Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its 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
BAKER ADAM B TW CHARITABLE (PF)

A Employer identification number
25-6335855

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 WEHRLE DRIVE 2ND FLOOR

B Telephone number (see instructions)
(716) 842-5506

City or town, state or province, country, and ZIP or foreign postal code
BUFFALO, NY 14221

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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 ▶ ☐

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)*▶$ 629,274

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

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))*

	Line	Description	(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 ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	9,043	8,862		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	100,877			
	b	Gross sales price for all assets on line 6a 632,580				
	7	Capital gain net income (from Part IV, line 2)		100,877		
	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)	284	284		
	12	**Total.** Add lines 1 through 11	110,204	110,023		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	10,145	10,145		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	699	88		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)	122	122		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,966	10,355	0	0
	25	Contributions, gifts, grants paid	30,595			30,595
	26	**Total expenses and disbursements.** Add lines 24 and 25	41,561	10,355	0	30,595
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	68,643			
	b	**Net investment income** (if negative, enter -0-)		99,668		
	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	20,918	20,207	20,207
	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)	54,207		
	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)	477,956	601,346	609,067
	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)	553,081	621,553	629,274
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	553,081	621,553	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	553,081	621,553	
	31	**Total liabilities and net assets/fund balances** (see instructions)	553,081	621,553	

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	553,081
2	Enter amount from Part I, line 27a	2	68,643
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	621,724
5	Decreases not included in line 2 (itemize) ▶	5	171
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	621,553

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			(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	
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	100,877
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	31,155	620,235	0 050231
2012	33,280	595,400	0 055895
2011	39,543	625,175	0 063251
2010	30,105	600,055	0 05017
2009	25,375	531,344	0 047756

2	**Total** of line 1, column (d)	2	0 267303
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 053461
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	635,382
5	Multiply line 4 by line 3	5	33,968
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	997
7	Add lines 5 and 6	7	34,965
8	Enter qualifying distributions from Part XII, line 4	8	30,595

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,993
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	1,993
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,993
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	416		
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	416
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,577
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 0 **Refunded** ▶			11	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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? *If "Yes," attach a detailed description of the activities.*	2		No
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? *If "Yes," attach the statement required by General Instruction T.*	5		No
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶

14 The books are in care of ▶ M AND T TRUST COMPANY DIANE M RIMER Telephone no ▶(716) 842-5506

Located at ▶1100 WEHRLE DR 2ND FL BUFFALO NY ZIP+4 ▶14221

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		No
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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))? ☐ 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**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ 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? ☐ Yes ☑ 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
MANUFACTURERS TRADERS TRUST CO 1100 WEHRLE DR 2ND FL BUFFALO, NY 14221	TRUSTEE 1	10,145		

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	628,165
b	Average of monthly cash balances	1b	16,893
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	645,058
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	645,058
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,676
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	635,382
6	**Minimum investment return.** Enter 5% of line 5	6	31,769

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	31,769
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,993		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,993
3	Distributable amount before adjustments Subtract line 2c from line 1	3	29,776
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	29,776
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	29,776

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	30,595
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	30,595
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	30,595

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					29,776
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 2012 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	0				
b From 2010.	459				
c From 2011.	8,488				
d From 2012.	3,730				
e From 2013.	558				
f **Total** of lines 3a through e.		13,235			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 30,595					
a Applied to 2013, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2014 distributable amount.					29,776
e Remaining amount distributed out of corpus		819			
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		14,054			
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					0
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		14,054			
10 Analysis of line 9					
a Excess from 2010. . . .	459				
b Excess from 2011. . . .	8,488				
c Excess from 2012. . . .	3,730				
d Excess from 2013. . . .	558				
e Excess from 2014. . . .	819				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

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 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:**

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))

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				30,595
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,043	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	100,877	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				110,204	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 110,204

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		**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**

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-04-27	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MICHELE L DORE EA		2015-04-27		

Firm's name ▶ ERNST & YOUNG US LLP	Firm's EIN ▶
Firm's address ▶ 2100 EAST CARY STREET SUITE 201 RICHMOND, VA 23223	Phone no (804) 344-4548

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)
2 AFFILIATED MANAGERS GROUP		2012-02-09	2014-04-14
2 ALEXION PHARMACEUTICALS INC		2011-03-09	2014-04-14
20 ALLERGAN INC COMMON		2010-09-30	2014-04-14
4 APPLE COMPUTER INC COMMON		2009-12-03	2014-04-14
6 CAMERON INTERNATIONAL CORP		2013-06-20	2014-04-14
30 CAMERON INTERNATIONAL CORP		2012-06-01	2014-04-14
8 CERNER CORPORATION		2013-03-20	2014-04-14
38 CITRIX SYSTEMS INCORPORATED		2013-03-20	2014-04-14
74 EMC CORPORATION COMMON		2012-06-01	2014-04-14
38 EBAY INCORPORATED		2013-03-20	2014-04-14

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)
362		214	148
281		100	181
2,454		1,230	1,224
2,079		788	1,291
370		372	-2
1,849		1,512	337
420		365	55
2,076		2,374	-298
1,969		2,008	-39
2,049		1,955	94

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	
			148
			181
			1,224
			1,291
			-2
			337
			55
			-298
			-39
			94

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)
38 FASTENAL CO COMMON		2013-03-20	2014-04-14
52 HERTZ GLOBAL HOLDINGS INC		2013-06-20	2014-04-14
6 J B HUNT TRANSPORT SERVICES INC		2013-06-20	2014-04-14
22 J B HUNT TRANSPORT SERVICES INC		2013-03-20	2014-04-14
2 LINKEDIN CORP A		2013-06-20	2014-04-14
6 LINKEDIN CORP A		2013-03-20	2014-04-14
2 PRICELINE COM INCORPORATED		2010-09-30	2014-04-14
38 QUALCOMM INCORPORATED		2011-02-08	2014-04-14
6 TRACTOR SUPPLY COMPANY COMMON		2012-06-01	2014-04-14
2 VISA INC		2011-12-14	2014-04-14

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)
1,907		1,942	-35
1,344		1,283	61
440		428	12
1,615		1,643	-28
331		356	-25
993		1,046	-53
2,326		703	1,623
3,000		1,800	1,200
399		272	127
401		192	209

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	
			-35
			61
			12
			-28
			-25
			-53
			1,623
			1,200
			127
			209

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)
2247 343 WILMINGTON LARGE CAP VALUE FUND -I		2010-02-19	2014-06-20
42 ADOBE SYSTEMS INCORPORATED		2014-04-14	2014-06-25
1817 135 LSV VALUE EQUITY FUND STRATEGY		2013-03-20	2014-06-25
12 AFFILIATED MANAGERS GROUP		2012-06-01	2014-06-25
14 ALEXION PHARMACEUTICALS INC		2011-03-09	2014-06-25
2 ALLIANCE DATA SYSTEMS CORP		2014-04-14	2014-06-25
8 ALLIANCE DATA SYSTEMS CORP		2013-06-20	2014-06-25
10 AMAZON COM INCORPORATED		2013-06-20	2014-06-25
28 APPLE COMPUTER INC COMMON		2013-03-20	2014-06-25
10 BIOGEN, INC		2012-06-01	2014-06-25

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)
30,990		25,916	5,074
3,045		2,564	481
42,285		24,545	17,740
2,456		1,271	1,185
2,191		698	1,493
560		502	58
2,240		1,398	842
3,250		1,865	1,385
2,520		1,298	1,222
3,150		1,144	2,006

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	
			5,074
			481
			17,740
			1,185
			1,493
			58
			842
			1,385
			1,222
			2,006

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)
2 CANADIAN PACIFIC RAILWAY LTD		2014-04-14	2014-06-25
16 CANADIAN PACIFIC RAILWAY LTD		2013-06-20	2014-06-25
6 CATAMARAN CORPORATION		2014-04-14	2014-06-25
34 CATAMARAN CORPORATION		2013-06-20	2014-06-25
4 CELGENE CORPORATION		2014-04-14	2014-06-25
16 CELGENE CORPORATION		2013-06-20	2014-06-25
40 CERNER CORPORATION		2013-03-20	2014-06-25
2 CHIPOTLE MEXICAN GRILL-CL A		2011-02-08	2014-06-25
18 CUMMINS ENGINE INC COMMON		2013-06-20	2014-06-25
737 254 DREYFUS INTERNATIONAL BOND CL I		2013-03-20	2014-06-25

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)
356		291	65
2,847		2,035	812
263		236	27
1,488		1,746	-258
692		546	146
2,768		1,802	966
2,081		1,823	258
1,190		492	698
2,829		2,084	745
12,659		12,195	464

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	
			65
			812
			27
			-258
			146
			966
			258
			698
			745
			464

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)
22 ECOLAB INCORPORATED		2014-04-14	2014-06-25
40 FMC TECHNOLOGIES INCORPORATED		2014-04-14	2014-06-25
48 FACEBOOK INC-A		2014-04-14	2014-06-25
1352 995 FEDERATED ULTRA SHORT BOND CL I		2012-06-01	2014-06-25
40 GILEAD SCIENCES INCORPORATED		2013-06-20	2014-06-25
6 GILEAD SCIENCES INCORPORATED		2014-04-14	2014-06-25
2 GOOGLE INC CL A		2009-12-03	2014-06-25
2 GOOGLE INC CL A		2014-04-14	2014-06-25
2 GOOGLE INC CLASS C		2009-12-03	2014-06-25
2 GOOGLE INC CLASS C		2014-04-14	2014-06-25

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)
2,368		2,287	81
2,447		2,097	350
3,204		2,811	393
12,420		12,426	-6
3,238		1,991	1,247
486		398	88
1,157		588	569
1,157		1,091	66
1,141		590	551
1,141		1,069	72

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	
			81
			350
			393
			-6
			1,247
			88
			569
			66
			551
			72

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)
28 HALLIBURTON CO COMMON ~		2014-04-14	2014-06-25
89 337 HARBOR INTERNATIONAL FUND #11		2008-07-03	2014-06-25
16 968 LAZARD EMRG MARKETS EQUITY FD CL-I		2013-12-23	2014-06-25
890 175 LAZARD EMRG MARKETS EQUITY FD CL-I		2013-03-20	2014-06-25
2629 373 LITMAN GREGORY MSTRS INTL FD CL-INST		2013-03-20	2014-06-25
10 914 MFS EMERGING MARKETS DEBT FUND - I		2013-12-10	2014-06-25
2348 026 MFS EMERGING MARKETS DEBT FUND - I		2013-03-20	2014-06-25
16 MOHAWK INDUSTRIES INC COMMON		2014-04-14	2014-06-25
30 MONSANTO COMPANY NEW		2013-06-20	2014-06-25
32 MONSTER BEVERAGE CORP		2014-04-14	2014-06-25

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)
1,915		1,660	255
6,614		5,726	888
344		316	28
18,044		16,329	1,715
49,222		35,558	13,664
167		158	9
35,995		34,567	1,428
2,177		2,129	48
3,809		2,304	1,505
2,259		2,047	212

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	
			255
			888
			28
			1,715
			13,664
			9
			1,428
			48
			1,505
			212

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)
47 924 PIMCO FDS TOTAL RETURN FUND		2013-12-11	2014-06-25
7213 443 PIMCO FDS TOTAL RETURN FUND		2012-12-12	2014-06-25
6 PRECISION CASTPARTS CORPORATION		2014-04-14	2014-06-25
2 PRICELINE COM INCORPORATED		2013-06-20	2014-06-25
1779 02 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-03-20	2014-06-25
26 SCHWAB CHARLES CORPORATION		2014-04-14	2014-06-25
72 SCHWAB CHARLES CORPORATION		2013-06-20	2014-06-25
22 SPLUNK INC		2014-04-14	2014-06-25
40 STARBUCKS CORPORATION		2013-03-20	2014-06-25
97 306 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-12-13	2014-06-25

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)
524		514	10
78,915		77,233	1,682
1,525		1,470	55
2,409		1,649	760
16,136		15,389	747
699		655	44
1,937		1,474	463
1,153		1,317	-164
3,095		2,191	904
2,369		2,088	281

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	
			10
			1,682
			55
			760
			747
			44
			463
			-164
			904
			281

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)
1472 884 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-03-20	2014-06-25
34 TRACTOR SUPPLY COMPANY COMMON		2013-03-20	2014-06-25
66 TWENTY-FIRST CENTURY FOX INC		2014-04-14	2014-06-25
16 VISA INC		2013-03-20	2014-06-25
20 VMWARE INC		2014-04-14	2014-06-25
2594 672 WILMINGTON SHORT TERM BOND FUND-I		2011-07-07	2014-06-25
732 759 WILMINGTON SMALL CAP GROWTH FUND -I		2011-11-28	2014-06-25
4 MICHAEL KORS HOLDINGS LTD		2014-04-14	2014-06-25
30 MICHAEL KORS HOLDINGS LTD		2013-06-20	2014-06-25
8 568 LSV VALUE EQUITY FUND STRATEGY		2013-03-20	2014-08-20

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)
35,865		27,418	8,447
2,122		1,609	513
2,281		2,104	177
3,365		1,853	1,512
1,908		2,007	-99
26,543		26,055	488
16,846		9,278	7,568
358		346	12
2,686		1,720	966
201		150	51

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	
			8,447
			513
			177
			1,512
			-99
			488
			7,568
			12
			966
			51

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)
3 224 DIAMOND HILL LARGE-CAP CL I		2014-06-25	2014-08-20
18 125 T ROWE PRICE LRG CAP GROWTH FD INST		2014-06-25	2014-08-20
64 504 MSIF GROWTH PORTFOLIO CL IS		2014-06-25	2014-08-20
7 287 STERLING CAPITAL MID-CAP VALUE CL-I		2014-06-25	2014-08-20
9 346 WILMINGTON MULTI-MNGR ALT FD CLASS I		2014-06-25	2014-08-20
8 847 WILMINGTON MULTI-MGR REAL ASSET - I		2012-06-01	2014-08-20
6 158 WILMINGTON SHORT TERM BOND FUND-I		2011-07-07	2014-08-20
16 341 WILMINGTON MID CAP GROWTH FUND -I		2009-12-03	2014-08-20
38 723 WILMINGTON BROAD MARKET BOND FUND -I		2014-06-25	2014-08-20
473 627 LSV VALUE EQUITY FUND STRATEGY		2013-03-20	2014-10-14

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)
74		74	
520		510	10
2,615		2,530	85
148		147	1
100		100	
135		122	13
63		63	
309		177	132
376		375	1
10,420		8,274	2,146

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	
			10
			85
			1
			13
			132
			1
			2,146

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)
1733 77 DEUTSCHE FLOATING RATE FUND CL I		2014-08-20	2014-10-14
84 412 FPA NEW INCOME FUND		2014-06-25	2014-10-14
447 26 T ROWE PRICE LRG CAP GROWTH FD INST		2014-06-25	2014-10-14
375 358 MFS INTL NEW DISCOVERY CL I		2014-06-25	2014-10-14
3 829 MSIF GROWTH PORTFOLIO CL IS		2014-06-25	2014-10-14
440 541 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-03-20	2014-10-14
2988 78 SCOUT UNCONSTRAINED BOND CL I		2014-08-20	2014-10-14
164 783 WILMINGTON MULTI-MNGR ALT FD CLASS I		2014-06-25	2014-10-14
55 82 WILMINGTON MULTI-MGR REAL ASSET - I		2012-06-01	2014-10-14
126 146 WILMINGTON SHORT TERM BOND FUND-I		2011-07-07	2014-10-14

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)
16,055		16,384	-329
861		869	-8
11,915		12,586	-671
10,221		11,332	-1,111
146		150	-4
3,912		3,987	-75
34,102		34,877	-775
1,750		1,762	-12
820		771	49
1,293		1,298	-5

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	
			-329
			-8
			-671
			-1,111
			-4
			-75
			-775
			-12
			49
			-5

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)
1527 775 MSIF SMALL CO GR PORT CL IS		2014-10-14	2014-12-02
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)
26,644		27,619	-975
			13,334

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	
			-975

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARCH OF DIMES BIRTH DEFECTS FDN C/O RICHARD MULLIGAN 1275 MAMARONECK AVE WHITE PLAINS, NY 10605	NONE	PC	CHARITABLE	6,119
THE SALVATION ARMY ATTN MR RICHARD D ALLEN 440 WEST NYACK ROAD WEST NYACK, NY 10994	NONE	PC	CHARITABLE	6,119
EASTER SEAL SOCIETY OF CENTRAL PENNSYLVANIA 501 LAKE VIEW BLVD ALTOONA, PA 16603	NONE	PC	CHARITABLE	6,119
ALTOONA SYMPHONY PO BOX 483 ALTOONA, PA 16603	NONE	PC	CHARITABLE	6,119
CRESSON LAKE PLAYHOUSE INC % MS ELAINE MASTALSKI 526 WEST OGLE STREET EBENSBURG, PA 15931	NONE	PC	CHARITABLE	6,119
Total . . . . ▶ **3a**				30,595

TY 2014 Investments Corporate Stock Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMAZON.COM INC		
TRACTOR SUPPLY		
STARBUCKS		
ALLERGAN INC		
AFFILIATED MANAGERS		
APPLE INC		
GOOGLE INC		
QUALCOMM INC		
PRICELINE.COM INC		
CAMERON INTERNATIONAL CORP		
ALEXION PHARMACEUTICALS INC		
CITRIX SYSTEMS INC COM		
MONSANTO		
CHIPOTLE MIXICAN GRILLE		
BIOGEN		
EMC CORP MASS		
VISA INC		
CANADIAN PACIFIC RAILWAY		
CUMMINS INC COM		
FASTENAL CO		
HERTZ GLOBAL HOLDINGS		
JB HUNT TRANSPORT		
ALLIANCE DATA SYSTEMS		
MICHAEL KORS HOLDINGS		
SCHWAB CHARLES CORP NEW		
CATAMARAN CORP		
CELGENE CORP		
CERNER CORP		
GILEAD SCIENCES INC		
EBAY INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LINKEDIN CORP		

TY 2014 Investments - Other Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
T ROWE PRICE INSTIT LARGE CAP	AT COST	13,999	13,719
LAZARD EMERGING MKTS PORT			
PIMCO TOTAL RETURN			
HARBOR INTL	AT COST	57,670	61,290
DREYFUS INTL BD FD			
MFS EMERGING MKTS FD			
RIDGEWORTH SEIX FD	AT COST	12,400	11,989
LSV VALUE EQUITY FD			
TIAA-CREF MID CAP			
WILMINGTON SHORT-TERM CORP	AT COST	19,222	18,842
WILMINGTON LARGE CAP VALUE			
FEDERATED ULTRA SHORT GOVT			
LITMAN GREGORY MASTERS			
WILMINGTON MID CAP GROWTH	AT COST	47,479	57,188
WILMINGTON MULTI-MGR REAL	AT COST	29,737	30,802
WILMINGTON SMALL CAP GROWTH			
FPA NEW INCOME FUND	AT COST	13,556	13,319
WILMINGTON BROAD MARKET BD FD	AT COST	99,017	99,247
DIAMOND HILL LG CAP FD	AT COST	22,297	22,266
MORGAN STANLEY INSTL FD INC GR	AT COST	72,570	72,167
STERLING CAPITAL MID-CAP VAL	AT COST	19,565	18,770
WILMINGTON LG CAP STRATEGY FD	AT COST	35,524	36,928
WILMINGTON MULIT-MGR ALT FD	AT COST	31,290	31,350
MFS INTL NEW DISCOV FD	AT COST	12,229	11,322
WILMINGTON MULTI-MGR INTL	AT COST	69,342	63,701
ISHARES GLOBAL ENERGY ETF	AT COST	4,550	4,351
ISHARES RUSSELL 2000 GROWTH	AT COST	25,897	26,767
ISHARES RUSSELL 2000 VAL ETF	AT COST	15,002	15,049

TY 2014 Other Decreases Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Description	Amount
ROUNDING	1
ROC ADJUSTMENT	170

TY 2014 Other Expenses Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	122	122		0

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TY 2014 Other Income Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income

TY 2014 Taxes Schedule

Name: BAKER ADAM B TW CHARITABLE (PF)

EIN: 25-6335855

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4	4		0
FEDERAL TAXES PRIOR YEAR BALAN	195	0		0
FEDERAL ESTIMATED TAX DEPOSITS	416	0		0
FOREIGN TAXES ON QUALIFIED FOR	9	9		0
FOREIGN TAXES ON NONQUALIFIED	75	75		0