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Form

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation FREAS FOUNDATION 1871001360		A Employer identification number 22-1714810	
Number and street (or P O box number if mail is not delivered to street address) 1340 BROADCASTING ROAD SUITE 100		B Telephone number (see instructions) (215) 412-8572	
City or town, state or province, country, and ZIP or foreign postal code WYOMISSING, PA 19610		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 4,031,558		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	149	149	149	
	4 Dividends and interest from securities.	80,450	82,204	75,303	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	168,043			
	b Gross sales price for all assets on line 6a 999,187				
	7 Capital gain net income (from Part IV, line 2) . . .		168,043		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	248,642	250,396	75,452	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	500			
	c Other professional fees (attach schedule)	16,241	16,241	16,241	0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions) . . .	8,473	659		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	124			
	24 Total operating and administrative expenses. Add lines 13 through 23	25,338	16,900	16,241	0
	25 Contributions, gifts, grants paid	181,954			181,954
	26 Total expenses and disbursements. Add lines 24 and 25	207,292	16,900	16,241	181,954
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	41,350			
	b Net investment income (if negative, enter -0-)		233,496		
	c Adjusted net income (if negative, enter -0-)			59,211	

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	26	10	10
	2	Savings and temporary cash investments	72,306	90,952	90,952
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	262	372	372
	10a	Investments—U S and state government obligations (attach schedule)	645,628	694,674	695,009
	b	Investments—corporate stock (attach schedule)	1,292,803	1,198,284	1,926,386
	c	Investments—corporate bonds (attach schedule).	475,460	416,920	419,284
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	619,557	746,179	899,545
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,106,042	3,147,391	4,031,558	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,106,042	3,147,391	
	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)	3,106,042	3,147,391	
31	Total liabilities and net assets/fund balances (see instructions)	3,106,042	3,147,391		

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 3,106,042
2	Enter amount from Part I, line 27a	2 41,350
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 3,147,392
5	Decreases not included in line 2 (itemize) ▶ _____	5 1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 3,147,391

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) 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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	168,043
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	170,676	3,736,275	0 045681
2012	162,337	3,465,932	0 046838
2011	152,297	3,360,637	0 045318
2010	135,348	3,153,174	0 042924
2009	175,464	2,884,391	0 060832

2	Total of line 1, column (d).	2	0 241593
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 048319
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,096,555
5	Multiply line 4 by line 3.	5	197,941
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,335
7	Add lines 5 and 6.	7	200,276
8	Enter qualifying distributions from Part XII, line 4.	8	181,954

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		14,670	
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-)		0	
3		Add lines 1 and 2.		4,670	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4,670	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	5,220
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	0
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	5,220
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	0
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	550
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 550 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions)				
		PA				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of NATIONAL PENN INVESTORS TRUST CO Telephone no (610) 372-6414 Located at 1340 BROADCASTING ROAD SUITE 100 WYOMISSING PA ZIP +4 19610			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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)			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAWRENCE FREAS	TREASURER	0		
4425 EDGEHAM COURT				
EARLYSVILLE,VA 22936				
NANCY PRATT	VICE PRESIDENT	0		
2811 St Regis Dr				
North Chesterfield,VA 23236				
SUSAN MAGARGEE	SECRETARY	0		
484 STEELE HOLLOW				
JULIAN,PA 16844				
DONALD FREAS	PRESIDENT	0		
515 Flora Vista Rd NE				
Olympia,WA 985062856				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 RICHMOND FRIENDS OF THE HOMELESS SHAWNEE HANSEN PRESIDENT 4600 JAYDEE DR MOSELEY VA 23120 1415 ROADMILLER ST RICHMOND VA 23220	5,000
2 SOUTH SOUND ESTUARY ASSOC DIANA LARSEN MILLS ACTING DIRECTOR PO BOX 2182 OLYMPIA WA 98 400 WEST 7TH ST FREDRICK MD 21701	3,300
3 INTERFAITH WORKS MEG MARTIN SHELTER PROGRAM DIRECTOR POBOX 1221 OLYMPIA WA 98507	9,500
4 MILTON POLICE DEPARTMENT ANDREW MAGARGEE CORPORAL 7 TOWNHOUSE RD MILTON NH 03851 5275 BUCKEYSTOWN PIKE #204 FREDRICK MD 21701	5,440

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	4,043,729
b	Average of monthly cash balances.	1b	115,210
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,158,939
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,158,939
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,384
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,096,555
6	Minimum investment return. Enter 5% of line 5.	6	204,828

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	204,828
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	4,670
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,670
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	200,158
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	200,158
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	200,158

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	181,954
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	181,954
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	181,954
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				200,158
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			181,594	
b Total for prior years 2012 , 20____ , 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	0			
b From 2010.	0			
c From 2011.	0			
d From 2012.	0			
e From 2013.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 181,954				
a Applied to 2013, but not more than line 2a			181,594	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				360
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				199,798
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .	0			
b Excess from 2011. . . .	0			
c Excess from 2012. . . .	0			
d Excess from 2013. . . .	0			
e Excess from 2014. . . .	0			

Part XIV

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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total</div>			<div>3a</div>	181,954
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
440 AT&T INC COM		2010-11-29	2014-01-06
195 AARON'S INC COM		2014-07-08	2014-10-27
5 ADVANCE AUTO PARTS INC		2011-09-20	2014-02-03
215 AMERICAN FINCL GROUP INC COM		2010-09-13	2014-01-08
45 AMETEK INC COM		2010-09-13	2014-02-03
5 AMETEK INC COM		2010-09-13	2014-10-17
85 AMETEK INC COM		2010-09-13	2014-10-27
25 AMGEN INC COM		2009-06-09	2014-02-03
110 AMGEN INC COM		2009-06-09	2014-04-23
291 AMGEN INC COM		2009-06-09	2014-07-21

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,332		12,236	3,096
4,650		6,966	-2,316
548		315	233
12,155		6,415	5,740
2,154		915	1,239
244		102	142
4,321		1,729	2,592
2,931		1,270	1,661
12,383		5,588	6,795
34,433		14,782	19,651

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,096
			-2,316
			233
			5,740
			1,239
			142
			2,592
			1,661
			6,795
			19,651

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
4 APPLE INC COM		2013-04-18	2014-02-03
60 APPLE INC COM		2011-04-07	2014-10-17
15 APTARGROUP INC COM		2011-12-05	2014-02-03
45 APTARGROUP INC COM		2011-12-05	2014-03-07
80 APTARGROUP INC COM		2011-12-05	2014-08-25
45 BALL CORP		2012-11-26	2014-02-03
50 BALL CORP		2011-03-07	2014-10-17
5000 BANK OF NY MELLON BK DTD 09/23/2011 3 55		2012-05-30	2014-10-17
25 BAXTER INTL INC COM		2011-07-05	2014-02-03
10 BAXTER INTL INC COM		2014-07-21	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,005		1,581	424
5,871		3,008	2,863
929		777	152
2,955		2,330	625
5,080		4,142	938
2,313		2,008	305
3,247		1,879	1,368
5,234		5,358	-124
1,669		1,504	165
673		761	-88

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			424
			2,863
			152
			625
			938
			305
			1,368
			-124
			165
			-88

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 BIG LOTS INC		2013-12-02	2014-02-03
5 BIG LOTS INC		2013-12-02	2014-10-17
20 BROADRIDGE FINL SOL LLC COM		2010-09-13	2014-02-03
25 C H ROBINSON WORLDWIDE INC COM		2011-04-07	2014-02-03
25 C H ROBINSON WORLDWIDE INC COM		2010-11-29	2014-10-17
40 CADENCE DESIGN SYSTEMS, INC COM		2012-11-28	2014-02-03
10 CADENCE DESIGN SYSTEMS, INC COM		2012-11-28	2014-10-17
10 CARTER'S INC COM		2012-09-05	2014-02-03
90 CARTER'S INC COM		2012-09-05	2014-07-08
65 CHARLES RIVER LABS INTL INC COM		2012-04-10	2014-01-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
257		387	-130
220		193	27
698		450	248
1,433		1,865	-432
1,697		1,850	-153
550		516	34
164		129	35
649		567	82
6,250		5,103	1,147
3,675		2,287	1,388

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-130
			27
			248
			-432
			-153
			34
			35
			82
			1,147
			1,388

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
115 CHARLES RIVER LABS INTL INC COM		2012-04-10	2014-03-07
15 CHEVRONTEXACO CORP COM		2009-06-06	2014-02-03
70 CHEVRONTEXACO CORP COM		2009-06-06	2014-04-07
10 CHEVRONTEXACO CORP COM		2009-06-06	2014-10-17
15 CHURCH AND DWIGHT CO INC COM		2011-05-05	2014-02-03
110 CISCO SYSTEMS INC COM		2013-03-13	2014-02-03
125 CISCO SYSTEMS INC COM		2013-02-25	2014-10-17
45 COLGATE PALMOLIVE CO COM		2013-05-23	2014-02-03
50 COLGATE PALMOLIVE CO COM		2013-05-08	2014-10-17
30 COMMERCE BANCSHARES INC COM		2013-09-25	2014-02-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,582		4,047	2,535
1,673		1,056	617
8,267		4,927	3,340
1,114		704	410
933		617	316
2,363		2,386	-23
2,900		2,704	196
2,700		2,757	-57
3,180		3,039	141
1,257		1,250	7

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,535
			617
			3,340
			410
			316
			-23
			196
			-57
			141
			7

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5 COMMERCE BANCSHARES INC COM		2013-09-25	2014-10-17
3 COMMERCE BANCSHARES INC COM		2013-09-25	2014-12-15
1490 069 CONESTOGA SMALL CAP FUND		2010-08-02	2014-02-03
15 CORELOGIC INC COM		2012-11-28	2014-02-03
180 CORELOGIC INC COM		2012-11-28	2014-03-07
5000 COSTCO WHSL CORP NEW DTD 02/20/2007 5 5%		2010-12-02	2014-10-17
5 CRANE CO COM		2014-01-08	2014-02-03
25 DELUXE CORPORATION COM		2013-04-01	2014-02-03
10 DELUXE CORPORATION COM		2013-04-01	2014-10-17
60 DISCOVER FINANCIAL SERVICES COM		2011-07-05	2014-02-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
208		208	
13		12	1
50,260		27,745	22,515
461		384	77
5,839		4,610	1,229
5,526		5,814	-288
302		334	-32
1,135		1,033	102
543		413	130
3,137		1,611	1,526

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			22,515
			77
			1,229
			-288
			-32
			102
			130
			1,526

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
155 DISCOVER FINANCIAL SERVICES COM		2011-07-05	2014-04-23
20 DISCOVER FINANCIAL SERVICES COM		2011-07-05	2014-10-17
15 DOVER CORP COM		2013-12-10	2014-02-03
25 DOVER CORP COM		2013-12-10	2014-10-17
25 EXXON MOBIL CORPORATION COM		1983-12-22	2014-02-03
20 EXXON MOBIL CORPORATION COM		2014-04-23	2014-10-17
5 FACTSET RESEARCH SYSTEMS INC COM		2010-09-13	2014-02-03
25000 FNMA DTD 08/17/2006 5 25% 09/15/2016		2010-12-02	2014-08-27
5000 FNMA DTD 10/01/2013 1 625% 11/27/2018		2014-02-12	2014-10-17
40000 FHLMC NOTE DTD 03/27/2009 3 75% 03/27/20		2011-04-15	2014-10-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,736		4,161	4,575
1,248		537	711
1,243		1,371	-128
1,858		1,900	-42
2,260		67	2,193
1,817		2,013	-196
510		415	95
27,325		28,667	-1,342
5,042		4,997	45
43,463		42,883	580

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,575
			711
			-128
			-42
			2,193
			-196
			95
			-1,342
			45
			580

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5000 FHLMC NOTE DTD 03/27/2009 3 75% 03/27/20		2013-11-04	2014-10-06
5000 FHLMC NOTE DTD 01/30/2012 1% 03/08/2017		2014-02-12	2014-09-23
25000 FHLMC NOTE DTD 01/30/2012 1% 03/08/2017		2012-03-07	2014-09-23
20 ARTHUR J GALLAGHER & CO COM		2013-02-25	2014-02-03
35 ARTHUR J GALLAGHER & CO COM		2011-12-05	2014-07-08
25 GENUINE PARTS CO COM		2014-08-25	2014-10-17
759 627 GOLDMAN SACHS SATELLITE STRATEGIES		2010-11-01	2014-10-17
5 HALLIBURTON CO COM		2014-04-07	2014-10-17
30 HALLIBURTON CO COM		2014-04-23	2014-10-17
640 HALLIBURTON CO COM		2014-04-07	2014-12-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,433		5,538	-105
4,951		5,030	-79
24,755		24,924	-169
891		773	118
1,620		1,222	398
2,212		2,208	4
6,115		6,107	8
265		293	-28
1,590		1,946	-356
24,859		37,539	-12,680

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-105
			-79
			-169
			118
			398
			4
			8
			-28
			-356
			-12,680

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5 HANCOCK HOLDING CO COM		2014-01-08	2014-10-17
10 HANESBRANDS INC COM		2013-06-25	2014-02-03
5 HANESBRANDS INC COM		2013-06-25	2014-10-17
15 HARRIS CORPORATION COM		2013-09-25	2014-02-03
5 HARRIS CORPORATION COM		2013-09-25	2014-10-17
15 HORMEL FOODS CORP COM		2010-09-13	2014-02-03
5 HORMEL FOODS CORP COM		2010-09-13	2014-10-17
5 HUBBELL INC CL B COM		2010-09-13	2014-02-03
90 INTEL CORP COM		2012-02-08	2014-02-03
105 INTEL CORP COM		2012-02-08	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
156		183	-27
683		506	177
524		253	271
1,005		895	110
321		298	23
653		334	319
251		111	140
563		242	321
2,159		2,414	-255
3,300		2,817	483

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-27
			177
			271
			110
			23
			319
			140
			321
			-255
			483

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
15 INTERNATIONAL BUS MACHS CORP COM		2002-02-22	2014-02-03
15 INTERNATIONAL BUS MACHS CORP COM		2005-09-25	2014-10-17
25000 INTERNATIONAL BUS MACHS CORP DTD 09/14/2		2010-12-02	2014-12-01
30 JOHNSON & JOHNSON COM		2004-04-15	2014-02-03
30 JOHNSON & JOHNSON COM		2004-04-15	2014-10-17
20 J2 GLOBAL INC		2010-09-13	2014-02-03
187 5 KNOWLES CORP COM		2013-12-02	2014-03-13
10 L-3 COMMUNICATIONS HOLDINGS COM		2010-09-13	2014-02-03
30 L-3 COMMUNICATIONS HOLDINGS COM		2010-09-13	2014-08-25
25 LABORATORY CRP OF AMER HLDGS COM		2013-05-23	2014-02-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,594		1,113	1,481
2,729		931	1,798
28,062		28,727	-665
2,603		1,633	970
2,950		1,633	1,317
875		455	420
5,653		5,692	-39
1,096		667	429
3,289		2,000	1,289
2,210		2,505	-295

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,481
			1,798
			-665
			970
			1,317
			420
			-39
			429
			1,289
			-295

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
20 LABORATORY CRP OF AMER HLDGS COM		2014-08-25	2014-10-17
5 MSCI INC COM		2014-01-08	2014-10-17
35 MACYS INC		2014-01-06	2014-02-03
45 MACYS INC		2014-01-06	2014-04-07
160 MACYS INC		2013-05-08	2014-04-07
10 MACYS INC		2013-03-13	2014-04-07
40 MACYS INC		2014-08-25	2014-10-17
65 MARSH & MCLENNAN CO COM		2012-08-27	2014-02-03
140 MARSH & MCLENNAN CO COM		2012-08-27	2014-04-23
15 MARSH & MCLENNAN CO COM		2012-08-27	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,976		2,143	-167
215		219	-4
1,790		1,866	-76
2,635		2,400	235
9,369		7,395	1,974
586		422	164
2,259		2,482	-223
2,906		2,231	675
6,780		4,805	1,975
756		515	241

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-167
			-4
			-76
			235
			1,974
			164
			-223
			675
			1,975
			241

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
35 MATTEL INC COM		2014-01-06	2014-02-03
42 MATTEL INC COM		2014-01-06	2014-04-23
940 MATTEL INC COM		2013-03-13	2014-04-23
30 MCCORMICK & COMPANY INC NON VTG SHS COM		2010-11-29	2014-02-03
65 MCCORMICK & COMPANY INC NON VTG SHS COM		2010-11-29	2014-07-21
20 MCCORMICK & COMPANY INC NON VTG SHS COM		2010-11-29	2014-10-17
20 MCKESSON HBOC INC COM		2011-04-07	2014-02-03
105 MCKESSON HBOC INC COM		2011-03-15	2014-07-21
5 MCKESSON HBOC INC COM		2011-03-15	2014-10-17
25 MEDTRONIC INC COM		2014-08-25	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,254		1,636	-382
1,573		1,963	-390
35,215		39,692	-4,477
1,885		1,345	540
4,558		2,884	1,674
1,341		887	454
3,410		1,575	1,835
19,804		8,061	11,743
955		382	573
1,539		1,599	-60

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-382
			-390
			-4,477
			540
			1,674
			454
			1,835
			11,743
			573
			-60

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5 MEREDITH CORP COM		2014-01-08	2014-02-03
5 MEREDITH CORP COM		2014-01-08	2014-10-17
85 MICROSOFT CORP COM		2010-11-29	2014-02-03
95 MICROSOFT CORP COM		2010-11-29	2014-10-17
10 MINERALS TECHNOLOGIES INC COM		2012-09-05	2014-02-03
15 MINERALS TECHNOLOGIES INC COM		2012-09-05	2014-03-07
60 OCEANEERING INTL INC COM		2012-11-28	2014-01-08
15 OMNICARE INC COM		2012-04-10	2014-02-03
5 OMNICARE INC COM		2012-04-10	2014-10-17
75 ORACLE CORP COM		2011-04-07	2014-02-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
220		255	-35
229		255	-26
3,121		2,162	959
4,143		2,417	1,726
494		345	149
816		517	299
4,620		3,122	1,498
913		513	400
313		171	142
2,685		2,530	155

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-35
			-26
			959
			1,726
			149
			299
			1,498
			400
			142
			155

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
80 ORACLE CORP COM		2011-03-15	2014-10-17
5 PANERA BREAD COMPANY CL A COM		2010-09-13	2014-02-03
35 PEPSICO INC COM		2012-02-08	2014-02-03
35 PEPSICO INC COM		2012-02-08	2014-10-17
20 QUALCOMM INC COM		2014-01-06	2014-02-03
35 QUALCOMM INC COM		2014-01-06	2014-10-17
25 RAYTHEON CO COM NEW		2012-08-27	2014-02-03
25 RAYTHEON CO COM NEW		2012-08-27	2014-10-17
15 REINSURANCE GROUP OF AMER, INC COM		2013-09-25	2014-02-03
100 REINSURANCE GROUP OF AMER, INC COM		2013-05-22	2014-07-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,029		2,640	389
833		435	398
2,757		2,382	375
3,207		2,336	871
1,459		1,455	4
2,539		2,545	-6
2,321		1,413	908
2,428		1,413	1,015
1,054		1,013	41
7,910		6,517	1,393

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			389
			398
			375
			871
			4
			-6
			908
			1,015
			41
			1,393

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 REINSURANCE GROUP OF AMER, INC COM		2013-09-25	2014-07-08
55 RELIANCE STEEL & ALUMINUM COM		2014-01-08	2014-04-04
15 ROSS STORES COM		2010-09-13	2014-02-03
5 ROSS STORES COM		2010-09-13	2014-10-17
5000 SBC COMMUNICATIONS INC DTD 08/18/2004 01/2000 05 625% 06/15/2016		2013-06-21	2014-03-18
25000 SBC COMMUNICATIONS INC DTD 08/18/2004 01/2000 05 625% 06/15/201		2010-12-02	2014-03-18
5 SCHLUMBERGER LTD COM		2014-07-21	2014-10-17
55 TJX COMPANIES INC COM		2011-04-08	2014-02-03
175 TJX COMPANIES INC COM		2011-04-08	2014-04-07
35 TJX COMPANIES INC COM		2011-04-08	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,977		1,689	288
4,006		4,155	-149
993		397	596
385		132	253
5,514		5,627	-113
27,571		28,188	-617
471		567	-96
3,081		1,397	1,684
10,520		4,444	6,076
2,111		889	1,222

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			288
			-149
			596
			253
			-113
			-617
			-96
			1,684
			6,076
			1,222

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
25 TORCHMARK CORP COM		2014-01-06	2014-02-03
120 TORCHMARK CORP COM		2013-05-08	2014-04-23
10 TORCHMARK CORP COM		2014-01-06	2014-04-23
325 TORCHMARK CORP COM		2013-04-18	2014-08-25
25 TORCHMARK CORP COM		2013-04-18	2014-10-17
20 TORO CO COM		2010-09-13	2014-02-03
5 TORO CO COM		2010-09-13	2014-10-17
10 TUPPERWARE BRANDS CORP COM		2010-09-13	2014-02-03
115 UGI CORP COM		2013-04-01	2014-01-08
U S BANCORP COM			2014-02-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,813		1,933	-120
9,474		7,716	1,758
789		773	16
17,685		13,466	4,219
1,277		978	299
1,237		539	698
290		135	155
750		431	319
4,687		4,398	289

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-120
			1,758
			16
			4,219
			299
			698
			155
			319
			289

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
55 U S BANCORP COM		2014-01-06	2014-02-03
40 U S BANCORP COM		2012-11-02	2014-10-17
60 U S BANCORP COM		2014-01-06	2014-10-17
10 UNION PACIFIC CORP COM		2013-02-25	2014-02-03
30 UNION PACIFIC CORP COM		2013-02-25	2014-10-17
20000 US BANCORP DTD 07/27/2010 2 45% 07/27/20		2011-04-15	2014-02-25
5000 US TREASURY NOTE DTD 12/02/2013 1 25% 11		2014-02-12	2014-10-17
5000 US TREASURY NOTE DTD 08/31/2009 3% 08/31		2013-11-01	2014-05-19
20000 US TREASURY NOTE DTD 08/31/2009 3% 08/31		2010-12-02	2014-05-19
5000 US TREASURY INFLATION INDEX NOTE DTD 04/30/2010 5% 04/15/2015		2013-11-01	2014-06-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,146		2,234	-88
1,572		1,386	186
2,357		2,527	-170
1,713		1,373	340
3,193		2,059	1,134
20,560		20,244	316
4,999		4,937	62
5,285		5,342	-57
21,141		20,833	308
5,549		5,511	38

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-88
			186
			-170
			340
			1,134
			316
			62
			-57
			308
			38

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
20000 US TREASURY INFLATION INDEX NOTE DTD 04/30/2010 5% 04/15/2015		2011-04-15	2014-06-26
20000 US TREASURY NOTE DTD 06/30/2010 2 5% 06/		2010-12-02	2014-04-25
5000 US TREASURY NOTE DTD 06/30/2010 2 5% 06/		2013-11-01	2014-04-25
25000 US TREASURY NOTE DTD 06/30/2010 2 5% 06/		2011-04-15	2014-12-23
20 UNITED TECHNOLOGIES CORP COM		2011-03-15	2014-02-03
25 UNITED TECHNOLOGIES CORP COM		2011-03-15	2014-10-17
10 UNITED THERAPEUTICS CORP COM		2013-09-25	2014-02-03
25 V F CORPORATION COM		2011-03-15	2014-02-03
20 V F CORPORATION COM		2013-05-23	2014-02-03
50 V F CORPORATION COM		2011-03-15	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
22,197		21,510	687
20,938		20,503	435
5,234		5,290	-56
25,934		24,857	1,077
2,210		1,574	636
2,542		1,967	575
973		769	204
1,413		594	819
1,131		927	204
3,207		1,188	2,019

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			687
			435
			-56
			1,077
			636
			575
			204
			819
			204
			2,019

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
15 VALSPAR CORPORATION COM		2011-03-24	2014-02-03
170 VECTREN CORPORATION COM		2011-05-05	2014-01-08
15 WADDELL & REED FINANCIAL INC CL A COM		2013-09-25	2014-02-03
5 WADDELL & REED FINANCIAL INC CL A COM		2013-09-25	2014-10-17
40 WALGREEN CO COM		2009-06-09	2014-02-03
15 WALGREEN CO COM		2013-05-08	2014-02-03
150 WALGREEN CO COM		2009-06-09	2014-04-07
150 WALGREEN CO COM		2009-06-09	2014-07-21
120 WALGREEN CO COM		2009-06-09	2014-08-25
25 WALGREEN CO COM		2009-06-09	2014-10-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,022		574	448
5,954		4,776	1,178
928		781	147
228		260	-32
2,220		1,251	969
832		740	92
9,768		4,690	5,078
10,708		4,690	6,018
7,297		3,752	3,545
1,503		782	721

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			448
			1,178
			147
			-32
			969
			92
			5,078
			6,018
			3,545
			721

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
10 WATSCO INC COM		2013-04-01	2014-02-03
145 WELLCARE HEALTH PLANS INC COM		2014-01-08	2014-08-25
40000 WELLS FARGO COMPANY DTD 12/12/2011 2 625		2012-04-12	2014-02-25
15 JOHN WILEY & SONS, INC COM		2010-10-12	2014-02-03
141 JOHN WILEY & SONS, INC COM		2010-10-11	2014-04-04
380 WISCONSIN ENERGY CORP COM		2010-12-03	2014-01-06
15 WORLD FUEL SERVICES CORP COM		2010-09-13	2014-02-03
15 ZEBRA TECHNOLOGIES CORP CL A COM		2013-02-25	2014-02-03
95 PERRIGO CO PLC		2013-12-19	2014-01-08
30 TE CONNECTIVITY LTD COM		2014-01-06	2014-02-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
908		832	76
9,103		10,398	-1,295
41,854		41,198	656
769		650	119
8,123		6,109	2,014
15,268		11,257	4,011
625		392	233
794		673	121
14,854		14,459	395
1,644		1,632	12

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			76
			-1,295
			656
			119
			2,014
			4,011
			233
			121
			395
			12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
40 TE CONNECTIVITY LTD COM		2014-01-06	2014-10-17
5 TE CONNECTIVITY LTD COM		2013-05-08	2014-10-17
CAPITAL GAIN DIVIDENDS	P		


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,141		2,176	-35
268		225	43
			8,718


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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-35
			43

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALBEMARLE HIGH SCHOOL ATHLETIC DEPARTMENT 2775 HYDRAULIC ROAD CHARLOTTESVILLE,VA 22901	NONE	501(C)(3)	GENERAL FUND	10,000
CAPON BRIDGE ELEMENTARY SCHOOL PO BOX 127 CAPON BRIDGE,WV 26711	NONE	501(C)(3)	GENERAL FUND	2,500
CENTRE COUNTY LAW ENFORCEMENT CAMP CADET INC 118 S FRASER STREET STATE COLLEGE,PA 168013899	NONE	501(C)(3)	GENERAL FUND	2,000
CENTER COUNTY WOMEN'S RESOURCE CENTER 140 W NITTANY AVENUE STATE COLLEGE,PA 168024811	NONE	501(C)(3)	GENERAL FUND	5,000
CENTRE VOLUNTEERS IN MEDICINE 251 EASTERLY PKWY SUITE 102 STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	3,600
FORT EDWARDS FOUNDATION PO BOX 623 CAPON BRIDGE,WV 26711	NONE	501(C)(3)	GENERAL FUND	4,500
GARDEN-RAISED BOUNTY (GRUB) 711 STATE AVENUE NE OLYMPIA,WA 98506	NONE	501(C)(3)	GENERAL FUND	9,062
ORCH OF ALBERMALE HIGH JOUETT & SUTHERLAND SCHS 2775 HYDRAULIC ROAD CHARLOTTESVILLE,VA 22901	NONE	501(C)(3)	GENERAL FUND	5,000
SCHLOW CENTRE COUNTY LIBRARY 211 S ALLEN STREET STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	10,000
HOUSE OF CARE 515 W BEAVER AVE STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	1,305
STATE THEATRE INC 130 W COLLEGE AVE STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	4,895
GLOBAL EMERGENCY HEALTH CARE CENTER 2033 W IOWA ST 3 CHICAGO,IL 60622	NONE	501(C)(3)	GENERAL	8,000
YMCA OF CENTRE COUNTY 677 W WHITEHALL ROAD STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	3,000
BENEDICTINE PROGRAMS AND SERVICES 14299 BENEDICTINE LANE REIGELY,MD 21660	NONE	501(C)(3)	GENERAL FUND	6,500
INSTITUTE OF AWAKENED MUTUALITY 3930 NE 105TH AVE PORTLAND,OR 97220	NONE	501(C)(3)	GENERAL FUND	14,563
Total  3a				181,954

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OLYMPIA ARTSPACE ALLIANCE 3400 CAPITAL BLVD STE 101 OLYMPIA,WA 985013351	NONE	501(C)(3)	GENERAL FUND	9,063
PIEDMONT VIRGINIA COMMUNITY COLLEGE 501 COLLEGE DRIVE CHALROTTSVILLE,VA 229027589	NONE	EXEMPT	GENERAL FUND	9,591
CENTRE COUNTY PAWS 1401 TROUT ROAD STATE COLLEGE,PA 16801	NONE	501(C)(3)	GENERAL FUND	2,250
FIRST UNITARIAN UNIVERSALIST CHURCH OF RICHMOND 1000 BLANTON AVENUE RICHMOND,VT 23221	NONE	501(C)(3)	GENERAL FUND	11,488
LEWIS GINTER BOTANIC GARDEN 1800 LAKESIDE AVENUE RICHMOND,VA 232284700	NONE	501(C)(3)	GENERAL FUND	10,000
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND,VA 23220	NONE	501(C)(3)	GENERAL FUND	10,000
TOM HARPSTREITH MEMORIAL YOUTH HUNT 1096 E 28TH STREET TORRINGTON,WY 82240	NONE	501(C)(3)	GENERAL FUND	1,000
VALLEY PARK HIGH SCHOOL 1 MAIN STREET VALLEY PARK,MO 63088	NONE	501(C)(3)	GENERAL FUND	7,397
ACE MONTOR PROGRAM OF FREDERIOCK MD 5275 BUCKEYSTOWN PIKE 204 FREDERICK,MD 21701	NONE	501(C)(3)	GENERAL FUND	1,500
FEEDMORE INC 1415 ROADMILLER STREET RICHMOND,VA 23220	NONE	501(C)(3)	GENERAL FUND	5,000
FREDERICK MEMORIAL HOSPITAL 400 WEST 7TH STREET FREDERICK,MD 21701	NONE	501(C)(3)	GENERAL FUND	1,500
INTERFAITH WORKS PO BOX 12121 RICHMOND,VA 98507	NONE	501(C)(3)	GENERAL FUND	9,500
MILTON POLICE DEPARTMENT 7 TOWNHOUSE ROAD MILTON,NH 03851	NONE	501(C)(3)	GENERAL FUND	5,440
RICHMOND FRIENDS OF THE HOMELESS 4600 JAYDEE DR MOSELY,VA 23120	NONE	501(C)(3)	GENERAL FUND	5,000
SOUTH SOUND ESTUARY ASSOCIATION PO BOX 2182 OLYMPIA,WA 98507	NONE	501(C)(3)	GENERAL FUND	3,300
Total  3a				181,954

**TY 2014 Investments Corporate
Bonds Schedule****Name:** FREAS FOUNDATION 1871001360**EIN:** 22-1714810

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE & CO 1/29/08	35,003	35,040
COSTCO WHSL CORP 2/20/2007 5.5	34,409	32,829
GLAXOSMITHKLINE CAP INC 5/13	28,623	28,163
INTERNATIONA BUS MACHS 9/14/07		
SBC COMMUNICATIONS 8/18/04 5.6		
WELLS FARGO CO 12/12/11 2.625	40,337	40,106
US BANCORP 7/27/10 2.45%		
GEN ELEC CAP 1/7/11 4.625%	37,613	39,011
BANK OF NY MELLON 9/23/11 3.55	35,963	36,591
PEPSICO INC 10/26/10 3.125%	24,522	25,874
MERCK & CO 12/10/10 3.875%	25,841	27,051
OCCIDENTAL PETE CORP	26,141	26,531
CON EDISON CO NY 4/1/08 5.85%	23,224	22,634
DEERE & CO 6/8/12 2.6%	24,816	24,595
CHEVRON CORP 6/24/13 1.718%	24,723	25,127
WAL-MART STORES 4/11/13 2.55%	30,272	29,550
APPLE INC DTD 5/6/14	25,433	26,182

TY 2014 Investments Corporate
Stock Schedule

Name: FREAS FOUNDATION 1871001360
EIN: 22-1714810

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP	13,110	46,687
INTL BUSINESS MACHINES CORP	12,408	32,088
JOHNSON & JOHNSON	24,849	48,311
MICROSOFT CORP	35,385	64,798
UGI CORP		
WALGREEN CO	15,603	38,024
CHARLES RIVER LABS INTL INC		
PEPSICO INC COM	32,427	47,753
APPLE, INCORPORATED	28,497	68,325
AT&T, INCORPORATED		
DELUXE CORPORATION	9,210	14,318
LABORATORY COPR OF AMER HLDG	39,338	46,397
L3 COMMUNICATIONS HLDG	3,918	7,573
OMNICARE INC COM	4,443	9,481
U.S.BANCORP	44,041	62,256
CORELOGIC INC COM		
BIG LOTS INC	3,672	3,802
CISCO SYSTEMS INC	36,182	47,981
COLGATE PALMOLIVE CO	34,477	50,509
AMGEN INC		
CHEVRON CORPORATION	14,993	23,894
DOVER CORP	26,147	25,102
INTEL CORP	38,758	54,254
MACYS INC	36,402	55,888
MATTEL INC		
AMERICAN FINCL GROUP INC		
AMETEK INC	5,227	13,526
BROADRIDGE FINL SOL LLC	4,387	9,005
CH ROBINSON WORLDWID INC	26,338	27,709
CADENCE DESIGN SYSTEMS INC	4,647	6,829

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARTERS INC COM		
FACTSET RESEARCH SYSTEMS INC	7,055	11,964
HARRIS CORPORATION	6,356	10,055
HORMEL FOODS CORP	3,339	7,815
HUBBELL INC	3,624	8,012
J2 GLOBAL COMMUNICATIONS INC	5,177	11,470
MCCORMICK & COMPANY INC	21,865	34,921
MCKESSON HBOC INC	15,821	49,819
MINERALS TECHNOLOGIES INC COM	2,068	4,167
MARSH & MCLENNAN	33,295	55,523
OCEANEERING INTL INC COM		
ORACLE CORP	34,647	54,414
PANERA BREAD COMPANY	3,482	6,992
PERRIGO CO		
HANESBRANDS INC	5,569	12,278
QUALCOMM INC	24,066	35,307
ROSS STORES	3,707	13,196
REINSURANCE GROUP OF AMER, INC		
TORCHMARK CORP	22,107	30,606
UNION PACIFIC CORP	28,829	50,035
TORO CO	4,983	11,805
TUPPERWARE BRANDS CORP	3,665	5,355
VF CORPORATION	16,568	57,299
JOHN WILEY & SONS INC		
WISCONSIN ENERGY CORP		
WORLD FUEL SERVICES CORP	3,979	6,805
ADVANCE AUTO PARTS INC	4,729	11,946
APTARGROUP INC		
BALL CORP	26,206	50,787
BAXTER INTL INC	27,345	32,248

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHURCH & DWIGHT CO INC	5,556	10,639
COMMERCE BANCSHARES	8,723	11,220
DISCOVER FINL SERVICES	22,279	54,357
UNITED THERAPEUTICS CORP	9,617	16,186
ARTHUR J GALLAGHER	4,974	7,297
TJX COS INC	19,425	52,464
UNITED TECHNOLOGIES CORP	26,419	40,250
VECTREN CORP		
WADDELL & REED FINL INC CL A	8,817	10,213
WATSCO INC	5,588	8,560
RAYTHEON CO COM NEW	22,613	43,268
ZEBRA TECHNOLOGIES CORP CL A	5,163	8,902
TE CONNECTIVITY LTD	27,877	39,215
VALSPAR	6,142	13,404
BROWN AND BROWN INC COM	9,167	9,379
CRANE CO COM	7,890	6,751
GENUINE PARTS CO COM	51,945	63,942
GLOBAL PAYMENTS INC	7,271	8,073
HANCOCK HOLDING CO COM	9,742	8,443
HEALTH NET INC COM	6,431	7,762
HOLLY FRONTIER CORP	6,892	5,247
MSCI INC COM	6,124	6,642
MEDNAX	9,236	9,917
MEDTRONIC INC	44,779	51,623
MEREDITH CORP	6,875	7,333
OLIN CORP	11,168	9,108
SCHLUMBERGER LTD COM	44,630	38,862

TY 2014 Investments Government Obligations Schedule

Name: FREAS FOUNDATION 1871001360

EIN: 22-1714810

**US Government Securities - End of
Year Book Value:**

694,674

**US Government Securities - End of
Year Fair Market Value:**

695,009

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

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2014 Investments - Other Schedule**Name:** FREAS FOUNDATION 1871001360**EIN:** 22-1714810

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARTISAN INTERNATIONAL	AT COST	150,862	208,906
CONESTOGA SMALL CAP	AT COST	56,180	101,679
GOLDMAN SACHS SATELLITE STRAT	AT COST	259,267	259,500
HENDERSON INTL OPPORTUNITIES	AT COST	147,129	204,336
T ROWE PRICE INTL DISCOVERY FU	AT COST	132,741	125,124

TY 2014 Other Decreases Schedule

Name: FREAS FOUNDATION 1871001360

EIN: 22-1714810

Description	Amount
ROUNDING	1

TY 2014 Other Expenses Schedule

Name: FREAS FOUNDATION 1871001360

EIN: 22-1714810

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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