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 , 20

Name of foundation: SKILLING JOSEPH KENNARD T/D

A Employer identification number: 23-6419739

Number and street (or P O. box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): 800-352-3705

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,089,731.

J Accounting method: [X] 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 Check ▶ [X] if the foundation is **not** required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 12. | 12. | | STMT 1 |
| | 4 Dividends and interest from securities | 107,207. | 106,200. | | STMT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 296,124. | | | |
| | b Gross sales price for all assets on line 6a 2,004,008. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 296,124. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 3,933. | 3,933. | | STMT 3 |
| | 12 **Total.** Add lines 1 through 11 | 407,276. | 406,269. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 123,532. | 92,649. | | 30,883. |
| | 14 Other employee salaries and wages | | NONE | NONE | |
| | 15 Pension plans, employee benefits | | NONE | NONE | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) STMT 4 | 1,000. | NONE | NONE | 1,000. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) STMT 5 | 1,889. | 1,088. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) STMT 6 | 1,650. | | | 1,650. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 128,071. | 93,737. | NONE | 33,533. |
| | 25 Contributions, gifts, grants paid | 195,000. | | | 195,000. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 323,071. | 93,737. | NONE | 228,533. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a **Excess of revenue over expenses and disbursements** | 84,205. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 312,532. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | | |

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| **Assets** | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 257,732. | 176,026. | 176,026. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less. allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less: allowance for doubtful accounts ▶ NONE | | | |
| | 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) STMT 7 | 2,769,387. | 2,785,249. | 3,357,007. |
| | c Investments - corporate bonds (attach schedule) STMT 8 | 1,370,155. | 1,518,109. | 1,556,698. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) STMT 9 | | | |
| | 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) | 4,397,274. | 4,479,384. | 5,089,731. |
| **Liabilities** | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | | NONE | |
| **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 | 4,397,274. | 4,479,384. | |
| | 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) | 4,397,274. | 4,479,384. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 4,397,274. | 4,479,384. | |

**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 | 4,397,274. |
| 2 | Enter amount from Part I, line 27a | 2 | 84,205. |
| 3 | Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE | 3 | 11,115. |
| 4 | Add lines 1, 2, and 3 | 4 | 4,492,594. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 5 | 13,210. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,479,384. |

## 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 | PUBLICLY TRADED SECURITIES | | | |
| 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 | 2,004,008. | | 1,707,884. | 296,124. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 296,124. |
| 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 | 296,124. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | 3 | |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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 | 157,731. | 4,951,631. | 0.031854 |
| 2012 | 165,089. | 4,680,484. | 0.035272 |
| 2011 | 239,665. | 4,719,282. | 0.050784 |
| 2010 | 262,302. | 4,515,021. | 0.058095 |
| 2009 | 221,075. | 3,925,377. | 0.056319 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.232324 |
| 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 | 0.046465 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 5,085,592. |
| 5 | Multiply line 4 by line 3 | 5 | 236,302. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,125. |
| 7 | Add lines 5 and 6 | 7 | 239,427. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 228,533. |

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) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 6,251. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 6,251. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 6,251. |
| 6 | Credits/Payments: | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 1,390. | | |
| b | Exempt foreign organizations - tax withheld at source — 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: NONE | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 1,390. |
| 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 | 4,861. |
| 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** ▶ NONE **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? | 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. ▶ $ ______ (2) On foundation managers. ▶ $ ______ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 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 |
| 4a | 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 | | |
| 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, col. (c), and Part XV* | 7 | 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* | 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 ▶ WELLS FARGO BANK NA Telephone no. ▶ (800)352-3705

Located at ▶ 1W 4TH ST 2ND FLOOR, WINSTON SALEM, NC ZIP+4 ▶ 27101-3818

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 |

| | | | 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

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

| | | | Yes | No |
|---|---|---|---|---|
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? | 1c | | X |

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No

If "Yes," list the years ▶ ________ , ________ , ________ , ________

| | | | Yes | No |
|---|---|---|---|---|
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | 2b | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| b | If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* | 3b | | |
| 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 |

**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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . [ ] Yes [X] No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) . . . [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . 5b
Organizations relying on a current notice regarding disaster assistance check here . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . [ ] Yes [ ] No
*If "Yes," attach the statement required by Regulations section 53.4945-5(d).*

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . [ ] Yes [X] 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . 7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| WELLS FARGO BANK NA<br>1525 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288 | CO TRUSTEE<br>40 | 62,642. | -0- | -0- |
| WILLIAM W SPALDING<br>8624 CHELTENHAM AVE, WYNDMOOR, PA 19038 | CO-TRUSTEE<br>4 | 20,879. | -0- | -0- |
| MARY LOUISE MANN<br>602 WILLOWMERE LANE, PHILADELPHIA, PA 19002 | CO-TRUSTEE<br>4 | 19,132. | -0- | -0- |
| CHRISTINA MCKINLEY<br>8503 TRUMBAUER DR, WYNDMOOR, PA 19006 | CO-TRUSTEE<br>4 | 20,879. | -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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 . . . ▶ NONE

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**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 NONE | |
| 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 NONE | |
| 2 | |
| All other program-related investments. See instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 5,051,022. |
| b | Average of monthly cash balances | 1b | 112,016. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 5,163,038. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 5,163,038. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 77,446. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 5,085,592. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 254,280. |

**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 | 254,280. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 — 2a: 6,251. | | |
| b | Income tax for 2014. (This does not include the tax from Part VI.) — 2b | | |
| c | Add lines 2a and 2b | 2c | 6,251. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 248,029. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 248,029. |
| 6 | Deduction from distributable amount (see instructions) | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 248,029. |

**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 | 228,533. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 228,533. |
| 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 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 228,533. |

**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 | | | | | 248,029. |
| 2 Undistributed income, if any, as of the end of 2014. | | | | | |
| a Enter amount for 2013 only | | | | 90,818. | |
| b Total for prior years 20 12 ,20 ,20 | | | NONE | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | | |
| a From 2009 | NONE | | | | |
| b From 2010 | NONE | | | | |
| c From 2011 | NONE | | | | |
| d From 2012 | NONE | | | | |
| e From 2013 | NONE | | | | |
| f **Total** of lines 3a through e | | NONE | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 228,533. | | | | | |
| a Applied to 2013, but not more than line 2a | | | | 90,818. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | NONE | | | |
| d Applied to 2014 distributable amount | | | | | 137,715. |
| e Remaining amount distributed out of corpus | | NONE | | | |
| 5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | NONE | | | NONE |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | NONE | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | NONE | | |
| 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 | | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | | NONE | | |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions | | | | | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | | 110,314. |
| 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) | | NONE | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | | NONE | | | |
| 9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a | | NONE | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2010 | NONE | | | | |
| b Excess from 2011 | NONE | | | | |
| c Excess from 2012 | NONE | | | | |
| d Excess from 2013 | NONE | | | | |
| e Excess from 2014 | NONE | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

## Part XV Supplementary Information (continued)

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

| Recipient<br>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* | | | | |
| SEE ATTACHED LIST<br>1 WEST 4TH STREET WINSTON SALEM NC 27101 | NA | PC | GENERAL | 195,000. |
| **Total** ▶ 3a | | | | 195,000. |
| **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 | | | 14 | 12. | |
| 4 Dividends and interest from securities | | | 14 | 107,207. | |
| 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 | | | 18 | 296,124. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b INC FROM MUTUAL FD | | | 01 | 3,933. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 407,276. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 407,276.

(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.) |
|---|---|
| | NOT APPLICABLE |

## 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 | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

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

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

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

**b** If "Yes," complete the following schedule.

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

**Sign Here**

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

S.V.P.

Wells Fargo Bank, N.A. | 04/28/2015 | Trustee

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 |
|---|---|---|---|---|
| | | | | |

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

# Tax Return Reconcilement

Joseph Kennard Skilling Trust

29 April 2015

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|---|---|
| 1812 Productions, Inc.<br>2329 South 3rd Street<br>Philadelphia, PA 19148 | 232938464<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | 1812 Outreach(to pay our Teaching Artists, who go into classrooms and work with the students every week, all year long and accumulating resources for the program, such as props, costumes, and other artistic supplies) | 2/24/2014 | $2,000.00 |
| Bethesda Project<br>1630 South Street<br>Philadelphia, PA 19146 | 232209338<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Housing, Shelter, and Services for Homeless Individuals | 2/24/2014 | $3,000.00 |
| Boys & Girls Clubs of Philadelphia<br>1518 Walnut St.<br>Suite 712<br>Philadelphia, PA 19102 | 231966756<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Boys & Girls Clubs of Philadelphia Call to Action Literacy Initiative | 2/24/2014 | $4,000.00 |
| Calcutta House, Inc.<br>1601 West Girard Avenue<br>Philadelphia, PA 19130 | 232532463<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | In support of Calcutta House's Housing and Supportive Services for Homeless Adults with HIV/AIDS | 2/24/2014 | $3,000.00 |
| Career Wardrobe<br>21 S. 12th Street, Suite 110<br>Philadelphia, PA 19107 | 232900156<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Gateway to Success Job Readiness Education Program | 2/24/2014 | $3,000.00 |
| Center for Advocacy for the Rights & Interests of the Elderly aka CARIE<br>Two Penn Center<br>1500 JFK Boulevard, Suite 1500<br>Philadelphia, PA 19102 | 232075900<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | CARIE LINE | 2/24/2014 | $4,000.00 |

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|---|---|
| Chestnut Hill Meals On Wheels<br>1710 Bethlehem Pike<br>Flourtown, PA 19031 | 264192537<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General Operating Costs in Support of Expanded Outreach | 2/24/2014 | $4,000.00 |
| Child Abuse Prevention Effort<br>499 N. 5th Street<br>Suite A<br>Philadelphia, PA 19123 | 237286726<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Emergency Family Fund | 2/24/2014 | $3,000.00 |
| Committee for Dignity and Fairness for the Homeless Housing Development, Inc. (Dignity Housing)<br>5227-R Germantown Ave<br>Philadelphia, PA 19144 | 222611146<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Dignity ROCs | 2/24/2014 | $2,000.00 |
| Fight to Learn Program<br>P.O. Box 45237<br>Philadelphia, PA 19124 | 753023495<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | After School Program | 2/24/2014 | $3,000.00 |
| John Bartram Association<br>54th Street and Lindbergh Boulevard<br>Philadelphia, PA 19143 | 237393771<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Children's Education Programs at Bartram's Garden | 2/24/2014 | $1,000.00 |
| Little Brothers-Friends of the Elderly<br>642 North Broad Street - Lobby Level<br>Philadelphia, PA 19130 | 232655712<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Outreach to Socially Isolated, Low Income, Inner City Elderly | 2/24/2014 | $4,000.00 |
| Metropolitan Area Neighborhood Nutrition Alliance<br>2323 Ranstead St<br>Philadelphia, PA 19103 | 232586142<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Medically Appropriate Meals for People with Life-Threatening Illnesses | 2/24/2014 | $4,000.00 |
| Need in Deed<br>211 N. 13th Street, Suite 501,<br>Philadelphia, PA 19107<br>Philadelphia, PA 19107 | 222801813<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Service-Learning Integration in Philadelphia School Classrooms | 2/24/2014 | $5,000.00 |

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
| --- | --- | --- | --- | --- |
| Penn Asylum For Indigent Widows And Singlewomen<br>1401 East Susquehanna Avenue<br>Philadelphia, PA 19125 | 231580962<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Benevolent Resident Subsidy Program | 2/24/2014 | $3,000.00 |
| Philadelphia Freedom Valley Young Mens Christian Association<br>2000 Market Street, Suite 750<br>Philadelphia, PA 19103 | 231243965<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | 7th Grade Initiative | 2/24/2014 | $4,000.00 |
| Project Forward Leap Foundation<br>Two Logan Square, 100 North 18th Street, Suite 300<br>Philadelphia, PA 19103 | 232537550<br>501(c)(3)<br>FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Philadelphia Academic Enrichment Program | 2/24/2014 | $3,000.00 |
| Retired Senior Volunteer Program Of Montgomery County Pa<br>925 Harvest Drive, Suite 100<br>Blue Bell, PA 19422 | 232121691<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | RSVP' Educationally-Based Programs for Children and Youth | 2/24/2014 | $5,000.00 |
| Silver Springs-Martin Luther School<br>512 W. Township Line Road<br>Plymouth Meeting, PA 19462-1001 | 232310084<br>501(c)(3)<br>FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church | Specialized Trauma Therapy for Children in Residential Treatment at Silver Springs - Martin Luther School | 2/24/2014 | $4,000.00 |
| Taller Puertorriqueno, Inc.<br>2721 N. 5th St.<br>Philadelphia, PA 19133 | 231946165<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Art and Cultural Education Programs for At-Risk Youth | 2/24/2014 | $3,000.00 |
| United Negro College Fund Inc.<br>211 North 13th Street, Suite 301<br>Philadelphia, PA 19107 | 131624241<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Joseph Kennard Skilling Trust Scholarship | 2/24/2014 | $5,000.00 |
| Whosoever Gospel Mission and Rescue Home Assoc. of Germantown<br>Post Office Box 48308<br>Philadelphia, PA 19144 | 231352579<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | The grant will be used to support our residential New Life Program for homeless, disadvantaged men. | 2/24/2014 | $5,000.00 |

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|---|---|
| Williamson Free School of Mechanical Trades<br>106 S. New Middletown Road<br>Media, PA 19063 | 231352691<br>501(c)(3)<br>FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Student Scholarships/General Operating | 2/24/2014 | $5,000.00 |
| Wilma Theater Inc.<br>265 South Broad Street<br>Philadelphia, PA 19107-5659 | 237425668<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Wilmagination | 2/24/2014 | $3,000.00 |
| Women Organized Against Rape<br>1617 John F. Kennedy Blvd., Suite 1100<br>One Penn Center at Suburban Station<br>Philadelphia, PA 19103 | 231909487<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Hope, Help and Healing for Victims of Sexual Violence and Community Outreach and Prevention Education | 2/24/2014 | $3,000.00 |
| Wyck Association<br>6026 Germantown Avenue<br>Philadelphia, PA 19144 | 232121975<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | The Wyck Home Farm Community Programs | 2/24/2014 | $3,000.00 |
| Inglis Foundation<br>2600 Belmont Avenue<br>Philadelphia, PA 19131 | 232326553<br>501(c)(3)<br>FC17-509(a)(3) under 170(b)(1)(A)(viii) | General Operating Support for Inglis Care Management Program (ICM) | 3/10/2014 | $4,000.00 |
| Academy of Natural Sciences of Philadelphia<br>1900 Benjamin Franklin Parkway<br>Philadelphia, PA 19103 | 231352000<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Autism Access at the Academy of Natural Sciences | 6/30/2014 | $3,000.00 |
| Adoption Center of Delaware Valley<br>1500 Walnut Street, Suite 701<br>Philadelphia, PA 19102 | 232484926<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Adoption Recruitment Enhancement Services | 6/30/2014 | $4,000.00 |
| Associated Services for the Blind<br>919 Walnut Street, 5th floor<br>Philadelphia, PA 19107 | 231370508<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Expansion of Client Services into Satellite Locations | 6/30/2014 | $5,000.00 |

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|---|---|
| Awbury Arboretum Association Inc<br>One Awbury Road<br>Philadelphia, PA 19138 | 222614286<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Awbury Teen Leadership Corps | 6/30/2014 | $3,000.00 |
| Baker Industries, Inc.<br>184 Pennsylvania Avenue<br>Malvern, PA 19355 | 232560245<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Baker Industries Unique Workforce development Program | 6/30/2014 | $5,000.00 |
| Boy Scouts of America - Cradle of Liberty Council<br>1485 Valley Forge Rd<br>Wayne, PA 19087 | 231352052<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | ScoutReach | 6/30/2014 | $5,000.00 |
| Center for Autism<br>3905 Ford Road, Suite 6<br>Philadelphia, PA 19131 | 231728027<br>501(c)(3)<br>FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research | The Social Competency Program | 6/30/2014 | $3,000.00 |
| Center for Parenting Education<br>1863 Old York Road<br>Suite B<br>Abington, PA 19001 | 233025681<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Online Library of Parenting Articles | 6/30/2014 | $3,000.00 |
| Childrens Village<br>125 N. 8th Street<br>Philadelphia, PA 19106 | 232223552<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | School-Age Program | 6/30/2014 | $3,000.00 |
| Church Farm School<br>1001 East Lincoln Highway<br>Exton, PA 10341 | 231370498<br>501(c)(3)<br>FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | The Griffin Scholars Program | 6/30/2014 | $3,000.00 |
| Clarke Pennsylvania Inc<br>625 Wister Street<br>Philadelphia, PA 19144 | 233065167<br>501(c)(3)<br>FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Early Childhood and Preschool Center for Children who are Deaf and Hard of Hearing | 6/30/2014 | $5,000.00 |
| Domestic Abuse Project of Delaware County, Inc.<br>14 West Second Street<br>Media, PA 19063 | 232053144<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Domestic Violence Prevention and Intervention Services | 6/30/2014 | $4,000.00 |

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|---|---|
| Drueding Center<br>413 W. Master St.<br>Philadelphia, PA 19122 | 231532883<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Drueding Center Youth Services | 6/30/2014 | $5,000.00 |
| Episcopal Community Services of the Diocese of Pennsylvania<br>225 South Third Street<br>Philadelphia, PA 19106 | 231352290<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | St. Barnabas Mission | 6/30/2014 | $4,000.00 |
| Franklin Institute<br>222 North 20th Street<br>Philadelphia, PA 19103 | 231370501<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Community Education Programs | 6/30/2014 | $4,000.00 |
| Maternity Care Coalition<br>2000 Hamilton St<br>Suite 205<br>Philadelphia, PA 19130 | 232200410<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | MOMobile Riverside Correctional Facility | 6/30/2014 | $4,000.00 |
| National Liberty Museum<br>321 Chestnut Street<br>Philadelphia, PA 19106 | 232788633<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Access to our Success Skills Program for Disadvantaged Philadelphia Youth | 6/30/2014 | $2,000.00 |
| Nonprofit Technology Resources<br>1524 Brandywine Street<br>Philadelphia, PA 19130 | 231975894<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Free Learning Through Technology (FreeLTT) Youth | 6/30/2014 | $3,000.00 |
| Penn Asylum For Indigent Widows And Singlewomen<br>1401 East Susquehanna Avenue<br>Philadelphia, PA 19125 | 231580962<br>501(c)(3)<br>FC16-509(a)(2) under 170(b)(1)(A)(vii) | Benevolent Resident Subsidy Program | 6/30/2014 | $3,000.00 |
| Philadelphia Futures<br>230 South Broad Street, 7th Floor<br>Philadelphia, PA 19102 | 231365983<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Sponsor-A-Scholar | 6/30/2014 | $4,000.00 |

| Organization | Tax ID<br>Tax Status | Grant Purpose | Payment Date | Amount |
|---|---|---|---|---|
| Philadelphia Museum of Art<br>Post Office Box 7646<br>Philadelphia, PA 19101-7646 | 231365388<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Accessible Programs at the Philadelphia Museum of Art | 6/30/2014 | $3,000.00 |
| Planned Parenthood Southeastern Pennsylvania<br>1144 Locust Street<br>Philadelphia, PA 19107 | 231352509<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | General operating expenses for Planned Parenthood Southeastern Pennsylvania | 6/30/2014 | $2,000.00 |
| Resources For Human Development Inc<br>1981 North Woodstock Street<br>Philadelphia, PA 19121 | 231727133<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Reaching for Success | 6/30/2014 | $2,000.00 |
| Smith Memorial Playgrounds<br>3500 Reservoir Drive, East Fairmount Park<br>Philadelphia, PA 19121-1095 | 231353547<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Play for All | 6/30/2014 | $3,000.00 |
| Steppingstone Scholars, Inc<br>4112 Station St., Unit D<br>Philadelphia, PA 19127 | 421612131<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | The Steppingstone Scholars Program | 6/30/2014 | $3,000.00 |
| The Philadelphia Shakespeare Theatre<br>2111 Sansom Street<br>Philadelphia, PA 19103 | 232649762<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Shakespeare Discovery Initiative | 6/30/2014 | $3,000.00 |
| Wagner Free Institute of Science<br>1700 W. Montgomery Ave.<br>Philadelphia, PA 19121 | 231370509<br>501(c)(3)<br>FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School | Children's Education and Neighborhood Outreach | 6/30/2014 | $5,000.00 |
| Youth Service, Inc.<br>410 N. 34th Street<br>Philadelphia, PA 19104 | 231365076<br>501(c)(3)<br>FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported | Turning Point Initiative | 6/30/2014 | $4,000.00 |
| Grand Totals (55 items) | | | | $195,000.00 |

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| WELLS FARGO - SECURED MARKET DEPOSIT ACC | 12. | 12. |
| TOTAL | 12. | 12. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| AQR MANAGED FUTURES STR-I #15213 | 3,210. | 3,210. |
| ARTISAN FDS INC INTL FD INVESTOR CLASS | 2,206. | 2,206. |
| DODGE & COX INCOME FD COM | 18,596. | 18,596. |
| DRIEHAUS ACTIVE INCOME FUND | 2,414. | 2,414. |
| FEDERATED STRAT VAL DIV FD IS #662 | 745. | 745. |
| HARBOR FD INTL FD | 6,515. | 6,515. |
| HARBOR FD CAP APPRECIATION | 447. | 447. |
| VOYA INTL RL EST FD CL-I #2664 | 488. | 488. |
| ISHARES TIPS BOND ETF | 1,872. | 1,872. |
| ISHARES MIDCAP INDEX FD | 5,756. | 5,756. |
| JPMORGAN HIGH YIELD FUND SS #3580 | 13,414. | 13,414. |
| KEELEY SMALL CAP VAL FD CL I #2251 | 268. | 268. |
| MFS VALUE FUND-CLASS I #893 | 14,538. | 14,538. |
| MERGER FUND-INST #301 | 5,840. | 5,840. |
| OPPENHEIMER DEVELOPING MKT-I #799 | 3,799. | 3,799. |
| PIMCO FDS PAC INVT MGMT SER HIGH YLD FD | 1,670. | 1,670. |
| PIMCO EMERG MKTS BD-INST #137 | 8,025. | 8,025. |
| PIMCO EMERGING LOCAL BOND IS #332 | 2,970. | 1,963. |
| QWEST COMMUNICATIONS INTL INC COM | 5. | 5. |
| ROWE T PRICE SHORT TERM BD FD INC | 2,310. | 2,310. |
| ROWE T PRICE REAL ESTATE FD COM | 3,976. | 3,976. |
| VOYA INTL RL EST FD CL-I #2664 | 6,582. | 6,582. |
| WELLS FARGO ADV INTL BOND-IS #4705 | 1,561. | 1,561. |
| TOTAL | 107,207. | 106,200. |

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| INCOME FROM MUTUAL FUND | 3,933. | 3,933. |
| TOTALS | 3,933. | 3,933. |

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE (NON-ALLOC | 1,000. | | | 1,000. |
| TOTALS | 1,000. | NONE | NONE | 1,000. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FEDERAL ESTIMATES - PRINCIPAL | 801. | |
| FOREIGN TAXES ON QUALIFIED FOR | 663. | 663. |
| FOREIGN TAXES ON NONQUALIFIED | 425. | 425. |
| TOTALS | 1,889. | 1,088. |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| OUTSIDE GRANT ADMIN FEES | 1,650. | 1,650. |
| TOTALS | 1,650. | 1,650. |

SKILLING JOSEPH KENNARD T/D 23-6419739

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 003021714 ABERDEEN EMERG MARKE | | |
| 04314H105 ARTISAN FDS INC SMAL | 105,646. | 159,635. |
| 25264S833 DIAMOND HILL LONG-SH | | |
| 26203E851 DREYFUS/THE BOSTON C | | |
| 314172560 FEDERATED STRAT VAL | | |
| 411511306 HARBOR INTERNATION F | 255,326. | 282,871. |
| 411511504 HARBOR CAPITAL APRCT | 297,836. | 543,225. |
| 448108100 HUSSMAN STRATEGIC GR | | |
| 44980Q518 ING INTERNATIONAL RE | | |
| 464287499 ISHARES RUSSELL MID- | 257,740. | 390,038. |
| 589509108 MERGER FD SH BEN INT | | |
| 722005667 PIMCO COMMODITY REAL | | |
| 779919109 T ROWE PRICE REAL ES | 106,329. | 143,690. |
| 00203H859 AQR MANAGED FUTURES | 50,000. | 52,365. |
| 487300808 KEELEY SMALL CAP VAL | 102,512. | 117,994. |
| 870297801 MLN ELEMENTS ROGERS | 80,294. | 61,788. |
| 902641646 E-TRACS ALERIAN MLP | 80,190. | 86,681. |
| 04314H204 ARTISAN INTERNATIONA | 290,000. | 289,324. |
| 552983694 MFS VALUE FUND-CLASS | 541,000. | 579,631. |
| 589509207 MERGER FUND-INST #30 | 141,000. | 137,657. |
| 683974604 OPPENHEIMER DEVELOPI | 381,502. | 372,834. |
| 92914A810 VOYA INTL RL EST FD | 95,874. | 139,274. |
| TOTALS | 2,785,249. | 3,357,007. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| 256210105 DODGE & COX INCOME F | 580,500. | 645,484. |
| 464287176 ISHARES TIPS BOND ET | 99,756. | 112,346. |
| 693390841 PIMCO HIGH YIELD FD- | | |
| 94985D582 WELLS FARGO ADV INTL | 100,325. | 100,230. |
| 693391559 PIMCO EMERG MKTS BD- | 155,000. | 148,134. |
| 04314H105 ARTISAN FDS INC SMAL | | |
| 239080401 DAVIS NEW YORK VENTU | | |
| 26203E851 DREYFUS/THE BOSTON | | |
| 411511504 HARBOR CAPITAL APPRE | | |
| 464287499 ISHARES TR RUSSELL | | |
| 784924425 SSGA EMERGING MKT FD | | |
| 411511306 HRBOR INTERNATIONAL | | |
| 72201F516 PIMCO EMERGING LOCAL | 56,528. | 45,750. |
| 77957P105 T ROWE PRICE SHORT T | 166,000. | 163,712. |
| 262028855 DRIEHAUS ACTIVE INCO | 100,000. | 97,111. |
| 4812C0803 JPMORGAN HIGH YIELD | 260,000. | 243,931. |
| TOTALS | 1,518,109. | 1,556,698. |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F |
|---|---|
| 448108100 HUSSMAN STRATEGIC | C |
| 44980Q518 ING INTERNATIONAL | C |
| 722005667 PIMCO COMMODITY RTN | C |
| 779919109 T ROWE PRICE RE | C |
| 256210105 DODGE & COX INCOME F | C |
| 464287176 ISHARES BARCLAYS TIP | C |
| 693390841 PIMCO HIGH YIELD FD- | C |
| 72201F516 PIMCO EMERGING LOCAL | C |
| 77957P105 T ROWE PRICE SHORT T | C |
| TOTALS | |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | | AMOUNT |
|---|---|---|
| MUTUAL FUND POSTING DATE AFTER TYE | | 13,208. |
| ROUNDING | | 2. |
| | TOTAL | 13,210. |