Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation: THE WYETH FOUNDATION	**A** Employer identification number: 26-0002833
Number and street (or P O box number if mail is not delivered to street address): 101 S FAIRVILLE ROAD — Room/suite:	**B** Telephone number (see instructions): (610) 388-3788
City or town, state or province, country, and ZIP or foreign postal code: CHADDS FORD PA 19317	**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 ► ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 12,464,399. — **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	Ck ► ☒ if the foundn is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	20.	20.		
	4	Dividends and interest from securities	104,410.	89,977.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	246,651.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 2,316,402.				
	7	Capital gain net income (from Part IV, line 2)		246,651.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances 3,186.				
	b	Less Cost of goods sold 1,057.				
	c	Gross profit or (loss) (attach schedule) L-10 Stmt	2,129.			
	11	Other income (attach schedule)				
	12	**Total** Add lines 1 through 11	353,210.	336,648.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	19,665.	2,400.	0.	0.
	14	Other employee salaries and wages	0.			
	15	Pension plans, employee benefits	0.			
	16a	Legal fees (attach schedule)	0.			
	b	Accounting fees (attach sch) L-16b Stmt	60,000.	30,000.		15,000.
	c	Other prof fees (attach sch) L-16c Stmt	17,369.	17,369.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) Federal Excise Tax	1,760.	0.		0.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	2,815.	0.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	101,609.	49,769.	0.	15,000.
	25	Contributions, gifts, grants paid	405,250.			405,250.
	26	**Total expenses and disbursements** Add lines 24 and 25	506,859.	49,769.	0.	420,250.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-153,649.			
	b	**Net investment income** (if negative, enter -0-)		286,879.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	16,953.	42,312.	42,314.
	2 Savings and temporary cash investments	129,685.	103,184.	103,184.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►	0.		
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►	0.		
	5 Grants receivable	0.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0.		
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►	0.		
	8 Inventories for sale or use	1,164.	3,661.	15,345.
	9 Prepaid expenses and deferred charges			
	10a Investments — U S. and state government obligations (attach schedule) L-10a. Stmt	754,214.	445,309.	443,176.
	b Investments — corporate stock (attach schedule) L-10b. Stmt	3,517,287.	3,816,364.	4,599,234.
	c Investments — corporate bonds (attach schedule) L-10c. Stmt	607,825.	532,714.	600,062.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►	0.		
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	1,099,844.	1,029,779.	1,292,534.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►	0.		
	15 Other assets (describe ► L-15 Stmt)	5,868,550.	5,868,550.	5,368,550.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	11,995,522.	11,841,873.	12,464,399.
LIABILITIES	17 Accounts payable and accrued expenses	0.		
	18 Grants payable	0.		
	19 Deferred revenue	0.		
	20 Loans from officers, directors, trustees, & other disqualified persons	0.		
	21 Mortgages and other notes payable (attach schedule)	0.		
	22 Other liabilities (describe ►)	0.		
	23 Total liabilities (add lines 17 through 22)	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,995,522.	11,841,873.	
	25 Temporarily restricted	0.		
	26 Permanently restricted	0.		
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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)	11,995,522.	11,841,873.	
	31 Total liabilities and net assets/fund balances (see instructions)	11,995,522.	11,841,873.	

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	11,995,522.
2	Enter amount from Part I, line 27a	2	-153,649.
3	Other increases not included in line 2 (itemize) ► N/A	3	
4	Add lines 1, 2, and 3	4	11,841,873.
5	Decreases not included in line 2 (itemize) ► N/A	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	11,841,873.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES BESSEMER ACCT 8M1354 SHORT TERM	P	01/01/14	12/31/14
b	PUBLICLY TRADED SECURITIES BESSEMER ACCT 8M1354 LONG TERM SALES	P	01/01/12	12/31/14
c	PUBLICLY TRADED SECURITIES BESSEMER ACCT 8M3297 SHORT TERM SALES	P	01/01/14	12/31/14
d	PUBLICLY TRADED SECURITIES BESSEMER ACCT 8M3297 LONG TERM SALES	P	01/01/12	12/31/14
e	See Columns (a) thru (d)			

	(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	103,125.		109,043.	-5,918.
b	717,688.		639,666.	78,022.
c	781,306.		780,081.	1,225.
d	714,284.		722,329.	-8,045.
e	See Columns (e) thru (h)		0.	181,367.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-5,918.
b				78,022.
c				1,225.
d				-8,045.
e	See Columns (i) thru (l)			181,367.

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	246,651.
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	-4,693.

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	550,997.	8,846,383.	0.062285
2012	588,259.	10,812,481.	0.054406
2011	561,629.	11,668,420.	0.048132
2010	344,600.	11,372,196.	0.030302
2009	433,201.	7,072,226.	0.061254

2	**Total** of line 1, column (d)	2	0.256379
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	0.051276
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,433,558.
5	Multiply line 4 by line 3	5	381,163.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,869.
7	Add lines 5 and 6	7	384,032.
8	Enter qualifying distributions from Part XII, line 4	8	420,250.

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

Part VI. Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see instructions)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,869.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,869.
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	2,869.
6	Credits/Payments.		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014 — 6 a: 1,883.		
b	Exempt foreign organizations — tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c: 1,000.		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments Add lines 6a through 6d	7	2,883.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	14.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 0. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE - Delaware			
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*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► B-103 CORPORATION Telephone no. ► (610) 388-3788

Located at ► 101 S Fairville Road, Chadds Ford, PA ZIP + 4 ► 19317

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	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)?	1 b		
	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?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 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.)	2 b		
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__			
3 a	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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		X
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
PHYLLIS M WYETH 101 S FAIRVILLE ROAD CHADDS FORD PA 19317	TRUSTEE 1.00	0.	0.	0.
JAMES B WYETH 101 S FAIRVILLE ROAD CHADDS FORD PA 19317	TRUSTEE 1.00	0.	0.	0.
WENDY MAKINS 3034 P ST. NW WASHINGTON DC 20007	TRUSTEE 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		19,665.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ►				None

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
B-103 CORPORATION 101 S FAIRVILLE RD CHADDS FORD, PA 19317	GRANT ADMINISTRATION, MGMT & ACCT SERVICES BOOKKEEPING	60,000.
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Coordinated public exhibition at museums of celebrated artists' works. The exhibits were designed for the enjoyment & education of the public. Also allowed use of one of the images in a museum's holiday brochure.	1,500.
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	7,525,163.
b	Average of monthly cash balances	1b	21,596.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,546,759.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,546,759.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	113,201.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,433,558.
6	**Minimum investment return.** Enter 5% of line 5	6	371,678.

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	371,678.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,869.		
b	Income tax for 2014. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,869.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	368,809.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	368,809.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	368,809.

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	420,250.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	420,250.
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	2,869.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	417,381.

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				368,809.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			403,251.	
b Total for prior years 20__, 20__, 20__				
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 ► $ 420,250.				
a Applied to 2013, but not more than line 2a			403,251.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2014 distributable amount				16,999.
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).)*				
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				
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				351,810.
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)				
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 Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

Phyllis M. Wyeth

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

n/a

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
HAGLEY FOUNDATION, INC. PO BOX 3630 WILMINGTON DE 19807	N/A	Public harity 501(C)(3)	PROGRAM SUPPORT	1,500.
MONHEGAN MUSEUM ASSOCIATION MONHEGAN ISLAND ME 04852	N/A	Public Charity 501(C)(3)	CAPITAL CAMPAIGN & SUPPORT FOR 2014 EXHIBIT	50,000.
GEORGES RIVER LAND TRUST 8 N MAIN ST. SUITE 200 ROCKLAND ME 04841	N/A	Public Charity 501C(3)	CONSERVATION PROGRAMS	1,000.
EASTSIDE LEARNING CENTER FDN 3000 N CLAYMONT ST WILMINGTON DE 19802	N/A	Public Charity 501(C)(3)	SUPPORT EDUCATIONAL GOALS OF EASTSIDE CHARTER SCHOOL	5,000.
FARNSWORTH ART MUSEUM 16 MUSEUM STREET ROCKLAND ME 04841	N/A	Public Charity 501(C)(3)	OLSEN HOUSE MAINTENANCE & EXHIBIT FUNDING	125,000.
TREKKERS PO BOX 455 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT	2,000.
NATIONAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NY, NY 10011	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT FOR ENVIRONMENTAL CONCERNS	1,000.
ST GEORGE FIREFIGHTERS PO BOX 249 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	SUPPORT VOLUNTEER FIREFIGHTERS/AMBULANCE	4,000.
GULF OF MAINE RESEARCH CENTER 350 COMMERCIAL ST PORTLAND ME 04101	N/A	Public Charity 501(C)(3)	ENVIRONMENTAL RESEARCH	1,000.
See Line 3a statement				214,750.
Total . . . . . . ► **3a**				405,250.
b *Approved for future payment*				
Total . . . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20.	
4 Dividends and interest from securities			14	104,410.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	237,278.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Sale of poster			1	3,186.	
b Pass through from Form K-1	900099	-151.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-151.		344,894.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 344,743.

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

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

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

2 a 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

Signature of officer or trustee | Date 11/12/15 | Title Secretary

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ► Non-Paid Preparer			Firm's EIN ►	
Firm's address ►			Phone no	

Form 990-PF Part I, Line 6a

Net Gain or Loss From Sale of Assets

2014

Name: THE WYETH FOUNDATION

Employer Identification Number: 26-0002833

Asset Information:

Description of Property . . . . . . Investments
Date Acquired: .
How Acquired . . .
Date Sold . . .
Name of Buyer: . . .
Sales Price . . 2,316,402.
Cost or other basis (do not reduce by depreciation) . . . 2,069,751.
Sales Expense:. .
Valuation Method . . . .
Total Gain (Loss): . . 246,651.
Accumulation Depreciation: . . .

Description of Property:. . . . . .
Date Acquired. .
How Acquired . . .
Date Sold. . . .
Name of Buyer: . . .
Sales Price: . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense:. .
Valuation Method . . . .
Total Gain (Loss): . .
Accumulation Depreciation: . . .

Description of Property: . . . . . .
Date Acquired .
How Acquired . . .
Date Sold . . .
Name of Buyer . . .
Sales Price: . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .
Valuation Method:. . . .
Total Gain (Loss): . .
Accumulation Depreciation . . .

Description of Property:. . . . . .
Date Acquired: .
How Acquired . . .
Date Sold . . .
Name of Buyer . . .
Sales Price: . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .
Valuation Method.. . . .
Total Gain (Loss) . .
Accumulation Depreciation . . .

Description of Property: . . . . . .
Date Acquired: .
How Acquired . . .
Date Sold . . .
Name of Buyer: . . .
Sales Price: . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense:. .
Valuation Method:. . . .
Total Gain (Loss) . .
Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired: .
How Acquired . . .
Date Sold . . .
Name of Buyer . . .
Sales Price: . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .
Valuation Method . . . .
Total Gain (Loss) . .
Accumulation Depreciation . . .

Description of Property.. . . . . .
Date Acquired .
How Acquired . . .
Date Sold: . . .
Name of Buyer: . . .
Sales Price: . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .
Valuation Method . . . .
Total Gain (Loss) . .
Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired: .
How Acquired . . .
Date Sold. . . .
Name of Buyer . . .
Sales Price. . .
Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .
Valuation Method.. . . .
Total Gain (Loss): . .
Accumulation Depreciation: . . .

Miscellaneous Statement

Substantial Contributor, Part VII-A, Question 10		
Phyllis M. Wyeth		
101 S Fairville Road		
Chadds Ford, PA 19317		

Total

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK FEES	200.	0.		0.
DUES	725.	0.		0.
INSURANCE	1,890.	0.		0.
Total	2,815.	0.		0.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
BESSEMER TRUST CAPITAL GAIN DISTRIBUTIONS	P	01/01/12	12/31/14
OLD WESTBURY EQUITY FUND IX CAPITAL GAINS	P	01/01/12	12/31/14

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
139,017.		0.	139,017.
42,350.		0.	42,350.
Total		0.	181,367.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			139,017.
			42,350.
Total			181,367.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . [X] Business . [ ] MARY BETH DOLAN 10 SEA STREET TENANTS HARBOR ME 04860	TRUSTEE 1.00	0.	0.	0.
Person . . [X] Business . [ ] GREGORY F FIELDS 3120 KENNETT PK WILMINGTON DE 19807	TRUSTEE 1.00	12,000.	0.	0.
Person . . [X] Business . [ ] LISA A FLAGG 101 S FAIRVILLE RD CHADDS FORD PA 19317	SECRETARY 5.00	7,665.	0.	0.
Total		19,665.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
ISLAND INSTITUTE 386 MAIN STREET ROCKLAND ME 04841	N/A	Public Charity 501(C)(3)	SUPPORT RESEARCH ON ENERGY SOURCES MONHEGAN ISLAND	Person or [ ] Business [X] 7,000.
BULL RUN MOUNTAIN CONSERVANCY PO BOX 210 BROAD RUN VA 20137	N/A	Public Charity 501(C)(3)	PROVIDE SUPPORT FOR HISTORIC & ENVIRONMENTAL PROGRAMS	Person or [ ] Business [X] 500.
MISCA PO BOX 308 MONHEGAN ME 04852	N/A	Public Charity 501C(3)	CAPITAL CAMPAIGN ROOF REPAIRS	Person or [ ] Business [X] 13,500.
PRIMITIVE HALL FOUNDATION PO BOX 293 UNIONVILLE PA 19375	N/A	Public Charity 501C(3)	PROGRAM SUPPORT	Person or [ ] Business [X] 1,000.
LIFEFLIGHT FOUNDATION 52 S UNION ROAD UNION ME 04862	N/A	Public Charity 501(C)(3)	SUPPORT MEDICAL FLIGHTS	Person or [ ] Business [X] 10,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox / Amount
a Paid during the year				
ST. GEORGE SAILING FOUNDATION PO BOX 435 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	GENERAL SUPPORT COMMUNITY SAILING	Person or Business X 1,000.
S.A.V.E. 101 EAST STREET RD. KENNETT SQUARE PA 19340	N/A	Public Charity 501(C)(3)	ROADWAY SAFETY & LAND PRESERVATION	Person or Business X 500.
STOCKINGS FOR SOLDIERS PO BOX 700 HOCKESSIN DE 19707	N/A	Public Charity 501(C)(3)	SUPPORT MAILING OF GIFTS TO SOLDIERS	Person or Business X 500.
Brandywine Baroque 1205 North Orange St. Wilmington DE 19801	N/A	Public Charity 501(C)(3)	PUBLIC CONCERTS OF BAROQUE MUSIC	Person or Business X 1,000.
BRANDYWINE BATTLEFIELD ASSN PO BOX 202 CHADDS FORD PA 19317	N/A	Public Charity 501(C)(3)	SUPPORT TO KEEP HISTORICAL SITE OPERATING	Person or Business X 10,000.
DELAWARE CENTER FOR HORTICULTURE 1810 N DUPONT ST WILMINGTON DE 19806	N/A	Public Charity 501(C)(3)	SUPPORT PROGRAMS OF HORTICULTURE SOCIETY	Person or Business X 2,000.
DELAWARE MUSEUM OF NATURAL HISTORY 4840 KENNETT PIKE WILMINGTON DE 19807	N/A	Public Charity 501(C)(3)	SUPPORT PROGRAMS OF NATURAL HISTORY MUSEUM	Person or Business X 500.
DELAWARE NATURE SOCIETY PO BOX 700 HOCKESSIN DE 19707	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT	Person or Business X 5,000.
HERRING GUT LEARNING CENTER PO BOX 286 PORT CLYDE ME 04855	N/A	Public Charity 501(C)(3)	SUPPORT AQUATIC EDUCATION PROGRAMS	Person or Business X 50,000.
JACKSON MEMORIAL LIBRARY PO BOX 231 TENANTS HARBOR ME 04860	N/A	Public Charity 501(C)(3)	SUPPORT EDUCATION PROGRAMS AT LIBRARY	Person or Business X 5,000.
LAND CONSERVANCY OF SOUTHERN CHESTER COUNTY PO BOX 734 UNIONVILLE PA 19375	N/A	Public Charity 501(C)(3)	ENVIRONMENTAL CONSERVATION	Person or Business X 2,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND ROAD TOPSHAM ME 04086	N/A	Public Charity 501(C)(3)	ENVIRONMENTAL CONSERVATION	Person or Business X 11,000.
NATURAL LANDS TRUST 1031 PALMERS MILL RD MEDIA PA 19063	N/A	Public Charity 501(C)(3)	LAND CONSERVATION IN EASTERN PENNSYLVANIA	Person or Business X 2,000.
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET AUGUSTA ME 04330	N/A	Public Charity 501(C)(3)	CONSERVATION AND EDUCATION IN MAINE	Person or Business X 5,000.
POINT LOOKOUT FARMIFE FOUNDATION 3201 MONTCHANIN RD. WILMINGTON DE 19807	N/A	501(c)(3) Private Foundation	SUPPORT EDUCATION PROGRAMS AROUND ORGANIC GARDENING	Person or Business X 59,750.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

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	Person or Business Checkbox	Amount
a *Paid during the year*					
PENOBSCOT EAST RESOURCE CENTER 13 ATLANTIC AVE STONINGTON ME 04681	N/A	Public Charity 501(C)(3)	PROGRAM SUPPORT	Business X	1,000.
PENOBSCOT MARINE MUSEUM 40 EAST MAIN ST SEARSPORT ME 04974	N/A	Public Charity 501(C)(3)	SUPPORT OF MUSEUM DEDICATED TO MAINE'S MARITIME HERITAGE	Business X	2,500.
S.A.V.E. 101 EAST STREET RD. KENNETT SQUARE PA 19348	N/A	Public Charity 501(C)(3)	SUPPORT CONSERVATION IN CHESTER CTY, PA	Business X	500.
SHELBURNE MUSEUM PO BOX 10 SHELBURNE VT 05482	N/A	Public Charity 501(C)(3)	SUPPORT MUSEUM'S ANNUAL FUND	Business X	2,000.
ST. GEORGE HEATING ASSISTANCE PO BOX 204 PORT CLYDE ME 04855	N/A	Public Charity 501(C)(3)	SUPPORT OF EMERGENCY HEATING ASSISTANCE TO POPULATION	Business X	500.
THE MITCHELL INSTITUTE 22 MONUMENT SQ SUITE 200 PORTLAND ME 04101	N/A	Public Charity 501(C)(3)	SUPPORT PROGRAMS HELPING MAINE STUDENTS ATTEND COLLEGE	Business X	10,000.
THE WORLD WAR II FOUNDATION 333 WHITE HORN DR KINGSTON RI 02881	N/A	Public Charity 501(C)(3)	SUPPORT EFFORTS TO FILM & SAVE STORIES OF WWII SOLDIERS	Business X	10,000.
WINTERTHUR 5105 KENNETT PIKE WILMINGTON DE 19735	N/A	Public Charity 501(C)(3)	SUPPORT OPERATION OF HISTORIC ESTATE OPEN TO THE PUBLIC	Business X	1,000.
Total					214,750.

Form 990-PF, Page 1, Part I, Line 10
L-10 Stmt

Line 10 - Gross Sales of Inventory	Gross Sales Less: Returns and Allowances	Less: Cost of Goods Sold	Gross Profit (Loss)
Prints of "Old Kris"	3,186.	1,057.	2,129.
Total	3,186.	1,057.	2,129.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
B-103 CORP	ACCOUNT, TAX RETURNS,MGMT.	60,000.	30,000.		15,000.
Total		60,000.	30,000.		15,000.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BESSEMER TRUST	INVESTMENT MANAGEMENT	17,369.	17,369.		
Total		17,369.	17,369.		

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
SEE ATTACHED SCHEDULE			445,309.	443,176.
Total			445,309.	443,176.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
SEE ATTACHED SCHEDULE:	0.	0.
Large Cap Core	887,445.	1,029,717.
Large Cap Strategy funds	1,782,871.	1,990,368.
Small & Mid Cap funds	626,382.	934,002.
Strategic Opportunities funds	519,666.	645,147.
Total	3,816,364.	4,599,234.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	532,714.	600,062.
Total	532,714.	600,062.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
REAL RETURN FUND	254,452.	178,028.
5th Avenue Global Equity Off FD LTD	500,000.	650,563.
OW Private Equity Fund IX	275,327.	463,943.
Total	1,029,779.	1,292,534.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
ARTWORK: PAINTING "OLD KRIS" BY N.C. WYETH	1,300,000.	1,300,000.	1,300,000.
ARTWORK: PAINTING "SLIGHT BREEZE" BY ANDREW WYETH	4,000,000.	4,000,000.	3,500,000.
ARTWORK:PAINTING "COLONIAL PRIVATEERS" H. PYLE	18,550.	18,550.	18,550.
ARTWORK: PAINTING "SELF PORTRAIT IN SKATING CAP"	550,000.	550,000.	550,000.
Total	5,868,550.	5,868,550.	5,368,550.

Trade date basis

Account Holdings

Cash and Short Term

Cash and Short Term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE (8M1354)			($2)		($2)	< 0.1%			
BESSEMER SWEEP PROGRAM (8M1355) 0.010 %	52,970 750	1 00	52,970	1 000	52,970	59.1		5	0 01
FED GOVT OBLIG FUND #395 (8M1354) 0 010 %	36,600	1 00	36,600	1 000	36,600	40 9		3	0 01
Total cash and short term			**$89,568**		**$89,568**	**100.0%**		**$8**	

Investments :

Fixed Income

Fixed Income - cash and short term

Fixed Income - cash and short term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE (8M3927)			$236		$236	< 0 1%	$0		
FED GOVT OBLIG FUND #395 (8M3927) 0 010 %	22,700	1.00	22,700	1 000	22,700	2.3	0	2	0 01
Total fixed income - cash and short term			**$22,936**		**$22,936**	**2.3%**	**$0**	**$2**	**0.01%**

US government bonds

US government bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL NATL MTG ASSN Not callable 5.000 % Due 04/15/2015	25,000	$110.29	$27,573	$101.382	$25,345	2.5%	($2,228)	$1,250	4.93%
FED NATL MTG ASSOC Not callable 1 250 % Due 01/30/2017	70,000	101.08	70,754	101.007	70,704	7.1	(50)	875	1 24
US TREASURY NOTES T 1.875 21 Not callable 1 875 % Due 11/30/2021	185,000	99.92	184,848	99 414	183,915	18.4	(933)	3,468	1 89

Trade date basis

US government bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TSY INFLATION INDEX BOND Not callable 0 625 % Due 01/15/2024 Original Face = 40,000.000	40,706.400	103.07	41,956	100 836	41,046	4.1	(910)	254	0.62
US TREASURY BONDS T 2 375 24 Not callable 2.375 % Due 08/15/2024	120,000	100 15	120,178	101.805	122,166	12 2	1,988	2,850	2 33
Total US government bonds			**$445,309**		**$443,176**	**44.3%**	**($2,133)**	**$8,697**	**1.96%**

Corporate bonds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
JPMORGAN CHASE & CO FRN 3ML+112.50 Not callable 1 372 % Due 09/22/2015 A3 /A	47,000	$101.11	$47,524	$100.720	$47,338	4 7%	($186)	$644	1 36%
NBCUNIVERSAL MEDIA LLC Not callable 2 875 % Due 04/01/2016 A3 /A-	35,000	104 33	36,515	102.492	35,872	3 6	(643)	1,006	2.81
TEXAS INSTRUMENT INC TXN 2 375 16 Not callable 2 375 % Due 05/16/2016 A1 /A+	25,000	99.49	24,873	102.320	25,580	2 6	707	593	2 32
COCA-COLA CO Not callable 1.800 % Due 09/01/2016 Aa3 /AA	25,000	102.16	25,539	101 504	25,376	2.5	(163)	450	1 77
TOYOTA MOTOR CREDIT CORP Not callable 2 000 % Due 09/15/2016 Aa3 /AA-	40,000	99 48	39,792	101 809	40,723	4 1	931	800	1 96
JOHNSON & JOHNSON Not callable 0 700 % Due 11/28/2016 Aaa /AAA	40,000	99.88	39,951	99.867	39,946	4 0	(5)	280	0.70

Trade date basis

Corporate bonds - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
GENERAL ELEC CAP CORP Not callable 2.900 % Due 01/09/2017 A1 /AA+	40,000	102 84	41,135	103 963	41,585	4.2	450	1,160	2 79
BB&T CORPORATION Callable 2/22/2017 @100.000 2 150 % Due 03/22/2017 A2 /A-	25,000	101 93	25,483	101 536	25,384	2.5	(99)	537	2 12
AMERICAN EXPRESS CREDIT Not callable 2 375 % Due 03/24/2017 A2 /A-	27,000	99 73	26,926	102 091	27,564	2.8	638	641	2 33
US BANCORP Callable 4/15/2017 @100 000 1.650 % Due 05/15/2017 A1 /A+	30,000	99 81	29,943	100 878	30,263	3 0	320	495	1 64
JOHN DEERE CAPITAL CORP DE 1.125 17 Not callable 1 125 % Due 06/12/2017 A2 /A	35,000	99 95	34,983	99 723	34,903	3 5	(80)	393	1.13
ANHEUSER-BUSCH INBEV WOR Not callable 1 375 % Due 07/15/2017 A2 /A	30,000	100 84	30,251	99.888	29,966	3 0	(285)	412	1.38
CITIGROUP INC Not callable 1.550 % Due 08/14/2017 Baa2 /A-	35,000	99 86	34,951	99.514	34,829	3.5	(122)	542	1.56
WHIRLPOOL CORP Not callable 1 650 % Due 11/01/2017 Baa2 /BBB	30,000	100.15	30,045	99.944	29,983	3.0	(62)	495	1 65
APPLE INC FRN 3ML + 25 Not callable 0 482 % Due 05/03/2018 Aa1 /AA+	30,000	99.78	29,933	99 840	29,952	3.0	19	144	0 48
Total corporate bonds			**$497,844**		**$499,264**	**49.9%**	**$1,420**	**$8,592**	**1.72%**
International - next page			34,870		100,798				
			532,714		600,062				

Trade date basis

International bonds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
KFW TO PRIOR PAGE **Not callable** **1.250 % Due 02/15/2017 Aaa /AAA**	**35,000**	**$99.63**	**$34,870**	**$100.798**	**$35,279**	**3.5%**	**$409**	**$437**	**1.24%**
Total fixed income			**$1,000,959**		**$1,000,655**	**100.0%**	**($304)**	**$17,728**	**1.77%**

Large Cap Core - U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DOLLAR GENERAL CORP *(DG)*	455	$49 37	$22,462	$70 700	$32,168	4.9%	$9,706		
L BRANDS INC *(LB)*	125	54 79	6,849	86 550	10,818	1.7	3,969	170	1 57
MACY'S INC *(M)*	270	37 84	10,218	65 750	17,752	2.7	7,534	337	1 90
NIKE INC CL B *(NKE)*	240	85 78	20,586	96 150	23,076	3 5	2,490	268	1 16
VIACOM INC CL B NEW *(VIAB)*	285	76 63	21,840	75 250	21,446	3 3	(394)	376	1 75
YUM BRANDS INC *(YUM)*	265	70 87	18,780	72 850	19,305	2 9	525	434	2 25
Total consumer discretionary			**$100,735**		**$124,565**	**19.0%**	**$23,830**	**$1,585**	**1.27%**

Consumer staples

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CVS HEALTH CORP *(CVS)*	175	$49.02	$8,579	$96 310	$16,854	2 6%	$8,275	$245	1.45%
LORILLARD INC COM *(LO)*	100	44 69	4,469	62 940	6,294	1 0	1,825	246	3 91
Total consumer staples			**$13,048**		**$23,148**	**3.5%**	**$10,100**	**$491**	**2.12%**

Energy

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CONOCOPHILLIPS *(COP)*	260	$57.70	$15,001	$69.060	$17,955	2.7%	$2,954	$759	4 23%

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
VALERO ENERGY NEW *(VLO)*	150	50 01	7,501	49 500	7,425	1.1	(76)	165	2 22
Total energy			**$22,502**		**$25,380**	**3.9%**	**$2,878**	**$924**	**3.64%**
Financials									
ACE LIMITED *(ACE)*	145	$56 25	S8,156	$114.880	$16,657	2 5%	$8,501	$377	2 26%
AMERICAN INTL GROUP INC *(AIG)*	275	43.06	11,842	56.010	15,402	2 4	3,560	137	0.89
CITIGROUP INC *(C)*	280	33.45	9,367	54.110	15,150	2.3	5,783	11	0.07
KEYCORP NEW *(KEY)*	1,855	13.36	24,779	13.900	25,784	3 9	1,005	482	1 87
MORGAN STANLEY GRP INC *(MS)*	375	29.56	11,084	38.800	14,550	2 2	3,466	150	1 03
Total financials			**$65,228**		**$87,543**	**13.3%**	**$22,315**	**$1,157**	**1.32%**
Health care									
AETNA INC NEW *(AET)*	385	$58 03	$22,343	$88 830	$34,199	5 2%	$11,856	$385	1 13%
MYLAN INC *(MYL)*	535	44 10	23,591	56 370	30,157	4 6	6,566		
PFIZER INC *(PFE)*	995	29 68	29,533	31 150	30,994	4.7	1,461	1,114	3 60
THERMO FISHER SCIENTIFIC *(TMO)*	125	65 06	8,133	125 290	15,661	2 4	7,528	75	0 48
ZIMMER HLDGS INC *(ZMH)*	215	73 64	15,832	113 420	24,385	3 7	8,553	189	0 78
Total health care			**$99,432**		**$135,396**	**20.6%**	**$35,964**	**$1,763**	**1.30%**
Industrials									
CUMMINS INC *(CMI)*	55	$129 98	$7,149	$144 170	$7,929	1.2%	$780	$171	2 16%
ILLINOIS TOOL WORKS INC *(ITW)*	115	68 11	7,833	94 700	10,890	1 7	3,057	223	2 05
KIRBY CORP *(KEX)*	115	112.23	12,906	80 740	9,285	1 4	(3,621)		
NIELSEN N V EUR 0 07 *(NLSN)*	240	34 42	8,260	44 730	10,735	1 6	2,475	240	2.24
RAYTHEON CO NEW *(RTN)*	275	97 79	26,892	108 170	29,746	4 5	2,854	665	2 24
UNION PACIFIC CORP *(UNP)*	240	84.96	20,390	119 130	28,591	4 4	8,201	480	1 68

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
UNITED RENTALS INC *(URI)*	120	95.51	11,461	102.010	12,241	1 9	780		
Total industrials			**$94,891**		**$109,417**	**16.7%**	**$14,526**	**$1,779**	**1.63%**

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
APPLE INC *(AAPL)*	365	$74 40	$27,157	$110 380	$40,288	6 1%	$13,131	$686	1 70%
AVAGO TECHNOLOGIES *(AVGO)*	160	46 26	7,401	100 590	16,094	2 5	8,693	224	1 39
NXP SEMICONDUCTORS NV *(NXPI)*	240	60 67	14,560	76 400	18,336	2 8	3,776		
QUALCOMM INC *(QCOM)*	325	64 11	20,837	74.330	24,157	3 7	3,320	546	2 26
TERADATA CORP *(TDC)*	460	42 43	19,516	43.680	20,092	3 1	576		
Total information technology			**$89,471**		**$118,967**	**18.1%**	**$29,496**	**$1,456**	**1.22%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AMERICAN WATER WORKS CO *(AWK)*	**595**	**$42.68**	**$25,394**	**$53.300**	**$31,713**	**4.8%**	**$6,319**	**$737**	**2.33%**
Total large cap core - u.s. To PAGE 12			**$510,701**		**$656,129**	**100.0%**	**$145,428**	**$9,892**	**1.51%**

Large Cap Core - Non U.S.

Consumer discretionary

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
BRIDGESTONE CORP ADR *(BRDCY)*	800	$17.69	$14,152	$17 511	$14,008	3 8%	($144)	$208	1.49%
DAIHATSU MOTOR CO. LTD ADR *(DHTMY)*	270	36.51	9,858	26 340	7,111	1 9	(2,747)	228	3 22
PANDORA A/S ADR *(PNDZY)*	465	17 19	7,994	20 496	9,530	2.6	1,536	92	0.97
SKY PLC ADR *(SKYAY)*	370	61 11	22,610	56.071	20,746	5.6	(1,864)	760	3.66
Total consumer discretionary			**$54,614**		**$51,395**	**13.8%**	**($3,219)**	**$1,288**	**2.51%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Consumer staples									
IMPERIAL TOBACCO LT ADR *(ITYBY)*	185	$73 50	$13,597	$88 441	$16,361	4 4%	$2,764	$767	4 69%
J SAINSBURY SPN ADR NEW *(JSAIY)*	815	21 40	17,445	15 387	12,540	3 4	(4,905)	927	7 40
SVENSKA CL AKTIBLGT ADR *(SVCBY)*	595	26 29	15,644	21.576	12,837	3 4	(2,807)	352	2.74
UNILEVER NV	490	38 36	18,798	39 499	19,354	5 2	556	676	3 49
WILMAR INTERNATIONAL ADR *(WLMIY)*	560	26 49	14,837	24.451	13,692	3 7	(1,145)	300	2 20
Total consumer staples			**$80,321**		**$74,784**	**20.0%**	**($5,537)**	**$3,022**	**4.04%**
Energy									
SINOPEC/CHINA PETE&CHM ADR *(SNP)*	**119**	**$77.45**	**$9,216**	**$81.010**	**$9,640**	**2.6%**	**$424**	**$412**	**4.28%**
Financials									
BNP PARIBAS SPON ADR *(BNPQY)*	385	$26.61	$10,244	$29 804	$11,474	3 1%	$1,230	$275	2 40%
DBS GROUP HLDGS LTD ADR *(DBSDY)*	405	53.21	21,552	62.184	25,184	6 7	3,632	729	2 89
HSBC HLDGS PLC ADR *(HSBC)*	400	50 16	20,065	47 230	18,892	5 1	(1,173)	980	5 19
ORIX CORP	1,090	15 20	16,567	12.676	13,816	3 7	(2,751)	226	1.64
RSA INS GRP INC SPON ADR *(RSNAY)*	2,370	8 98	21,275	6 783	16,075	4 3	(5,200)	395	2 46
SKANDINAVISKA ENSKILDA ADR *(SKVKY)*	600	11.89	7,133	12.717	7,630	2 0	497	281	3 69
WHARF HOLDINGS ADR *(WARFY)*	820	12 60	10,334	14.443	11,843	3 2	1,509	331	2 80
Total financials			**$107,170**		**$104,914**	**28.1%**	**($2,256)**	**$3,217**	**3.07%**
Health care									
ASTRAZENECA PLC	**255**	**$72.21**	**$18,414**	**$70.989**	**$18,102**	**4.9%**	**($312)**	**$675**	**3.73%**
Industrials									
ITOCHU CORP ADR *(ITOCY)*	**940**	**$21.32**	**$20,040**	**$21.552**	**$20,258**	**5.4%**	**$218**	**$642**	**3.17%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Information technology									
HITACHI LTD ADR *(HTHIY)*	**300**	**$77.04**	**$23,112**	**$75.124**	**$22,537**	**6.0%**	**($575)**	**$267**	**1.19%**
Materials									
SUMITOMO METAL MIN CO LTD *(SMMYY)*	**670**	**$14.40**	**$9,649**	**$15.097**	**$10,114**	**2.7%**	**$465**	**$205**	**2.03%**
Telecom services									
CHINA TELECOM ADR *(CHA)*	405	$56 87	$23,032	$58 710	$23,777	6 4%	$745	$446	1 88%
KDDI CORP ADR *(KDDIY)*	1,045	9 88	10,329	15 924	16,640	4 5	6,311	274	1 65
TIM PARTICIPACOES SA ADR *(TSU)*	380	24 71	9,388	22 210	8,439	2 3	(949)	280	3 32
Total telecom services			**$42,749**		**$48,856**	**13.1%**	**$6,107**	**$1,000**	**2.05%**
Utilities									
TOKYO GAS LTD ADR *(TKGSY)*	**597**	**$19.19**	**$11,459**	**$21.756**	**$12,988**	**3.5%**	**$1,529**	**$158**	**1.22%**
Total large cap core - non u.s.			**$376,744**		**$373,588**	**100.0%**	**($3,156)**	**$10,886**	**2.91%**
Largecapcore - US - Page 10			510,701		656,129				
			887,445		1,029.717				

Large Cap Strategies

Large cap strategies funds	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OW LARGE CAP STRATEGIES FD *(OWLSX)* BOOK COST 1,811,244	154,172 654	$11.56	$1,782,871	$12.910	$1,990,368	100 0%	$207,497	$14,970	0.75%
Total large cap strategies			**$1,782,871**		**$1,990,368**	**100.0%**	**$207,497**	**$14,970**	**0.75%**

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
Small & Mid Cap									
Small & mid cap funds									
OW SMALL & MID CAP FUND *(OWSMX)* BOOK COST 695,861	57,583.415	$10 88	$626,382	$16 220	S934,002	100 0%	$307,620	$7,485	0.80%
Total small & mid cap			**$626,382**		**$934,002**	**100.0%**	**$307,620**	**$7,485**	**0.80%**
Strategic Opportunities									
Strategic Opportunities funds									
OW STRATEGIC OPPTYS FUND *(OWSOX)* BOOK COST 639,247	84,999 675	$6 11	$519,666	$7 590	$645,147	100.0%	$125,481	$14,789	2 29%
Total strategic opportunities			**$519,666**		**$645,147**	**100.0%**	**$125,481**	**$14,789**	**2.29%**
Real Return / Commodities									
Real return funds									
OW REAL RETURN FUND *(OWRRX)* BOOK COST 258,879	25,039.198	$10 16	$254,452	$7.110	$178,028	100.0%	($76,424)	$500	0 28%
Total real return / commodities			**$254,452**		**$178,028**	**100.0%**	**($76,424)**	**$500**	**0.28%**

THE WYETH FOUNDATION EIN: 26-0002833
FORM 990-PF
REPORT REQUIRED BY CODE SECTION 53.4945-5(d)
DECEMBER 31, 2014

NAME OF GRANTEE: POINT LOOKOUT FARMLIFE & WATER PRESERVE FOUNDATION, INC.

DATE OF GRANT: DECEMBER 21, 2014

AMOUNT OF GRANT: $59,750

PURPOSE: GENERAL OPERATING FUNDS

AMOUNTS EXPENDED: $59,750 IN 2015

TO THE BEST OF OUR KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS RECEIVED UNDER THIS GRANT FROM THE PURPOSE OF THE GRANT.

DATE REPORTS RECEIVED FROM GRANTEE: SEPTEMBER 2015

NO ADDITIONAL VERIFICATION OF GRANTEE'S REPORT UNDERTAKEN OR REQUIRED.