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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.

2014

Open to Public
Inspection

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

Name of foundation WITHINGTON FOUNDATION INC C/O MR ANDREW K ROOKE		A Employer identification number 22-3291812
Number and street (or P O box number if mail is not delivered to street address) 7029 SHEAFF LANE		B Telephone number (see instructions) (215) 591-9573
City or town, state or province, country, and ZIP or foreign postal code FT WASHINGTON, PA 19034		
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		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 20,752,778	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,877	1,877		
	4 Dividends and interest from securities.	354,830	354,830		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	787,901			
	b Gross sales price for all assets on line 6a 6,041,555				
	7 Capital gain net income (from Part IV, line 2)				
	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)	3,986			
	12 Total. Add lines 1 through 11	1,148,594	356,707		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	17,395	17,395		
	c Other professional fees (attach schedule)	227,541	227,541		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,464	8,912		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	17,662	17,662		
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,615	7,615		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	280,677	279,125		0
	25 Contributions, gifts, grants paid	1,090,330			1,090,330
	26 Total expenses and disbursements. Add lines 24 and 25	1,371,007	279,125		1,090,330
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-222,413			
	b Net investment income (if negative, enter -0-)		77,582		
	c Adjusted net income (if negative, enter -0-)				

Assets	Part III 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
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		558,231	513,777	513,777
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►		12,800		
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		46,110	45,356	45,356
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)		12,677,775	12,545,458	16,924,806
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
15	Other assets (describe ►)	3,295,144	3,268,839	3,268,839	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,590,060	16,373,430	20,752,778	
Liabilities	17 Accounts payable and accrued expenses	17,533	18,025		
	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 ►)				
	Total liabilities (add lines 17 through 22)	17,533	18,025		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	16,572,527	16,355,405		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	Total net assets or fund balances (see instructions)	16,572,527	16,355,405		
	Total liabilities and net assets/fund balances (see instructions)	16,590,060	16,373,430		

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	16,572,527
2	Enter amount from Part I, line 27a	2	-222,413
3	Other increases not included in line 2 (itemize) ►	3	5,291
4	Add lines 1, 2, and 3	4	16,355,405
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,355,405

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.)
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1a

(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) FMV 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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,000,496	16,428,070	0 060902
2012	1,019,909	18,431,741	0 055334
2011	947,097	17,145,119	0 055240
2010	1,038,152	18,887,103	0 054966
2009	898,536	19,310,170	0 046532
2 Total of line 1, column (d).			2 0 272974
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 054595
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 20,631,742
5 Multiply line 4 by line 3.			5 1,126,390
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 776
7 Add lines 5 and 6.			7 1,127,166
8 Enter qualifying distributions from Part XII, line 4.			8 1,090,330

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		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	1,552
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		
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	1,552
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,552
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	46,738
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	46,738
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	45,186
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	11	45,186 Refunded ►

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?		Yes	No
1a			1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b	No
	<i>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.</i>			
1c			1c	
1c				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
2				
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
3				
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
4a				
4b	If "Yes," has it filed a tax return on Form 990-T for this year?		4b	
4b				
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	
5				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		6	Yes
6	● By language in the governing instrument, or			
6	● 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				
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
7				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		8a	
8a	► NJ			
8b	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
8b				
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
9				
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No
10				

Part VII-A Statements Regarding Activities (continued)

11		No
12		
13		
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>ANDREW K ROOKE</u> Located at ► <u>7029 SHEAFF LANE FT WASHINGTON PA</u>	Telephone no ► <u>(215) 591-9573</u> ZIP +4 ► <u>19034</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► <input type="checkbox"/> 15	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No

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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1b	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. ► <input type="checkbox"/>		
1c	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?		
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))		
2a	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 ► <u>20____, 20____, 20____, 20____</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2b	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)		
2c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20____, 20____, 20____, 20____</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3b	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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
4b	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (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 <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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
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)

2. 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
ANDREW K ROOKE 7029 SHEAFF LANE FORT WASHINGTON, PA 19034	PRESIDENT 20 00	0	0	
WILLIAM W ROOKE 10617 E TAMARISK WY SCOTTSDALE, AZ 85262	VICE PRESID 5 00	0	0	
CHARLES C ROOKE 2134 SOUTH JACKSON DENVER CO 80210	SECR TREAS 10 00	0	0	

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 17,082,202
b	Average of monthly cash balances.	1b 536,004
c	Fair market value of all other assets (see instructions).	1c 3,327,725
d	Total (add lines 1a, b, and c).	1d 20,945,931
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 20,945,931
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 314,189
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 20,631,742
6	Minimum investment return. Enter 5% of line 5.	6 1,031,587

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

1	Minimum investment return from Part X, line 6.	1 1,031,587
2a	Tax on investment income for 2014 from Part VI, line 5.	2a 1,552
b	Income tax for 2014 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 1,552
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 1,030,035
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 1,030,035
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 1,030,035

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a 1,090,330
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 1,090,330
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 1,090,330
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years		

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,030,035
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			217,124	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 1,090,330				
a Applied to 2013, but not more than line 2a			217,124	
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.				873,206
e Remaining amount distributed out of corpus				
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				
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.				156,829
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				
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,090,330
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			14	1,877	
4 Dividends and interest from securities.			14	354,830	
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					787,901
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a <u>NB CROSSROADS</u>			14	672	
b <u>CORMATRIX LLC</u>			14	-533	
c <u>MLP INVESTMENTS</u>			14	1,995	
d <u>MERRILL LYNCH</u>			14	1,842	
e <u>ROYALTY INCOME</u>			14	10	
12 Subtotal Add columns (b), (d), and (e).				360,693	787,901
13 Total. Add line 12, columns (b), (d), and (e).					1,148,594

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

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

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

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

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

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

* * * * *

2015-11-10

* * * * *

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name RALPH J SAULINO CPA	Preparer's Signature	Date 2015-11-10	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01071489
	Firm's name <input checked="" type="checkbox"/> FINANCIAL & TAX PLANNING ASSOCIATES			Firm's EIN <input checked="" type="checkbox"/> 23-2668483	
	Firm's address <input checked="" type="checkbox"/> 1995 MORRIS RD SUITE 200 BLUE BELL, PA 19422			Phone no	(215) 699-8600

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				
ABRAMSON CANCER CENTER 3400 CIVIC CENTER BLVD 3400 CIVIC CENTER BLVD PHILADELPHIA, PA 19104		IRC501(C)(3)	CANCER RESEARCH	10,000
ALZHEIMERS ASSOC SD 6632 CONVOY COURT 6632 CONVOY COURT SAN DIEGO, CA 92111		IRC501(C)(3)	ALZHEIMERS SUPPORT	25,000
AMOS TUCK SCHOOL 100 TUCK HALL 100 TUCK HALL HANOVER, NH 03755		IRC501(C)(3)	SUPPORT EDUCATION	1,000
BUCKNELL UNIVERSITY COOLEY HALL COOLEY HALL LEWISBURG, PA 17837		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	110,000
CAMPERDOWN ACADEMY 501 HOWELL ROAD 501 HOWELL ROAD GREENVILLE, SC 29615		IRC501(C)(3)	DYSLEXIA IN CHILDREN	2,500
CANCER SOCIETY GREENVILLE CTY 113 MILLS AVE 113 MILLS AVE GREENVILLE, SC 29605		IRC501(C)(3)	CANCER SUPPORT RESEARCH	7,000
CHILDRENS HOSPITAL SAN DIEGO 3020 CHILDRENS WAY 3020 CHILDRENS WAY SAN DIEGO, CA 92123		IRC501(C)(3)	PEDIATRIC HEALTH CENTER	10,000
CHRIST CHURCH EPIS SCHOOL 245 CAVALIER DRIVE 245 CAVALIER DRIVE GREENVILLE, SC 29607		IRC501(C)(3)	UNDERGRADUATE EDUCATIONAL FUNDING	5,000
CHRIST CHURCH EPISCOPAL SCHOOL 245 CAVALIER DRIVE 245 CAVALIER DRIVE GREENVILLE, SC 29607		IRC501(C)(3)	SUPPORT COLLEGE PREP SCHOOL	160,000
COAST YOUTH FOUNDATION 11526 SORRENTO VALLEY RD 11526 SORRENTO VALLEY RD SAN DIEGO, CA 92121		IRC501(C)(3)	FINANCIAL SUPPORT UNDERSERVED YOUTH	2,000
COMMUNITY FOUNDATION NJ PO BOX 338 PO BOX 338 MORRISTOWN, NJ 07963		IRC501(C)(3)	CHARITABLE GUIDE FOR NEW JERSEYANS	35,000
COMMUNITY FOUNDATION OF GREENVILLE 630 E WASHINGTON STREET 630 E WASHINGTON STREET GREENVILLE, SC 29601		IRC501(C)(3)	SUPPORT GREENVILLE COMMUNITY	2,500
COMMUNITY PRTHSP SCHOOL 1936 N JUDSON STREET 1936 N JUDSON STREET PHILADELPHIA, PA 19121		IRC501(C)(3)	INDEPENDENT ELEMENTRY SCHOOL	205,800
COMPUTERS 2 SD KIDS 8324 MIRAMAR MALL 8324 MIRAMAR MALL SAN DIEGO, CA 92121		IRC501(C)(3)	COMPUTERS FOR UNDERPRIVILEGED CH	15,000
CONNECTED WARRIORS FOUNDATION PO BOX 4701 PO BOX 4701 ANNAPOLIS, MD 21403		IRC501(C)(3)	SUPPORT WOUNDED WARRIORS	1,000
Total				► 3a 1,090,330

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				
CROSSROADS INC 1845 E OCOTILLO ROAD 1845 OCOTILLO ROAD PHOENIX, AZ 85016		IRC501(C)(3)	TREATMENT FOR ALCOHOL AND DRUG ABUSE	10,000
CULVER EDUCATION FOUNDATION 1300 ACADEMY ROAD 18 1300 ACADEMY ROAD 18 CULVER, IN 46511		IRC501(C)(3)	SUPPORT EDUCATION	5,000
DESERT MOUNTAIN COMMUNITY FOUNDATION 2201 E CAMELBACK RD SUITE 2201 E CAMELBACK RD SUITE PHOENIX, AZ 85016		IRC501(C)(3)	SUPPORT DESERT COMMUNITY	10,000
FAIRFIELD UNIVERSITY 1073 N BENSON ROAD 1073 N BENSON ROAD FAIRFIELD, CT 06824		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	5,000
HIGHLAND HISTORICAL SOC 7001 SHEAFF LANE 7001 SHEAFF LANE FORT WASHINGTON, PA 19034		IRC501(C)(3)	PRESERVATION OF HISTORICAL SITES	2,500
HOPE FUTURE FOUNDATION PO BOX 4072 PO BOX 4072 MERRIFIELD, VA 22116		IRC501(C)(3)	EDUCATION FOR FUTURE SUCCESS	10,000
KIDS ECO CLUB 4660 LAJOLLA VILLAGE DR 4660 LAJOLLA VILLAGE DR SAN DIEGO, CA 92122		IRC501(C)(3)	ENVIRONMENTAL CONSERV K TO 12	3,500
LAJOLLA COUNTRY DAY SCHOOL 9490 GENESEE AVE 9490 GENESEE AVENUE LAJOLLA, CA 92037		IRC501(C)(3)	COLLEGE PREP TO DEVELOPE SCHOLARS	39,780
LAJOLLA PLAYHOUSE PO BOX 12039 PO BOX 12039 LAJOLLA, CA 92039		IRC501(C)(3)	SUPPORT INNOVATIVE COMPELLING THEATE	5,000
MEMORIAL SLOAN KETTERING 1250 FIRST AVENUE 1250 FIRST AVENUE NEW YORK, NY 10065		IRC501(C)(3)	CANCER RESEARCH	1,000
NEED IN DEED 211 N 13TH STREET 211 N 13TH STREET PHILADELPHIA, PA 19107		IRC501(C)(3)	PROMOTE CIVIC RESPONSIBILITY	250
NFCA PO BOX 544 PO BOX 544 AMBLER, PA 19002		IRC501(C)(3)	NATL FOUND FOR CELIAC AWARENESS	5,000
NORRISTOWN BEARD SCHOOL 70 WHIPPANY ROAD 70 WHIPPANY ROAD MORRISTOWN, NJ 07960		IRC501(C)(3)	SUPPORT COLLEGE PREP SCHOOL	5,000
PEACE CENTER 101 W BROAD STREET 101 W BROAD STREET GREENVILLE, SC 29601		IRC501((C)(3)	SUPPORT PERFORMING ARTS	5,000
SAN DIFQUIETO BOYS GIRLS CLUB 1221 ENCINITAS BLVD 1221 ENCINITAS BLVD ENCINITAS, CA 92024		IRC501(C)(3)	SUPPORT 20,000 BOYS & GIRLS	5,000
Total				► 3a 1,090,330

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				
SC JUNIOR GOLF FOUNDATION PO BOX 286 PO BOX 286 IRMO, SC 29603		IRC501(C)(3)	SUPPORT JUNIOR SPORTS	2,500
SCOTTSDALE HEALTH FOUNDAT 10001 N 92ND ST STE 121 10001 N 92ND ST STE 121 SCOTTSDALE, AZ 85258		IRC501(C)(3)	SUPPORT HEALTH AND WELLFARE OF COMM	50,000
SCRIPP HEALTH FOUNDATION PO BOX 2669 PO BOX 2669 LAJOLLA, CA 92038		IRC501(C)(3)	CARIOVASCULAR TREATMENT	30,000
SERENITY SUNDAY PHOENIX S 3901 E STANFORD DRIVE 3901 E STANFORD DRIVE PARADISE VALLEY, AZ 85253		IRC501(C)(3)	DRUG/ALCOHOL RECOVERY SUPPORT	25,000
SNAP SPAY NEUTER ACTION 1600 PACIFIC HIGHWAY 1600 PACIFIC HIGWAY SAN DIEGO, CA 92101		IRC501(C)(3)	SOLUTION FOR PET OVER POPULATION	15,000
SPHINX FOUNDATION 6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		IRC501(C)(3)	EDUCATIONAL SUPPORT	1,000
ST ANDREWS PRIORY SCH 224 QUEEN EMMA SQUARE 224 QUEEN EMMA SQUARE HONOLULA, HI 96813		IRC501(C)(3)	SUPPORT OF ALL GIRLS EDUCATION	50,000
ST THOMAS CHURCH WHITEMARSH 610 CHURCH ROAD 610 CHURCH ROAD FORT WASHINGTON, PA 19034		IRC501(C)(3)	SUPPORT THE CHURCH	20,000
TGEN FOUNDATION 400 E VAN BUREN STREET 400 E VANBUREN STREET PHOENIX, AZ 85004		IRC501(C)(3)	PANCREATIC CANCER RESEARCH	50,000
THE COMMUNITY SCHOOL 182 W BRIDGE STREET 182 W BRIDGE STREET NEW HOPE, PA 18938		IRC501(C)(3)	EDUCATIONAL FUNDING	3,000
UC SAN DIEGO FOUNDATION 9500 GILMAN DRIVE 9500 GILMAN DRIVE LAJOLLA, CA 92093		IRC501(C)(3)	MANAGE SUPPORT FOR UNIVERSITY	15,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD 2199 S UNIVERSITY BLVD DENVER, CO 80208		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	15,000
UNIVERSITY OF PA 3451 WALNUT STREET 3451 WALNUT STREET PHILADELPHIA, PA 19104		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	100,000
WVU FOUNDATION ONE WATERFRONT PLACE ONE WATERFRONT PLACE MORGANTOWN, WV 26507		IRC501(C)(3)	SUPPORT WV UNIVERSITY	5,000
YMCA OF GREENVILLE 601 E MCBEE AVE STE 212 601 E MCBEE AVE STE 212 GREENVILLE, SC 29615		IRC501(C)(3)	SUPPORT YOUNG MEN'S HEALTH & ATHLETE	5,000
Total				► 3a 1,090,330

TY 2014 Accounting Fees Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREP FEE	17,395	17,395		

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

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
MPL INVESTMENTS		PURCHASE			2				2	
MPL INVESTMENTS		PURCHASE			55				55	
MPL INVESTMENTS		PURCHASE				38			-38	
BARCLAYS		PURCHASE			60,490	61,493			-1,003	
HUFF ENERGY		PURCHASE				53,690			-53,690	
NB CROSSROADS FUND XVII		PURCHASE			4,962				4,962	
NB CROSSROADS FUND XVII		PURCHASE			36,413				36,413	
NB CROSSROADS FUND XVII		PURCHASE			2				2	
MERRILL LYNCH		PURCHASE			32,873	32,565			308	
MERRILL LYNCH		PURCHASE			222,618	211,262			11,356	
MERRILL LYNCH		PURCHASE			195,975	77,319			118,656	
MERRILL LYNCH		PURCHASE			77,487	71,413			6,074	
NORTHERN TRUST		PURCHASE			1,541,440	1,520,824			20,616	
NORTHERN TRUST CAP GAIN DIST		PURCHASE			13,172				13,172	
NORTHERN TRUST 1250 GAIN		PURCHASE			162				162	
NORTHERN TRUST		PURCHASE			3,734,701	3,070,711			663,990	
NORTHERN TRUST		PURCHASE			121,193	154,280			-33,087	
MERRILL LYNCH		PURCHASE			6				6	
MERRILL LYNCH		PURCHASE			4				4	
FSP GALLERIA NORTH CORP		PURCHASE				13			-13	
FSP PHOENIX TOWER CORP LIQ TRT		PURCHASE				46			-46	

**TY 2014 Investments Corporate
Stock Schedule**

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO 1000S	76,530	164,320
3MCO 207S	27,204	34,014
ABBOTTS LABS 941S	35,687	42,364
ABBVIE INC 482S	17,053	31,542
ACCENTURE 360S		
ACCOR SA 3829S	38,357	33,925
ACTIVAS 389S	88,863	100,133
ACTIVAS 500S	72,000	128,705
ACTUANT CORP 246S	9,125	6,701
ADIDAS AG 888S		
ADOBE SYSTEMS INC 375S	21,885	27,263
ADT CORP 500S	16,171	18,115
AGILENT TECH INC 567S		
AGL RESOURCES 1000S	35,480	54,510
AIA GROUP LTD 2709S	42,285	60,004
AIR LEASE CORP 269S	7,518	9,229
AIR PRODUCTS & CHEM 500S	40,008	72,115
ALERF INC 158S	5,328	6,004
ALEXION PHARM INC 132S	7,473	24,424
ALIBABA HLDS 329S	31,078	34,196
ALLEGION 266S	7,200	14,572
ALLERGAN INC 248S		
ALLETE INC 126S	3,398	6,948
ALLSTATE CORP 884S	32,794	62,101
ALPS ALERIAN MLP 800S	11,902	14,016
ALTRIA GROUP INC 365S	9,845	17,984
AMADEUS IT HLDGS 917S	31,990	36,267
AMAZON COM INC 147S	10,394	45,321
AMAZON.COM 250S	64,380	77,587
AMERICAN EQUITY INV 261S	4,784	7,619

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CO 600S	33,416	55,824
AMERICAN EXPRESS CO 600S		
AMERICAN INTL 2000S	69,972	112,020
AMERICAN INTL GROUP 787S		
AMERICAN TOWER CORP 220S	13,719	21,747
AMERISOURCE BERGEN CORP 958S		
ANADARKO PETRO CORP 500S	41,677	41,250
ANALOG DEVICES INC 429S	18,539	23,818
ANHEUSER BUSCH 334S		
APACHE CORP 393S		
APPLE INC 2800S	74,426	309,064
APPLE INC 905S	35,045	99,894
APPLIED MATERIALS 1981S	44,710	49,367
ARCHER DANIELS MIDLAND 966S	38,230	50,232
ARM HLDS 400S	13,836	18,520
ASML HOLDINGS NV NY 225S	16,023	24,262
AT&T INC 1000S	31,620	33,590
AT&T INC 1025S	28,685	34,430
AUTOMATIC DATA PROC 156S	7,062	13,006
AVIVA PLC 2559S	44,129	38,129
B/E AEROSPACE INC 400S	34,098	23,208
BABOCK & WILCOX CO 261S		
BAIDU INC 143S	15,571	32,600
BAIDU INC 300S	25,782	68,391
BANCO BILBAO ARGENTINA 4768S	55,533	44,771
BANCORP SOUTH 261S	4,424	5,875
BANK NY MELLON CORP 995S	31,660	40,367
BASF SE 400S		
BAXTER INTL INC 1018S	49,040	74,609
BAXTER INTL INC 500S	26,880	36,645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BAYER AG SPON 500S		
BB & T 1297S	52,567	50,440
BCE INC 344S	12,984	15,776
BECTON DICKISON & CO 500S	41,641	69,580
BERKSHIRE HATHAWAY 500S	35,937	75,075
BIO MARIN PHARM INC 294S	19,258	26,578
BIOGEN IDSC INC 165S	25,390	56,009
BLACK HILLS CORP 1000S	26,980	53,040
BLACKROCK INC 84S	20,140	30,035
BLOOMIN BRANDS 251S	5,733	6,215
BOEING CO INC 208S	15,511	27,036
BOEING COMPANY 500S	32,314	64,990
BONANZA CREEK ENERGY 172S	8,371	4,128
BORG WARNER 648S		
BRISTOL MYERS SQUIBB 500S	17,763	29,515
BRISTOL MYERS SQUIBB 707S	32,470	41,734
BROADCOM CORP 1411S	41,037	61,139
BROADRIDGE FINL SOLUTIONS 427S		
BROWN FORMAN CORP 500S	30,885	43,880
BT GROUP 702S	45,110	43,516
BURBERRY GROUP 465S	18,877	23,445
CANADIAN NATL RES LTD 1000S	39,541	68,910
CANADIAN NATL RW CO 128S		
CANADIAN NATL RY CO 491S	13,559	33,835
CANADIAN PAC RY LTD 142S	17,245	27,362
CAPITAL FED FINL INC 628S	7,538	8,026
CAPITAL ONE FINL 400S	27,374	33,020
CARDINAL HEALTHCARE 1046S	69,939	84,444
CARNIVAL CORP 901S		
CATERPILLAR INC 800S	30,604	73,224

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CBOE HLDGS INC 141S	3,750	8,942
CBS CORP 607S		
CELGENE CORP 1000S	33,858	111,860
CELGENE CORP 392S	24,495	43,849
CERNER CORP 1600S	26,872	103,456
CHEMTURA CORP 433S	7,004	10,708
CHEVRON CORP 600S	44,072	67,308
CHEVRON CORP 630S	63,350	70,673
CHGO BRDG & IRON 162S		
CHINA MOBILE 1145S	63,656	67,349
CHIPOTLE MEX GRILL INC 35S	8,037	23,958
CIRCOR INTL INC 182S		
CISCO SYS INC 3353S	74,088	93,263
CITI GROUP INC 900S	33,589	48,699
COCA COLA 1000S	22,410	42,220
COCA COLA 535S	18,315	22,588
COGNIZANT TECH SOLUTIONS 500S	12,425	52,660
COLGATE PALMOLIVE CO 500S	31,900	69,190
COMCAST CORP 700S	26,009	40,607
COMMUNITY HEALTH SYS 2000S	83,700	107,840
COMPASS GROUP 2589S	36,923	47,525
COMVERSE INC 203S		
CONCHO RES INC 191S	22,912	19,651
CONOCO PHILLIPS 676S	35,130	46,685
CONSOLIDATED EDISON INC 500S	20,400	33,005
COPA HLDGS 292S	31,582	30,263
COSTCO CORP 250S	23,409	35,438
COSTCO WHSL CORP 239S	15,028	33,878
CREE INC 600S		
CST BRANDS INC 221S	6,671	9,637

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CULLEN FROST BANKERS 314S		
CVS HEALTH CORP 777S	51,792	74,833
DANA HLDGS 629S		
DARA BIOSCIENCE INC 2149S	499,962	1,891
DASSAULT SYS 206S		
DAVITA INC 600S	24,756	45,444
DEERE & CO 376S		
DEERE & CO 800S	32,468	70,776
DELTIC TIMBER CORP 97S	4,367	6,635
DENNYS CORP INC 915S	2,934	9,434
DIAGEO PLC SPSD 63S		
DIAGEO PLC1200S	136,490	136,908
DIEBOLD INC 156S	5,466	5,404
DINEEQUITY INC 57S	2,906	5,907
DIRECT TV GROUP HLDGS 700S		
DISCOVERY COMM INC 258S		
DISTRIBUIDO INTL 1747S	27,887	23,791
DOVER CORP 594S		
DUETSCH BANK 674S		
DUNKIN BRANDS GRP INC 128S	3,212	5,459
DUPONT DENEMOURS 890S	54,135	65,807
DUPONT EI DEMOURS 500S	19,749	36,970
EBAY INC 720S		
EDISON INTL 844S	41,157	55,265
EMBRAER SA REPSTG 901S		
EMC CORP 1093S		
EMC CORP 3250S	74,313	96,655
EMC TECHNOLOGY 144S		
EMERSON ELECTRIC CO 1000S	42,158	61,730
EMERSON ELECTRIC CO 455S	24,788	28,087

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ENCANA CORP 1572S	21,870	21,804
ENPRO IND INC 135S	4,543	8,473
ENTERPRISE PRODUCTS PARTNERS 2740S	67,081	197,938
ESCO TECH 1321S	4,426	4,834
ESTEE LAUDER CO 310S		
EXELIS INC 315S	5,495	5,522
EXPERIAN 2587S	46,762	43,462
EXPRESS SCRIPTS HLDGS CO 661S		
EXPRESS SCRIPTS INC 1400S		
EXXON MOBIL CORP 1000S	38,080	92,450
FACEBOOK INC 891S	35,416	69,516
FACTSET RESH SYS INC 500S	30,255	70,375
FAIRCHILD SEMI COND 481S	6,728	8,119
FANUC LTD JAPAN 1535S		
FEDERAL MOGUL CORP 658S	10,843	10,587
FEDEX CORP DE 500S	43,801	86,830
FIREE 380S	20,308	12,000
FIRST AMERN FINL GROUP 327S	4,508	11,085
FIRST MERIT CORP 258S	4,065	4,874
FIRST TR ENERGY INCOME 637S	13,236	23,250
FLEETCORE TECH 160S	18,903	23,794
FLOWERS FOODS INC 453S	3,753	8,693
FORESTAR GROUP INC 330S	5,541	5,082
FORTUNE BRANDS HUME & SEC INC 104S	1,665	4,708
FOSTER LB CO 93S	2,164	4,517
FRAC KINDER MORGAN MGMT 10184		
FREEPORT MCMORAN COPPER 1105S		
FRESENIUS MEDICAL CARE 863S	17,837	32,052
FTD COS INC 159S	5,296	5,536
GALAXY ENT GRP LTD 420S	35,732	23,585

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GALLAGHER ARTHUR CO 311S	11,181	14,642
GAMING & LEISURE 148S	5,471	4,342
GDR ASSA ABLOY 1511S		
GENERAL ELECTRIC 1050S	22,170	26,534
GENERAL ELECTRIC CORP 3000S	66,138	75,810
GENERAL HLDS INC 184S	5,844	8,604
GENERAL MILLS 700S	23,117	37,331
GENERIC HLDGS INC 263S		
GENESEE & WYO INC 67S	3,632	6,025
GENUINE PARTS INC 153S	7,849	16,305
GILEAD SCIENCES INC 288S	9,764	27,147
GLAXOSMITHKLINE 284S		
GOLDMAN SACHS GROUP INC 350S		
GOOGLE INC 300S	109,700	158,559
GOOGLE INC 97S	26,653	51,265
GULFPORT ENERGY CORP 289S		
HALLIBURTON CO 1275S	52,241	50,146
HANGER INC 205S		
HANOVER INSURANCE GROUP 182S	6,754	12,980
HARSCO CORP 309S	8,052	5,837
HCP INC 431S		
HEALTHCARE REIT INC 312S	16,032	23,609
HEALTHCARE SELECT 1000S	60,917	68,380
HELIX ENERGY SOLUTIONS 304S	6,959	6,597
HENNESTMAURITZ 2704S	14,020	22,335
HERSHEY CO 193S	18,056	20,058
HERSHEY INC 800S	53,342	83,144
HESS CORP 638S		
HILL ROM HLDGS INC 321S		
HILLENBRAND INC 286S	8,174	9,867

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOLCIM LTD 3134S	47,760	44,471
HOLLY ENERGY PTNRS 1000S	20,933	29,910
HOME DEPOT INC 800S	30,000	83,976
HONEYWELL INTL 500S	11,702	49,960
HONEYWELL INTL 504S		
HONG KONG EXC 1512S		
HSBC HLDGS 628S		
IAC INTERACTIVE CORP 500S	12,280	30,395
IBERIABANK CORP 122S	5,074	7,912
IBM CORP 1000S	107,481	160,440
ICICI BK LTD 5050S	54,032	58,328
ILLUMINA INC 164S	5,624	30,271
INCYTE CORP 104S	6,785	7,603
IND & COMM BK UNSPON 1665S		
INDIVIOR 80S	900	900
ING GROUP NV 4611S	53,739	59,805
INGERSOLL RAND 800S	28,073	50,712
INTEL CORP 1448S	31,100	52,548
INTESA SANPAOLO 1261S	17,088	21,841
INTL PAPER CO 2000S	54,630	107,160
ISHARES BARCLAYS TR/IN 3735S	315,518	315,421
ISHARES MSCI 800S	47,061	48,672
ISHARES NASDAQ BIOTECH 700S	53,788	212,345
ISHARES TIPS 2225S	251,946	249,222
ISHARES TRUST S&P INDIA NIFTY 1500S	37,507	44,850
ITAU UNIBAND HLDGS 1606S	21,784	20,894
ITT CORP 260S	5,139	10,520
ITV 975S	34,157	32,204
JOHN BEAN TECH CORP 208S	3,070	6,835
JOHNSON & JOHNSON 1000S	65,000	104,570

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON AND JOHNSON 790S	62,805	82,610
JOHNSON CONTROLS INC 1326S	59,599	64,099
JP MORGAN CHASE & CO 900S	33,413	56,322
JP MORGAN CHASE CO 359S	21,815	22,466
JULIUS BAER GRP LTD 2925S	27,102	26,501
KAISER ALUM CORP 129S	4,538	9,214
KAPSTONE INC 310S	8,545	9,086
KAYNE ANDERSON MLP INC 1140S	23,844	43,525
KELLOGG CO 400S	23,728	26,176
KIMBERLEY CLARK 268S	17,833	30,965
KINDER MORGAN ENERGY 171S	6,567	7,235
KINDER MORGAN INC DEL 2012S	51,705	85,128
KINGFISHER 5301S	44,210	56,164
KLX INC 200S		8,250
KNOWLES CORP 255S	7,958	6,005
KOHLS CORP 378S		
KOMATSU LTD 1120S		
KONE OYJ 1028S		
KONNINKLUTE PHILIPS 855S	27,213	24,795
KOPPERS HLDGS INC 130S		
KOREA ELEC PWR 1078S	22,246	20,870
KRAFT FOODS 1300S	65,262	81,458
KROTON ED 4103S	27,473	23,141
KUBOTA CORP 287S	19,947	20,796
LAS VEGAS SANDS CORP 586S		
LEAR CORP 500S	36,411	49,040
LEGACY RESERVE 500S		
LEGACY RESERVES LP 400S		
LINKEDIN CORP 158S	11,750	36,294
LLOYDS BANKING 8709S	44,311	40,410

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LOCKHEED MARTIN CORP 167S	20,673	32,159
LOWES CO S INC 1356S	62,449	93,293
LULULEMON ATHLETICA INC 471S	30,205	26,277
LUXOTTICA GROUP 377S		
LVMH MOET HENNESSY 1272S	16,644	43,801
LYON DELL BASELL IND 219S	17,628	17,386
MARATHON OIL CORP 1143S	36,990	32,335
MARRIOTT INTL 347S	19,900	27,076
MARSH & MCCLLENAN 1373S	63,292	78,591
MASTERCARD INC 1919S	86,635	165,341
MATTEL INC 452S		
MAXIM INTEGRATED 411S	13,699	13,099
MCCRAW HILL FIN 198S	17,798	17,618
MCDONALDS CORP 246S	20,197	23,050
MCDONALDS CORP 500S	30,415	46,850
MCKESSON CORP 600S	29,428	124,548
MEAD JOHNSON NUT 109S	8,361	10,959
MEAD JOHNSON NUTRITION 500S	22,323	50,270
MERCADOLIBRE INC 216S		
MERCK & CO INC 1284S	63,577	72,918
MFB NORTHERN FUND JG R/E 38894S	347,497	389,715
MFB NORTHERN NHFIX HIGH YLD 119099S	792,564	843,222
MFC FLEXSHARES 4500S	150,732	137,790
MFC ISHARES EMERG MKTS 9500S		
MFC ISHARES IBOXX INV 800S	88,180	95,528
MFC SPDR GOLD 1050S		
MFODFA INVT DIM GRP 5095S	100,755	96,393
MICHAEL KORS HLDGS LTD 132S	5,745	9,913
MICHELIN COMPAGNIE 1859S		
MICROSOFT CORP 608S	16,734	28,242

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MITEL NETWORKS CORP 554S	5,541	5,922
MITSIBISHI UFI FINL GROUP INC 6988S		
MONDELEZ INTL INC 2119S	66,702	76,973
MONSANTO CO 301S	22,930	35,960
MORGAN STANLEY 763S	19,227	29,604
MRI INTERVENTIONS INC 80000S	61,110	66,440
NAT FUEL GAS 700S	43,824	48,671
NATL AUSTRALIA BANK 1700S	20,137	23,188
NESTLE S A SPONSORED REPSTG 373S	10,914	27,210
NESTLE SA REP RG 1500S	54,940	109,425
NETFLIX INC 69S	19,308	23,571
NEXTERA ENERGY INC 239S	19,122	25,403
NIELSEN NV 1125S	47,597	50,321
NIKE INC 450S	16,642	43,268
NIPPON TELE G TEL 839S	26,747	21,487
NOBLE ENERGY INC 111S		
NOKIA CORP 1432		
NORFOLK SOUTHERN CORP 500S	38,155	54,805
NORTHEAST UTILITIES 500S	15,010	26,760
NORTHROP GRUMMAN 592S	67,747	87,255
NORTHWEST BANKSHARES INC 341S	3,842	4,273
NORTHWESTERN CORP 159S	5,520	8,996
NOVA NORDISK AS 1929S	35,437	81,635
NOVARTIS 781S	40,357	72,367
O'REILLY AUTO INC 122S	17,154	23,500
OASIS PETE INC 250S		
OCCIDENTAL PETE CORP 478S	38,406	38,532
OLYMPUS CORP 1034S	32,998	36,366
ONE GAS INC 150S	5,364	6,183
ONEOK INC 170S	5,080	8,464

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORP 805S		
ORACLE CORP1250S	36,454	56,213
PACIFIC RUBIALES ENERGY 1804S		
PATTERSON COS INC 235S		
PAYCHEX INC 473S	19,232	21,838
PEARSON 1537S		
PENSKE AUTO GROUP INC 195S	3,801	9,569
PENTAIR LTD 500S	20,919	33,210
PEPISCO INC 199S	17,954	18,817
PEPSICO 500S	32,445	47,280
PERNOD RICARD 963S	22,661	21,148
PERRIGO CO 67S	10,760	11,200
PFIZER INC 1683S	52,732	52,425
PHILIP MORRIS INTL 242S	16,379	19,711
PIEDMONT NATURAL GAS 1000S	17,390	39,410
PLAINS ALL AMER PIPELINE LP 1078S	20,865	55,323
PNC FINL SERV 173S	15,257	15,783
PNM RES INC 192S	4,037	5,689
POWERSHARES DB GOLD FD 1000S	49,300	39,140
POWERSHARES DB MULTI SECT 700S		
PPL CORP 1900S	33,003	69,027
PRECISION CAST PARTS 117S	13,213	28,183
PRICELINE INC 30S	13,957	34,206
PROCTOR & GAMBLE 261S	16,903	23,774
PROCTOR & GAMBLE CO 1000S	32,060	91,090
PROVIDENT FINL SERVS 479S	8,555	8,651
PT BANK MANDIRI 1277S		
PUBLIC SERV ENTERPRISE 911S		
PUBLICIS SA 1281S	13,224	22,853
QUALCOMM INC 293S	18,754	21,779

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUEST DIAGNOSTICS INC 527S	27,375	35,341
RALPH LAUREN CORP 45S		
RAYHEON CO 747S	70,123	80,803
REALTY INCOME CORP 166S		
RECKITT BENCKISER GRP 1992S	16,626	33,007
RED HAT INC 36S	15,210	25,028
REGAL BELOIT CORP 117S	6,900	8,798
RENAULT 1056S	16,928	15,469
REXNORD CORP 190S	5,570	5,360
RIO TINTO 438S	21,705	20,174
RITCHIE BROS AUCT INC 347S	7,861	9,331
ROCHE HDLGS LTD 500S	24,615	33,990
ROCHE HLDGS LTD 593S	17,385	20,156
RYMAN HOSP PPTYS 218S	9,314	11,497
SABMILLER PLC 397S	9,467	20,469
SABRA HEALTH CARE REIT INC 278S	5,825	8,443
SAFRAN 2464S	39,560	37,601
SALESFORCE INC 612S	11,705	36,298
SALLY BEAUTY HLDGS INC 261S	2,251	8,023
SANCHEZ ENERGY CORP 323S		
SANDISK CORP 400S	19,807	39,192
SANDISK CORP INC 400S		
SAP AG 317S		
SBA COMM CORP 158S	15,708	17,500
SCHLUMBERGER 500S	33,189	42,705
SCHLUMBERGER LTD 772S	61,409	65,937
SCRIPPS EW CO 269S	5,436	6,012
SENSIENT TECH CORP 120S	6,608	7,241
SHIRE PLC 101S	21,399	21,467
SIEMENS AG 500S	51,331	56,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIMON PPTY GRP INC 621S	30,669	113,090
SINA CORP 186S		
SLM CORP 854S	7,259	8,702
SMITH AO CORP 166S	3,076	9,364
SONY CORP 1327S	28,560	27,163
SOUTHERN COPPER CORP 565S		
SPDR BARCLAYS TIPS ETF 1000S		
SPDR GOLD TRUST 500S	37,934	56,790
SPDR INDEX 1000S	35,972	36,860
SPDR SP BIOTECH 800S	71,502	149,168
SPDR SP HOMEBUILDERS 1000S		
SPECTRA ENERGY CORP 645S	21,762	23,414
SPIRIT RLTY CAP INC 674S	6,691	8,014
SPLUNK INC 315S	12,502	18,569
SPROUTS FMRS MKT INC 101S		
STANLEY BLACK AND DECKER INC 500S	29,870	48,040
STARBUCKS CORP 325S	19,255	26,666
STARBUCKS CORP 500S	17,685	41,025
STRATEGIC OIL & GAS 287500S	250,000	43,125
STRYKER CORP 500S	26,115	47,165
SUMITOMO MITSUI HLDS 7391S		
SUNTORY BEV LTD 1195S	21,851	20,602
SVENSKA CELLULOSA 952S	22,174	20,458
SWATCH GRP 976S		
SYNERGY CORP 453S	5,458	5,680
SYNGENTA 435S		
SYNOVUS FINL CORP 242S	5,847	6,556
TABLEAU SOFTWARE INC 48S		
TAIWAN SEMICONDUCTOR MFG 1944S		
TARGET CORP 500S	21,521	37,955

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TATA MTRS LTD 748S		
TELSA MTRS INC 74S	10,804	16,458
TELUS CORP 1000S	28,454	36,040
TENCENT HLDGS LTD 2040S	11,909	29,600
TIFFANY & CO 256S	24,207	27,356
TIME INC 239S	5,456	5,882
TIME WARNER CABLE INC 333S		
TJX COS INC 212S	8,978	14,539
TOTAL SA 692S	44,903	35,430
TOYOTA MOTOR CORP 337S	26,545	42,287
TOYOTA MOTORS CORP 400S	28,009	50,192
TRI POINTE HOMES 566S	9,411	8,632
TRIANGLE PETRO CORP 712S		
TRIPADVISOR INC 197S	16,663	14,708
TUPPERWARE BRANDS 99S		
TWENTY FIRST CENT FOX 573S	19,641	22,006
TWITTER INC 523S	22,396	18,760
TYCO INTL LTD 500S	9,773	21,930
UBS E TRACS ALERIAN MLP 1000S	26,280	40,600
UGI CORP 2250S	30,075	85,455
UMB FINL CORP 163S	8,839	9,273
UNDER ARMOUR INC 311S	12,346	21,117
UNION BANKSHARES 114S	2,743	2,745
UNION PAC CORP 250S	10,256	29,783
UNION PACIFIC 1200S	38,462	142,956
UNITED FINL BANCORP 389S	5,123	5,586
UNITED PARCEL SERVICES INC 500S	29,605	55,585
UNITED TECH CORP 603S		
UNITED TECHS CORP 500S	20,200	57,500
US BANKCORP 623S	21,873	28,004

Name of Stock	End of Year Book Value	End of Year Fair Market Value
USB GROUP 2502S	50,399	42,659
USDO 1012S	43,650	50,807
VAIL RESORTS INC 129S	5,749	11,756
VANGUARD FTSE ALLWORLD 700S	33,338	33,284
VANGUARD INFO TECH 500S	30,675	52,240
VANGUARD MSCI EMERGING 1400S	57,374	56,028
VANGUARD REIT ETF 1000S	52,052	81,000
VECTREN CORP 122S	2,975	5,640
VENTAS INC REIT 291S	20,591	20,865
VERINT SYS INC 199S	5,627	11,598
VERIZON COMM 910S	42,476	42,570
VERIZON COMMUNICATIONS 1000S	35,414	46,780
VERTEX PHARM INC 143S	4,142	16,988
VIEW POINT FINL INC 344S	4,292	8,204
VMWARE INC 109S	4,716	8,995
WABTEC CORP 256S		
WADDEL & REED FINL INC 220S		
WALMART STORES INC 655S		
WALMART STORES INC 750S	45,089	64,410
WALT DISNEY 404S	12,573	38,053
WALT DISNEY CO 500S	14,010	47,095
WALTER INV'T MGMT CORP 270S		
WASHINGTON PRIME GRP 310S	1,947	5,338
WASTE MGMT 933S	38,632	47,882
WELLS FARGO CO 1629S		
WEX INC 73S	1,788	7,221
WHOLE FOODS MKTS 220S		
WILLIAMS CO INC 388S	11,352	17,437
WILLIAMS PTRS LP UNIT LTD 500S	15,105	22,375
WINTRUST FINL CORP 162S	5,164	7,575

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WISCONSIN ENERGY 412S	17,454	21,728
WISDOM TREE TRUST JAPAN 700S		
WORKDAY INC 222S	14,896	18,117
WRIGHT MED GRP 187S	5,505	5,025
XEROX CORP 3714S	39,903	51,476
YANDEX NV 956S		
YUM BRANDS INC 588S		

TY 2014 Other Assets Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GALLERIA NORTH CORP	88,888	8,888	8,888
FSP ENERGY TOWER I CORP	79,932	79,932	79,932
ESP PARK TEN DEV CORP	78,203	78,203	78,203
HORSECREEK LAND AND MINE	22,800	22,800	22,800
BOONE COAL AND TIMBER	7,290	7,290	7,290
NB CROSSROADS FUND XVII	304,343	269,303	269,303
HUFF ENERGY FUND	1,803,303	1,700,487	1,700,487
CARDIO VASCULAR INC	479,700	479,700	479,700
SURGI VISION	290,411	290,411	290,411
CORMATRIX I LLC	6,510	6,188	6,188
CORMATRIX II LLC	12,824	12,613	12,613
MLP INVESTMENTS	120,940	313,024	313,024

TY 2014 Other Expenses Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS FEES / EXPENSES	1,022	1,022		
PASS THRU ENTITY EXPENSES	6,593	6,593		

TY 2014 Other Income Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NB CROSSROADS	672		
CORMATRIX LLC	-533		
MLP INVESTMENTS	1,995		
MERRILL LYNCH	1,842		
ROYALTY INCOME	10		

TY 2014 Other Increases Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Description	Amount
NON TAXABLE DIVIDEND	2,347
COST ADJUSTMENT	2
NON TAXABLE DIVIDEND	2,942

TY 2014 Other Professional Fees Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	227,541	227,541		

TY 2014 Taxes Schedule

Name: WITHTINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

EIN: 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	8,909	8,909		
MISCELLANEOUS TAXES	3	3		
EXCISE TAXES	1,552			