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SENIOR VICE PRESIDENT 5.00	0	0	0
TIMOTHY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SECRETARY/TREASURER 5.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES 677 WASHINGTON BOULEVARD- 4TH FLOOR STAMFORD, CT 06901-3707 FINANCIAL AND INVESTMENT ADVISORY SERVICES	ADVISORY	264,568.
LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD MELVILLE, NY 11747	LEGAL	74,000.
TOTAL COMPENSATION		<u>338,568.</u>

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

1,935,000

SEE ATTACHED

NONE

SEE STATEMENT E

TOTAL CONTRIBUTIONS PAID

1,935,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 16

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>	
		<u>AMOUNT</u>	<u>CODE</u>	<u>AMOUNT</u>	<u>FUNCTION INCOME</u>
OTHER INCOME(LOSS): APOLLO GLOBAL MGMT	523000	26.	16	953.	
\$988 GAIN(LOSS): APOLLO GLOBAL MGMT			16	12.	
ORDINARY LOSS: ENTERPRISE PRODUCT PTRS	523000	-7,677.			
TOTALS		<u>-7,651.</u>		<u>965.</u>	

ANDROCLES FOUNDATION
SALE OF SECURITIES - Y2 11820
TAX YEAR ENDING: DECEMBER 31, 2014

ATTACHMENT A

SHORT-TERM

<u>Security</u>	<u># of Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>ST Cap Gain</u>
Check Point Software Tech LTD	3,000	Various	1/23/2014	194,546 61	146,696 40	47,850 21
Energizer Holdings Inc	1,000	10/29/2013	2/21/2014	95,548 34	100,250 00	(4,701 66)
EQT Corp	1,500	Various	1/31/2014	138,897 58	96,134 70	42,762 88
Infoblox Inc	4,000	Various	2/24/2014	88,480 46	84,137 45	4,343 01
One Gas Inc	250	11/12/2013	2/5/2014	8,300 12	7,218 83	1,081 29
TW Telecom Inc	4,275	Various	2/20/2014	129,402 00	126,422 25	2,979 75
Verizon Communications Inc	0,006	2/24/2014	2/24/2014	0 28	0 28	-
Clorox Co	3,000 000	Various	4/11/2014	264,624 15	260,120 00	4,504 15
Coca Cola Co	6,000	Various	4/15/2014	241,014 67	237,725 00	3,289 67
Cons Energy Inc	7,000	Various	4/9/2014	290,913 57	265,410 00	25,503 57
Corning Inc	13,500	Various	4/3/2014	290,918 57	217,647 15	73,271 42
Infoblox Inc	2,000	Various	4/11/2014	36,552 17	71,640 00	(35,087 83)
Oneok Inc	1,000	11/12/2013	4/11/2014	58,538 71	49,731 17	8,807 54
PepsiCo Inc	2,100	2/21/2014	4/9/2014	176,064 24	164,492 79	11,571 45
Verizon Communications Inc	1,578	2/24/2014	4/11/2014	74,511 51	75,925 47	(1,413 96)
Infoblox Inc	2,000	2/5/2014	6/4/2014	24,499 46	66,500 00	(42,000 54)
Solazyme Inc	20,000	Various	5/29/2014	209,395 37	189,140 00	20,255 37
Koninkluke Philips	4,000	Various	8/28/2014	122,957 28	137,938 92	(14,981 64)
Phillips 66	4,000	Various	9/11/2014	335,832 58	273,455 00	62,377 58
Veritiv Corp	37	8/28/2014	8/28/2014	1,686 60	1,302 19	384 41
Auxilium Pharmaceuticals Inc	6,000	Various	10/23/2014	187,795 85	138,302 50	49,493 35
Occidental Petroleum Corp	1,725	9/16/2014	10/23/2014	157,092 28	170,721 33	(13,629 05)
Chicago Bridge & Iron Co	1,000	6/30/2014	12/4/2014	46,528 97	68,000 00	(21,471 03)
Marathon Oil Corp	4,000	Various	12/4/2014	120,440 40	141,950 00	(21,509 60)
NTELOS Holdings Corp	10,000	Various	12/4/2014	45,998 98	134,856 47	(88,857 49)
Oasis Petroleum Inc	7,000	Various	12/4/2014	104,997 68	313,550 00	(208,552 32)
Pioneer Nat Res Co	2,000	Various	12/4/2014	290,202 49	356,720 00	(66,517 51)
Schlumberger LTD Netherlands	4,500	Various	12/4/2014	386,946 45	469,194 00	(82,247 55)
TOTAL				4,122,687.37	4,365,181.90	(242,494.53)

ANDROCLES FOUNDATION
SALE OF SECURITIES - Y2 11820
TAX YEAR ENDING: DECEMBER 31, 2014

ATTACHMENT A

LONG-TERM	Security	# of Shares	Date Acquired	Date Sold	Proceeds	Cost Basis	L.T. Cap Gain
	EQT Corp	700	8/24/2012	1/27/2014	62,928.91	37,765.00	25,163.91
	Occidental Petroleum Corp	1,500	Various	1/23/2014	135,372.64	115,653.00	19,719.64
	PIMCO High Income Fund	5,000	1/2/2014	1/23/2014	60.49	70.29	(9.80)
	Thermo Fisher Scientific Inc	2,000	6/4/2007	1/23/2014	226,296.06	106,980.00	119,316.06
	EQT Corp	1,000	9/13/2012	1/31/2014	92,598.39	56,850.00	35,748.39
	Kraft Foods Group Inc	7,000	Various	2/21/2014	387,793.25	302,228.20	85,565.05
	One Gas Inc	750	Various	2/5/2014	24,900.38	17,187.89	7,712.49
	Starbucks Corp	2,150	Various	2/10/2014	160,924.70	66,206.73	94,717.97
	Vodafone Group PLC	1	7/20/2012	2/27/2014	29.95	37.67	(7.72)
	3M Co	1,000	12/23/2009	2/5/2014	127,607.78	81,550.00	46,057.78
	Lorillard Inc	3,000	Various	4/11/2014	156,356.54	117,519.83	38,836.71
	Oneok Inc	3,000	Various	4/11/2014	175,616.12	118,408.84	57,207.28
	Vodafone Group PLC	1,272	Various	4/9/2014	46,912.82	53,269.11	(6,356.29)
	Vodafone Group PLC	900	Various	4/21/2014	32,471.28	48,265.00	(15,793.72)
	Vodafone Group PLC	1,000	Various	4/22/2014	36,499.19	52,805.00	(16,305.81)
	ACE LTD	800	11/9/2007	5/29/2014	82,942.17	47,520.00	35,422.17
	Eni SpA IT Spon Adr	5,400	Various	5/29/2014	276,203.90	236,767.03	39,436.87
	Google Inc	200	10/14/2010	5/29/2014	113,857.48	54,183.43	59,674.05
	Intl Paper Co	530	2/2/2012	5/29/2014	24,776.95	16,954.70	7,822.25
	SBA Communications Corp	1,000	2/1/2013	5/29/2014	100,617.78	70,500.00	30,117.78
	United Parcel Service Inc	2,000	Various	5/29/2014	207,195.42	163,375.00	43,820.42
	Vodafone Group PLC	1,000	Various	5/29/2014	35,005.47	50,829.47	(15,824.00)
	3M Co	1,000	12/23/2009	5/29/2014	141,696.87	81,550.00	60,146.87
	Apollo Global Mgmt LLC	5,000	Various	9/16/2014	114,997.46	114,275.00	722.46
	Chicago Bridge & Iron Co	100	1/25/2013	9/16/2014	6,179.86	5,125.00	1,054.86
	Franklin Resources Inc	5,000	Various	9/4/2014	284,643.71	244,131.65	40,512.06
	Intl Business Mach NTS 07.625%	200,000	10/10/2008	9/11/2014	243,000.00	204,591.25	43,025.59
	Veritiv Corp	96	Various	8/28/2014	4,392.70	3,128.67	1,264.03
	Chicago Bridge & Iron Co	2,900	Various	10/21/2014	148,621.72	163,640.00	(15,018.28)
	ACE LTD	1,910	Various	12/24/2014	222,089.89	100,343.00	121,746.89
	Apollo Global Mgmt LLC	5,000	Various	12/4/2014	119,997.35	136,524.00	(16,526.65)
	Apple Inc	1,600	12/23/2009	12/24/2014	180,076.02	46,057.14	134,018.88
	Avago Technologies LTD	1,000	Various	12/23/2014	101,097.77	32,155.00	68,942.77
	Chicago Bridge & Iron Co	1,000	11/13/2013	12/4/2014	46,528.97	77,750.00	(31,221.03)
	Google Inc	200	Various	12/23/2014	108,219.91	59,902.24	48,317.67
	Marathon Oil Corp	4,000	Various	12/4/2014	120,440.39	138,080.00	(17,639.61)
TOTAL					4,348,950.29	3,222,176.00	1,126,774.29

ANDROCLES FOUNDATION
SALE OF SECURITIES - Y2 00308
TAX YEAR ENDING: DECEMBER 31, 2014

ATTACHMENT B

SHORT-TERM	<u>Security</u>	<u># of Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>ST Cap Gain</u>
LAM Research Corp		500	Various	1/23/2014	27,179.27	24,836.19	2,343.08
SPDR S&P MIDCAP 400 ETF		290	Various	5/29/2014	71,969.59	70,223.69	1,745.90
Vanguard Sector Index FD Information Tech ETF		1,200	8/28/2014	9/2/2014	120,826.06	121,073.42	(247.36)
TOTAL					219,974.92	216,133.30	3,841.62
LONG-TERM	<u>Security</u>	<u># of Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>LT Cap Gain</u>
HSBC FIN CORP INTERNOTES 05.250%		100,000	7/10/2009	7/15/2014	100,000.00	100,000.00	-
HSBC FIN CORP INTERNOTES 05.000%		100,000	7/22/2009	7/15/2014	100,000.00	100,000.00	-
HSBC FIN CORP INTERNOTES 05.500%		100,000	7/29/2009	7/15/2014	100,000.00	100,000.00	-
HSBC FIN CORP INTERNOTES 04.750%		100,000	8/14/2009	8/15/2014	100,000.00	100,000.00	-
Fidelity Advisor New Insights Fund		1,442	11/16/2007	9/17/2014	39,923.73	31,277.52	8,646.21
Pudential Financial Inc NTS 05.000%		100,000	9/18/2008	9/15/2014	100,000.00	100,000.00	-
HSBC FIN CORP INTERNOTES 04.250%		250,000	Various	10/15/2014	250,000.00	250,000.00	-
General Electric CPTL Corp 03.500%		200,000	10/31/2012	12/5/2014	191,114.75	200,000.00	(8,885.25)
TOTAL					981,038.48	981,277.52	(239.04)

STATEMENT B REALIZED GAINS/LOSSES

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ABBOTT LABS						
Symbol ABT Exchange NYSE						
EAI \$8,112 Current yield 2.13%						
	Oct 26, 09	3,000 000	24 299	72,898 24	45 020	135,060 00
	Apr 14, 10	1,000 000	24 942	24,942 28	45 020	45,020 00
	Oct 24, 12	1,000 000	31 495	31 495 68	45 020	45,020 00
	Feb 1, 13	3,000 000	34 000	102,000 00	45 020	135,060 00
	Jan 27, 14	450 000	36 550	16,447 50	45 020	20,259 00
Security total		8,450 000	29 324	247 783 70		380,419 00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ACE LTD CHF						
Symbol ACE Exchange NYSE						
EAI \$18.200 Current yield 2.26%						
CHF Exchange rate 0.99365						
	Sep 23, 10	90 000	57 300	5,157 00	114 880	10,339 20
	Dec 1, 10	900 000	59 200	53,280 00	114 880	103,392 00
	Jan 5, 11	1,300 000	62 400	81,120 00	114 880	149,344 00
	Dec 21, 12	150 000	80 350	12,052 50	114 880	17,232 00
	Dec 2, 13	835 000	102 000	85,170 00	114 880	95,924 80
	Jan 10, 14	315 000	99 190	31,244 85	114 880	36,187 20
	Jan 23, 14	2,200 000	94 400	207,680 00	114 880	252,736 00
	Jan 30, 14	750 000	95 200	71,400 00	114 880	86,160 00
	Feb 5, 14	150 000	93 400	14,010 00	114 880	17,232 00
	Apr 21, 14	160 000	100 800	16,128 00	114 880	18,380 80
	Jul 30, 14	150 000	101 950	15,292 50	114 880	17,232 00
Security total		7,000 000	84 648	592,534 85		804,160 00
ACTIVISION BLIZZARD INC						
Symbol ATVI Exchange OTC						
EAI \$1.220 Current yield 0.99%						
	Feb 5, 14	6,100 000	16 900	103,090 00	20 150	122,915 00
ADOBE SYSTEMS INC (DELAWARE)						
Symbol ADBE Exchange OTC						
	Jan 23, 14	3,300 000	60 600	199,980 00	72 700	239,910 00
	Jan 23, 14	200 000	60 330	12,066 00	72 700	14,540 00
Security total		3,500 000	60 585	212,046 00		254,450 00
AETNA INC						
Symbol AET Exchange NYSE						
EAI \$1.500 Current yield 1.13%						
	Dec 2, 13	1,500 000	68 677	103,015 50	88 830	133,245 00
AMERICAN TOWER CORP REIT						
Symbol AMT Exchange NYSE						
EAI \$7.600 Current yield 1.54%						
	Jul 7 11	2,000 000	53 800	107,600 00	98 850	197,700 00
	Aug 18, 11	1,000 000	48 229	48,229 20	98 850	98,850 00
	Jan 24, 13	1,300 000	79 699	103,609 45	98 850	128,505 00
	Feb 1, 13	700 000	77 000	53,900 00	98 850	69,195 00
Security total		5,000 000	62 668	313,338 65		494,250 00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets - Equities - Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
AMERIPRISE FINANCIAL INC						
Symbol AMP Exchange NYSE						
EAI \$13,920 Current yield 1.75%	May 23, 11	1,600,000	61.350	98,160.00	132.250	211,600.00
	Feb 2, 12	400,000	50.200	20,080.00	132.250	52,900.00
	Jul 20, 12	2,000,000	50.950	101,900.00	132.250	264,500.00
	Aug 28, 12	2,000,000	54.500	109,000.00	132.250	264,500.00
Security total		6,000,000	54.857	329,140.00		793,500.00
ANADARKO PETROLEUM CORP						
Symbol APC Exchange NYSE						
EAI \$3,294 Current yield 1.31%	Jan 27, 14	1,300,000	81.100	105,430.00	82.500	107,250.00
	Feb 6, 14	1,200,000	79.500	95,400.00	82.500	99,000.00
	Apr 21, 14	550,000	98.350	54,092.50	82.500	45,375.00
Security total		3,050,000	83.581	254,922.50		251,625.00
ANHEUSER BUSCH INBEV SPON ADR						
Symbol BUD Exchange NYSE						
EAI \$22,047 Current yield 2.38%	May 20, 11	1,700,000	60.049	102,084.83	112.320	190,944.00
	May 23, 11	300,000	58.320	17,496.00	112.320	33,696.00
	Apr 10, 12	1,725,000	70.100	120,922.50	112.320	193,752.00
	Apr 10, 12	275,000	70.100	19,277.50	112.320	30,888.00
	Apr 12, 12	1,000,000	72.350	72,350.00	112.320	112,320.00
	Jul 20, 12	1,000,000	77.750	77,750.00	112.320	112,320.00
	Aug 13, 12	1,000,000	80.900	80,900.00	112.320	112,320.00
	Dec 21, 12	200,000	87.500	17,500.00	112.320	22,464.00
	Dec 2, 13	785,000	101.865	79,964.60	112.320	88,171.20
	Dec 13, 13	260,000	99.750	25,935.00	112.320	29,203.20
Security total		8,245,000	74.491	614,180.43		926,078.40
APPLE INC						
Symbol AAPL Exchange OTC						
EAI \$60,160 Current yield 1.70%	Dec 23, 09	1,900,000	28.785	54,692.86	110.380	209,722.00
	Jan 15, 10	7,000,000	29.535	206,750.00	110.380	772,660.00
	Sep 23, 10	6,300,000	41.423	260,970.00	110.380	695,394.00
	Jul 20, 11	3,500,000	56.578	198,025.00	110.380	386,330.00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	Jul 20, 11	2,100 000	56 542	118,740 00	110 380	231,798 00
	Mar 6, 12	4,900 000	75 385	369,390 00	110 380	540,862 00
	Mar 7, 12	700 000	76 214	53,350 00	110 380	77,266 00
	Apr 10, 12	1,400 000	90 142	126,200 00	110 380	154,532 00
	Apr 13, 12	1,400 000	86 428	121,000 00	110 380	154,532 00
	Oct 25, 12	700 000	87 691	61,383 99	110 380	77,266 00
	Jan 9, 13	2,100 000	74 321	156,075 00	110 380	231,798 00
		32,000 000	53 956	1,726,576 85		3,532,160 00
ASHLAND INC NEW						
Symbol	ASH	Exchange	NYSE			
EAI	\$2 040	Current yield	1 14%			
Security total	Sep 16, 14	750 000	108 000	81,000 00	119 760	89,820 00
	Sep 16, 14	250 000	107 900	26,975 00	119 760	29,940 00
	Nov 3, 14	500 000	108 000	54,000 00	119 760	59,880 00
		1,500 000	107 983	161,975 00		179,640 00
ASSURED GUARANTY LTD						
Symbol	AGO	Exchange	NYSE			
EAI	\$3,960	Current yield	1 69%			
Security total	Jan 23, 14	5,000 000	21 800	109,000 00	25 990	129,950 00
	Jan 23, 14	1,000 000	21 700	21,700 00	25 990	25,990 00
	Jan 28, 14	2,200 000	20 850	45,870 00	25 990	57,178 00
	Feb 6, 14	800 000	21 950	17,560 00	25 990	20,792 00
		9,000 000	21 570	194,130 00		233,910 00
AVAGO TECHNOLOGIES LTD SGD						
Symbol	AVGO	Exchange	OTC			
EAI	\$8,400	Current yield	1 39%			
SGD	Exchange rate	1 32510				
Security total	Dec 20, 12	2,300 000	32 000	73,600 00	100 590	231,357 00
	Jan 25, 13	1,500 000	34 150	51,225 00	100 590	150,885 00
	Feb 4, 13	2,200 000	35 300	77,660 00	100 590	221,298 00
		6,000 000	33 748	202,485 00		603,540 00
BAKER HUGHES INC						
Symbol	BHI	Exchange	NYSE			
EAI	\$4,080	Current yield	1 21%			
Security total	Jan 24, 12	1,100 000	46 650	51,315 00	56 070	61,677 00
	Apr 11, 12	900 000	40 700	36,630 00	56 070	50,463 00
	Aug 24, 12	1,000 000	47 550	47,550 00	56 070	56 070 00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
	Aug 28, 12	1,000,000	46 750	46 750 00	56 070	56,070 00
	Aug 31, 12	1,000,000	45 250	45,250 00	56 070	56,070 00
	Apr 3, 13	1,000,000	44 996	44,996 00	56 070	56,070 00
Security total		6,000,000	45 415	272,491 00		336,420 00
BERKSHIRE HATHAWAY INC NEW						
CL B						
Symbol BRK B Exchange NYSE	Dec 17, 07	5,000,000	91 100	455,500 00	150 150	750,750 00
BRITISH AMER TOBACCO PLC GB						
SPON ADR						
Symbol BTI Exchange AMEX						
EAI \$33,379 Current yield 4 47%	Oct 19, 10	500,000	77 276	38,638 25	107 820	53,910 00
	Dec 1, 10	400,000	73 200	29,280 00	107 820	43 128 00
	Jan 5, 11	1,100,000	77 150	84,865 00	107 820	118,602 00
	Apr 13, 12	1,000,000	99 850	99,850 00	107 820	107 820 00
	Aug 24, 12	1,000,000	104 000	104,000 00	107 820	107,820 00
	Jan 25, 13	250,000	103 000	25,750 00	107 820	26,955 00
	Feb 1, 13	750,000	104 600	78,450 00	107 820	80 865 00
	Feb 21, 14	1,925,000	104 600	201,355 00	107 820	207,553 50
Security total		6,925,000	95 623	662,188 25		746,653 50
CARDINAL HEALTH INC						
Symbol CAH Exchange NYSE						
EAI \$8,905 Current yield 1 70%	Apr 3, 13	1,700,000	42 500	72,250 00	80 730	137,241 00
	Apr 4, 13	1,700,000	42 580	72,386 00	80 730	137,241 00
	Apr 5, 13	1,600,000	42 420	67,872 00	80 730	129 168 00
	Apr 8, 13	1,500,000	42 650	63,975 00	80 730	121,095 00
Security total		6,500,000	42 536	276,483 00		524,745 00
CELANESE CORP NEW SER A						
Symbol CE Exchange NYSE						
EAI \$4,000 Current yield 1 67%	Apr 3, 13	2,000,000	42 250	84,500 00	59 960	119,920 00
	Apr 12, 13	2,000,000	44 000	88,000 00	59 960	119,920 00
Security total		4,000,000	43 125	172,500 00		239,840 00

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
CENTURYLINK INC						
Symbol CTL Exchange NYSE						
EAI \$5,616 Current yield 5.46%	Mar 7, 12	500,000	38.700	19,350.00	39.580	19,790.00
	Mar 20, 12	500,000	39.100	19,550.00	39.580	19,790.00
	Dec 23, 14	1,600,000	40.350	64,560.00	39.580	63,328.00
Security total		2,600,000	39.792	103,460.00		102,908.00
CME GROUP INC						
Symbol CME Exchange OTC						
EAI \$10,528 Current yield 2.12%	Jul 31, 13	1,400,000	75.000	105,000.00	88.650	124,110.00
	Aug 1, 13	1,100,000	72.198	79,418.50	88.650	97,515.00
	Sep 4, 14	1,400,000	76.750	107,450.00	88.650	124,110.00
	Sep 16, 14	1,700,000	80.200	136,340.00	88.650	150,705.00
Security total		5,600,000	76.466	428,208.50		496,440.00
COLGATE PALMOLIVE CO						
Symbol CL Exchange NYSE						
EAI \$5,760 Current yield 2.08%	Apr 11, 14	2,300,000	65.611	150,907.37	69.190	159,137.00
	Apr 21, 14	1,700,000	66.800	113,560.00	69.190	117,623.00
Security total		4,000,000	66.117	264,467.37		276,760.00
CROWN CASTLE INTL CORP REIT						
Symbol CCI Exchange NYSE						
EAI \$10,496 Current yield 4.17%	Oct 29, 13	900,000	75.899	68,309.92	78.700	70,830.00
	Jan 23, 14	900,000	73.000	65,700.00	78.700	70,830.00
	Apr 11, 14	1,400,000	72.700	101,780.00	78.700	110,180.00
Security total		3,200,000	73.684	235,789.92		251,840.00
CUMMINS INC						
Symbol CMI Exchange NYSE						
EAI \$7,800 Current yield 2.16%	Jan 30, 14	800,000	128.500	102,800.00	144.170	115,336.00
	Apr 11, 14	700,000	142.200	99,540.00	144.170	100,919.00
	May 29, 14	500,000	152.050	76,025.00	144.170	72,085.00
	Sep 4, 14	500,000	144.100	72,050.00	144.170	72,085.00
Security total		2,500,000	140.166	350,415.00		360,425.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
CVS HEALTH CORP						
Symbol CVS Exchange NYSE						
EAI \$10,220 Current yield 1.45%	Apr 12, 12	2,500,000	43.500	108,750.00	96.310	240,775.00
	Jul 20, 12	1,500,000	45.089	67,634.85	96.310	144,465.00
	Aug 7, 12	2,000,000	44.000	88,000.00	96.310	192,620.00
	Dec 6, 13	760,000	66.600	50,616.00	96.310	73,195.60
	Apr 24, 14	540,000	73.200	39,528.00	96.310	52,007.40
Security total		7,300,000	48.566	354,528.85		703,063.00
DANAHER CORP						
Symbol DHR Exchange NYSE						
EAI \$2,000 Current yield 0.47%	Oct 24, 12	2,300,000	52.600	120,980.00	85.710	197,133.00
	Oct 31, 12	1,700,000	51.700	87,890.00	85.710	145,707.00
	Feb 1, 13	1,000,000	60.150	60,150.00	85.710	85,710.00
Security total		5,000,000	53.804	269,020.00		428,550.00
DELTA AIR LINES INC DELA NEW						
Symbol DAL Exchange NYSE						
EAI \$3,240 Current yield 0.73%	Jan 24, 14	3,300,000	31.149	102,793.20	49.190	162,327.00
	Jan 28, 14	3,250,000	31.000	100,750.00	49.190	159,867.50
	Feb 21, 14	2,450,000	31.800	77,910.00	49.190	120,515.50
Security total		9,000,000	31.273	281,453.20		442,710.00
DOMINION RESOURCES INC VA (NEW)						
Symbol D Exchange NYSE						
EAI \$5,760 Current yield 3.12%	Feb 5, 14	760,000	65.750	49,970.00	76.900	58,444.00
	Feb 21, 14	840,000	71.720	60,244.80	76.900	64,596.00
	Apr 11, 14	500,000	69.500	34,750.00	76.900	38,450.00
	Apr 21, 14	300,000	71.000	21,300.00	76.900	23,070.00
Security total		2,400,000	69.277	166,264.80		184,560.00
DOW CHEMICAL						
Symbol DOW Exchange NYSE						
EAI \$10,080 Current yield 3.68%	Nov 12, 13	1,922,000	39.357	75,645.50	45.610	87,662.42
	Nov 12, 13	678,000	39.250	26,611.50	45.610	30,923.58
	Nov 13, 13	1,400,000	39.250	54,950.00	45.610	63,854.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets ▸ Equities ▸ Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	Jan 23, 14	2,000,000	44.750	89,500.00	45.610	91,220.00
EBAY INC		6,000,000	41.118	246,707.00		273,660.00
Symbol EBAY Exchange OTC	Apr 21, 14	730,000	54.800	40,004.00	56.120	40,967.60
	Jul 7, 14	270,000	50.700	13,689.00	56.120	15,152.40
Security total		1,000,000	53.693	53,693.00		56,120.00
ECOLAB INC						
Symbol ECL Exchange NYSE	Jan 23, 14	500,000	102.000	51,000.00	104.520	52,260.00
EAI \$2.640 Current yield 1.26%	Jan 27, 14	300,000	99.240	29,772.00	104.520	31,356.00
	Jan 28, 14	265,000	99.850	26,460.25	104.520	27,697.80
	Feb 21, 14	185,000	102.200	18,907.00	104.520	19,336.20
	Apr 11, 14	750,000	104.100	78,075.00	104.520	78,390.00
Security total		2,000,000	102.107	204,214.25		209,040.00
ENDO INTL PLC						
Symbol ENDP Exchange OTC	Jul 2, 14	1,200,000	69.100	82,920.00	72.120	86,544.00
ESTERLINE TECHNOLOGIES CORP						
Symbol ESL Exchange NYSE	Jan 23, 14	1,700,000	108.700	184,790.00	109.680	186,456.00
	Apr 11, 14	800,000	102.450	81,960.00	109.680	87,744.00
	May 29, 14	400,000	110.411	44,164.40	109.680	43,872.00
	May 29, 14	100,000	110.300	11,030.00	109.680	10,968.00
Security total		3,000,000	107.315	321,944.40		329,040.00
EW SCRIPPS CO CL A						
Symbol SSP Exchange NYSE	Jan 14, 05	5,349,000	10.741	57,458.77	22.350	119,550.15
	Jan 18, 05	1,151,000	10.738	12,360.44	22.350	25,724.85
	Feb 1, 05	13,500,000	10.775	145,465.44	22.350	301,725.00
Security total		20,000,000	10.764	215,284.65		447,000.00
EXPRESS SCRIPTS HLDG CO						
Symbol ESRX Exchange OTC	Apr 2, 13	2,600,000	58.300	151,580.00	84.670	220,142.00
	Apr 3, 13	1,400,000	58.450	81,830.00	84.670	118,538.00
	Apr 8, 13	500,000	56.750	28,375.00	84.670	42,335.00
Security total		4,500,000	58.174	261,785.00		381,015.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FLUOR CORP NEW						
Symbol FLR Exchange NYSE						
EAI \$5.040 Current yield 1.39%						
	Sep 13, 12	1,800,000	56.850	102,330.00	60.630	109,134.00
	Oct 24, 12	1,200,000	55.350	66,420.00	60.630	72,756.00
	Dec 21, 12	1,000,000	58.500	58,500.00	60.630	60,630.00
	Jan 28, 13	1,000,000	65.800	65,800.00	60.630	60,630.00
	Dec 23, 14	1,000,000	60.600	60,600.00	60.630	60,630.00
Security total		6,000,000	58.942	353,650.00		363,780.00
FORTINET INC						
Symbol FTNT Exchange OTC						
	Dec 11, 13	4,100,000	17.900	73,390.00	30.660	125,706.00
	Apr 24, 14	350,000	22.800	7,980.00	30.660	10,731.00
	May 9, 14	500,000	20.400	10,200.00	30.660	15,330.00
Security total		4,950,000	18.499	91,570.00		151,767.00
FRESH MKT INC						
Symbol FTM Exchange OTC						
	Apr 11, 14	6,000,000	34.700	208,200.00	41.200	247,200.00
	Apr 21, 14	2,700,000	34.700	93,690.00	41.200	111,240.00
Security total		8,700,000	34.700	301,890.00		358,440.00
GILEAD SCIENCES INC						
Symbol GILD Exchange OTC						
	Dec 18, 09	2,000,000	21.478	42,957.50	94.260	188,520.00
	Apr 14, 11	2,000,000	20.694	41,389.51	94.260	188,520.00
	Apr 20, 11	2,000,000	20.275	40,550.00	94.260	188,520.00
	Nov 21, 13	1,000,000	71.350	71,350.00	94.260	94,260.00
	Dec 2, 13	350,000	74.250	25,987.50	94.260	32,991.00
Security total		7,350,000	30.236	222,234.51		692,811.00
GOOGLE INC CL A						
Symbol GOOGL Exchange OTC						
	Aug 18, 11	100,000	251.988	25,198.80	530.660	53,066.00
	Jan 24, 12	100,000	290.948	29,094.80	530.660	53,066.00
	Apr 11, 12	100,000	317.739	31,773.93	530.660	53,066.00
	Feb 1, 13	200,000	386.595	77,319.05	530.660	106,132.00
	Apr 3, 13	200,000	404.472	80,894.56	530.660	106,132.00
	Feb 5, 14	23,000	572.882	13,176.29	530.660	12,205.18
	Jul 30, 14	50,000	595.000	29,750.00	530.660	26,533.00

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
GOOGLE INC CL C						
Symbol GOOG Exchange OTC						
	Aug 26, 14	27 000	588 300	15,884 10	530 660	14,327 82
	Sep 4, 14	100 000	593 500	59,350 00	530 660	53,066 00
Security total		900 000	402 713	362,441 53		477,594 00
HALLIBURTON CO (HOLDING COMPANY)						
Symbol HAL Exchange NYSE						
EAI \$7,200 Current yield 1 83%						
	Oct 14, 10	200 000	270 082	54,016 57	526 400	105,280 00
	Feb 24, 11	100 000	301 035	30,103 50	526 400	52,640 00
	Mar 8, 11	100 000	296 142	29,614 26	526 400	52,640 00
	Jan 24, 12	100 000	290 052	29,005 20	526 400	52,640 00
	Apr 11, 12	100 000	316 760	31,676 07	526 400	52,640 00
	Feb 1, 13	200 000	385 404	77,080 95	526 400	105,280 00
	Apr 3, 13	200 000	403 227	80,645 44	526 400	105,280 00
Security total		1,000 000	332 142	332,141 99		526,400 00
HCA HOLDINGS INC						
Symbol HCA Exchange NYSE						
	Jan 25, 12	2,800 000	35 600	99,680 00	39 330	110 124 00
	Apr 11, 12	700 000	32 350	22,645 00	39 330	27,531 00
	Jan 25, 13	2,600 000	39 600	102,960 00	39 330	102,258 00
	Feb 21, 13	1,700 000	40 950	69,615 00	39 330	66,861 00
	Apr 2, 13	900 000	39 970	35,973 00	39 330	35,397 00
	Apr 8, 13	1,300 000	38 249	49,724 65	39 330	51,129 00
Security total		10,000 000	38 060	380,597 65		393,300 00
HUNT J B TRANS SVCS INC						
Symbol JBHT Exchange OTC						
EAI \$3,200 Current yield 0 95%						
	Aug 13, 13	2,600 000	38 700	100,620 00	73 390	190,814 00
	Oct 29, 13	900 000	47 350	42,615 00	73 390	66,051 00
	Nov 13, 13	3,200 000	45 299	144,959 94	73 390	234,848 00
Security total		6,700 000	43 014	288,194 94		491,713 00
JBHT TRANS SVCS INC						
Symbol JBHT Exchange OTC						
EAI \$3,200 Current yield 0 95%						
	Jun 2, 11	2,000 000	44 550	89,100 00	84 250	168,500 00
	Jul 20, 12	1,500 000	54 450	81,675 00	84 250	126,375 00
	Sep 13, 12	500 000	52 600	26,300 00	84 250	42,125 00
Security total		4,000 000	49 269	197,075 00		337,000 00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
INTL PAPER CO						
Symbol IP Exchange NYSE						
EAI \$11,200 Current yield 2.99%						
	Feb 2, 12	170,000	31.537	5,361.34	53.580	9,108.60
	Mar 7, 12	800,000	34.208	27,367.17	53.580	42,864.00
	Jan 24, 13	1,200,000	41.898	50,278.30	53.580	64,296.00
	Apr 2, 13	500,000	47.271	23,635.73	53.580	26,790.00
	Apr 3, 13	1,800,000	46.551	83,793.23	53.580	96,444.00
	Jul 30, 13	600,000	48.158	28,895.17	53.580	32,148.00
	Sep 11, 13	1,400,000	48.306	67,629.24	53.580	75,012.00
	Nov 13, 13	530,000	43.565	23,089.80	53.580	28,397.40
Security total		7,000,000	44.293	310,049.98		375,060.00
JAZZ PHARMACEUTICALS PLC						
Symbol JAZZ Exchange OTC						
	Jul 30, 13	1,350,000	75.000	101,250.00	163.730	221,035.50
	Aug 13, 13	650,000	81.200	52,780.00	163.730	106,424.50
	Jun 3, 14	1,000,000	144.600	144,600.00	163.730	163,730.00
Security total		3,000,000	99.543	298,630.00		491,190.00
JOHNSON & JOHNSON COM						
Symbol JNJ Exchange NYSE						
EAI \$14,000 Current yield 2.68%						
	Apr 14, 10	1,000,000	65.207	65,207.50	104.570	104,570.00
	Jan 4, 11	2,000,000	63.349	126,698.00	104.570	209,140.00
	Mar 9, 11	1,000,000	60.600	60,600.00	104.570	104,570.00
	Apr 18, 11	1,000,000	60.600	60,600.00	104.570	104,570.00
Security total		5,000,000	62.621	313,105.50		522,850.00
LINCOLN NATL CORP IND						
Symbol LNC Exchange NYSE						
EAI \$4,000 Current yield 1.39%						
	Jan 5, 10	2,000,000	26.430	52,860.00	57.670	115,340.00
	Oct 7, 10	1,000,000	24.399	24,399.90	57.670	57,670.00
	Apr 20, 11	2,000,000	29.200	58,400.00	57.670	115,340.00
Security total		5,000,000	27.132	135,659.90		288,350.00
MCKESSON CORP						
Symbol MCK Exchange NYSE						
EAI \$1,920 Current yield 0.46%						
	Jan 5, 11	2,000,000	71.950	143,900.00	207.580	415,160.00

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
MEDTRONIC INC						
Symbol MDT Exchange NYSE						
EAI \$7,320 Current yield 1 69%	Jan 4, 11	3,000 000	33.435	106,305.00	72 200	216,600 00
	Mar 20, 12	1,000 000	39 550	39,550 00	72 200	72,200 00
	Apr 2, 13	1,200 000	47 250	56,700 00	72 200	86,640 00
	Apr 8, 13	800 000	46 299	37,039 92	72 200	57,760 00
Security total		6,000 000	39 932	239,594 92		433,200 00
MICROSOFT CORP						
Symbol MSFT Exchange OTC						
EAI \$7,440 Current yield 2 67%	Jan 17, 06	1,000 000	27 100	27,100 00	46 450	46,450 00
	Feb 4, 10	2,000 000	28 050	56,100 00	46 450	92,900 00
	Oct 4, 10	1,000 000	23 800	23,800 00	46 450	46,450 00
	Apr 14, 11	1,000 000	25 196	25,196 50	46 450	46,450 00
	Apr 20, 11	1,000 000	25 799	25,799 30	46 450	46,450 00
Security total		6,000 000	26 333	157,995 80		278,700 00
MONDELEZ INTL INC						
Symbol MDLZ Exchange OTC						
EAI \$5,400 Current yield 1 65%	Feb 18, 11	2,000 000	19 977	39,954 30	36 325	72,650 00
	Mar 4 11	1,000 000	20 489	20,489 92	36 325	36,325 00
	Mar 7, 12	1,000 000	24 627	24,627 53	36 325	36,325 00
	Jul 20, 12	2,000 000	25 996	51,992 65	36 325	72,650 00
	Sep 13, 12	1,000 000	25 996	25,996 33	36 325	36,325 00
	Dec 20, 12	2,000 000	25 939	51,879 92	36 325	72,650 00
Security total		9,000 000	23 882	214,940 65		326,925 00
NATL FUEL GAS CO						
Symbol NFG Exchange NYSE						
EAI \$3,850 Current yield 2 21%	Apr 10, 12	500 000	45 000	22,500 00	69 530	34,765 00
	Apr 11, 12	1,500 000	44 900	67,350 00	69 530	104,295 00
	Oct 29, 13	500 000	72 150	36,075 00	69 530	34,765 00
Security total		2,500 000	50 370	125,925 00		173,825 00
NEXTERA ENERGY INC COM						
Symbol NEE Exchange NYSE						
EAI \$6,815 Current yield 2 73%	Jan 23, 14	1,200 000	88 500	106,200 00	106 290	127,548 00

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	Jan 27, 14	1,150,000	87 450	100,567 50	106 290	122,233 50
NIKE INC CL B		2,350,000	87 986	206,767 50		249,781 50
Symbol NKE Exchange NYSE						
EAI \$6.720 Current yield 1 16%	Jan 4, 11	4,000,000	41 894	167,579 91	96 150	384,600 00
	Aug 13, 13	1,500,000	65 800	98 700 00	96 150	144,225 00
	Jan 23, 14	500,000	72 550	36,275 00	96 150	48,075 00
Security total		6,000,000	50 426	302 554 91		576,900 00
NOVARTIS AG SPON ADR						
Symbol NVS Exchange NYSE						
EAI \$6.546 Current yield 2 52%	Jan 4, 11	1,800,000	58 406	105,132 40	92 660	166,788 00
	Mar 25, 11	1,000,000	55 550	55,550 00	92 660	92,660 00
Security total		2,800,000	57 387	150,682 40		259,448 00
NRG ENERGY INC NEW						
Symbol NRG Exchange NYSE						
EAI \$4.144 Current yield 2 08%	Jan 23, 14	4,300,000	27 200	116,960 00	26 950	115,885 00
	Feb 5, 14	3,100,000	27 350	84,785 00	26 950	83,545 00
Security total		7,400,000	27 263	201,745 00		199 430 00
O REILLY AUTOMOTIVE INC						
Symbol ORLY Exchange OTC						
	Mar 7, 12	200,000	89 700	17,940 00	192 620	38,524 00
	Jan 25, 13	800,000	91 690	73,352 00	192 620	154,096 00
Security total		1,000,000	91 292	91,292 00		192,620 00
PINNACLE WEST CAP CORP						
Symbol PNW Exchange NYSE						
EAI \$9.520 Current yield 3 48%	Jan 27, 14	1,925,000	52 185	100,456 47	68 310	131,496 75
	Jan 28, 14	585,000	51 950	30,390 75	68 310	39,961 35
	Apr 11, 14	490,000	55 000	26,950 00	68 310	33,471 90
	Jun 30 14	1,000,000	57 600	57,600 00	68 310	68,310 00
Security total		4,000,000	53 849	215,397 22		273,240 00
PRECISION CASTPARTS CORP						
Symbol PCP Exchange NYSE						
EAI \$120 Current yield 0 05%	Dec 23, 14	1,000,000	241 000	241,000 00	240 880	240,880 00

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
PRICE T ROWE GROUP INC						
Symbol TROW Exchange OTC						
EAI \$3,080 Current yield 2.05%	Jan 30, 14	880,000	79.700	70,136.00	85.860	75,556.80
	Apr 21, 14	620,000	80.700	50,034.00	85.860	53,233.20
	Dec 23, 14	250,000	88.100	22,025.00	85.860	21,465.00
Security total		1,750,000	81.254	142,195.00		150,255.00
QLIK TECHNOLOGIES INC COM						
Symbol QLIK Exchange OTC	Apr 21, 14	6,000,000	25.400	152,400.00	30.890	185,340.00
	Sep 4, 14	2,700,000	28.400	76,680.00	30.890	83,403.00
Security total		8,700,000	26.331	229,080.00		268,743.00
QUALCOMM INC						
Symbol QCOM Exchange OTC	Apr 11, 12	300,000	66.400	19,920.00	74.330	22,299.00
EAI \$6,720 Current yield 2.26%	Jul 20, 12	1,700,000	57.850	98,345.00	74.330	126,361.00
	Dec 21, 12	1,600,000	62.150	99,440.00	74.330	118,928.00
	Feb 1, 13	400,000	66.300	26,520.00	74.330	29,732.00
Security total		4,000,000	61.056	244,225.00		297,320.00
REINSURANCE GROUP AMER INC NEW						
Symbol RGA Exchange NYSE	Apr 3, 13	1,750,000	58.350	102,112.50	87.620	153,335.00
EAI \$5,280 Current yield 1.51%	Apr 17, 13	450,000	57.300	25,785.00	87.620	39,429.00
	Jul 30, 13	1,800,000	67.800	122,040.00	87.620	157,716.00
Security total		4,000,000	62.484	249,937.50		350,480.00
SBA COMMUNICATIONS CORP CL A						
Symbol SBAC Exchange OTC	Feb 1, 13	600,000	70.500	42,300.00	110.760	66,456.00
	Jul 2, 14	500,000	101.400	50,700.00	110.760	55,380.00
	Dec 23, 14	900,000	113.600	102,240.00	110.760	99,684.00
Security total		2,000,000	97.620	195,240.00		221,520.00
SCRIPPS NETWORKS INTERACT INC						
CL A						
Symbol SNI Exchange NYSE	Feb 1, 05	39,938,000	52.580	2,099,940.04	75.270	3,006,133.26
EAI \$32,000 Current yield 1.06%	Feb 27, 07	62,000	52.580	3,259.96	75.270	4,666.74

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total		40,000,000	52,580	2,103,200.00		3,010,800.00
T-MOBILE US INC COM						
Symbol TMUS Exchange NYSE	Apr 15, 14	4,000,000	28,900	115,600.00	26,940	107,760.00
	Jul 2, 14	1,000,000	33,300	33,300.00	26,940	26,940.00
Security total		5,000,000	29,780	148,900.00		134,700.00
THERMO FISHER SCIENTIFIC INC						
Symbol TMO Exchange NYSE	Sep 17, 07	1,000,000	55,250	55,250.00	125,290	125,290.00
EAI \$3,000 Current yield 0.48%	Jan 5, 10	1,000,000	47,500	47,500.00	125,290	125,290.00
	Oct 24, 12	2,500,000	59,900	149,750.00	125,290	313,225.00
	Feb 21, 13	500,000	72,000	36,000.00	125,290	62,645.00
Security total		5,000,000	57,700	288,500.00		626,450.00
TRAVELERS COS INC/THE						
Symbol TRV Exchange NYSE	Jan 24, 13	1,000,000	78,250	78,250.00	105,850	105,850.00
EAI \$6,600 Current yield 7.08%	Feb 6, 13	1,000,000	78,250	78,250.00	105,850	105,850.00
	Jul 31, 13	1,000,000	83,900	83,900.00	105,850	105,850.00
Security total		3,000,000	80,133	240,400.00		317,550.00
UNITED PARCEL SERVICE INC CL B						
Symbol UPS Exchange NYSE	Jul 30, 13	1,000,000	86,500	86,500.00	111,170	111,170.00
EAI \$5,360 Current yield 2.41%	Aug 28, 14	300,000	97,400	29,220.00	111,170	33,351.00
	Sep 16, 14	425,000	98,100	41,692.50	111,170	47,247.25
	Dec 23, 14	275,000	112,700	30,992.50	111,170	30,571.75
Security total		2,000,000	94,203	188,405.00		222,340.00
UNITD TECHNOLOGIES CORP						
Symbol UTX Exchange NYSE	Jul 20, 12	1,500,000	74,600	111,900.00	115,000	172,500.00
EAI \$9,440 Current yield 2.05%	Aug 7, 12	1,000,000	78,100	78,100.00	115,000	115,000.00
	Oct 24, 12	1,500,000	77,900	116,850.00	115,000	172,500.00
Security total		4,000,000	76,713	306,850.00		460,000.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
VALIDUS HOLDINGS LTD						
Symbol VR Exchange NYSE						
EAI \$8,040 Current yield 2.89%	Jul 30, 13	2,100,000	36.000	75,600.00	41.560	87,276.00
	Aug 2, 13	1,900,000	35.100	66,690.00	41.560	78,964.00
	Aug 15, 13	1,000,000	35.000	35,000.00	41.560	41,560.00
	Nov 13, 13	1,700,000	40.100	68,170.00	41.560	70,652.00
Security total		6,700,000	36.636	245,460.00		278,452.00
VMWARE INC CL A						
Symbol VMW Exchange NYSE						
	Apr 3, 13	1,300,000	76.650	99,645.00	82.520	107,276.00
	Apr 8, 13	700,000	76.150	53,305.00	82.520	57,764.00
	Oct 22, 13	1,000,000	86.789	86,789.90	82.520	82,520.00
Security total		3,000,000	79.913	239,739.90		247,560.00
VODAFONE GROUP PLC SPON ADR						
Symbol VOD Exchange OTC						
EAI \$8,469 Current yield 5.27%	Sep 4, 14	3,000,000	34.200	102,600.00	34.170	102,510.00
	Sep 16, 14	1,700,000	32.800	55,760.00	34.170	58,089.00
Security total		4,700,000	33.694	158,360.00		160,599.00
WAL MART STORES INC						
Symbol WMT Exchange NYSE						
EAI \$7,104 Current yield 2.24%	Oct 29, 13	1,400,000	77.000	107,800.00	85.880	120,232.00
	Nov 13, 13	1,600,000	78.800	126,080.00	85.880	137,408.00
	May 29, 14	700,000	76.000	53,200.00	85.880	60,116.00
Security total		3,700,000	77.589	287,080.00		317,756.00
WALGREENS BOOTS ALLIANCE INC						
Symbol WBA Exchange OTC						
EAI \$4,995 Current yield 1.77%	Apr 11, 14	1,600,000	64.000	102,400.00	76.200	121,920.00
	Apr 21, 14	1,400,000	66.250	92,750.00	76.200	106,680.00
	May 29, 14	700,000	71.300	49,910.00	76.200	53,340.00
Security total		3,700,000	66.232	245,060.00		281,940.00
WALT DISNEY CO (HOLDING CO)						
Symbol DIS Exchange NYSE						
EAI \$1,725 Current yield 1.22%	May 29, 14	300,000	83.600	25,080.00	94.190	28,257.00

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	Jun 30, 14 Nov 3, 14	900 000 300 000 1,500 000	85 589 91 270 86 328	77,030 91 27,381 00 129,491 91	94 190 94 190	84,771 00 28,257 00 141,285 00
3M CO						
Symbol MMM Exchange NYSE	Sep 20, 10	1,000 000	87 000	87,000 00	164 320	164,320 00
EAI \$12.300 Current yield 2 50%	Sep 21, 10	2,000 000	87 000	174,000 00	164 320	328,640 00
Security total		3,000 000	87 000	261,000 00		492 960 00
Total				\$22,526,697.38		\$33,409,050.40

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ISHARES US REAL ESTATE ETF						
Symbol IYR						
Trade date Jan 5, 11	2,000 000	56 370	112,741 06	112,741 06	76 840	153,580 00
Trade date May 25, 11	1,000 000	61 200	61,200 80	61,200 80	76 840	76,840 00
Trade date Nov 18, 11	1,000 000	54 957	54,957 43	54,957 43	76 840	76,840 00
EAI \$11.252 Current yield 3 66%						
Security total	4,000 000	57 225	228,899 29	228,899 29		307,360 00
ISHARES NORTH AMERN NAT						
RESOURCES ETF						
Symbol IGE						
Trade date Jan 5, 11	2,500 000	36 795	91,987 50	91,987 50	38 320	95,800 00
Trade date Sep 13, 12	500 000	39 800	19,900 00	19,900 00	38 320	19,160 00

THE ANDROCLIES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	EAI \$2 106 Current yield 1 83%	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total		3,000 000	37 296	111,887.50	111,887.50		114,960 00
ISHARES TRUST S&P GLOBAL INFORMATION TECHNOLOGY SECTOR INDEX FUND							
Symbol IXN							
Trade date Aug 2, 11		1,500 000	60 800	91,200 00	91,200 00	94 880	142,320 00
Trade date Jan 12, 12		500 000	60 100	30,050 00	30,050 00	94 880	47,440 00
EAI \$2,168 Current yield 1 14%							
Security total		2,000 000	60 625	121,250 00	121,250 00		189,760 00
KAYNE ANDERSON ENERGY TOTAL RETURN FUND INC							
Symbol KYE							
Trade date Jul 18, 12		1,500 000	26 008	39,013 28	39,013 28	27 850	41,775 00
Total reinvested		239 000	28 367		6,779 82	27 850	6,656 15
EAI \$3,374 Current yield 6 97%							
Security total		1,739 000	26 333	39,013 28	45,793 10		48,431 15
POWERSHARES QQQ TRUST ETF							
SER 1							
Symbol QQQ							
Trade date Jan 6, 11		1,000 000	56 344	56,344 45	56,344 45	103 250	103,250 00
Trade date Feb 24, 11		1,000 000	57 238	57,238 14	57,238 14	103 250	103,250 00
Trade date Mar 15, 11		500 000	56 226	28,113 34	28,113 34	103 250	51,625 00
Trade date May 17, 11		500 000	57 986	28,993 33	28,993 33	103 250	51,625 00
EAI \$3,240 Current yield 1 05%							
Security total		3,000 000	56 896	170,689 26	170,689 26		309,750 00
SPDR S&P 500 ETF TR							
Symbol SPY							
Trade date May 25, 10		900 000	105 600	95,040 00	95,040 00	205 540	184,986 00
Trade date Jun 29, 10		1,100 000	104 200	114,620 00	114,620 00	205 540	226,094 00
Trade date Aug 19, 10		1,000 000	108 610	108,610 65	108,610 65	205 540	205 540 00

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Trade date Sep 20, 10	1,000,000	113.550	113,550.00	113,550.00	205.540	205,540.00
Trade date Jan 5, 11	1,000,000	127.500	127,500.00	127,500.00	205.540	205,540.00
Trade date Aug 18, 11	500,000	114.100	57,050.00	57,050.00	205.540	102,770.00
EAI \$21.093 Current yield 1.87%						
Security total	5,500,000	112.067	616,370.65	616,370.65		1,130,470.00
TECHNOLOGY SECTOR SPDR TRUST						
SHS						
Symbol XLK						
Trade date Oct 14, 10	2,000,000	24.022	48,045.00	48,045.00	41.350	82,700.00
Trade date Jan 5, 11	2,000,000	25.954	51,908.82	51,908.82	41.350	82,700.00
Trade date Feb 24, 11	2,000,000	26.334	52,669.43	52,669.43	41.350	82,700.00
Trade date Jul 11, 11	500,000	26.425	13,212.71	13,212.71	41.350	20,675.00
Trade date Aug 2, 11	500,000	26.081	13,040.79	13,040.79	41.350	20,675.00
EAI \$5.068 Current yield 1.75%						
Security total	7,000,000	25.554	178,876.75	178,876.75		289,450.00
UTILITIES SECTOR SPDR TRUST						
SHS						
Symbol XLU						
Trade date Jul 14, 14	2,400,000	42.877	102,905.25	102,905.25	47.220	113,328.00
Trade date Sep 4, 14	600,000	43.858	26,315.25	26,315.25	47.220	28,332.00
EAI \$4.518 Current yield 3.19%						
Security total	3,000,000	43.074	129,220.50	129,220.50		141,660.00
Total			\$1,602,987.05	\$1,602,987.05		\$2,531,841.15

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities (continued)

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FLDERALD KAUFMAN						
SMALL CAP FUND CLASS A						
Symbol FKASX						
Trade date Jan 12, 05	932 535	19 779	18,445 54	18,445 54	24 530	22,875 08
Trade date Nov 8, 05	2,338 000	21 390	50,009 82	50,009 82	24 530	57,351 14
Trade date Aug 11, 06	1,526 000	21 620	32,992 12	32,992 12	24 530	37,432 78
Trade date Jan 6, 10	3,900 536	20 510	80,000 00	80,000 00	24 530	95,680 14
Total reinvested	7,145 825	24 937	178,199 73	178,199 73	24 530	175,287 08
Security total	15,842 896	22 701	181,447 48	359,647 21		388,626 23
OPPENHEIMER DEVELOPING						
MARKETS CLASS Y						
Symbol ODVYX						
Trade date Jan 23, 14	476 899	36 184	17,256 32	17,256 32	35 060	16,720 09
Total reinvested	2,554 137	17 650	45,082 66	45,082 66	35 060	89,548 03
EAI \$679 Current yield 0.64%						
Security total	3,031 036	20 567	17,256 32	62,338 98		106,268 12
Total			\$198,703.80	\$421,986.19		\$494,894.35

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • **Equities** (continued)
 Other equity investments

Fixed income
Certificates of deposit

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC BANK USA VA US RATE 03 0000% MAT 04/13/2023 STEP RATE CD CALLABLE 04/13/2015 @ 100 0000 STEP TO 04 0000% ON 04/14/2015 ACCRUED INTEREST \$649 32 CUSIP 40431GPL7 LAI \$3,000 Current yield 2.98%	Mar 25, 11	100,000 000	100 000	100,000 00	100 687	100,687 00

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THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income (continued)

Corporate bonds and notes

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
DIAGEO CAP PLC CALL@MMW+15BP RATE 05 500% MATURES 09/30/16 ACCURED INTEREST \$1,375 00 CUSIP 25243YA1J8 Moody A3 S&P A- EAI \$5,500 Current yield 5.11% Original cost basis \$100,600 00	Mar 06, 09	100,000 000	100 160	100,600 00	107 621	107,621 00
ARCELORMITTAL NTS B/E ADJ RATE MATURES 02/25/17 CUSIP 03938LAW4 Moody Ba1 S&P BB+ EAI \$5,000 Current yield 4.81%	Jun 21, 12	100,000 000	97 941	97,941 00	104 000	104,000 00
GE CAPITAL INTERNOTES NTS B/E RATE 06 000% MATURES 07/15/18 ACCURED INTEREST \$2,766 67 CUSIP 36966R3S3 Moody A1 S&P AA+ EAI \$6,000 Current yield 5.33%	Jul 10, 09	100,000 000	100 000	100,000 00	112 545	112,545 00
WASHINGTON POST CO CALL@MMW NTS RATE 07 250% MATURES 02/01/19 ACCURED INTEREST \$1,389 58 CUSIP 939640ADO Moody Baa3 S&P BBB EAI \$3,335 Current yield 6.43% Original cost basis \$54,931 36	Feb 01, 13	46,000 000	113 651	54,931.36	112 673	51 829 58

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets - Fixed income - Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
GE CAPITAL INTERNOTES						
RATE 05 100% MATURES 02/15/19						
ACCRUED INTEREST \$1,445 00						
CUSIP 36966RW28						
Moody A1 S&P AA+						
EAI \$3,825 Current yield 4 63%						
Original cost basis \$84,762 75	Feb 01, 13	75,000 000	109 107	84,762 75	110 228	82,671 00
ANHEUSER BUSCH COS NTS						
CALL@MMW+25BP						
RATE 05 000% MATURES 03/01/19						
ACCRUED INTEREST \$416 66						
CUSIP 035229CW1						
Moody A2 S&P A						
EAI \$1,250 Current yield 4 50%						
Original cost basis \$27,237 50	Aug 30, 10	25,000 000	104 735	27,237 50	111 201	27,800 25
PITNEY BOWES INC NTS						
MMW+50BPS						
RATE 06 250% MATURES 03/15/19						
ACCRUED INTEREST \$478 47						
CUSIP 724479AH3						
Moody Baa2 S&P BBB						
EAI \$1,625 Current yield 5 50%						
Original cost basis \$28,993 64	Feb 01, 13	26,000 000	108 203	28,993 64	113 639	29,546 14
JOHN DEERE CPTL CORP NTS						
B/E						
RATE 02 250% MATURES 04/17/19						
ACCRUED INTEREST \$106 37						
CUSIP 24422ERR2						
Moody A2 S&P A						
EAI \$518 Current yield 2 23%						
Original cost basis \$23,872 85	Feb 01, 13	23,000 000	102 661	23,872 85	100 892	23,205 16

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
BOARDWALK PIPELINES LP						
CALL@MW+ 25BP						
RATE 03 375% MATURES 02/01/23						
CALLABLE						
ACCURED INTEREST \$351 56						
CUSIP 096630AC2						
Moody Baa3 S&P BB+						
EAI \$844 Current yield 3 70%	Jan 25, 13	25,000 000	98 298	24 574 50	91 097	22 774 25
GE CAPITAL INTERNOTES						
MED TERM NTS						
RATE 05 100% MATURES 05/15/23						
ACCURED INTEREST \$651 67						
CUSIP 36966R6U5						
Moody A1 S&P AA+						
EAI \$5,100 Current yield 4 63%	May 24, 10	100,000 000	100 000	100,000 00	110 180	110,180 00
GOLDMAN SACHS GROUP INC						
MED TERM NTS						
RATE 05 000% MATURES 05/15/25						
ACCURED INTEREST \$222 22						
CUSIP 38141EP78						
Moody Baa1 S&P A-						
EAI \$5,000 Current yield 4 69%	May 07, 12	100,000 000	100 000	100,000 00	106 502	106,502 00
MORGAN STANLEY B/E						
RATE 04 150% MATURES 05/08/29						
ACCURED INTEREST \$610 97						
CUSIP 61760LFX8						
Moody Baa2 S&P A-						
EAI \$4,150 Current yield 3 95%	May 05, 14	100,000 000	100 000	100,000 00	105 055	105,055 00
Total		\$820,000 000		\$842,913.60		\$883,729 38

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets - Fixed income (continued)

Municipal securities

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
NYS DORM AUTH REV NORTH SHORE SER 2007A BE/R/ RATE 04 250% MATURES 05/01/17 ACCRUED INTEREST \$212.49 CUSIP 649903KP5 Moody A3 S&P Not rated EAI \$1,275 Current yield 3.95% Original cost basis \$33,141.90	Apr 03, 13	30,000,000	106,066	33,141.90	107,686	32,305.80

A

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (re gain or loss)
ISHARES IBOXX \$ INVT GRADE CORPORATE BOND ETF Symbol IQD	500,000	110.850	55,425.00	55,425.00	119.410	59,705.00	4,280.00
Trade date Sep 16, 10	500,000	112.500	56,250.00	56,250.00	119.410	59,705.00	3,455.00
Trade date Sep 23, 10	1,000,000	108.912	108,912.41	108,912.41	119.410	119,410.00	10,497.59
Trade date Jan 5, 11	500,000	116.399	58,199.65	58,199.65	119.410	59,705.00	1,505.35
Trade date Apr 3, 12	340,000	117.800	40,052.00	40,052.00	119.410	40,599.40	547.40
Trade date Apr 24, 14							
EAI \$11,499 Current yield 3.39%							
Security total	2,840,000	112.267	318,839.06	318,839.06		339,124.40	20,285.34
ISHARES 20+ YEAR TREAS BOND							

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ETF						
Symbol TLT						
Trade date Dec 21, 12	100 000	122 200	12,220 00	12,220 00	125 920	12,592 00
Trade date Dec 2, 13	390 000	103 400	40,326 00	40,326 00	125 920	49,108 80
EAI \$1,647 Current yield 2.67%						
Security total	490 000	107 237	52,546 00	52,546 00		61,700 80
ISHARES CORE U.S. AGGREGATE						
BOND ETF						
Symbol AGG						
Trade date Jan 27, 14	228 000	107 350	24,475 80	24,475 80	110 120	25,107 36
EAI \$580 Current yield 2.31%						
Total			\$395,860.86	\$395,860.86		\$425,932.56 A

Mutual funds

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
AMERICAN CENTURY						
INTERMEDIATE TERM TAX						
FREE BOND CL INVESTOR						
Symbol TWTIX						
Trade date Sep 2, 10	8,787 346	11 380	100,000 00	100,000 00	11 460	100,702 98
Total reinvested	39 447	11 348	447 67	447 67	11 460	452 06
EAI \$2,621 Current yield 2.59%						
Security total	8,826 793	11 380	100,000 00	100,447 67		101 155 04
BLACKROCK STRATEGIC						

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income • Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
INCOME I						
Symbol BSLIX						
Trade date Jan 29, 13	491 642	10 170	5,000 00	5,000 00	10 110	4 970 50
Trade date Dec 2, 13	4,451 039	10 109	45,000 00	45,000 00	10 110	45,000 00
Total reinvested	96 084	10 143	974 63		10 110	971 41
EAI \$1,234 Current yield 2.42%						
Security total	5,038 765	10 116	50,000 00	50,974 63		50,941 91
LOOMIS SAYLES STRATEGIC						
INCOME FUND CLASS Y						
Symbol NEZYX						
Trade date Feb 2, 05	7,096 378	14 091	100,000 00	100,000 00	16 270	115,458 08
Trade date Sep 14, 07	2,204 235	14 971	33,000 00	33,000 00	16 270	35,862 91
Trade date Aug 24, 10	13,632 007	14 671	200,005 25	200,005 25	16 270	221,792 75
EAI \$14,814 Current yield 3.97%						
Security total	22,932 620	14 521	333,005 25	333,005 25		373,113 72
LORD ABBETT SHORT						
DURATION INCOME FUND						
CLASS F						
Symbol LDIFX						
Trade date Oct 12, 11	22,222 223	4 499	100,000 00	100,000 00	4 450	98,888 89
EAI \$3,822 Current yield 3.86%						
TEMPLETON GLOBAL BOND ADV						
Symbol TGBAX						
Trade date Aug 23, 10	7,502 218	13 329	100 000 00	100,000 00	12 410	93,102 52
Total reinvested	165 278	12 834	2,121 21		12 410	2,051 10
EAI \$3,243 Current yield 3.41%						
Security total	7,667 496	13 319	100,000 00	102,121 21		95,153 62
WESTCORE PLUS BOND FUND						
Symbol WTIBX						
Trade date Mar 14, 07	1,576 567	10 639	16,774 67	16,774 67	10 920	17,216 11
Trade date Aug 23, 10	9,132 420	10 950	100,000 00	100,000 00	10 920	99,726 02

THE ANDROCLES FOUNDATION, INC.
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 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income • Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
EAI \$3,759 Current yield 3.21%	10,708,987	10.904	116,774.67	116,774.67		116,942.13
Security total			\$799,779.92	\$803,323.43		\$836,195.31
Total						

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
MORGAN STANLEY CAP TR VII 6.600%						
DUE 10/15/66 CALLABLE						
Symbol MSZ Exchange NYSE						
EAI \$6,600 Current yield 6.51%	Oct 5, 06	4,000,000	25,000	100,000.00	25.330	101,320.00

Other

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FEDERATED MUN & SK ADG I						
Symbol FMUIX						
Trade date Mar 21, 05	1,815,000	11.020	20,001.30	20,001.30	12.560	22,796.40
Trade date Dec 18, 09	4,906,771	10.190	50,000.00	50,000.00	12.560	61,629.04
Trade date Jan 24, 13	2,107,926	11.859	25,000.00	25,000.00	12.560	26,475.55
Total reinvested	85,644	11.686		1,000.92	12.560	1,075.69
EAI \$4,529 Current yield 4.04%						
Security total	8,915,341	10.768	95,001.30	96,002.22		111,976.68

Your total assets

\$26,922,912.63

\$38,927,932.63

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Equities

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ISHARES TRUST CORE S&P MID-CAP						
ETF						
Symbol IJH						
Trade date Oct 31, 13	740 000	130 355	96,463 34	96,463 34	144 800	107,152 00
Trade date Nov 11, 13	260 000	130 840	34,018 48	34,018 48	144 800	37,648 00

THE ANDROCLES FOUNDATION, INC.
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 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
EAI \$1.942 Current yield 1.34%	1,000,000	130.482	130,481.82	130,481.82		144,800.00
Security total						
ISHARES US REAL ESTATE ETF						
Symbol IYR						
Trade date May 2, 11	1,700,000	62.665	106,531.69	106,531.69	76.840	130,628.00
Trade date May 4, 11	800,000	62.009	49,607.87	49,607.87	76.840	61,472.00
Trade date May 13, 11	1,000,000	61.532	61,532.26	61,532.26	76.840	76,840.00
Trade date Apr 12, 12	500,000	61.712	30,856.14	30,856.14	76.840	38,420.00
EAI \$11.252 Current yield 3.66%	4,000,000	62.132	248,527.96	248,527.96		307,360.00
Security total						
ISHARES MSCI EAFE ETF						
Symbol EFA						
Trade date Aug 14, 09	541,000	51.469	27,844.96	27,844.96	60.840	32,914.44
Trade date Aug 24, 09	659,000	52.936	34,885.46	34,885.46	60.840	40,093.56
Trade date Aug 24, 10	800,000	50.178	40,142.63	40,142.63	60.840	48,672.00
Trade date May 25, 11	500,000	60.504	30,252.46	30,252.46	60.840	30,420.00
Trade date Aug 26, 11	1,500,000	51.935	77,903.24	77,903.24	60.840	91,260.00
EAI \$9.044 Current yield 3.72%	4,000,000	52.757	211,028.75	211,028.75		243,360.00
Security total						
ISHARES NORTH AMERN NAT						
RESOURCES ETF						
Symbol IGE						
Trade date Mar 15, 11	1,000,000	44.255	44,255.54	44,255.54	38.320	38,320.00
Trade date May 2, 11	500,000	47.450	23,725.03	23,725.03	38.320	19,160.00
Trade date May 3, 11	1,000,000	45.443	45,443.31	45,443.31	38.320	38,320.00
Trade date Jun 7, 11	500,000	43.651	21,825.51	21,825.51	38.320	19,160.00
Trade date Apr 12, 12	1,000,000	38.389	38,389.24	38,389.24	38.320	38,320.00
EAI \$2.808 Current yield 1.83%	4,000,000	43.410	173,638.63	173,638.63		153,280.00
Security total						
POWERSHARES DWA MOMENTUM						
PORTFOLIO ETF						

THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Symbol	PDP	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec. 31 (\$)	Value on Dec 31 (\$)
Trade date Oct 24, 12			1,000 000	27 823	27,823 67	27,823 67	41 060	41,060 00
Trade date Mar 26, 13			300 000	31 103	9,331 10	9,331 10	41 060	12,318 00
Trade date Jun 5, 13			300 000	32 234	9,670 49	9,670 49	41 060	12,318 00
Trade date Oct 29, 13			400 000	35 470	14,188 13	14,188 13	41 060	16 424 00
Trade date Jul 29, 14			1,000 000	39 698	39,698 25	39,698 25	41 060	41,060 00
EAI \$189 Current yield 0 15%								
Security total			3,000 000	33 571	100,711 64	100,711 64		123,180 00
UTILITIES SECTOR SPDR TRUST								
SHS								
Symbol XLU								
Trade date Jul 14, 14			2,400 000	42 877	102,905 25	102,905 25	47 220	113 328 00
EAI \$3.614 Current yield 3 19%								
VANGUARD SECTOR INDEX FD								
INFORMATION TECH ETF								
Symbol VGT								
Trade date Sep 16, 14			1,000 000	102 105	103,342 08	103,342 08 ²	104 480	104 480 00
LAI \$1.171 Current yield 1 12%								
VANGUARD GBL EX ETF								
Symbol VNQI								
Trade date May 2, 11			1,000 000	53 400	53,400 05	53,400 05	53 520	53,520 00
Trade date May 13, 11			1,000 000	51 487	51,487 65	51,487 65	53 520	53,520 00
Trade date May 25, 11			500 000	51 691	25,845 52	25,845 52	53 520	26,760 00
EAI \$5.493 Current yield 4 11%								
Security total			2,500 000	52 293	130,733 22	130,733 22		133 800 00
VANGUARD DIVID APPRECIATION								
ETF								
Symbol VIG								
Trade date Jul 31, 13			508 000	70 775	35,954 03	35,954 03	81 160	41,229 28
Trade date Aug 12, 13			492 000	71 012	35,846 67	35,846 67 ²	81 160	39 930 72
Trade date Oct 17, 13			600 000	72 232	43,339 59	43,339 59	81 160	48,696 00

THE ANDROCLES FOUNDATION, INC.
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 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets › Equities › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
EAI \$2.536 Current yield 1.95%						
Security total	1,600,000	71.963	115,140.29	115,140.29		129,856.00
Total			\$1,316,509.64	\$1,316,509.64		\$1,453,444.00

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FIDELITY ADVISOR NEW INSIGHTS FUND CLASS T						
Symbol FNITX						
Trade date Nov 16, 07	3,761,473	21.690	81,587.78	81,587.78	26.100	98,174.44
Total reinvested	1,617,402	24.055	38,906.90	38,906.90	26.100	42,214.19
Security total	5,378,875	22.401	81,587.78	120,494.68		140,388.63

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets (continued)
Fixed income
Certificates of deposit

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
GOLDMAN SACHS BK UT US						
RATE 05 1000% MAT 08/20/2015						
FIXED RATE CD						
ACCRUED INTEREST \$1,672.52						
CUSIP 381426MM4						
EAI \$4,590 Current yield 4.96%						
Original cost basis \$97,002.00	Oct 27, 09	90,000,000	100,921	97,002.00	102,850	92,565.00
DISCOVER BK DE US						
RATE 05 0000% MAT 12/03/2015						
FIXED RATE CD						
ACCRUED INTEREST \$191.78						
CUSIP 25469JA58						
EAI \$2,500 Current yield 4.82%						
Original cost basis \$53,111.44	Jun 26, 09	50,000,000	100,983	53,111.44	103,714	51,857.00
Total		\$140,000,000		\$150,113.44	103,714	\$144,422.00

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THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income (continued)

Corporate bonds and notes

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 04 400% MATURES 06/15/15						
ACCURED INTEREST \$146 67						
CUSIP 06050WCZ6						
Moody Baa2 S&P A-						
EAI \$1,650 Current yield 4.35%	Jun 07, 10	75,000 000	100 000	75,000 00	101 210	75,907 50
GE CPTL CORP INTRNTS NTS						
RATE 05 000% MATURES 06/15/15						
ACCURED INTEREST \$222 22						
CUSIP 36966R3L8						
Moody A1 S&P AA+						
EAI \$2,500 Current yield 4.91%	Jun 18, 09	100,000 000	100 000	100,000 00	101 822	101,822 00
SIMON PPTY GROUP LP						
TS B/E						
RATE 05 100% MATURES 06/15/15						
ACCURED INTEREST \$79 33						
CUSIP 828807BM8						
Moody A2 S&P A						
EAI \$893 Current yield 5.00%						
Original cost basis \$35,977 20	Oct 27, 09	35,000 000	100 251	35,977 20	101 955	35,684 25
JEFFERIES GROUP INC B/E						
RATE 03 875% MATURES 11/09/15						
ACCURED INTEREST \$559 72						
CUSIP 472319A11						
Moody Baa3 S&P BBB-						
EAI \$3,875 Current yield 3.79%						
Original cost basis \$101,942 25	Apr 21, 11	100,000 000	100 386	101,942 25	102 113	102,113 00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets - Fixed income - Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC FIN CORP NTS						
RATE 05 500% MATURES 01/19/16						
ACCRUED INTEREST \$2,475 00						
CUSIP 40429CFN7						
Moody Baa1 S&P A						
EAI \$5,500 Current yield 5.26%	Jun 26, 09	100,000 000	97,311	97,311 25	104,551	104,551 00
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 06 000% MATURES 08/15/17						
ACCRUED INTEREST \$1,133 33						
CUSIP 06050WBR5						
Moody Baa2 S&P A-						
EAI \$3,000 Current yield 5.47%	Aug 20, 09	50,000 000	100 000	50,000 00	109 630	54,815 00
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 05 100% MATURES 11/15/17						
ACCRUED INTEREST \$651 67						
CUSIP 06050WBX2						
Moody Baa2 S&P A-						
EAI \$5,100 Current yield 4.76%	Oct 27, 09	100,000 000	100 000	100,000 00	107 045	107 045 00
THA ROYAL BANK OF SCOTLAND						
RATE 04 500% MATURES 03/15/18						
ACCRUED INTEREST \$200 00						
CUSIP 78011RBD4						
Moody Baa1 S&P A-						
EAI \$4,500 Current yield 4.32%	Mar 28, 11	100,000 000	100 000	100,000 00	104 106	104,106 00
GE CAPITAL INTERNOTES						
NTS B/E						
RATE 06 750% MATURES 04/15/18						
ACCRUED INTEREST \$1,425 00						
CUSIP 36966R380						
Moody A1 S&P AA+						
EAI \$6,750 Current yield 5.89%	Apr 21, 09	100,000 000	100 000	100,000 00	114 538	114,538 00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
PROSPECT CAPITAL CORP						
MED TERM NTS						
RATE 05 850% MATURES 09/15/19						
ACCURED INTEREST \$430 62						
CUSIP 74348YAS0						
S&P BBB						
EAI \$1 463 Current yield 5 84%	Sep 24, 12	25,000 000	100 000	25,000 00	100 242	25 060 50
MORGAN STANLEY						
MED TERM NTS						
RATE 03 000% MATURES 11/01/19						
ACCURED INTEREST \$250 00						
CUSIP 61760LAV7						
Moody Baa2 S&P A-						
EAI \$1,500 Current yield 3 06%	Oct 29, 12	50,000 000	100 000	50,000 00	98 161	49,080 50
FORD MOTOR CREDIT CO LLC						
MED TERM NTS						
RATE 03 750% MATURES 08/20/20						
ACCURED INTEREST \$1,364 58						
CUSIP 34540TFA5						
Moody Baa3 S&P BBB-						
EAI \$3,750 Current yield 3 78%	Aug 19, 13	100,000 000	100 000	100,000 00	99 265	99,265 00
GOLDMAN SACHS GROUP INC						
NTS B/E						
RATE 02 500% MATURES 09/15/20						
ACCURED INTEREST \$111 11						
CUSIP 38143CHH7						
Moody Baa1 S&P A-						
EAI \$2,500 Current yield 2 54%	Sep 08, 14	100,000 000	100 000	100,000 00	98 495	98,495 00
TALISMAN ENERGY INC NTS						
B/E						
RATE 03 750% MATURES 02/01/21						
CALLABLE						
ACCURED INTEREST \$781 25						
CUSIP 87425EAM5						
Moody Baa3 S&P BBB-						
EAI \$1,875 Current yield 3 88%	Jan 28, 13	50,000 000	105 714	53,669 75	96 703	48,351 50
Original cost basis \$53,669 75						

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
ANHEUSER BUSCH INBEV						
E WHOLE T +20BP						
RATE 04 375% MATURES 02/15/21						
ACCURED INTEREST \$82.63						
CUSIP 03523TB83						
Moody A2 S&P A						
EAI \$219 Current yield 4.01%						
Original cost basis \$5,777.50	Jan 25, 13	5,000,000	112,063	5,777.50	109,202	5,460.10
GENWORTH FINANCIAL INC						
RATE 07 200% MATURES 02/15/21						
ACCURED INTEREST \$816.00						
CUSIP 37247DANG						
Moody Baa3 S&P BB+						
EAI \$2,160 Current yield 7.39%						
Original cost basis \$30,065.25	Jul 25, 12	30,000,000	100,168	30,065.25	97,381	29,214.30
MORGAN STANLEY						
MED TERM NTS						
RATE 03 250% MATURES 12/20/21						
ACCURED INTEREST \$74.48						
CUSIP 61760LB11						
Moody Baa2 S&P A-						
EAI \$2,438 Current yield 3.30%	Dec 17, 12	75,000,000	100,000	75,000.00	98,402	73,801.50
TORONTO-DOMINION BANK						
STEP UP CALL						
RATE 02 000% MATURES 12/30/21						
INTEREST EARNED FROM 12/30/14						
1ST INTEREST PAYMENT 03/30/15						
CALLABLE						
CUSIP 89114QSC3						
S&P AA-						
EAI \$1,200 Current yield 2.01%	Dec 23, 14	60,000,000	100,000	60,000.00	99,256	59,553.60

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
BARCLAYS BANK PLC						
MED TERM NTS						
RATE 03 100% MATURES 07/26/22						
ACCRUED INTEREST \$1,334.72						
CUSIP 06741RCY5						
Moody A2 S&P A						
EAI \$3,100 Current yield 3.13%	Jul 23, 12	100,000.000	100.000	100,000.00	99.185	99,185.00
NATIONAL RURAL UTIL COOP						
NTS B/E						
RATE 02 750% MATURES 09/15/22						
ACCRUED INTEREST \$48.88						
CUSIP 63743FJK0						
Moody A2 S&P A						
EAI \$1,100 Current yield 2.75%	Sep 08, 14	40,000.000	100.000	40,000.00	100.167	40,066.80
CANADIAN PAC RAILWAY CO						
FOREIGN SECURITY						
RATE 04 450% MATURES 03/15/23						
CALL @ MVW+30BPS						
ACCRUED INTEREST \$655.14						
ISIN US13645RAK05						
Moody Baa1 S&P BBB+						
EAI \$2,225 Current yield 4.05%	Aug 07, 12	50,000.000	108.953	55,577.25	109.743	54,871.50
GOLDMAN SACHS GROUP INC						
NTS B/E						
RATE 03 500% MATURES 11/15/23						
ACCRUED INTEREST \$194.45						
CUSIP 38141EH77						
Moody Baa1 S&P A-						
EAI \$4,375 Current yield 3.54%	Oct 31, 12	125,000.000	100.000	125,000.00	98.837	123,546.25
HSBC INC MED TERM NTS						
B/E						
RATE 03 200% MATURES 07/25/24						
ACCRUED INTEREST \$26.66						
CUSIP 4042K1Y98						
Moody Not rated S&P A+						
EAI \$1,600 Current yield 3.38%	Jul 20, 12	50,000.000	100.000	50,000.00	94.627	47,313.50

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
GENERAL ELEC CAP CORP						
MED TERM NTS						
RATE 03 000% MATURES 08/15/24						
ACCURED INTEREST \$849 99						
CUSIP 36966TGF3						
Moody A1 S&P AA+						
EAI \$2,250 Current yield 3 02%	Aug 20, 12	75,000 000	100 000	75,000 00	99 388	74,541 00
GOLDMAN SACHS GROUP INC						
MED TERM NTS						
RATE 04 050% MATURES 09/15/24						
ACCURED INTEREST \$427 50						
CUSIP 38141EH36						
Moody Baa1 S&P A-						
EAI \$2,025 Current yield 4 08%	Sep 14, 12	50,000 000	100 000	50,000 00	99 331	49,665 50
DOW CHEMICAL CO/THE NTS						
B/E						
RATE 03 550% MATURES 09/15/24						
INTEREST EARNED FROM 09/18/14						
1ST INTEREST PAYMENT 03/15/15						
CALLABLE						
ACCURED INTEREST \$761 76						
CUSIP 26054LYL1						
Moody Baa2 S&P BBB						
EAI \$2,663 Current yield 3 55%	Sep 15, 14	75,000 000	100 000	75 000 00	100 063	75,047 25
MORGAN STANLEY						
MED TERM NTS						
RATE 04 000% MATURES 11/01/24						
ACCURED INTEREST \$500 00						
CUSIP 61760LAW5						
Moody Baa2 S&P A-						
EAI \$3,000 Current yield 3 96%	Oct 29, 12	75,000 000	100 000	75,000 00	101 099	75,824 25

THE ANDROCLES FOUNDATION, INC.
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STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
JPMORGAN CHASE & CO						
MED TERM NTS						
RATE 03 500% MATURES 07/28/25						
CALLABLE						
ACCRUED INTEREST \$1,859.37						
CUSIP 48124AWG8						
Moody A3 S&P A	Jul 23, 10	125,000,000	100,000	125,000.00	99,506	124,382.50
EAI \$4,375 Current yield 3.52%						
GENL ELEC CPTL CORP						
MED TERM NTS						
RATE 03 000% MATURES 08/15/25						
ACCRUED INTEREST \$566.66						
CUSIP 36966TGC0						
Moody A1 S&P AA+	Aug 13, 12	50,000,000	100,000	50,000.00	96,600	48,300.00
EAI \$1,500 Current yield 3.11%						
NATIONAL RURAL UTIL COOP						
MED TERM NTS						
RATE 03 000% MATURES 08/15/26						
ACCRUED INTEREST \$66.66						
CUSIP 63743FQK5						
Moody A2 S&P A	Aug 13, 12	50,000,000	100,000	50,000.00	97,758	48,879.00
EAI \$1,500 Current yield 3.07%						
CATERPILLAR FINANCIAL SE						
NTS B/E						
RATE 03 100% MATURES 09/15/26						
INTEREST EARNED FROM 09/18/14						
1ST INTEREST PAYMENT 03/15/15						
ACCRUED INTEREST \$443.47						
CUSIP 14912HRL6						
Moody A2 S&P A	Sep 15, 14	50,000,000	100,000	50,000.00	102,051	51,025.50
EAI \$1,550 Current yield 3.04%						

THE ANDROCLES FOUNDATION, INC.
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 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
DUKE ENERGY CORP						
MED TERM NTS						
RATE 03 100% MATURES 12/15/26						
ACCURED INTEREST \$103.33						
CUSIP 26442KACO						
Moody A3 S&P B88						
EAI \$2,325 Current yield 3.17%	Dec 17, 12	75,000,000	100,000	75,000.00	97,807	73,355.25
JPMORGAN CHASE & CO						
STEP UP CALL						
RATE 03 500% MATURES 05/14/27						
CALLABLE						
ACCURED INTEREST \$456.94						
CUSIP 48125VUM0						
Moody A3 S&P A						
EAI \$3,500 Current yield 3.51%	May 09, 12	100,000,000	100,000	100,000.00	99,723	99,723.00
GEORGIA PAC CORP						
CALL@MW+25BP						
RATE 07 250% MATURES 06/01/28						
ACCURED INTEREST \$120.83						
CUSIP 373298BP2						
Moody Baa1 S&P A+						
EAI \$1,450 Current yield 5.52%						
Original cost basis \$26,115.05	Apr 21, 14	20,000,000	129,456	26,115.05	131,328	26,265.60
JPMORGAN CHASE & CO						
STEP UP CALL						
RATE 04 000% MATURES 01/30/29						
CALLABLE						
ACCURED INTEREST \$833.33						
CUSIP 48126NTS6						
Moody A3 S&P A						
EAI \$2,000 Current yield 4.00%	Jan 27, 14	50,000,000	100,000	50,000.00	99,900	49,950.00

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets - Fixed income - Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
GOLDMAN SACHS GROUP INC						
STEP UP CALL						
RATE 04 000% MATURES 01/31/29						
ACCURED INTEREST \$416 66						
CUSIP 381470FK7						
Moody Baa1 S&P A-						
EAI \$1,000 Current yield 4 02%	Jan 28 14	25,000 000	100 000	25,000 00	99 527	24,881 75
GENERAL CLIC CAP CORP						
MED TERM NTS						
RATE 04 000% MATURES 08/15/29						
ACCURED INTEREST \$604 44						
CUSIP 36966TJM5						
Moody A1 S&P AA+						
EAI \$1,600 Current yield 4 13%	Aug 19, 13	40,000 000	100 000	40,000 00	96 832	38,732 80
CITIGROUP INC						
MED TERM NTS						
RATE 00 000% MATURES 09/19/29						
CUSIP 1730T0X20						
Moody Baa2 S&P A-	Sep 16, 14	60,000 000	100 000	60,000 00	100 134	60,080 40
GOLDMAN SACHS GROUP INC						
NTS B/C						
RATE 04 400% MATURES 11/15/32						
ACCURED INTEREST \$244 45						
CUSIP 38141EH85						
Moody Baa1 S&P A-						
EAI \$5,500 Current yield 4 49%	Oct 31, 12	125,000 000	100 000	125,000 00	98 101	122,626 25
Total		\$2,665,000 000		\$2,681,435 50		\$2,697,126 85

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THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets - Fixed income (continued)

Municipal securities

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Adjusted cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
NEW YORK MUN WTR FIN AU						
SR GG BE/R/						
RATE 03 250% MATURES 06/15/19						
ACCURED INTEREST \$72.22						
CUSIP 64972F2U9						
Moody Aa2 S&P AA+						
EAI \$1.625 Current yield 3.01%						
Original cost basis \$51,126.25	Mar 24, 11	50,000.000	101,288	51,126.25	108,064	54,032.00
NEW YORK NY FISCAL						
TAX C-1 BE/R/						
RATE 04 297% MATURES 10/01/21						
ACCURED INTEREST \$483.41						
CUSIP 64966H4J6						
Moody Aa2 S&P AA						
EAI \$1.934 Current yield 3.92%	Jan 25, 13	45,000.000	112,913	50,816.10	109,500	49,275.00
PUERTO RICO COMWLTH PUB						
ASSUR OID97 791 BE/R/						
RATE 05 375% MATURES 07/01/25						
CALLABLE 07/01/21 @ 100.00						
ACCURED INTEREST \$4,434.37						
CUSIP 74514LWJ2						
Moody A2 S&P AA						
EAI \$8.869 Current yield 5.21%						
Original cost basis \$161,360.40	Feb 10, 11	165,000.000	98,228	161,360.40	103,178	170,243.70
Total		\$260,000.000		\$263,302.75		\$273,550.70

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THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income (continued)

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ISHARES 7-10 YEAR TREAS BOND ETF						
Symbol IEF	1,000,000	104.306	104,306.80	104,306.80	105.990	105,990.00
Trade date Sep 16, 14						
EAI \$2,174 Current yield 2.05%						
ISHARES CORE U.S. AGGREGATE BOND ETF						
Symbol AGG	500,000	110.510	55,255.15	55,255.15	110.120	55,060.00
Trade date Oct 6, 11						
Trade date Oct 25, 11	500,000	110.510	55,255.15	55,255.15	110.120	55,060.00
EAI \$2,546 Current yield 2.31%						
Security total	1,000,000	110.510	110,510.30	110,510.30		110,120.00
PIMCO INCOME OPPORTUNITY FUND						
Symbol PKO	1,600,000	29.858	47,772.82	47,772.82	25.050	40,080.00
Trade date Oct 24, 12						
Total reinvested	309,000	28.810	8,902.50	8,902.50	25.050	7,740.45
EAI \$4,353 Current yield 9.10%						
Security total	1,909,000	29.688	47,772.82	56,675.32		47,820.45
Total			\$262,589.92	\$271,492.42		\$263,930.45

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THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income (continued)

Mutual funds



Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
MFS BOND FUND C						
Symbol MFBXX						
Trade date Jan 27, 12	7,320,644	13.660	100,005.25	100,005.25	13.940	102,049.78
Total reinvested	19,070	13.719	261.64	261.64	13.940	265.84
EAI \$2,892 Current yield 2.83%						
Security total	7,339,714	13.661	100,005.25	100,266.89		102,315.61
THIRD AVENUE FOCUSED						
CREDIT INVESTOR CLASS						
Symbol TFCVX						
Trade date Oct 17, 13	4,599,816	10.886	50,075.00	50,075.00	9.690	44,572.21
Total reinvested	26,520	9.969	264.40	264.40	9.690	256.98
EAI \$3,941 Current yield 8.79%						
Security total	4,626,336	10.881	50,075.00	50,339.40		44,829.19
Total			\$150,080.25	\$150,606.29		\$147,144.80

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)
ENTERGY MISS INC 1ST MTG					
6.000%					
DUE 05/01/51 CALLABLE					
Symbol EMZ Fxchange NYSE					
EAI \$3,600 Current yield 5.79%	Apr 20, 11	2,400,000	25.134	60,322.05	25.902

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2014

STATEMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Preferred securities (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
GENERAL ELECTRIC CAPITAL CORPORATION (GECC) 4 875 DUE 01/31/53 CALLABLE						
Symbol GEH Exchange NYSE						
EAI \$4.876 Current yield 4 91%	Jan 24, 13	4,000 000	25 381	101,525 25	24 810	99 240 00
LLOYDS BANKING GROUP PLC 7 750%						
DUE 07/15/50 CALLABLE						
Symbol IYG PRA Exchange NYSE						
EAI \$3.876 Current yield 7 52%	Apr 25, 11	2,000 000	26 862	53,725 25	25 780	51,560 00
Total				\$215,572 55		\$212,964 80

Other

Structured products

Holding	Trade date	Quantity	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC BANK , NA DE B/E 0 000% RDMPN LINKED TO BASKET OF EQUITIES						
Original cost basis \$8,786 55	Apr 4, 14	9,000 000	97 628	8,786 55	97 590	8,783 10
HSBC BANK , NA DE B/E 0 000% RDMPN LINKED TO BASKET OF COMMON STOCKS						
Original cost basis \$8,883 75	Apr 4, 14	9,000 000	98 708	8,883 75	97 800	8,802 00
Total				\$17,670.30		\$17,585 10

Your total assets

\$5,187,197.57 ✓ **\$5,350,557.33** ✓

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

RECIPIENT: NAME AND ADDRESS	RELATIONSHIP TO ANY FOUNDATION MANAGER/ SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
ACLU Foundation 125 Broad Street 18 th Floor New York, NY 10004	None	PC	Civil Liberties Advocacy	\$10,000
ALS Evergreen Chapter 19115 68 th Ave S #H-105 Kent, WA 98032	None	PC	Support Services for ALS Patients and Families	\$5,000
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102	None	PC	Community Development, Advocacy for Justice and Peace Education Worldwide	\$10,000
Audubon New Mexico 1800 Upper Canyon Rd Santa Fe, NM 87501	None	PC	Grant to Randall Davey Audubon Center	\$20,000
Bradley Zankel Foundation, Inc. c/o Lamb & Barnosky, LLP 534 Broadhollow Road Suite 210 Melville, NY 11747	None	PF	Medical/Cancer Grant	\$85,000
Butterfly Fund P O Box 235 El Verano, CA 95477	None	PC	Family Services	\$5,000

THE ANDROCLES FOUNDATION, INC.
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 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

California Trout Stream Conservation 360 Pine Street 4 th Floor San Francisco, CA 94104	None	PC	Natural Resources Wildlife Conservation and Protection	\$20,000
Camp No Limits 265 Centre Road Wales, ME 04280	None	PC	Educate, Assist and Provide Fun Atmosphere to Children with Limb Loss	\$10,000
Catholic Charities of the Diocese of Santa Rosa P.O. Box 4900 Santa Rosa, CA 95402	None	PC	Religious Charitable Grant	\$30,000
Ceres Community Project Ceres Project P O. Box 1562 Sebastopol, CA 95473	None	PC	Community Outreach by Teaching Healthy Consumption for People, Communities and the Planet through Organic Foods	\$30,000
Challenged Athletes Foundation 9591 Waples St San Diego, CA 92191	None	PC	Support Physically Disabled During Physical Fitness and Competitive Athletics	\$105,000
Christ the Savior Orthodox Church (under Orthodox Church of America) 340 East 71 st Street New York, NY 10021	None	PC	Religious Grant	\$35,000

THE ANDROCLES FOUNDATION, INC.
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 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

City Harvest, Inc 6 East 32 nd Street 5 th Floor New York, NY 10016	None	PC	Prevention of Hunger	\$40,000
CLAM Community Land Trust Association of West Marin P.O. Box 273 Pt Reyes Station, CA 94956	None	PC	Affordable, Environmentally Responsible Housing	\$10,000
Council on Aging of Sonoma County 30 Kawana Springs Rd. Santa Rosa, CA 95404	None	PC	Meals on Wheels Program	\$30,000
Cure Alzheimer's Fund 34 Washington Street Suite 200 Wellesley Hills, MA 02481	None	PC	Medical Research	\$15,000
Doctors Without Borders P.O. Box 5030 Hagerstown, MD 21741	None	PC	Medical Grant	\$285,000
Endangered Species Coalition P.O. Box 65195 Washington, D C. 20035	None	PC	Protection of Endangered Species	\$20,000
Fisher Center for Alzheimer's Fund 199 Water Street 23 rd Floor New York, NY 10038	None	PC	Medical Research	\$15,000
Food Animal Concerns Trust 3525 W Peterson Avenue Chicago, IL 60659	None	PC	Public Health Concerns	\$20,000

THE ANDROCLES FOUNDATION, INC.
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 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

Gallery North 90 North Country Road Setauket, NY 11733	None	PC	Contemporary Art Museum	\$60,000
Habitat for Humanity of New York City 111 John Street 23 rd Floor New York, NY 10038	None	PC	Housing for the Needy	\$20,000
Habitat for Humanity of Sonoma County 3273 Airway Drive Suite E Santa Rosa, CA 95403	None	PC	Housing for the Needy in Sonoma County, CA	\$20,000
Half the Sky Foundation 715 Hearst Avenue Suite 200 Berkeley, CA 94710	None	PC	Children's and Youth Services, Education	\$20,000
International Center for Journalists 1616 11 th Street NW Washington DC 20006	None	PC	Promotes Quality in Journalism Worldwide	\$25,000
Jackie Robinson YMCA 151 YMCA Way San Diego, CA 92102	None	PC	Scholarship Fund	\$15,000
Juvenile Diabetes Research Foundation-San Diego Chapter 5665 Oberlin Drive Suite 106 San Diego, CA 92121	None	PC	Medical Research to Fund Cure for Diabetes	\$5,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

John Ritter Foundation for Aortic Health 11901 Santa Monica Boulevard #410 Los Angeles, CA 90025	None	PC	Medical Research and Awareness	\$5,000
KQED Northern CA Public Radio 2601 Mariposa Street San Francisco, CA 94110- 1426	None	PC	Provide alternative to commercial media in Northern California	\$30,000
Labradors and Friends 2307 Fenton Parkway #107- 160 San Diego, CA 92108	None	PC	Agnes Fund	\$15,000
Labradors and Friends 2307 Fenton Parkway #107- 160 San Diego, CA 92108	None	PC	Paws Fund	\$15,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	PC	Capital Campaign	\$40,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	PC	Annual Giving	\$25,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037		PC	Kids to Camp	\$10,000
Laguna de Santa Rosa Foundation 900 Sanford Road Santa Rosa, CA 95401	None	PC	Resource Conversation and Protection	\$20,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

Little Flower Projects P.O. Box 1235 Learney, NE 68848	None	PC	International Relief	\$25,000
Lucille Packard Foundation for Children's Health 400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	None	PC	Health Care Concerns	\$20,000
Middleway House P.O. Box 95 Bloomington, ID 47402	None	PC	Social Services	\$25,000
Monarch School Project 1625 Newton Avenue San Diego, CA 92113	None	PC	Educate Students Impacted by Homelessness	\$10,000
New Mexico Community Foundation 502 West Cordova Road, Suite 1 Santa Fe, NM 87505	None	PC	Builds community resources and relationships with special emphasis on rural communities	\$20,000
New York Public Library 476 Fifth Avenue New York, NY 10018	None	PC	Educational Charity	\$50,000
Orthodox Peace Fellowship P O Box 76609 Washington DC 20013	None	PC	Religious Grant	\$25,000
Paws'itive Teams 7031 Carrol Road San Diego, CA 92121	None	PC	Animal Training and Behavior	\$30,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

Peninsula Aquatics San Diego 3446 Stadium Place San Diego, CA 92122-3308	None	PC	Health Care Grant	\$20,000
Polaris Project P.O. Box 65323 Washington DC 20035	None	PC	Combat Human Trafficking and Modern-Day Slavery	\$10,000
Project Medishare for Haiti 7641 SW 126 Street Miami, FL 33156	None	PC	Zaryen Amputee Soccer Team	\$45,000
Project Open Hand 730 Polk Street San Francisco, CA 94109	None	PC	Services for Sick and Elderly	\$10,000
Rancho Coastal Humane Society 389 Requeza Street Encinitas, CA 92024	None	PC	New Spray and Neuter Clinic	\$50,000
Redwood Empire Food Bank 3320 Industrial Drive Santa Rosa, CA 95403	None	PC	Ending Community Hunger	\$50,000
Redwood Gospel Mission P O. Boc 493 Santa Rosa, CA 95402	None	PC	Ending Community Hunger	\$30,000
San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	None	PC	Provide Food to People in Need and Connect People to Health and Human Service Providers	\$10,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

San Diego Humane Society 5500 Gaines Street San Diego, CA 92110	None	PC	Animal Protection and Welfare	\$10,000
Save a Pet Animal Rescue, Inc. 608 Route 112 Port Jefferson Station, NY 11776	None	PC	Animal Rescue Shelter and Adoption Center	\$25,000
Santa Fe Animal Shelter 100 Caja de Rio Road Santa Fe, NM 87507	None	PC	Animal Protection and Welfare	\$20,000
Scripps Howard Foundation P.O. Box 5380 Cincinnati, OH 45201-5380	None	PF	Promote Free Press, Foster Journalism & Media Education	\$40,000
Sebastopol Center for the Arts 282 S High Street Sebastopol, CA 95472	None	PC	Enhancement, Education and Support of The Arts	\$10,000
Sebastopol Area Senior Center 167 N High Street Sebastopol, CA 95472	None	PC	Encourages independence for senior citizens through social programs	\$20,000
Starcross Community 34500 Annapolis Road Annapolis, CA 95412	None	PC	Religious Grant	\$10,000
St Gregory of Sinai Monastery 8252 Harrington Flat Road Kelseyville, CA 95451	None	PC	Religious Grant	\$35,000

THE ANDROCLES FOUNDATION, INC.
 EIN- 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

St Tikhon's Orthodox Theological Seminary P O Box 130 South Canaan, PA 18459	None	PC	Religious Grant	\$30,000
T E R I., Inc. & Affiliates 251 Airport Road Oceanside, CA 95412	None	PC	Education for Visually or Hearing Impaired and Learning Disabled	\$10,000
The Bishop's School 7607 La Jolla Boulevard La Jolla, CA 92037	None	PC	Educational Grant	\$10,000
The Field (f/b/o Rain Worthington) 161 Sixth Avenue New York, NY 10013	None	PC	Cultivating and Fostering the Performing Arts	\$15,000
The Spanish Mustang Foundation 7 Avenida Vista Grande B7-106 Santa Fe, NM 87508-9207	None	PF	Preservation and History of Spanish Mustangs	\$30,000
Urban Arts Partnership Development Department 414 Broadway 6 th Floor New York, NY 10013	None	PC	Educational Grant	\$35,000
Voices of a People's History of the United States 45 Main Street Suite 547 Brooklyn, NY 11201-0027	None	PC	Developing an Informed and Participatory Citizenry	\$25,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2014

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

STATEMENT E
 FORM 990-PF, PART XV, LINE 3A

Wikimedia Foundation 149 New Montgomery Street, 3 rd Floor San Francisco, CA 94105	None	PC	Media Communications Grant	\$20,000
XiMed Foundation 9850 Genesee Avenue Suite 900 La Jolla, CA 92037	None	PC	Health Care Grant	\$10,000
Yao Ming Foundation c/o Giving Back Fund 6033 W Century Blvd Suite 350 Los Angeles, CA 90045	None	PC	Yao Foundation Hope School	\$25,000
TOTAL				\$1,935,000

THE ANDROCLES FOUNDATION, INC.	
EIN: 20-1514742	
FOR THE YEAR ENDED DECEMBER 31, 2014	
ATTACHMENT F: EXPENDITURE RESPONSIBILITY	
FORM 990-PF, PART VII-B, LINE 5c	
The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.	
NAME AND ADDRESS OF GRANTEE:	THE BRADLEY ZANKEL FOUNDATION, INC. C/O LAMB & BARNOSKY, LLP 534 BROADHOLLOW RD, SUITE 210 MELVILLE, NY 11747
AMOUNT OF GRANT:	\$85,000 00
DATE OF GRANT:	12/17/2014
PURPOSE OF GRANT:	TO HELP FUND RESEARCH PROJECTS WHICH SEEK TO IDENTIFY THE CAUSES OF, AND/OR DEVELOP CURES FOR BRAIN CANCER OR IN ANY OTHER MANNER CONSISTENT WITH THE MISSION OF THE ANDROCLES FOUNDATION
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT: (YES, NO)	NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY
DATES OF REPORT RECEIVED FROM GRANTEE:	VARIOUS
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS:	THE \$85,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY

THE ANDROCLES FOUNDATION, INC.	
EIN: 20-1514742	
FOR THE YEAR ENDED DECEMBER 31, 2014	
ATTACHMENT Q EXPENDITURE RESPONSIBILITY	
FORM 990-PF, PART VII-B, LINE 5c	
The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.	
NAME AND ADDRESS OF GRANTEE:	THE SPANISH MUSTANG FOUNDATION
	7 AVENIDA VISTA GRANDE B7-106
	SANTA FEE, NM 87508-9207
AMOUNT OF GRANT:	\$30,000.00
DATE OF GRANT:	12/18/2014
PURPOSE OF GRANT:	TO EDUCATE THE PUBLIC ABOUT THE SPANISH MUSTANG AND THE NEED TO PROTECT AND PERPETUATE THE BREED
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT: (YES, NO)	NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY
DATES OF REPORT RECEIVED FROM GRANTEE:	VARIOUS
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS:	THE \$ 30,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY

THE ANDROCLES FOUNDATION, INC.									
EIN: 20-1514742									
FOR THE YEAR ENDED DECEMBER 31, 2014									
ATTACHMENT H: EXPENDITURE RESPONSIBILITY									
FORM 990-PF, PART VII-B, LINE 5c									
The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.									
NAME AND ADDRESS OF GRANTEE:		THE SCRIPPS HOWARD FOUNDATION							
		P O BOX 634568							
		CINCINNATI, OH 45263-4568							
AMOUNT OF GRANT:		\$ 40,000 00							
DATE OF GRANT:									
PURPOSE OF GRANT:		PURPOSE OF THIS GRANT IS TO SUPPORT							
		-- THE ROY W HOWARD ENDOWMENT AT INDIANA UNIVERSITY FOR STUDENTS							
		STUDYING JOURNALISM							
		-- THE JACK R HOWARD ENDOWMENT AT COLUMBIA UNIVERSITY FOR STUDENTS							
		PURSUING A MASTER'S DEGREE IN JOURNALISM							
		TO PROMOTE FREE PRESS, FOSTER JOURNALISM & MEDIA EDUCATION							
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS									
DIVERTED A PORTION OF FUNDS FROM THE									
PURPOSE OF THE GRANT: (YES, NO)		NO, TO THE KNOWLEDGE OF THE GRANTOR NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER							
		ACTIVITY							
DATES OF REPORT RECEIVED FROM GRANTEE:		THE SCRIPPS HOWARD FOUNDATION HAS NOT FORMALLY ISSUED REPORTS FOR ITS							
		12/31/2014 YEAR END HOWEVER, THE DIRECTORS OF THE ANDROCLES FOUNDATION							
		HAVE BEEN REASSURED THAT THE GRANTS FOR THE ROY W HOWARD ENDOWMENT AND							
		THE JACK R HOWARD ENDOWMENT HAVE BEEN ISSUED ACCORDING TO THE							
		TERMS OF THE AGREEMENT							
DATES AND RESULTS OF ANY VERIFICATION									
OF THE GRANTEE'S REPORTS:		THE \$40,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY							
		NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY							

ANDROCLES FOUNDATION
SCHEDULE OF DONATED SECURITIES FROM THE LLYR CHARITABLE ANNUITY TRUST
FYE 12/31/2014

ATTACHMENT I

Date	Symbol/CUSIP	Quantity	Low	High	Average of Low and High Price	Fair Market Value Received
12/3/2014	ACE	1210	114.36	115.85	115.105	\$139,277.05
12/3/2014	ATVI	6100	20.77	21.54	21.155	\$129,045.50
12/3/2014	CME	2500	85.09	86.8	85.945	\$214,862.50
12/3/2014	CTL	1000	39.8	40.87	40.335	\$40,335.00
12/3/2014	EBAY	1000	54.5	55.03	54.765	\$54,765.00
12/3/2014	GOOGL	200	535.21	541.41	538.31	\$107,662.00
12/3/2014	HAL	3000	40.63	41.84	41.235	\$123,705.00
12/3/2014	KYE	1739	28.76	29.39	29.075	\$50,561.43
12/3/2014	NKE	3000	97.52	98.6	98.06	\$294,180.00
12/3/2014	NVS	2800	95.04	95.84	95.44	\$267,232.00
12/3/2014	TROW	1500	83.06	83.88	83.47	\$125,205.00
12/3/2014	LQD	2100	118.55	118.83	118.69	\$249,249.00
12/3/2014	QQQ	3000	104.76	105.57	105.165	\$315,495.00
12/3/2014	XLU	3000	46	46.45	46.225	\$138,675.00
12/5/2014	TWTIX	8826.793			11.45	\$101,066.78
12/3/2014	61760LFX8	1000			103.7322	\$103,732.20
12/3/2014	38141EP78	1000			106.7298	\$106,729.80
12/3/2014	36966R6U5	1000			110.1219	\$110,121.90
12/3/2014	40431GPL7	1000			100.8892	\$100,889.20
12/3/2014	61750K208	4000			25.54	\$102,160.00
12/3/2014	36966R3S3	1000			112.2465	\$112,246.50
					Security Total	\$2,987,195.86

ANDROCLES FOUNDATION
SCHEDULE OF DONATED SECURITIES FROM THE JANE H. PERKINS CHARITABLE TR
FYE 12/31/2014

ATTACHMENT J

<u>Date</u>	<u>Symbol</u>	<u>Acct</u>	<u>Company</u>	<u># of Shs</u>	<u>Average Price</u>			<u>AVG FMV</u>
					<u>High</u>	<u>Low</u>	<u>Avg</u>	
12/3/2014	AET	7602	AETNA INC	1,500.00	89.82	88.41	89.113	133,668.75
12/3/2014	BUD	7602	ANHEUSER BUSCH	1,245.00	114.96	113.57	114.265	142,259.93
12/3/2014	CVS	7602	CVS HEALTH CORP	1,300.00	90.25	88.95	89.598	116,476.75
12/3/2014	FTNT	7602	FORTINET INC	4,950.00	27.54	27.11	27.325	135,258.75
12/3/2014	GILD	7602	GILEAD SCIENCES INC	1,350.00	103.08	99.86	101.470	136,984.50
12/3/2014	LQD	7602	ISHARES IBOXX INVT GRD	340.00	118.83	118.55	118.690	40,354.60
12/3/2014	TLT	7602	ISHARES 20+ YEAR TRES BOND ETF	490.00	120.80	120.13	120.465	59,027.85
12/3/2014	ACE	7602	ACE LTD	1,300.00	115.85	114.36	115.105	149,636.50
12/5/2014	BSIX	7602	BLACKROCK STRATEGIC INCOME I FM	4,952.09	10.32	10.54	10.431	51,656.69
								<u>965,324.32</u>