



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO AUGUST 17, 2015
Return of Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

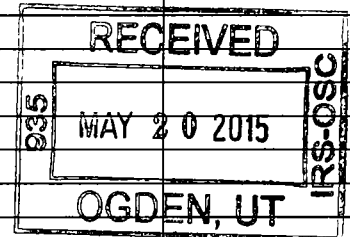
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning , and ending

Name of foundation G B STUART CHAR FOUNDATION		A Employer identification number 23-2042245
Number and street (or P O box number if mail is not delivered to street address) 15 STATE AVENUE	Room/suite 101	B Telephone number 717 243-3737
City or town, state or province, country, and ZIP or foreign postal code CARLISLE, PA 17013		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,045,311. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		467,956.	467,956.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,015,323.			
b Gross sales price for all assets on line 6a 7,600,177.					
7 Capital gain net income (from Part IV, line 2)			1,015,323.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,483,279.	1,483,279.		
13 Compensation of officers, directors, trustees, etc		223,642.	81,883.		141,759.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		213.	0.		213.
b Accounting fees STMT 3		1,700.	0.		1,700.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		64,291.	4,457.		12,669.
19 Depreciation and depletion					
20 Occupancy		14,400.	0.		14,400.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		44,269.	3,598.		40,671.
24 Total operating and administrative expenses. Add lines 13 through 23		348,515.	89,938.		211,412.
25 Contributions, gifts, grants paid		626,916.			626,916.
26 Total expenses and disbursements. Add lines 24 and 25		975,431.	89,938.		838,328.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		507,848.			
b Net investment income (if negative, enter -0-)			1,393,341.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 27 2015



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,475.	7,060.	7,060.
	2 Savings and temporary cash investments	305,245.	397,550.	397,550.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	13,232,091.	12,992,992.	12,992,992.
	c Investments - corporate bonds STMT 7	5,073,028.	5,504,192.	5,504,192.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	141,245.	143,517.	143,517.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,756,084.	19,045,311.	19,045,311.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	18,756,084.	19,045,311.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	18,756,084.	19,045,311.		
31 Total liabilities and net assets/fund balances	18,756,084.	19,045,311.		

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	18,756,084.
2 Enter amount from Part I, line 27a	2	507,848.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,263,932.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	218,621.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,045,311.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 7,600,177.		6,584,854.	1,015,323.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,015,323.

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	1,015,323.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 (col. (b) divided by col. (c))
2013	826,234.	17,583,043.	.046990
2012	823,404.	16,561,260.	.049719
2011	771,933.	16,648,639.	.046366
2010	711,225.	15,765,940.	.045111
2009	874,968.	14,315,675.	.061120

2 Total of line 1, column (d)	2	.249306
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	.049861
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	18,880,832.
5 Multiply line 4 by line 3	5	941,417.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,933.
7 Add lines 5 and 6	7	955,350.
8 Enter qualifying distributions from Part XII, line 4	8	838,328.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	27,867.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	27,867.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	27,867.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	27,200.	
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	27,200.	
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	667.	
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ TAXPAYER Telephone no. ▶ 717 243-3737 Located at ▶ 15 STATE AVENUE, SUITE 101, CARLISLE, PA ZIP+4 ▶ 17013-4456			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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 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 ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Form 990-PF (2014)

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		223,642.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services	0
---	----------

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

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount

Form **990-PF** (2014)

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	18,736,012.
b	Average of monthly cash balances	1b	432,345.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,168,357.
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	19,168,357.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	287,525.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,880,832.
6	Minimum investment return. Enter 5% of line 5	6	944,042.

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	944,042.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	27,867.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,867.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	916,175.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	916,175.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	916,175.

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	838,328.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	838,328.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	838,328.

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				916,175.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			808,362.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 838,328.				
a Applied to 2013, but not more than line 2a			808,362.	
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				29,966.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				886,209.
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 <i>Paid during the year</i>				
SEE ATTACHED LIST				626,916.
Total			▶ 3a	626,916.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

G B STUART CHAR FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	M&T INVESTMENT GROUP	P	VARIOUS	VARIOUS
b	M&T INVESTMENT GROUP	P	VARIOUS	VARIOUS
c	M&T INVESTMENT GROUP	P	VARIOUS	VARIOUS
d	MELLON BANK N.A.	P	VARIOUS	VARIOUS
e	MELLON BANK N.A.	P	VARIOUS	VARIOUS
f	MELLON BANK N.A.	P	VARIOUS	VARIOUS
g	MELLON BANK N.A.	P	VARIOUS	VARIOUS
h	MELLON BANK N.A.	P	VARIOUS	VARIOUS
i	MELLON BANK N.A.	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(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 490,395.		509,328.	-18,933.
b 1,064,899.		863,078.	201,821.
c 897,477.		795,680.	101,797.
d 295,800.		264,587.	31,213.
e 346,116.		267,742.	78,374.
f 324,318.		302,416.	21,902.
g 479,003.		357,843.	121,160.
h 2,005,440.		1,905,767.	99,673.
i 1,472,478.		1,318,413.	154,065.
j 224,251.			224,251.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-18,933.
b			201,821.
c			101,797.
d			31,213.
e			78,374.
f			21,902.
g			121,160.
h			99,673.
i			154,065.
j			224,251.
k			
l			
m			
n			
o			

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	1,015,323.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
DIVS & INT. - M&T-INV.MGT	337,695.	136,099.	201,596.	201,596.		
DIVS & INT. - MELLON	348,737.	88,152.	260,585.	260,585.		
MISC. INCOME - MELLON	5,775.	0.	5,775.	5,775.		
TO PART I, LINE 4	692,207.	224,251.	467,956.	467,956.		

FORM 990-PF		LEGAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	213.	0.		213.		
TO FM 990-PF, PG 1, LN 16A	213.	0.		213.		

FORM 990-PF		ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	1,700.	0.		1,700.		
TO FORM 990-PF, PG 1, LN 16B	1,700.	0.		1,700.		

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	4,457.	4,457.		0.	
EMPLOYER TAXES	12,669.	0.		12,669.	
ESTIMATED TAXES	47,165.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	64,291.	4,457.		12,669.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEDICAL INSURANCE	25,942.	0.		25,942.	
INSURANCE	3,350.	0.		3,350.	
TELEPHONE	3,250.	0.		3,250.	
POSTAGE	109.	0.		109.	
MEETING EXPENSE	3,622.	0.		3,622.	
SUPPLIES AND MISC.	2,117.	0.		2,117.	
SUBSCRIPTIONS, ETC.	1,757.	0.		1,757.	
INVESTMENT EXPENSES	3,598.	3,598.		0.	
OFFICE EQUIPMENT	424.	0.		424.	
MAINTENANCE	100.	0.		100.	
TO FORM 990-PF, PG 1, LN 23	44,269.	3,598.		40,671.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
INVESTMENTS-MELLON	6,860,075.	6,860,075.		
INVESTMENTS-M & T	6,132,917.	6,132,917.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,992,992.	12,992,992.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-MELLON	3,225,979.	3,225,979.
INVESTMENTS-M & T	2,278,213.	2,278,213.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,504,192.	5,504,192.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVES-MELLON	FMV	143,517.	143,517.
TOTAL TO FORM 990-PF, PART II, LINE 13		143,517.	143,517.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MELLON BANK, N.A, P.O. BOX 185 PITTSBURGH, PA 15230	TRUSTEE 40.00	28,236.	0.	0.
M & T INVESTMENT GROUP 101 WEST THIRD STREET WILLIAMSPORT, PA 17701	MONEY MGR. ADVISOR 40.00	21,807.	0.	0.
BARBARA E. FALCONER 15 STATE AVENUE, STE.101 CARLISLE, PA 17013	OFFICER 4.00	4,800.	0.	0.
VICTORIA J. MACAULEY 15 STATE AVENUE, STE.101 CARLISLE, PA 17013	OFFICER 3.00	4,800.	0.	0.
ALISON J. ALIOTO 15 STATE AVENUE, STE.101 CARLISLE, PA 17013	OFFICER 3.00	4,800.	0.	0.
KEITH D. FALCONER 15 STATE AVENUE, STE.101 CARLISLE, PA 17013	EXECUTIVE DIRECTOR 40.00	114,886.	0.	0.
KAREN FAIRCLOTH 15 STATE AVENUE, STE.101 CARLISLE, PA 17013	SECRETARY 40.00	44,313.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		223,642.	0.	0.

G.B. STUART CHARITABLE FOUNDATION - EIN 23-2042245
Form 990PF - GRANTS PAID DURING YEAR 2014

Name and Address	Relationship	Status	Purpose of Grant	Amount
Army Heritage Foundation 950 Soldiers Drive, Ridgway Hall Carlisle, PA 17013	N/A	PC	Support for design fees & construction management costs of AHEC's latest phase of expansion	\$ 30,000.00
Big Brothers/Big Sisters of the Capital Region, 1500 N. Second St., Ste. H Harrisburg, PA 17102-2529	N/A	PC	For school based mentoring program within the Cumberland Valley School District	\$ 5,000.00
The Bison Foundation 623 West Penn Street Carlisle, Pa. 17013	N/A	PC	Support of Bison summer reading and math programs	\$ 10,000.00
Borough of Carlisle 53 W. South St., Carlisle, PA 17013	N/A	PC	For Carlisle Police Department for Junior Academy	\$ 2,000.00
Capital Resources Conservation and Development Inc., 401 E. Louther St., Ste. 307 Carlisle, PA 17013	N/A	PC	To support LEAF Project 2015 Leadership Intern Program	\$ 7,560.00
Carlisle Area Little League P.O. Box 1117 Carlisle, PA 17013	N/A	PC	To support purchase of lights at Letort Field	\$ 35,000.00
Carlisle Arts Learning Center 38 West Pomfret Street Carlisle, PA 17013	N/A	PC	Capital Campaign	\$ 25,000.00
Carlisle Meals-on-Wheels, Inc. 204 East Springville Road Boiling Springs, PA 17007	N/A	PC	Support to provide services to clients in local community	\$ 10,000.00

G.B. STUART CHARITABLE FOUNDATION - EIN 23-2042245
Form 990PF - Grants paid during year 2014

Carlisle Rotary Club Foundation P. O. Box 301, Carlisle, PA 17013	N/A	PC	2014 and 2015 Carlisle "Downtown Flower Basket" project	\$ 13,720.00
Carlisle Volunteer Firefighters Assoc. 53 W. South St., Carlisle, PA 17013	N/A	PC	Support of Carlisle Borough fire companies	\$ 10,000.00
Cumberland County Historical Society 21 N. Pitt Street Carlisle, PA 17013	N/A	PC	Support of 20th annual McLain Festival (\$500) Support of new youth education/historical workshop space (\$60,000)	\$ 60,500.00
Cumberland-Goodwill Emergency Medical Services, 519 S. Hanover Street, Carlisle, PA 17013	N/A	PC	Toward purchase of specified new equipment	\$ 8,923.00
CPARC (Arc of Cumberland and Perry Counties) 71 Ashland Ave., Carlisle, PA 17013	N/A	PC	General support	\$ 5,000.00
Dickinson Presbyterian Church 12 Church Road Carlisle, PA 17015	N/A	PC	Repair & resurface of driveway & parking area	\$ 50,000.00
Eagle Foundation 6746 Carlisle Pike Mechanicsburg, PA 17050	N/A	PC	Support of summer math booster program	\$ 10,000.00
Employment Skills Center 29 South Hanover Street Carlisle, PA 17013	N/A	PC	Upgrades to their facility & technology	\$ 49,856.00
Exponent Philanthropy (formerly Assoc. of Small Foundations), 4905 Del Ray Avenue, Suite 200 Bethesda, MD 10814	N/A	PC	General support	\$ 1,500.00

G.B.STUART CHARITABLE FOUNDATION - EIN 23-2042245
Form 990PF - Grants paid during year 2014

Habitat for Humanity 39 Heisers Lane Carlisle, PA 17013	N/A	PC	General support	\$ 5,000.00
Harrisburg Symphony Orchestra 800 Corporate Circle Harrisburg, PA 17110	N/A	PC	Presenting sponsor for free concerts in July 2015 & July 2016	\$ 15,000.00
His Hands Auto Repair Ministry Inc. PO Box 237, 72 E. Main St., Plainfield, PA 17081	N/A	PC	Construction of a small addition to current location on College Street	\$ 21,000.00
Hoffman Homes Inc. 815 Orphanage Road Littlestown, PA 17340	N/A	PC	To purchase new paint for their residences, replace 8 lost trees & replace old furniture in common living room & kitchen area	\$ 7,000.00
Hope Station 149 West Penn Street Carlisle, PA 17013	N/A	PC	General support	\$ 10,000.00
Hospice of Central Pennsylvania 1320 Linglestown Road, Harrisburg, PA 17110	N/A	PC	General support of fundraiser	\$ 5,000.00
Humane Society of Harrisburg Area 7790 Grayson Road, Harrisburg, PA 17111	N/A	PC	General support	\$ 5,000.00
Junior Achievement of South Central PA 610 South George Street York, PA 17401	N/A	PC	To expand programs within the Carlisle School District	\$ 15,000.00
Keystone Service Systems, Inc. 124 Pine Street Harrisburg, PA 17101	N/A	PC	For Susquehanna Service Dogs to raise, train & place one service dog (\$20,000); For Susquehanna Service Dogs Capital Campaign to renovate new facility (\$15,000)	\$ 35,000.00

G.B. STUART CHARITABLE FOUNDATION - EIN 23-2042245
Form 990PF - Grants paid during year 2014

Leg Up Farm 4880 N. Sherman Street Mt. Wolf, PA 17347-9637	N/A	PC	To support life-changing therapeutic and educational programs for special needs children in Cumberland County	\$ 5,000.00
The Lustgarten Foundation for Pancreatic Cancer 1111 Stewart Ave., Bethpage, NY 11714	NA	PC	General assistance	\$ 5,000.00
Make-a-Wish Foundation of Phila. & Susquehanna Valley 1054 Holland Avenue Lancaster, PA 17601	N/A	PC	Support of 2015 "Wish Fulfillment Program" of a child in Cumberland County	\$ 5,000.00
Mid-Penn Motion P. O. Box 622, Camp Hill, PA 17011	N/A	PC	General support for their financial assistance program	\$ 10,000.00
Messiah Lifeways Community Support Services 100 Mt. Allen Drive, Mechanicsburg, PA 17055	N/A	PC	Purchase of two new lift chairs	\$ 4,230.00
National Audubon Society Inc. 225 Varick St., 7th Floor, New York, NY 10014	N/A	PC	To support bathroom facility construction at the Hawk Watch at Waggoner's Gap	\$ 15,000.00
New Hope Ministries 211 S. Baltimore Street P. O. Box 448 Dillsburg, PA 17019	N/A	PC	For additional costs of the new deck leveler	\$ 10,000.00
Pennsylvania Fly Fishing Museum Association P. O. Box 205, Boiling Springs, PA 17007	N/A	PC	Acquisition of new video surveillance security system	\$ 5,222.00
Project Share of Carlisle 5 North Orange Street Carlisle, PA 17013	N/A	PC	Purchase new T8 lights in warehouse (\$4,500); support to build new Farm Stand (\$36,000.)	\$ 40,500.00

G. B. STUART CHARITABLE FOUNDATION - EIN 23-2042245
Form 990PF- Grants paid during year 2014

Safe Harbour 102 W. High St., Ste. 200 Carlisle, PA 17013	N/A	PC	General support	\$ 15,000.00
Samaritan Fellowship P. O. Box 495 Carlisle, PA 17013	N/A	PC	General assistance (\$10,000); Restricted Fund (\$10,000)	\$ 20,000.00
Three Star Foundation 121 Hunters Ridge Drive Harrisburg, PA 17110	N/A	PC	General support of continued development of mentoring and basketball programs on the West Shore	\$ 10,000.00
United Methodist Home for Children Residential Inc., 5120 Simpson Ferry Rd. Mechanicsburg, PA 17050	N/A	PC	Support of their Residential Care Program	\$ 5,000.00
Vision Resources of Central PA 1800 N. Second St., Harrisburg, PA 17102	N/A	PC	To bring "Visiting Artist Program" to VROCP support group in Carlisle	\$ 1,000.00
Volunteers of America 2112 Walnut Street Harrisburg, PA 17103	N/A	PC	General support to aid seniors with Alzheimer's Disease, their family members & caregivers in Cumberland County	\$ 5,000.00
West Shore Advanced Life Support Services Inc. 205 Grandview Ave., Camp Hill, PA 17011	N/A	PC	Ballistic vest plates	\$ 16,405.20
West Shore Symphony Orchestra P.O. Box 125 Mechanicsburg, PA 17055	N/A	PC	Support of free 2015 Family Concert Series	\$ 2,500.00
TOTAL				\$ 626,916.20

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	G B STUART CHAR FOUNDATION	23-2042245
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	15 STATE AVENUE, NO. 101	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CARLISLE, PA 17013	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

TAXPAYER

- The books are in the care of ► **15 STATE AVENUE, SUITE 101 - CARLISLE, PA 17013-4456**
Telephone No. ► **717 243-3737** Fax No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2014** or
- ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	27,867.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	27,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.