Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

THE IRENE HERBERT ROSS AND HARPER GRANT
ROSS FOUNDATION C/O MICHAEL K RUTTER ESQ
3 PARAGON WAY #300
FREEHOLD, NJ 07728-9575

A Employer identification number: 22-6058004

B Telephone number (see instructions): 732-462-1990

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 1,591,841.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► ☒ if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,523.	34,523.	34,523.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	115,140.			
	b Gross sales price for all assets on line 6a 422,856.				
	7 Capital gain net income (from Part IV, line 2)		115,141.		
	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	149,663.	149,664.	34,523.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	6,430.	643.		5,787.
	c Other prof fees (attach sch) SEE ST 2	14,988.	7,494.		7,494.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	768.	84.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	10,110.	1,011.		9,099.
	24 **Total operating and administrative expenses** Add lines 13 through 23	32,296.	9,232.		22,380.
	25 Contributions, gifts, grants paid STMT 5	82,000.			82,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	114,296.	9,232.	0.	104,380.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	35,367.			
	b **Net investment income** (if negative, enter -0-)		140,432.		
	C **Adjusted net income** (if negative, enter -0-)			34,523.	

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Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	10,059.	10,835.	10,835.
	2 Savings and temporary cash investments	7,703.	155,574.	155,574.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less· allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	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)	1,316,007.	1,202,727.	1,425,432.
	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)	1,333,769.	1,369,136.	1,591,841.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,333,769.	1,369,136.	
	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)	1,333,769.	1,369,136.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,333,769.	1,369,136.	

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	1,333,769.
2	Enter amount from Part I, line 27a	2	35,367.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,369,136.
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	1,369,136.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 6			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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** 115,141.

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** -149.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	103,361.	1,618,094.	0.063878
2012	102,156.	1,571,033.	0.065025
2011	101,742.	1,504,975.	0.067604
2010	94,912.	1,615,124.	0.058765
2009	94,501.	1,492,900.	0.063300

2	**Total** of line 1, column (d)	2	0.318572
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	0.063714
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,642,327.
5	Multiply line 4 by line 3	5	104,639.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,404.
7	Add lines 5 and 6	7	106,043.
8	Enter qualifying distributions from Part XII, line 4	8	104,380.

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 instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	2,809.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	2,809.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,809.
6	Credits/Payments			
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	6a 1,040.		
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	1,040.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	1,769.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► MICHAEL K RUTTER ESQ Telephone no ► 732-462-1990

Located at ► 3 PARAGON WAY FREEHOLD NJ ZIP + 4 ► 07728-9575

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If 'Yes,' enter the name of the foreign country ►			

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

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

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

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL K. RUTTER ESQ. 3 PARAGON WAY STE 300 FREEHOLD, NJ 07728	DIRECTOR 2.00	0.	0.	0.
MARK S. STEVENS ESQ. 3 PARAGON WAY STE 300 FREEHOLD, NJ 07728	DIRECTOR 0.25	0.	0.	0.
JOHN WEBSTER 3 PARAGON WAY STE 300 FREEHOLD, NJ 07728	DIRECTOR 0.25	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	1,578,432.
b	Average of monthly cash balances	1b	88,905.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,667,337.
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	1,667,337.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	25,010.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,642,327.
6	**Minimum investment return.** Enter 5% of line 5	6	82,116.

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	82,116.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 2,809.		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,809.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	79,307.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	79,307.
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	79,307.

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	104,380.
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	104,380.
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	104,380.

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				79,307.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009 — 20,708.				
b From 2010 — 15,224.				
c From 2011 — 28,408.				
d From 2012 — 24,988.				
e From 2013 — 23,490.				
f Total of lines 3a through e	112,818.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 104,380.				
a Applied to 2013, but not more than line 2a			0.	
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				79,307.
e Remaining amount distributed out of corpus	25,073.			
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	137,891.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	20,708.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	117,183.			
10 Analysis of line 9				
a Excess from 2010 — 15,224.				
b Excess from 2011 — 28,408.				
c Excess from 2012 — 24,988.				
d Excess from 2013 — 23,490.				
e Excess from 2014 — 25,073.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	34,523.	
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					115,140.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				34,523.	115,140.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	149,663.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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
N/A		

Sign Here

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

Michael K. Rutter | 5/6/15 | PRESIDENT DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BEATA GROCHOWICZ	Beata Grochowicz	5/3/15		P01235580

Firm's name ▶ TILLIT ASSOCIATES LLP — Firm's EIN ▶ 45-3668831

Firm's address ▶ 4390 US ROUTE 1 PO BOX 2310 PRINCETON, NJ 08543 — Phone no (609) 452-8735

TEEA0503L 06/17/14

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX PREPARATION FEES	$ 6,430.	$ 643.		$ 5,787.
TOTAL	$ 6,430.	$ 643.	$ 0.	$ 5,787.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	$ 14,988.	$ 7,494.		$ 7,494.
TOTAL	$ 14,988.	$ 7,494.	$ 0.	$ 7,494.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON INVESTMENT INCOME	$ 684.			
FOREIGN TAX PAID ON DIVIDEND INCOME	84.	$ 84.		
TOTAL	$ 768.	$ 84.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS FEES	$ 110.	$ 11.		$ 99.
OFFICE & BOOKKEEPING SERVICES-SEE STATEM	10,000.	1,000.		9,000.
TOTAL	$ 10,110.	$ 1,011.	$ 0.	$ 9,099.

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:
DONEE'S NAME: SEE SCHEDULE ATTACHED
DONEE'S ADDRESS:
,
RELATIONSHIP OF DONEE:
ORGANIZATIONAL STATUS OF DONEE:
AMOUNT GIVEN: $ 82,000.

TOTAL $ 82,000.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	388.758 HARBOR BOND FUND	PURCHASED	VARIOUS	10/02/2014
2	76.338 PIMCO REAL RETURN CLASS A	PURCHASED	VARIOUS	1/22/2014
3	1,035.920 HARBOR BOND FUND	PURCHASED	VARIOUS	10/02/2014
4	5,662.514 PIMCO FLOATING INCOME FUND	PURCHASED	10/15/2012	1/22/2014
5	391.349 PIMCO REAL RETURN CLASS A	PURCHASED	VARIOUS	1/22/2014
6	500 CATERPILLAR INC	PURCHASED	1/09/2009	1/24/2014
7	1,200 COCA COLA CO.	PURCHASED	10/27/2008	10/22/2014
8	4,253.621 PIMCO REAL RETURN CLASS A	PURCHASED	VARIOUS	1/22/2014
9	12,377.323 HARBOR BOND FUND	PURCHASED	VARIOUS	10/02/2014
11	CAPITAL GAIN DIVIDENDS			
11	WASH SALE			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	4,738.		4,798.	-60.				$ -60.
2	846.		935.	-89.				-89.
3	12,626.		12,785.	-159.				-159.
4	50,000.		50,068.	-68.				-68.
5	4,336.		4,794.	-458.				-458.
6	43,155.		21,188.	21,967.				21,967.
7	48,764.		25,212.	23,552.				23,552.
8	47,130.		42,315.	4,815.				4,815.
9	150,864.		145,621.	5,243.				5,243.
11								1.
11								60,397.
							TOTAL	$ 115,141.

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: THE IRENE HERBERT ROSS AND HARPER GRANT
NAME: ROSS FOUNDATION
CARE OF: MICHAEL K. RUTTER ESQ.

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION
List of Donations Made in 2014 (Mailed 12/3/14)

Charity	Address	2014 Donation Amount	Check Number	Purpose of Donation
ALS Association, The	Jane H. Gilbert, President and CEO Gloria A. Benton, Regional Director - Eastern Region The ALS Association 1275 K. Street NW Suite 250 Washington, DC 20005	$3,000.00	2099	Medical research, patient and community services, public education and advocacy programs.
American Cancer Society	Kris Kim, Executive Vice President, Eastern Division American Cancer Society 132 West 32nd Street New York, NY 10001	$2,000.00	2100	Medical research, free services for cancer patients and education programs.
Arthritis Foundation New Jersey Chapter	Angela C. Ashley, Regional Director Arthritis Foundation Northeast Region, New Jersey Chapter 555 Route 1 South, Suite 320 Iselin, New Jersey 08830	$2,000.00	2101	Medical research and patient services
Associate Alumnae of Douglass College, The	Valerie Anderson Executive Director The Associate Alumnae of Douglass College 181 Ryders Lane New Brunswick, NJ 08901-8557 cc. Carol H. Hamlin, Director of Major Gifts	$4,000.00	2102	Education in Science (Summer program for High School students).
Colebrook Congregational Church	Susan T. Coggins, Assistant Treasurer Colebrook Congregational Church 471 Smith Hill Road P.O. Box 14 Colebrook, CT 06021	$4,000.00	2103	Religious contribution
Disabled American Veterans Charitable Service Trust)	Richard E. Marbes, Chairman DAV Charitable Service Trust 3725 Alexandria Pike Cold Spring, KY 41076	$3,000.00	2104	Medical services and patient care
Elijah's Promise	Jim Zullo, Executive Director Elijah's Promise 211 Livingston Avenue New Brunswick, NJ 08901	$4,000.00	2105	Community

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION
List of Donations Made in 2014 (Mailed 12/3/14)

Charity	Address	2014 Donation Amount	Check Number	Purpose of Donation
Embrace Kids Foundation	Glenn Jenkins, Executive Director The Edith and Martin Stein Building of Hope 121 Somerset Street New Brunswick, NJ 08901 cc: T.K. Shamy, Esq. Shamy & Shamy, LLC 178 Livingston Avenue New Brunswick, NJ 08901	$2,000.00	2106	Community
Grace Presbyterian Church	Rev. Beth Scibienski Grace Presbyterian Church 57 Sand Hills Road Kendall Park, New Jersey 08824	$3,000.00	2115	Religious
Healthy Eyes Alliance	Kathryn Garre Ayars, President & CEO Healthy Eyes Alliance 129 Church Street, Suite 820 New Haven, CT 06510	$2,000.00	2107	Community
Holmes Marshall Volunteer Fire Company	Darryl M. Henry, Chief Holmes Marshall Volunteer Fire Co. 5300 Deborah Drive Piscataway, NJ 08854	$2,000.00	2108	Community
Jewish Family & Vocational Service of Middlesex County	Murray Katz, President Sara Levine, Executive Director Jewish Family & Vocational Service of Middlesex County 32 Ford Avenue, Second Floor Milltown, NJ 08850	$2,000.00	2109	Community
Legal Services of New Jersey	Melville D. Miller, Jr., President Legal Services of New Jersey 100 Metroplex Drive, Suite 402 Edison, NJ 08817-2684 P.O. Box 1357 Edison, NJ 08818-1357	$4,000.00	2110	Community
Lupus Research Institute	Margaret G. Dowd, President and CEO Lupus Research Institute 330 7th Avenue, Suite 1701 New York, NY 10001	$2,000.00	2111	Medical Research
Melvyn H. Motolinsky Research Foundation	Jack Borrus, Esq., Treasurer Melvyn H. Motolinsky Research Foundation P.O. Box 7463 North Brunswick, NJ 08902	$2,000.00	2112	Medical Research

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION
List of Donations Made in 2014 (Mailed 12/3/14)

Charity	Address	2014 Donation Amount	Check Number	Purpose of Donation
Middlesex County Bar Foundation	William P. Isele, Esq., President Middlesex County Bar Foundation 87 Bayard Street New Brunswick, NJ 08901 cc: Mr Jonathan Cowles	$4,000.00	2113	Education
Middlesex County College Foundation, Inc.	Rose Cofone, Development Officer Middlesex County College Foundation, Inc. P.O. Box 3050 Edison, NJ 08818-3050	$2,000.00	2114	Education
National Multiple Sclerosis Society	Jim Roberts, Chapter President National Multiple Sclerosis Society New Jersey Metro Chapter 1 Kalisa Way, Suite 205 Paramus, NJ 07652	$3,000.00	2116	Medical research, patient services and education
New Jersey Institute for Disabilities	Venus D. Majeski, Director of Development and Community Relations New Jersey Institute for Disabilities Roosevelt Park-10 Oak Drive Edison, NJ 08837	$2,000.00	2117	Community and patient services
Northwestern Connecticut YMCA	Greg Brisco, Chief Executive Officer Northwestern Connecticut YMCA 259 Prospect Street Torrington, CT 06790	$2,000.00	2118	Community
Parkinson's Disease Foundation, Inc.	Robin Anthony Elliot, Executive Director Parkinson's Disease Foundation 1359 Broadway, Suite 1509 New York, NY 10018	$3,000.00	2119	Medical research
RWJ University Hospital Foundation	Brian D Agnew, Senior Interim Vice President for Development & Executive Director RWJ University Hospital Foundation 10 Plum Street, Suite 910 New Brunswick, NJ 08901	$3,000.00	2120	Medical
Rutgers Cancer Institute of NJ Foundation	Christopher P. Zraly Chief Financial Officer Rutgers Cancer Institute of New Jersey Foundation 7 College Avenue Winants Hall New Brunswick, NJ 08901	$5,000.00	2121	Medical research and patient services
Rutgers Preparatory School	Steven A. Loy, Headmaster Rutgers Preparatory School 1345 Easton Avenue Somerset, NJ 08873	$2,000.00	2122	Education

THE IRENE HERBERT ROSS AND HARPER GRANT ROSS FOUNDATION

List of Donations Made in 2014 (Mailed 12/3/14)

Charity	Address	2014 Donation Amount	Check Number	Purpose of Donation
Rutgers University Foundation	Christopher P. Zraly Chief Financial Officer Rutgers University Foundation 7 College Avenue- Winants Hall New Brunswick, NJ 08901-1261	$2,000.00	2123	Education
Somerset Health Care Foundation	Paul Huegel, President Laura Fino, Assistant Vice President Somerset Medical Center Foundation 110 Rehill Avenue Somerville, NJ 08876-2598	$2,000.00	2124	Medical
St. Peter's Foundation [hospital]	James S. Choma, Executive Director Saint Peter's Foundation 254 Easton Avenue New Brunswick, NJ 08901-1766	$2,000.00	2125	Medical
Waksman Institute	Robert W. Rossi, Executive Officer Waksman Institute, Rutgers University 190 Frelinghuysen Road Piscataway, NJ 08854-8020 cc: Mr. Christopher Zraly	$3,000.00	2126	Education/Research
Yale University (Ross Endowment)	Joan E. O'Neill, Vice President for Development Yale University, Office of Development P.O. Box 2038 New Haven, Connecticut 06521-2038	$6,000.00	2127	Education
Total Gifts To Be Made for 2014		**$82,000.00**		

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

STREET ADDRESS:	3 PARAGON WAY STE 300
CITY, STATE, ZIP CODE:	FREEHOLD, NJ 07728-9575
TELEPHONE:	732-462-1990
E-MAIL ADDRESS:	
FORM AND CONTENT:	REQUEST MAY BE VERBAL OR WRITTEN AND DESCRIBE THE USE OF THE GRANT
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	PREFERENCE GIVEN TO NEW JERSEY AND CONNECTICUT ORGANIZATIONS BUT OTHERS MAY QUALIFY

STATEMENT REGARDING OTHER EXPENSES AND PAYMENT TO DISQUALIFIED PERSON
SEE STATEMENT #4 AND PART VII-B 1A(4)

DURING 2014, THE FOUNDATION PAID $10,000 TO THE LAW FIRM OF WATSON, STEVENS, RUTTER & ROY, LLP FOR OFFICE AND BOOKKEEPING SERVICES FOR WHICH TWO OF THE DIRECTORS, MICHAEL K. RUTTER AND MARK S. STEVENS ARE ALSO MEMBERS OF THE FIRM. THESE BENEFITS RECEIVED BY THE LAW FIRM AND INDIRECTLY BY THE DISQUALIFIED PERSONS DO NOT EXCEED THE VALUE OF THE BENEFITS THE PRIVATE FOUNDATION RECEIVED IN THE EXCHANGE.

THE IRENE HERBERT ROSS AND
HARPER GRANT ROSS FOUNDATION
Mutual Funds Investment December 31, 2014
F.I.D. #22-6058004

Mutual Funds Investment	Book Value	Fair Market Value
Lord Abbett Bond Debenture A	57,091	58,067
Pimco Credit Absolute Return A	66,963	63,050
Pimco Floating Income Fund A	83,678	77,933
PIMCO Income A	55,439	55,215
PIMCO Senior Floating Rate A	51,717	50,423
Allianz Dividend Value Fund A	91,202	123,702
FPA Crescent Inst	76,739	107,832
Artisan Mid Cap Value	67,541	72,692
Gabelli Asset Fund	92,943	155,363
AMG Yacktman Fund Service Class	96,480	129,868
Allianz Small Cap Value Fund A	104,580	99,437
Royce Total Return Fund	82,062	99,365
First Eagle Global Fund A	149,891	196,505
Oppenheimer Developing Markets Fund A	52,280	51,684
Robeco Boston Prtns Lg/Sh Research I	50,931	56,228
Verizon Communications	23,190	28,068
Total	1,202,727	1,425,432