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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation M L MASON MEM FD SCH A - MUT FDS		A Employer identification number 25-6020713	
Number and street (or P O box number if mail is not delivered to street address) PNC BANK NA 620 LIBERTY AVENUE 10		B Telephone number (see instructions) (412) 762-5188	
City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15222705		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 13,782,728		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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.	186,340	186,340		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	980,061			
	b Gross sales price for all assets on line 6a 4,090,711				
	7 Capital gain net income (from Part IV, line 2) . . .		980,061		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,166,401	1,166,401		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	76,553	38,277		38,276
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	4,146	0	0	4,146
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	39,621	521		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	120,320	38,798	0	42,422
	25 Contributions, gifts, grants paid	545,340			545,340
	26 Total expenses and disbursements. Add lines 24 and 25	665,660	38,798	0	587,762
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	500,741			
	b Net investment income (if negative, enter -0-)		1,127,603		
	c Adjusted net income (if negative, enter -0-)			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			
	2	Savings and temporary cash investments	632,892	586,314	586,314
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	4,383,641	4,191,670	5,903,766
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,847,731	6,432,200	7,292,648
	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)	10,864,264	11,210,184	13,782,728	
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)		0	
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, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	10,829,967	11,176,680	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	34,297	33,504	
	30	Total net assets or fund balances (see instructions)	10,864,264	11,210,184	
31	Total liabilities and net assets/fund balances (see instructions)	10,864,264	11,210,184		

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 10,864,264
2	Enter amount from Part I, line 27a	2 500,741
3	Other increases not included in line 2 (itemize) ▶ _____	3 141
4	Add lines 1, 2, and 3	4 11,365,146
5	Decreases not included in line 2 (itemize) ▶ _____	5 154,962
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 11,210,184

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	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

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	
a	See Additional Data Table		
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	980,061
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 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	538,639	12,441,750	0 043293
2012	506,997	11,542,991	0 043922
2011	565,836	11,322,890	0 049973
2010	602,345	10,646,812	0 056575
2009	483,317	10,384,260	0 046543

2	Total of line 1, column (d).	2	0 240306
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 048061
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	13,392,101
5	Multiply line 4 by line 3.	5	643,638
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	11,276
7	Add lines 5 and 6.	7	654,914
8	Enter qualifying distributions from Part XII, line 4.	8	587,762

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		12,552	
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-)		0	
3		Add lines 1 and 2.		22,552	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		22,552	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	24,608
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	0
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	24,608
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	0
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	2,056
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 2,056 Refunded		11	0

Part VII-AStatements Regarding Activities

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		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		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		No
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?		2		No
		If "Yes," attach a detailed description of the activities.				
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		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
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?		5		No
		If "Yes," attach the statement required by General Instruction T.				
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	Yes	
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	Yes	
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	Yes	
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		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of PNC BANK NA Telephone no (412) 762-5188 Located at 620 LIBERTY AVENUE PITTSBURGH PA ZIP+4 15222			
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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
PNC BANK NA 620 LIBERTY AVENUE PITTSBURGH, PA 15222	TRUSTEE 15	76,553		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
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	13,596,042
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,596,042
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	13,596,042
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	203,941
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,392,101
6	Minimum investment return. Enter 5% of line 5.	6	669,605

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	669,605
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	22,552
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,552
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	647,053
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	647,053
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	647,053

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	587,762
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	587,762
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	587,762
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				647,053
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			11,879	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	0			
b From 2010.	0			
c From 2011.	0			
d From 2012.	0			
e From 2013.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 587,762				
a Applied to 2013, but not more than line 2a			11,879	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				575,883
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				71,170
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .	0			
b Excess from 2011. . . .	0			
c Excess from 2012. . . .	0			
d Excess from 2013. . . .	0			
e Excess from 2014. . . .	0			

Part XIV

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. . . .

Check box to indicate whether the organization 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

• 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

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 email 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

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

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?

(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

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.

***** 2015-04-25 *****

Signature of officer or trustee Date Title

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

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name <input type="checkbox"/>			Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/>			Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
910 BAXTER INTERNATIONAL INC		2013-08-08	2014-01-01
1779 FORD MTR CO DEL COM PAR \$0 01		2013-07-22	2014-01-01
3841 FORD MTR CO DEL COM PAR \$0 01		2013-07-22	2014-01-01
360 BEST BUY INC		2013-09-19	2014-01-17
1040 BEST BUY INC		2013-09-19	2014-01-17
1190 EBAY INC		2011-02-15	2014-01-28
832 CITIGROUP INC		2010-05-04	2014-02-07
1039 CITIGROUP INC		2010-05-12	2014-02-07
1090 OMNICARE INC		2013-12-12	2014-02-20
260 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-08-29	2014-02-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
62,891		66,716	-3,825
27,308		30,304	-2,996
58,688		63,493	-4,805
9,000		14,056	-5,056
25,999		40,607	-14,608
63,082		40,949	22,133
40,734		35,582	5,152
51,061		41,196	9,865
64,755		64,372	383
44,306		22,828	21,478

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-3,825
			-2,996
			-4,805
			-5,056
			-14,608
			22,133
			5,152
			9,865
			383
			21,478

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 LOCKHEED MARTIN CORP		2001-01-01	2014-02-27
450 NU SKIN ENTERPRISES INC		2013-12-17	2014-03-05
570 PROCTER & GAMBLE CO		2012-11-29	2014-03-05
10 PROCTER & GAMBLE CO		2012-11-29	2014-03-05
200 AETNA INC NEW		2013-05-30	2014-03-06
80 ALLERGAN INC		2009-06-08	2014-03-06
300 ALTRIA GROUP INC		2013-05-13	2014-03-06
130 AMERICAN EXPRESS CO		2009-11-18	2014-03-06
100 AMGEN INC		2014-01-17	2014-03-06
60 APPLE INC		2013-10-21	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
274			274
34,853		60,030	-25,177
44,308		42,011	2,297
777		696	81
14,813		12,513	2,300
10,352		3,605	6,747
10,998		11,095	-97
12,083		5,390	6,693
12,638		11,909	729
31,882		31,968	-86

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			274
			-25,177
			2,297
			81
			2,300
			6,747
			-97
			6,693
			729
			-86

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
120 B/E AEROSPACE INC		2013-05-02	2014-03-06
80 BECTON DICKINSON & CO		2013-03-13	2014-03-06
90 BOEING CO		2012-07-30	2014-03-06
160 CBS CORP CLASS B WI		2013-05-15	2014-03-06
190 CVS CAREMARK CORP		2013-02-21	2014-03-06
50 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-07	2014-03-06
50 CELGENE CORP		2013-08-29	2014-03-06
90 CHEVRON CORPORATION		2010-07-16	2014-03-06
130 CHUBB CORP COM		2009-06-05	2014-03-06
390 CISCO SYS INC COM		2011-11-11	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,352		7,618	2,734
9,250		7,257	1,993
11,570		6,725	4,845
10,780		8,156	2,624
13,887		9,854	4,033
7,954		7,280	674
8,188		7,120	1,068
10,341		6,458	3,883
11,372		5,979	5,393
8,510		7,435	1,075

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,734
			1,993
			4,845
			2,624
			4,033
			674
			1,068
			3,883
			5,393
			1,075

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
280 COCACOLA CO		2011-02-15	2014-03-06
260 COMCAST CORPORATION CL A		2011-10-12	2014-03-06
140 CONOCOPHILLIPS		2013-08-27	2014-03-06
420 DELTA AIR LINES INC		2013-07-26	2014-03-06
240 DISNEY WALT CO		2014-02-20	2014-03-06
170 DISCOVER FINANCIAL W/I		2012-07-26	2014-03-06
60 EOG RES INC		2013-07-25	2014-03-06
100 EXXON MOBIL CORP		2009-06-05	2014-03-06
560 FIFTH THIRD BANCORP		2012-07-27	2014-03-06
190 FRANKLIN RES INC COM		2013-06-04	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,753		8,822	1,931
13,528		6,158	7,370
9,295		9,280	15
14,759		9,116	5,643
19,913		19,006	907
9,972		6,070	3,902
11,374		8,807	2,567
9,349		7,291	2,058
12,516		8,431	4,085
10,203		9,761	442

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			1,931
			7,370
			15
			5,643
			907
			3,902
			2,567
			2,058
			4,085
			442

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
820 GENERAL ELEC CO COM		2012-09-21	2014-03-06
60 GOLDMAN SACHS GROUP INC COM		2013-01-22	2014-03-06
20 GOOGLE INC CL A		2013-10-21	2014-03-06
180 HALLIBURTON CO		2013-05-01	2014-03-06
130 HELMERICH & PAYNE INC COM		2013-02-25	2014-03-06
140 HERSHEY FOODS CORP COM		2010-05-28	2014-03-06
130 HOME DEPOT INC COM		2012-01-09	2014-03-06
310 J P MORGAN CHASE & CO COM		2003-08-12	2014-03-06
180 JOHNSON & JOHNSON COM		2011-05-16	2014-03-06
110 LAS VEGAS SANDS CORP		2013-10-22	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,435		18,565	2,870
10,410		8,967	1,443
24,391		20,057	4,334
10,154		7,577	2,577
12,962		8,389	4,573
14,906		6,596	8,310
10,710		5,616	5,094
18,279		10,456	7,823
16,774		11,968	4,806
9,618		7,985	1,633

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,870
			1,443
			4,334
			2,577
			4,573
			8,310
			5,094
			7,823
			4,806
			1,633

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
190 LINCOLN NATIONAL CORP		2013-12-17	2014-03-06
60 LOCKHEED MARTIN CORP		2013-11-25	2014-03-06
140 MAGNA INTERNATIONAL ISIN CA5592224011		2013-12-31	2014-03-06
110 MANPOWER GROUP INC		2013-12-17	2014-03-06
80 MCKESSON HBOC INC COMMN		2013-10-29	2014-03-06
120 METHANEX CORP SEDOL 2654416		2013-11-18	2014-03-06
260 MICROSOFT CORP		2014-02-07	2014-03-06
130 NIKE INC CL B		2013-03-13	2014-03-06
400 ORACLE CORP		2013-11-26	2014-03-06
70 PPG INDS INC COM		2013-10-29	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,798		9,599	199
10,001		8,504	1,497
13,326		11,484	1,842
8,547		9,204	-657
14,678		12,610	2,068
8,720		7,778	942
9,882		9,505	377
10,068		7,104	2,964
15,854		14,031	1,823
13,987		12,893	1,094

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			199
			1,497
			1,842
			-657
			2,068
			942
			377
			2,964
			1,823
			1,094

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
70 PVH CORP		2012-10-17	2014-03-06
80 POLARIS INDS INC		2012-05-02	2014-03-06
190 PROCTER & GAMBLE CO		2012-11-14	2014-03-06
160 QUALCOMM		2011-01-14	2014-03-06
730 REGIONS FINANCIAL CORP		2013-07-02	2014-03-06
140 ST JUDE MEDICAL INC		2014-02-20	2014-03-06
150 SCHLUMBERGER LTD COM		2013-10-28	2014-03-06
110 SHIRE PLC SPONSORED ADR		2013-08-20	2014-03-06
210 SUNTRUST BANKS INC COM		2014-02-07	2014-03-06
50 UNION PAC CORP COM		2010-03-30	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,777		6,858	1,919
11,030		6,613	4,417
14,883		12,674	2,209
12,274		8,586	3,688
7,869		7,182	687
9,553		9,497	56
13,800		13,944	-144
18,317		12,516	5,801
8,198		7,983	215
9,316		3,685	5,631

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			1,919
			4,417
			2,209
			3,688
			687
			56
			-144
			5,801
			215
			5,631

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
110 UNITED TECHNOLOGIES CORP COM		2009-09-01	2014-03-06
230 VERIZON COMMUNICATIONS COM		2013-05-15	2014-03-06
40 VISA INC CLASS A SHARES		2013-02-08	2014-03-06
420 WELLS FARGO & CO NEW COM		2009-08-13	2014-03-06
310 WISCONSIN ENERGY CORP		2009-06-04	2014-03-06
170 WYNDHAM WORLDWIDE CORP		2014-01-17	2014-03-06
260 YAHOO! INC COM		2013-07-22	2014-03-06
260 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2013-05-09	2014-03-06
40 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-08-30	2014-03-06
150 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-01-29	2014-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,954		6,473	6,481
10,907		12,299	-1,392
9,017		6,303	2,714
19,832		12,407	7,425
13,587		6,261	7,326
12,809		12,645	164
10,350		7,279	3,071
8,952		8,582	370
6,231		3,509	2,722
8,829		8,529	300

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			6,481
			-1,392
			2,714
			7,425
			7,326
			164
			3,071
			370
			2,722
			300

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-02	2014-03-06
230 COCA COLA ENTERPRISES		2014-03-06	2014-03-07
862 445 PNC SMALL CAP FUND CLASS I		2013-12-20	2014-03-11
10770 983 PNC SMALL CAP FUND CLASS I		2007-03-28	2014-03-11
1 165 TEMPLETON INSTL FDS INC FOREIGN EQUITY SER		2013-09-10	2014-03-11
105 245 TEMPLETON INSTL FDS INC FOREIGN EQUITY SER		2013-12-26	2014-03-11
9550 698 TEMPLETON INSTL FDS INC FOREIGN EQUITY SER		2002-03-27	2014-03-11
320 CELGENE CORP		2013-08-29	2014-03-12
180 PVH CORP		2012-10-17	2014-03-12
290 PVH CORP		2012-10-17	2014-03-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,603		8,561	3,042
10,962		10,980	-18
18,163		17,447	716
226,837		135,114	91,723
27		25	2
2,404		2,356	48
218,138		150,160	67,978
50,480		45,567	4,913
21,949		17,634	4,315
33,810		28,401	5,409

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			3,042
			-18
			716
			91,723
			2
			48
			67,978
			4,913
			4,315
			5,409

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
80 PPG INDS INC COM		2013-10-29	2014-03-19
90 PPG INDS INC COM		2013-10-29	2014-03-19
180 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-07	2014-03-20
510 CHUBB CORP COM		2009-06-05	2014-03-20
270 PPG INDS INC COM		2013-10-29	2014-03-20
140 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-07	2014-03-21
320 CHUBB CORP COM		2009-06-05	2014-03-21
1150 HALLIBURTON CO		2013-05-01	2014-03-31
790 NIKE INC CL B		2013-03-13	2014-04-02
310 GOLDMAN SACHS GROUP INC COM		2013-01-22	2014-04-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,784		14,735	1,049
17,570		16,577	993
27,232		26,207	1,025
43,665		20,974	22,691
52,580		48,915	3,665
21,154		20,383	771
27,538		13,160	14,378
67,714		48,406	19,308
58,920		43,170	15,750
48,535		45,239	3,296

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			1,049
			993
			1,025
			22,691
			3,665
			771
			14,378
			19,308
			15,750
			3,296

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
70 GOLDMAN SACHS GROUP INC COM		2013-01-22	2014-04-10
1 HEALTHSOUTH CORP COM		2001-01-01	2014-04-21
3500 FIFTH THIRD BANCORP		2012-07-26	2014-05-01
560 HERSHEY FOODS CORP COM		2010-05-28	2014-05-06
330 HERSHEY FOODS CORP COM		2010-05-27	2014-05-07
220 ALLERGAN INC		2009-06-08	2014-05-13
290 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-08-30	2014-05-13
1770 COCACOLA CO		2010-08-13	2014-05-15
560 CHEVRON CORPORATION		2010-07-16	2014-05-22
399 METHANEX CORP SEDOL 2654416		2013-11-18	2014-06-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,959		10,215	744
70		25	45
71,328		49,602	21,726
53,790		26,382	27,408
31,889		15,462	16,427
35,544		9,913	25,631
37,598		25,443	12,155
71,891		49,591	22,300
69,313		40,181	29,132
22,930		25,768	-2,838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			744
			45
			21,726
			27,408
			16,427
			25,631
			12,155
			22,300
			29,132
			-2,838

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
391 METHANEX CORP SEDOL 2654416		2013-11-19	2014-06-04
750 B/E AEROSPACE INC		2013-05-01	2014-06-05
30 GOOGLE INC-CL C		2013-07-01	2014-06-05
80 GOOGLE INC-CL C		2008-03-04	2014-06-05
510 YAHOO! INC COM		2013-07-22	2014-06-25
610 YAHOO! INC COM		2013-07-22	2014-06-25
470 YAHOO! INC COM		2013-07-22	2014-06-25
30 SHIRE PLC SPONSORED ADR		2013-08-21	2014-07-11
290 SHIRE PLC SPONSORED ADR		2010-03-04	2014-07-11
370 SHIRE PLC SPONSORED ADR		2010-03-03	2014-07-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,345		25,032	-2,687
73,918		47,288	26,630
16,615		13,344	3,271
44,306		13,688	30,618
16,943		14,278	2,665
20,217		17,078	3,139
15,624		13,159	2,465
7,448		3,411	4,037
71,998		22,293	49,705
95,247		24,677	70,570

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-2,687
			26,630
			3,271
			30,618
			2,665
			3,139
			2,465
			4,037
			49,705
			70,570

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
310 ALLERGAN INC		2009-06-08	2014-07-22
1180 FRANKLIN RES INC COM		2013-06-04	2014-08-05
520 ZIMMER HOLDINGS INC		2014-03-12	2014-08-07
680 LAS VEGAS SANDS CORP		2013-10-22	2014-08-12
790 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-22	2014-08-12
397 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-22	2014-08-13
163 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-22	2014-08-13
1 CITIGROUP INC		2001-01-01	2014-08-21
80 HELMERICH & PAYNE INC COM		2013-02-25	2014-08-28
30 HELMERICH & PAYNE INC COM		2013-02-25	2014-08-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
53,056		13,968	39,088
62,865		60,624	2,241
49,621		50,411	-790
46,144		49,360	-3,216
30,727		30,839	-112
15,339		15,497	-158
6,298		6,363	-65
361			361
8,254		5,162	3,092
3,095		1,936	1,159

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			39,088
			2,241
			-790
			-3,216
			-112
			-158
			-65
			361
			3,092
			1,159

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
156 MICROSOFT CORP		2014-02-07	2014-08-28
630 MICROSOFT CORP		2014-03-31	2014-08-28
94 MICROSOFT CORP		2014-02-07	2014-08-28
180 MICROSOFT CORP		2008-12-18	2014-08-28
1 MOTOROLA INC		2001-01-01	2014-09-04
1190 DELTA AIR LINES INC		2013-07-25	2014-09-11
690 UNITED TECHNOLOGIES CORP COM		2004-02-27	2014-09-11
25 SUNTRUST BANKS INC COM		2014-02-07	2014-09-12
518 SUNTRUST BANKS INC COM		2014-02-07	2014-09-12
368 SUNTRUST BANKS INC COM		2014-02-07	2014-09-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,987		5,703	1,284
28,217		26,049	2,168
4,211		3,436	775
8,064		3,571	4,493
24			24
47,058		25,553	21,505
74,847		29,587	45,260
976		950	26
20,262		19,691	571
14,416		13,912	504

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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(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	
			1,284
			2,168
			775
			4,493
			24
			21,505
			45,260
			26
			571
			504

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
82 SUNTRUST BANKS INC COM		2014-02-10	2014-09-15
82 SUNTRUST BANKS INC COM		2014-02-10	2014-09-15
225 SUNTRUST BANKS INC COM		2014-02-10	2014-09-15
10 CROWN HOLDINGS INC		2014-06-09	2014-09-19
220 CROWN HOLDINGS INC		2014-06-09	2014-09-19
900 CROWN HOLDINGS INC		2014-06-05	2014-09-22
198 CBS CORP CLASS B WI		2013-05-15	2014-09-25
812 CBS CORP CLASS B WI		2013-05-16	2014-09-25
910 ORACLE CORP		2013-10-21	2014-09-30
650 ORACLE CORP		2008-10-21	2014-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,211		3,099	112
3,201		3,099	102
8,807		8,505	302
470		505	-35
10,252		11,116	-864
41,442		45,034	-3,592
10,708		9,946	762
43,867		40,786	3,081
34,806		30,922	3,884
24,861		11,301	13,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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(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	
			112
			102
			302
			-35
			-864
			-3,592
			762
			3,081
			3,884
			13,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
970 ORACLE CORP		2009-01-14	2014-09-30
530 COCA COLA ENTERPRISES		2014-03-05	2014-10-13
140 EOG RES INC		2014-03-31	2014-10-13
170 EOG RES INC		2013-07-25	2014-10-13
170 MANPOWER GROUP INC		2014-07-22	2014-10-13
90 MANPOWER GROUP INC		2013-11-04	2014-10-13
880 COCA COLA ENTERPRISES		2014-03-05	2014-10-14
620 MANPOWER GROUP INC		2013-11-01	2014-10-14
670 HELMERICH & PAYNE INC COM		2013-02-25	2014-11-17
1386 QUANTA SVCS INC		2014-03-20	2014-12-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
37,150		14,963	22,187
21,675		25,181	-3,506
12,002		13,729	-1,727
14,573		12,477	2,096
10,436		14,021	-3,585
5,525		7,337	-1,812
35,298		41,716	-6,418
37,535		49,552	-12,017
52,265		43,052	9,213
37,210		50,962	-13,752

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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(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	
			22,187
			-3,506
			-1,727
			2,096
			-3,585
			-1,812
			-6,418
			-12,017
			9,213
			-13,752

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
34 QUANTA SVCS INC		2014-03-20	2014-12-12
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
922		1,237	-315
			61,982

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			-315

TY 2014 Investments - Other Schedule**Name:** M L MASON MEM FD SCH A - MUT FDS**EIN:** 25-6020713

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED INCOME	AT COST	3,580,475	3,751,605
MUTUAL FUNDS - EQUITIES	AT COST	2,851,725	3,541,043

TY 2014 Legal Fees Schedule

Name: M L MASON MEM FD SCH A - MUT FDS

EIN: 25-6020713

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	4,146			4,146

TY 2014 Other Decreases Schedule**Name:** M L MASON MEM FD SCH A - MUT FDS**EIN:** 25-6020713

Description	Amount
DIFF BETWEEN CARRYING VALUE AND TAX COST	154,956
ROUNDING ADJ FOR SALES AND TRANSACTIONS	6

TY 2014 Other Increases Schedule

Name: M L MASON MEM FD SCH A - MUT FDS

EIN: 25-6020713

Description	Amount
REIMBURSEMENT OF FEE TAKEN IN ERROR	141

TY 2014 Taxes Schedule**Name:** M L MASON MEM FD SCH A - MUT FDS**EIN:** 25-6020713

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	521	521		0
FEDERAL TAX PAYMENT - PRIOR YE	14,492	0		0
FEDERAL ESTIMATES - PRINCIPAL	24,608	0		0