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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation KEASBEY MEM SCHL		A Employer identification number 23-6447014						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800-352-3705						
1525 W W.T. HARRIS BLVD. D1114-044								
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ 3 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 00								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,600,905.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	138,628.	136,966.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	199,780.			
b	Gross sales price for all assets on line 6a	920,430.			
7	Capital gain, net income (from Part IV, line 2)		199,780.		
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)				
12	Total. Add lines 1 through 11	338,408.	336,746.		
13	Compensation of officers, directors, trustees, etc.	60,644.	30,322.		30,322.
14	Other employee salaries and wages	5,998.	NONE	NONE	5,998.
15	Pension plans, employee benefits	2,513.	NONE	NONE	2,513.
16a	Legal fees (attach schedule) STMT 3	2,246.	NONE	NONE	2,246.
b	Accounting fees (attach schedule) STMT 4	750.	NONE	NONE	750.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	24,516.	3,691.		
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	4,160.			4,160.
24	Total operating and administrative expenses. Add lines 13 through 23.	100,827.	34,013.	NONE	45,989.
25	Contributions, gifts, grants paid	182,867.			182,867.
26	Total expenses and disbursements. Add lines 24 and 25	283,694.	34,013.	NONE	228,856.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	54,714.			
b	Net investment income (if negative, enter -0-)		302,733.		
c	Adjusted net income (if negative, enter -0-)				

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	8,483.	11,621.	11,621.
	2	Savings and temporary cash investments	311,957.	353,316.	353,316.
	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	4,021,446.	3,996,788.	4,660,667.
	c	Investments - corporate bonds (attach schedule) . STMT 9	1,568,301.	1,592,122.	1,575,301.
	11	Investments - land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 11				
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)	5,910,187.	5,953,847.	6,600,905.	
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	5,910,187.	5,953,847.	
	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)	5,910,187.	5,953,847.		
31	Total liabilities and net assets/fund balances (see instructions)	5,910,187.	5,953,847.		

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	5,910,187.
2	Enter amount from Part I, line 27a	2	54,714.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3	4,462.
4	Add lines 1, 2, and 3	4	5,969,363.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	15,516.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,953,847.

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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 920,430.		720,650.	199,780.		
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			199,780.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	199,780.	
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	110,097.	6,217,257.	0.017708
2012	255,820.	5,719,551.	0.044727
2011	310,584.	5,712,376.	0.054370
2010	296,210.	5,539,152.	0.053476
2009	193,284.	4,889,285.	0.039532
2 Total of line 1, column (d)			2 0.209813
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 0.041963
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 6,655,212.
5 Multiply line 4 by line 3			5 279,273.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,027.
7 Add lines 5 and 6			7 282,300.
8 Enter qualifying distributions from Part XII, line 4			8 228,856.
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	6,055.
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 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	6,055.
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	6,055.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,088.	
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	12,088.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,033.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 6,033. 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
b 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
c 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 ☐ \$ _____ (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.		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

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 <u>N/A</u>	13	X	
14 The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(800) 352-3705</u> Located at <u>1 W 4TH ST 2ND FLOOR, WINSTON SALEM, NC</u> ZIP+4 <u>27101</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 <u></u>	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 <u></u>	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? If "Yes," list the years <u></u>	☐ 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. <u></u>		
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.)	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

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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)? ☐ Yes ☒ NoOrganizations 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 ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 1525 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288-1161	CO TRUSTEE 40	40,430.	-0-	-0-
JENNIFER M JONES 411 SOUTH FIRST AVENUE, HIGHLAND PARK, NJ 08904	CO-TRUSTEE 10	10,107.	-0-	-0-
JAY H CALVERT JR 581 BERKSHIRE DRIVE, WAYNE, PA 19087	CO-TRUSTEE 10	10,107.	-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

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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	
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	6,478,015.
b	Average of monthly cash balances	1b	278,545.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,756,560.
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	6,756,560.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	101,348.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,655,212.
6	Minimum investment return. Enter 5% of line 5	6	332,761.

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	332,761.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,055.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,055.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	326,706.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	326,706.
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	326,706.

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	228,856.
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	228,856.
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	228,856.

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				326,706.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			169,080.	
b Total for prior years: 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		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: ► \$ <u>228,856.</u>				
a Applied to 2013, but not more than line 2a			169,080.	
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				59,776.
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				266,930.
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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See attached 1525 WWT HARRIS BLVD charlotte NC	NA	PC	SUPPORT	182,867.
Total			3a	182,867.
b Approved for future payment				
Total			3b	

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

JSA
4E1492 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABERDEEN EMERG MARKETS-INST #5840	7,158.	7,158.
ABERDEEN GLOBAL HIGH INCOME FD #5497	18,713.	18,713.
DODGE & COX INCOME FD COM	4,191.	4,191.
DODGE & COX STK FD	7,208.	7,208.
AMERICAN EUROPACIFIC GRTH CL F2 #616	4,299.	4,299.
FID ADV EMER MKTS INC- CL I #607	653.	653.
HARBOR FD INTL FD	8,185.	8,185.
HARBOR FD CAP APPRECIATION	408.	408.
ISHARES RUSSELL MID-CAP VALUE	2,270.	2,270.
ISHARES MIDCAP INDEX FD	3,970.	3,970.
ISHARES TR-S&P MIDCAP 400 GROWTH IND	1,129.	1,129.
JPMORGAN HIGH YIELD FUND SS #3580	3,078.	3,078.
KEELEY SMALL CAP VAL FD CL I #2251	390.	390.
LAZARD EMERGING MKTS PTFI #638	4,867.	4,867.
MFS VALUE FUND-CLASS I #893	6,956.	6,956.
NEUBERGER BERMAN REAL ES F-I #1393	1,333.	1,333.
OPPENHEIMER DEVELOPING MKT-I #799	726.	726.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	7,935.	7,518.
PIMCO FOREIGN BOND FUND-INST	15,222.	15,222.
PIMCO EMERG MKTS BD-INST #137	9,722.	9,722.
PIMCO EMERGING LOCAL BOND IS #332	5,524.	4,279.
ROWE T PRICE BLUE CHIP GROWTH FD INC	7.	7.
SPDR DJ WILSHIRE INTERNATIONAL REAL	2,762.	2,762.
SPDR DOW JONES REIT ETF	3,820.	3,820.
VANGUARD TOTAL INTL STOCK ET	8,431.	8,431.
VANGUARD SHORT TERM BOND ETF	3,695.	3,695.
VANGUARD TOTAL BOND MARKET ETF	1,156.	1,156.
VANGUARD INFLAT-PROT SECS-ADM #5119	2,461.	2,461.
VANGUARD 500 INDEX FD ADMIRAL	1,620.	1,620.
WFA SMALL COMPANY GROWTH -I#3162	712.	712.
FEDERATED GOVT OBLIGATION #5	27.	27.

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
	-----	-----
TOTAL	138,628.	136,966.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	2,246.			2,246.
TOTALS	2,246.	NONE	NONE	2,246.
	=====	=====	=====	=====

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	750.			750.
TOTALS	750.	NONE	NONE	750.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	8,737.	
FEDERAL ESTIMATES - PRINCIPAL	12,088.	
FOREIGN TAXES ON QUALIFIED FOR	2,881.	2,881.
FOREIGN TAXES ON NONQUALIFIED	810.	810.
	-----	-----
TOTALS	24,516.	3,691.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
AON ASSOCIATION SERVICES	3,114.	3,114.
ADP PAYROLL FEES	1,046.	1,046.
TOTALS	4,160.	4,160.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
22544R305 CREDIT SUISSE COMM R	325,000.	226,768.
256219106 DODGE & COX STOCK FU	298,587.	465,785.
26852M105 EII INTERNATIONAL PR		
29875E100 AMERICAN EUROPACIFIC	205,191.	232,316.
411511306 HARBOR INTERNATIONAL F	335,000.	355,351.
411511504 HARBOR CAPITAL APRCT	233,601.	495,324.
464287499 ISHARES RUSSELL MID-	136,799.	273,779.
52106N889 LAZARD EMERGING MKTS	246,182.	190,351.
626124242 MUNDER MIDCAP CORE G		
641224795 NEUBERGER BERMAN REA		
779547108 T ROWE PRICE EQUITY		
77954Q106 T ROWE PRICE BLUE CH	260,504.	454,464.
780905451 ROYCE PREMIER FUND W		
921909602 VANGUARD TOTAL INTL		
92934R769 CRM MID CAP VALUE FD		
94985D244 WF ADV TRAD S/C GRWT		
921909768 VANGUARD TOTAL INTL	239,993.	234,691.
003021714 ABERDEEN EMERG MARKE	475,000.	399,984.
464287473 ISHARES RUSSELL MID-	92,343.	113,295.
464287606 ISHARES S&P MID-CAP	104,899.	123,904.
487300808 KEELEY SMALL CAP VAL	155,000.	171,807.
552983694 MFS VALUE FUND-CLASS		
683974505 OPPENHEIMER DEVELOPI	155,000.	177,868.
949921571 WFA SMALL COMPANY GR	70,000.	71,253.
683974604 OPPENHEIMER DEVELOPI	169,898.	162,954.
78463X863 SPDR DJ WILSHIRE INT	193,791.	213,342.
78464A607 SPDR DOW JONES REIT		
922908710 VANGUARD 500 INDEX F	300,000.	297,431.

KEASBEY MEM SCHL

23-6447014

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
TOTALS	----- 3,996,788. =====	----- 4,660,667. =====

KEASBEY MEM SCHL

23-6447014

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
04315J850 ARTIO GLOBAL HIGH IN		
693390700 PIMCO TOTAL RET FD-I	178,515.	191,392.
922031869 VANGUARD INFLATION		
921937207 VANGUARD ST BOND		
921937868 VANGUARD TOTAL BD MK		
693390882 PIMCO FOREIGN BD FD		
256219106 DODGE & COX STOCK FD	150,315.	173,654.
411511504 HARBOR CAPITAL		
411511843 HARBOR SMALL CAP VAL		
464287499 ISHARES TR RUSSELL		
780905451 ROYCE PREMIER FD		
779547108 T ROWE PRICE EQUITY		
949915565 WELLS FARGO ADVTG EN		
94984B348 WELLS FARGO ADVTG IN		
94985D277 WELLS FARGO ADVTG ST		
94985D244 WELLS FARGO TRAD		
246248306 DELAWARE POOLED TR		
52106N889 LAZARD EMERGING MKT		
04315J860 ABERDEEN GLOBAL HIGH	264,593.	251,108.
256210105 DODGE & COX INCOME F	140,676.	145,459.
72201F516 PIMCO EMERGING LOCAL	125,000.	99,712.
921937207 VANGUARD S/T BOND IN		
922031869 VANGUARD INFLAT PROT		
4812C0803 JPMORGAN HIGH YIELD	56,000.	51,637.
693391559 PIMCO EMERG MKTS BD-	191,000.	157,771.
921937827 VANGUARD SHORT TERM	300,993.	303,410.
921937835 VANGUARD TOTAL BOND	40,393.	43,821.
922031737 VANGUARD INFLAT-PROT	94,637.	109,723.
315920702 FID ADV EMER MKTS IN	50,000.	47,614.

KEASBEY MEM SCHL

23-6447014

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
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TOTALS

-----	-----	-----
1,592,122.	1,592,122.	1,575,301.
=====	=====	=====

KEASBEY MEM SCHL

23-6447014

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----

22544R305 CREDIT SUISSE COMMOD	C	
04315J860 ARTIO GLOBAL HIGH IN	C	
256210105 DODGE & COX INCOME F	C	
693390700 PIMCO TOTAL RET FD-I	C	
693390882 PIMCO FOREIGN BD FD	C	
72201F516 PIMCO EMERGING LOCAL	C	
921937207 VANGUARD S/T BOND IN	C	
921937827 VANGUARD SHORT TERM	C	
921937835 VANGUARD TOTAL BOND	C	
921937868 VANGUARD TOTL BD MAR	C	
922031869 VANGUARD INFLAT PROT	C	

TOTALS

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE
ROUNDING15,515.
1.

TOTAL

15,516.
=====

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

The Arnold Fundation for Ruby Scgool

ADDRESS:

6 Horton Crescent

Ruby, Warrickshire UK CB22 SDJ

GRANT DATE: 10/06/2014

GRANT AMOUNT 5,000.

GRANT PURPOSE:

Bursary for School Fees

AMOUNT EXPENDED BY GRANTEE 5,000.

ANY DIVERSION BY GRANTEE:

NO

DATES OF REPORTS BY GRANTEE:

09/24/2015

DATE OF VERIFICATION: 10/02/2015

RESULTS OF VERIFICATION:

10/02/2015

KEASBEY MEM SCHL
FORM 990PF, PART XV - LINES 2a - 2d

23-6447014

=====

RECIPIENT NAME:

Angela P Garden

ADDRESS:

1701 Market Street

Philadelphia, PA 19103

RECIPIENT'S PHONE NUMBER: 800-352-3705

E-MAIL ADDRESS: jemjones@rci.rutgers.edu.

FORM, INFORMATION AND MATERIALS:

jemjones@rci.rutgers.edu

SUBMISSION DEADLINES:

jemjones@rci.rutgers.edu

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Scholarships and Stipends are for American citizens attending
University in Foreign country. Bursaries are paid to
preselected schools in the United Kingdom

STATEMENT 13

Keasbey HG & AG Memorial Scholarship

Tax Period 2014

Organization	Date paid	Grant Amount, Purpose & Preferences/Restrictions
Balliol College Oxford,OX1 3BJ	8/15/2014	\$6,000.00 Bursary/Scholarship
Charterhouse School Charterhouse Road Godalming, Surrey GU7 2DX	8/15/2014	\$5,000.00 Bursary/Scholarship
Christ Church Oxford,OX1 1DP	8/15/2014	\$6,000.00 Bursary/Scholarship
Chrst College Brecon Oxford,OX1 1DP	8/15/2014	\$5,000.00 Bursary/Scholarship
Clifton College 32 College Road Clifton, Bristol BS8 3JH	8/15/2014	\$5,000.00 Bursary/Scholarship
Gordonstoun School Gordonstoun Elgin, Moray IV30 5RF	8/15/2014	\$5,000.00 Bursary/Scholarship
Hertford College Cattie Street Oxford,OX1 3BW	8/15/2014	\$6,000.00 Bursary/Scholarship
Kings College Cambridge Strand London,WC2R 2LS	8/15/2014	\$6,000.00 Bursary/Scholarship
Malvern College College Road Malvern, Worcestershire WR14 3DF	10/6/2014	\$5,000.00 Bursary/Scholarship
Marlborough College Bath Road Marlborough,SN8 1PA	8/15/2014	\$5,000.00 Bursary/Scholarship
New College Oxford,OX1 3BN	8/15/2014	\$6,000.00 Bursary/Scholarship
Oundle School Church Street Oundle, Peterborough PE8 4EE	8/15/2014	\$5,000.00 Bursary/Scholarship
The Arnold Foundation on Behalf of Rugby School Horton Crescent Rugby, CV22 5DJ	10/6/2014	\$5,000.00 Bursary/Scholarship
Selwyn College Grange Road Cambridge, CB3 9DO	8/15/2014	\$6,000.00 Bursary/Scholarship
Shrewsbury School The Schools Shrewsbury, SY3 7BA	8/15/2014	\$5,000.00 Bursary/Scholarship
St John's College Cambridge, CB2 1TP	10/6/2014	\$6,000.00 Bursary/Scholarship
Tonbridge School High Street Tonbridge, Kent TN9 1JP	8/15/2014	\$5,000.00 Bursary/Scholarship
Trinity College, Oxford Broad Street Oxford,OX1 3BH	8/15/2014	\$6,000.00 Bursary/Scholarship
University College Oxford,OX1 4BH	8/15/2014	\$6,000.00 Bursary/Scholarship
Westminster School Little Dean's Yard Westminster, London SW1P 3PF	8/15/2014	\$5,000.00 Bursary/Scholarship
TOTALS		\$109,000.00

Keasbey HG & AG Memorial sScholarships
Tax Period 2014

Name	School	Grant Amount	Purpose	Fdn Status of recipient
Caroline Batten	New College Holeywell St. Oxford, Oxfordshire OX1 3BN	\$11,209.12	Stipend/Bursary	PN
Caroline Batten	New College Oxford OX1 3BN	\$2,887.23	University/College Fees	PN
Brandon Levin	Pembroke College Pembroke Square OX1 1DW Oxford, UK	\$11,191.37	Stipend/Bursary	PN
Brandon Levin	Pembroke College Oxford, UK OX1 1DW	\$37,590.62	University/College Fees	PN
Gillian Lui	Cambridge College CB2 1RF	\$10,988.25	Stipend/Bursary	PN
TOTAL		\$73,866.59		