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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://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

DREHER, GRACE-MEM

Number and street (or P.O. box number if mail is not delivered to street address)

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.

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 758,619.

J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

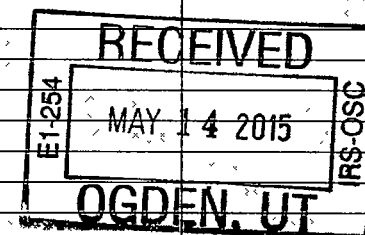
23-6478635

B Telephone number (see instructions)

800-352-3705

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 ☐**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)

	(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	16,297.	15,305.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	29,636.			
b Gross sales price for all assets on line 6a	326,577.			
7 Capital gain net income (from Part IV, line 2)		29,636.		
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	45,933.	44,941.		
13 Compensation of officers, directors, trustees, etc.	12,100.	9,075.		3,025.
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 3	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	259.	210.		
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 5	2,030.			2,030.
24 Total operating and administrative expenses Add lines 13 through 23	15,389.	9,285.	NONE	6,055.
25 Contributions, gifts, grants paid	29,000.			29,000.
26 Total expenses and disbursements. Add lines 24 and 25	44,389.	9,285.	NONE	35,055.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,544.			
b Net investment income (if negative, enter -0-)		35,656.		
c Adjusted net income (if negative, enter -0-)				



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ENVELOPE  
POSTMARK DATE MAY 1 2015

SCANNED MAY 18 2015

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 . . . . .	1,919.	1,829.	1,829.
	2	Savings and temporary cash investments . . . . .	49,906.	47,887.	47,887.
	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 ▶			
	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) . <b>STMT 6</b> .	364,547.	416,705.	486,994.
	c	Investments - corporate bonds (attach schedule) . <b>STMT 7</b> .	272,527.	222,901.	221,909.
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . <b>STMT 8</b> .			
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	688,899.	689,322.	758,619.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	688,899.	689,322.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	688,899.	689,322.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	688,899.	689,322.		

**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	688,899.
2	Enter amount from Part I, line 27a . . . . .	2	1,544.
3	Other increases not included in line 2 (itemize) ▶ <b>MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE</b> . . . . .	3	1,292.
4	Add lines 1, 2, and 3 . . . . .	4	691,735.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b> . . . . .	5	2,413.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	689,322.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 326,577.		296,941.	29,636.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
<b>a</b>			29,636.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	29,636.	
<b>3</b> 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			<b>3</b>		

**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.

(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	25,329.	739,873.	0.034234
2012	24,903.	698,959.	0.035629
2011	35,645.	690,722.	0.051605
2010	32,312.	690,904.	0.046768
2009	28,524.	616,757.	0.046248
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.214484
<b>3</b> 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			<b>3</b> 0.042897
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			<b>4</b> 762,239.
<b>5</b> Multiply line 4 by line 3			<b>5</b> - 32,698.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 357.
<b>7</b> Add lines 5 and 6			<b>7</b> 33,055.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b> 35,055.

**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 <input type="checkbox"/> and enter "N/A" on line 1. . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	357.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b. . . . .		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	357.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
3 Add lines 1 and 2. . . . .		5	357.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .			
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .			
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014 . . . . .	6a	404.	
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	404.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	47.	
11 Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input checked="" type="checkbox"/> <b>47. Refunded</b> <input checked="" type="checkbox"/> <b>11</b>	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 <b>Form 1120-POL</b> 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. <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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 <b>Form 990-T</b> for this year? . . . . .		X
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) <input checked="" type="checkbox"/> 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

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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)? ☐ **5b** ☒ X

Organizations relying on a current notice regarding disaster assistance check here ☐ ☒ X

**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 **6b** ☒ X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 1525 W WT HARRIS BLVD D1114-044, CHARLOTTE, NC 28288-	TRUSTEE 40	12,100.	-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

3 NONE

Total. Add lines 1 through 3

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**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	733,408.
b	Average of monthly cash balances . . . . .	1b	40,439.
c	Fair market value of all other assets (see instructions). . . . .	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	773,847.
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	773,847.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	11,608.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	762,239.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	38,112.

**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	38,112.
2a	Tax on investment income for 2014 from Part VI, line 5 . . . . .	2a	357.
b	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	357.
3	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	37,755.
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5	Add lines 3 and 4 . . . . .	5	37,755.
6	Deduction from distributable amount (see instructions). . . . .	6	NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	37,755.

**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	35,055.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	35,055.
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	357.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	34,698.

**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 . . . . .				37,755.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .			33,699.	
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>35,055.</u>				
a Applied to 2013, but not more than line 2a . . . . .			33,699.	
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 . . . . .				1,356.
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 . . . . .				36,399.
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	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> 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 11

**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 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
<b>a Paid during the year</b>  SEE STATEMENT 17				29,000.
<b>Total</b> . . . . .			▶ <b>3a</b>	29,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	



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

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |            |           |
| (1)      | Cash . . . . .   | <b>1a(1)</b> |            | X         |
| (2)      | Other assets . . . . .   | <b>1a(2)</b> |            | X         |
| <b>b</b> | Other transactions:  |              |            |           |
| (1)      | Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> |            | X         |
| (2)      | Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> |            | X         |
| (3)      | Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> |            | X         |
| (4)      | Reimbursement arrangements . . . . .   | <b>1b(4)</b> |            | X         |
| (5)      | Loans or loan guarantees . . . . .   | <b>1b(5)</b> |            | X         |
| (6)      | Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> |            | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    |            | X         |
| <b>d</b> | 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. |              |            |           |

[illegible]

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

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

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

**Sign  
Here**

Wells Fargo Bank, N.A.

04/16/2015  
Date

Trustee  
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 <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ▶

Phone no

Form **990-PF** (2014)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR MANAGED FUTURES STR-I #15213	688.	688.
ARTISAN FDS INC INTL FD INVESTOR CLASS	285.	285.
DODGE & COX INT'L STOCK FD # 1048	895.	895.
DODGE & COX INCOME FD COM	1,347.	1,347.
DREYFUS EMG MKT DEBT LOC C-I #6083	134.	134.
DREYFUS INTERNATL BOND FD CL I #6094	699.	699.
DRIEHAUS ACTIVE INCOME FUND	462.	462.
EATON VANCE GLOBAL MACRO - I #0088	353.	311.
FID ADV EMER MKTS INC- CL I #607	611.	611.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	509.	509.
HARBOR FD CAP APPRECIATION	46.	46.
ISHARES S&P 500 INDEX FUND	319.	319.
JPMORGAN HIGH YIELD FUND SS #3580	792.	792.
MFS VALUE FUND-CLASS I #893	1,184.	1,184.
MERGER FUND-INST #301	455.	455.
ASG GLOBAL ALTERNATIVES-Y #1993	282.	282.
NEUBERGER BERMAN LONG SH-INS #1830	55.	55.
NUVEEN HIGH YIELD MUNI BD-R #1668	500.	9.
OPPENHEIMER DEVELOPING MKT-I #799	343.	343.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	828.	717.
PIMCO FOREIGN BOND FUND-INST	1,367.	1,367.
PRINCIPAL GL MULT STRAT-INST #4684	91.	91.
RIDGEWORTH SEIX HY BD-I #5855	408.	408.
ROWE T PRICE SHORT TERM BD FD INC	504.	504.
T ROWE PRICE INST FLOAT RATE #170	409.	409.
SPDR DJ WILSHIRE INTERNATIONAL REAL	931.	931.
STRATTON SM-CAP VALUE FD #37	4.	4.
VANGUARD TOTAL BOND MARKET ETF	383.	383.
VANGUARD MSCI EMERGING MARKETS EFT	364.	364.
VANGUARD REIT VIPER	1,045.	697.
FEDERATED TREAS OBL FD 68	4.	4.

DREHER, GRACE-MEM

23-6478635

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTAL	16,297.	15,305.
	=====	=====



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.
	=====	=====	=====	=====

DREHER, GRACE-MEM

23-6478635

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL ESTIMATES - PRINCIPAL	49.	
FOREIGN TAXES ON QUALIFIED FOR	141.	141.
FOREIGN TAXES ON NONQUALIFIED	69.	69.
	-----	-----
TOTALS	259.	210.
	=====	=====

DREHER, GRACE-MEM

23-6478635

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
CSA FEE	2,030.	2,030.
TOTALS	----- 2,030. =====	----- 2,030. =====

DREHER, GRACE-MEM

23-6478635

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
04314H204 ARTISAN INTERNATIONAL	26,914.	37,364.
04314H600 ARTISAN MID CAP FUND	22,625.	26,793.
22544R305 CREDIT SUISSE COMM R	32,660.	25,623.
25264S833 DIAMOND HILL LONG-SH		
256206103 DODGE & COX INT'L ST	26,582.	35,906.
339128100 JP MORGAN MID CAP VA	20,369.	28,070.
367829884 GATEWAY FUND - Y #19		
411511504 HARBOR CAPITAL APRCT	39,731.	55,373.
448108100 HUSSMAN STRATEGIC GR		
464287200 ISHARES CORE S & P 5	14,459.	20,480.
464287648 ISHARES RUSSELL 2000		
487300808 KEELEY SMALL CAP VAL		
552983694 MFS VALUE FUND-CLASS	46,265.	58,723.
589509108 MERGER FD SH BEN INT		
683974505 OPPENHEIMER DEVELOPI		
78463X863 SPDR DJ WILSHIRE INT	24,231.	25,857.
922042858 VANGUARD FTSE EMERGI	12,489.	11,686.
922908553 VANGUARD REIT VIPER	17,676.	28,026.
277923728 EATON VANCE GLOBAL M		
483438305 KALMAR GR W/ VAL SM	12,202.	13,663.
63872T885 ASG GLOBAL ALTERNATI	15,588.	15,296.
00203H859 AQR MANAGED FUTURES	10,972.	11,226.
589509207 MERGER FUND-INST #30	10,894.	10,717.
64128R608 NEUBERGER BERMAN LON	27,058.	27,142.
683974604 OPPENHEIMER DEVELOPI	33,865.	33,695.
74255L696 PRINCIPAL GL MULT ST	7,466.	7,466.
863137105 STRATTON SM-CAP VALU	14,659.	13,888.
	-----	-----
TOTALS	416,705.	486,994.
	=====	=====

DREHER, GRACE-MEM

23-6478635

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
256210105 DODGE & COX INCOME F	36,660.	39,632.
261980494 DREYFUS EMG MKT DEBT	18,949.	16,547.
262028855 DRIEHAUS ACTIVE INCO	15,044.	14,930.
315920702 FID ADV EMER MKTS IN	10,970.	10,639.
51855Q655 LAUDUS MONDRIAN INTL		
6933390700 PIMCO TOTAL RET FD-I	15,157.	15,999.
6933390882 PIMCO FOREIGN BD FD		
76628T645 RIDGEWORTH SEIX HY B		
77957P105 T ROWE PRICE SHORT T	31,184.	30,855.
261980668 DREYFUS INTERNATL BO	17,030.	16,330.
4812C0803 JPMORGAN HIGH YIELD	26,892.	26,080.
77958B402 T ROWE PRICE INST FL	11,322.	11,030.
921937835 VANGUARD TOTAL BOND	39,693.	39,867.
	-----	-----
TOTALS	222,901.	221,909.
	=====	=====

DREHER, GRACE-MEM  
 FORM 990PF, PART II - OTHER INVESTMENTS  
 =====

DESCRIPTION	COST/ FMV
-----	-----
04315J209 ARTIO TOTAL RETURN	C
256210105 DODGE & COX INCOME F	C
261980494 DREYFUS EMG MKT DEBT	C
4812C0803 JPMORGAN HIGH YIELD	C
693390700 PIMCO TOTAL RET FD-I	C
922031869 VANGUARD INFLATION P	C
94985D582 WELLS FARGO ADVANTAG	C
693391559 PIMCO EMERGING MKT	C
693390882 PIMCO FOREIGN BD FD	C
34984T881 GOLDEN LARGE CAP	C
38142Y401 GOLDMAN SACHS	C
38142Y773 GOLDMAN SACHS LARGE	C
339128100 JPMORGAN MID CAP	C
487300808 KEELEY SMALL CAP	C
87234N849 TCW SMALL CAP	C
949915565 WELLS FARGO ADVANTAG	C
94984B181 WELLS FARGO ADVANTAG	C
04315J837 ARTIO INTERNATIONAL	C
256206103 DODGE & COX INTERN	C
784924425 SSGA EMERGING MKT	C
922042858 VANGUARD MSCI EMERGI	C
44980Q518 ING INTERNATIONAL RE	C
722005667 PIMCO COMMODITY REAL	C
922908553 VANGUARD REIT VIPER	C
76628T645 RIDGEWORTH SEIX HY B	C
77957P105 T ROWE PRICE SHORT T	C
41151L504 HARBOR CAP APPR FUND	C
464287200 ISHARES S&P 500	C
552983694 MFS VALUE FUND CL I	C

DREHER, GRACE-MEM

23-6478635

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

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

04314H204 ARTISAN INTER FUND	C	
22544R305 CREDIT SUISSE COMM	C	
78463X863 SPDR DJ WILSHIRE	C	
683974505 OPPENHEIMER DEV MTK	C	
262028855 DRIEHAUS ACTIVE INCO	C	
51855Q655 LAUDUS MONDRIAN INTL	C	

TOTALS

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	1,873.
ROC BASIS ADJUSTMENT	533.
ROUNDING	7.
	-----
TOTAL	2,413.
	=====



DREHER, GRACE-MEM  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

23-6478635

RECIPIENT NAME:

Center for Scholarship Administration

ADDRESS:

4320 Wade Hampton Blvd., Suite G

TAYLORS, SC 29687

RECIPIENT'S PHONE NUMBER: 864-268-3363

FORM, INFORMATION AND MATERIALS:

Apply online or request a paper application from CSA by mail.

SUBMISSION DEADLINES:

February 14 annually

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Must be graduates or members of the graduating class of Stroudsburg  
School in the Borough of Stroudsburg, Monroe County, PA

Awards based on financial need, worthiness and recommendations.

=====

## RECIPIENT NAME:

NORTHEASTERN UNIVERSITY

## ADDRESS:

360 HUNTINGTON AVE

BOSTON, MA 02115

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

- AMOUNT OF GRANT PAID ..... 1,500.

## RECIPIENT NAME:

BROWN UNIVERSITY

## ADDRESS:

CONTROLLERS OFFICE BOX J

PROVIDENCE, RI 02912

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 850.

## RECIPIENT NAME:

UNIVERSITY OF KENTUCKY

## ADDRESS:

128 FUNKHOUSER BLDG

LEXINGTON, KY 40506

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 850.

DREHER, GRACE-MEM

23-6478635

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

WEST VIRGINIA UNIVERSITY

ADDRESS:

PO BOX 6201

MORGANTOWN, WV 26506

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

COLUMBIA UNIVERSITY

ADDRESS:

615 WEST 131ST STREET MC 8741

NEW YORK, NY 10027

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 850.

RECIPIENT NAME:

SHIPPENSBURG UNIVERSITY

ADDRESS:

1871 OLD MAIN DRIVE

SHIPPENSBURG, PA 17257

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,500.

=====

## RECIPIENT NAME:

DREXEL UNIVERSITY

## ADDRESS:

3141 CHESTNUT STREET

PHILADELPHIA, PA 19104

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

MUHLENBERG COLLEGE

## ADDRESS:

2400 CHEW STREET

ALLENTOWN, PA 18104

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,500.

## RECIPIENT NAME:

SWARTHMORE COLLEGE

## ADDRESS:

500 COLLEGE AVE

SWARTHMORE, PA 19084

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:  
WIDENER UNIVERSITY  
ADDRESS:  
ONE UNIVERSITY PLACE  
CHESTER, PA 19013  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 850.

RECIPIENT NAME:  
KUTZTOWN UNIVERSITY  
ADDRESS:  
WIESENBERGER ALUMNI CENTER PO BOX  
KUTZTOWN, PA 19530  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIP  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 850.

RECIPIENT NAME:  
LAFAYETTE COLLEGE  
ADDRESS:  
107 MARKET HALL  
EASTON, PA 18042  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SCHOLARSHIPS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,500.

=====

## RECIPIENT NAME:

KING'S COLLEGE

## ADDRESS:

133 NORTH RIVER STREET

WILKESBARRE, PA 18711

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 850.

## RECIPIENT NAME:

SETON HILL UNIVERSITY

## ADDRESS:

ONE SETON HALL DRIVE

GREENSBURG, PA 15601

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 850.

## RECIPIENT NAME:

INDIANA UNIVERSITY OF PA

## ADDRESS:

1090 SOUTH DRIVE

INDIANA, PA 15705

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCHOLARSHIPS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 3,000.

DREHER, GRACE-MEM

23-6478635

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

PENN STATE UNIVERSITY

ADDRESS:

103 SHIELDS BLDG

UNIVERSITY PARK, PA 16802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 3,550.

TOTAL GRANTS PAID:

29,000.

=====

STATEMENT 17

XD576 2 000

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