NOTICE 2008-6 STATUS CHANGE

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 , 20

Name of foundation: CONSCIOUS KIDS INC

A Employer identification number: 26-2895352

Number and street (or P O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): 855-739-2920

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

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, col. (c), line 16)* ▶ $ 5,785,884.

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))*	(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)	6,185,991.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	78.	78.		STMT 1
	4	Dividends and interest from securities	58,601.	51,516.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-135,437.			
	b	Gross sales price for all assets on line 6a 5,003,276.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,441.	3,441.		STMT 5
	12	**Total.** Add lines 1 through 11	6,112,674.	55,035.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 6	20,000.	NONE	NONE	20,000.
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 7	16,122.	16,122.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 8	1,198.	1,098.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 9	2,288.	333.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,608.	17,553.	NONE	20,000.
	25	Contributions, gifts, grants paid	50,000.			50,000.
	26	Total expenses and disbursements Add lines 24 and 25	89,608.	17,553.	NONE	70,000.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	6,023,066.			
	b	**Net investment income** (if negative, enter -0-)		37,482.		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	6,115.	120,879.	120,879.
	3	Accounts receivable ▶ Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule) STMT 10		105,916.	105,743.
	b	Investments - corporate stock (attach schedule) STMT 11		4,444,527.	4,394,797.
	c	Investments - corporate bonds (attach schedule) STMT 19		790,101.	764,313.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 20		400,000.	400,152.
	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)	6,115.	5,861,423.	5,785,884.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	6,115.	5,861,423.	
	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)	6,115.	5,861,423.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,115.	5,861,423.	

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	6,115.
2	Enter amount from Part I, line 27a	2	6,023,066.
3	Other increases not included in line 2 (itemize) ▶ROUNDING	3	19.
4	Add lines 1, 2, and 3	4	6,029,200.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 21	5	167,777.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,861,423.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,003,276.		5,138,713.	-135,437.
b				
c				
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-135,437.
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 -135,437.

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 N/A

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter. ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	750.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	750.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	750.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	100.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	100.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	650.
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** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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	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* . . . . STMT 22	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 ▶ WELLS FARGO BANK Telephone no. ▶ (855) 739-2920

Located at ▶ 1 WEST 4TH ST, D4000-062, WINSTON-SALEM, NC ZIP+4 ▶ 27101

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
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		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 ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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: 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
JOSHUA CARRICK 530 HENRY STREET, BROOKLYN, NY 11231	CHAIRMAN	-0-	-0-	-0-
LISA HARRIS 20 EAST 9TH STREET, NEW YORK, NY 10003	SECRETARY	-0-	-0-	-0-
KEISHA RICHARDSON 332 ROGERS AVE, BROOKLYN, NY 11225	TREASURER	-0-	-0-	-0-
BETTY RAPOPORT 20 EAST 9TH ST, NEW YORK, NY 10003	ASSISTANT TREASU	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	2,502,038.
b	Average of monthly cash balances	1b	2,056,584.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,558,622.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,558,622.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,379.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,490,243.
6	**Minimum investment return.** Enter 5% of line 5	6	224,512.

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	224,512.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	750.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	750.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	223,762.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	223,762.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	223,762.

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	70,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	70,000.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	70,000.

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				223,762.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			NONE	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2014				
a	From 2009 NONE				
b	From 2010 NONE				
c	From 2011 NONE				
d	From 2012 NONE				
e	From 2013 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 70,000.				
a	Applied to 2013, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2014 distributable amount				70,000.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				153,762.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2010 NONE				
b	Excess from 2011 NONE				
c	Excess from 2012 NONE				
d	Excess from 2013 NONE				
e	Excess from 2014 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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				
FRESH AIR FUND 633 THIRD AVENUE NEW YORK NY 10017	NONE	PC	GENERAL SUPPORT	10,000.
HARLEM DOWLING WESTSIDE CENTER CHILDREN AND F 2090 ADAM CLAYTON POWELL BLVD NEW YORK NY 10	NONE	PC	GENERAL SUPPORT	10,000.
NEW ALTERNATIVES FOR CHILDREN 37 WEST 26TH STREET 6TH FLOOR NEW YORK NY 10	NONE	PC	GENERAL SUPPORT	10,000.
CHILDREN'S AID SOCIETY 105 E 22ND ST NEW YORK NY 10010	NONE	PC	GENERAL SUPPORT	10,000.
BONNIE BRAE 3415 VALLEY ROAD LIBERTY CORNER NJ 07938	NONE	PC	GENERAL SUPPORT	10,000.
Total . . . . ▶ 3a				50,000.
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	78.	
4 Dividends and interest from securities			14	58,601.	
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	-135,437.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MUTUAL FUND INCOME			14	3,441.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-73,317.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -73,317.

(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.)
	NOT APPLICABLE

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

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

▶ Signature of officer or trustee | 5/12/15 Date | ▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CYNTHIA PETERS, AVP	Cynthia Peters	05/06/2015		P00116953

Firm's name ▶ WELLS FARGO BANK, N.A. Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28262 Phone no 800-691-8916

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www.irs.gov/form990***

OMB No 1545-0047

2014

Name of the organization
CONSCIOUS KIDS INC

Employer identification number
26-2895352

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts **I** and **II.**

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF **Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

JSA
4E1251 2 000

Name of organization	Employer identification number
CONSCIOUS KIDS INC	26-2895352

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF MARLEE-JO JACOBSON 20 EAST 9TH ST NEW YORK, NY 10003	$ 5,227,875.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	ESTATE OF MARLEE-JO JACOBSON 20 EAST 9TH STREET NEW YORK, NY 10003	$ 569,203.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	ESTATE OF MARLEE-JO JACOBSON 20 EAST 9TH ST NEW YORK, NY 10003	$ 388,913.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
CONSCIOUS KIDS INC	26-2895352

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	67,500 SHS CME GROUP	$ 5,227,875.	09/20/2014
2	6,927.794 SHS FRANKLIN DOUBLE T/F INCOME CL 8,078.754 SHS FRANLING FEDERAL LIM TF 18,184.661 SHS FRANKLIN NY INT TM T/F INC 18,301.154 SHS FRANKLIN NY TAX-FREE INCOME	$ 569,203.	09/20/2013
		$	
		$	
		$	
		$	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	78.	78.
TOTAL	78.	78.

CONSCIOUS KIDS INC 26-2895352

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABAXIS INC	25.	25.
ABERDEEN EMERG MARKETS-INST #5840	1,339.	1,339.
AIRGAS INC COM	25.	25.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	3.	3.
AMERICAN TOWER CORP	33.	33.
APTARGROUP INC COM	25.	25.
ARTISAN PARTNERS ASSET MANAGEM	138.	75.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	91.	91.
BANK MONTREAL QUE COM	146.	146.
BANK OF NOVA SCOTIA	133.	133.
BECTON DICKINSON & CO COM	22.	22.
BIO-TECHNE CORP	27.	27.
BLACKBAUD INC	18.	18.
BRISTOL-MYERS SQUIBB CO COM	64.	64.
BROWN & BROWN INC COM	37.	37.
CDW CORP/DE	28.	28.
CME GROUP INC	7,896.	7,896.
CHEVRONTEXACO CORP COM	196.	196.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	101.	101.
CLARCOR INC COM W/RTS EXP 04/25/2006	25.	25.
COHEN & STEERS INC	201.	147.
COMPUTER PROGRAMS & SYSTEMS INC	105.	105.
COSTCO WHOLESALE CORP COM	29.	29.
CROWN CASTLE INTL CORP	84.	84.
DIAGEO PLC SPONSORED ADR NEW	163.	163.
DOMINION RES INC VA NEW COM	107.	107.
DUKE ENERGY HOLDING CORP. COM	88.	88.
DUNKIN' BRANDS GROUP INC	20.	20.
ENI S P A ADR	330.	330.
EXPONENT INC	40.	40.
EXXON MOBIL CORP COM	68.	68.
FACTSET RESEARCH SYSTEMS INC COM	41.	41.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FID ADV EMER MKTS INC- CL I #607	4,932.	4,932.
FIDELITY NATL INFORMATION SVCS INC	25.	25.
FNF GROUP	29.	29.
FRANKLIN NY INT TM T/F INC-A #153	1,511.	
FRANKLIN N Y TAX FREE INCOME FD FD CL A	1,962.	
FRANKLIN FEDERAL LIM TF IN-A #154	226.	
FRANKLIN DOUBLE T/F INCOME CALSS A	953.	
HSBC HLDGS PLC SPONSORED ADR NEW	176.	176.
HARRIS CORP DEL COM	136.	136.
HENRY JACK & ASSOC INC COM	46.	46.
HESS CORP	17.	17.
ITOCHU CORP-UNSPONSORED ADR	126.	126.
JOHNSON & JOHNSON COM	186.	186.
LUMH MOET HENNESSY LOUIS VUITTON	99.	99.
LANDSTAR SYS INC COM	10.	10.
LAS VEGAS SANDS CORP	245.	245.
LEUCADIA NATL CORP COM	14.	14.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	82.	82.
LOCKHEED MARTIN CORP COM	122.	122.
MARKETAXESS HLDGS INC	39.	39.
MARRIOTT INTL INC NEW CL A	26.	26.
MCDONALDS CORP COM	82.	82.
MCGRAW HILL COS INC	16.	16.
MERCK & CO INC NEW	122.	122.
MICROSOFT CORP COM	115.	115.
OPPENHEIMER DEVELOPING MKT-I #799	3,042.	3,042.
OWENS & MINOR INC NEW COM	63.	63.
PIMCO FOREIGN BOND FUND-INST	6,563.	6,563.
PPL CORP COM	129.	129.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	189.	189.
PHILIP MORRIS INTERNATIONAL IN	229.	229.
POOL CORPORATION	23.	23.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	1.	1.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIMERICA INC	30.	30.
PUBLIC SVC ENTERPRISE GRP INC COM	95.	95.
R L I CORP COM	887.	887.
RPC ENERGY SVC INC COM	16.	16.
ROLLINS INC	21.	21.
ROSS STORES INC COM	9.	9.
T ROWE PRICE INST FLOAT RATE #170	2,340.	2,340.
ROYAL DUTCH SHELL PLC SPONSORED	252.	252.
STARBUCKS CORP COM	39.	39.
SUMITOMO TRUST AND BANKING ADR	134.	134.
TJX COS INC NEW COM	24.	24.
THOR INDS INC COM	21.	21.
TOTAL FINA ELF S A SPONSORED ADR	200.	200.
TOYOTA MTR CORP COM (ADR 2)	155.	155.
UNILEVER N V NEW YORK SHS NEW	146.	146.
U S TREAS INFL IND 2.375% 1/15/17	-18.	-18.
VANGUARD REIT VIPER	6,572.	4,384.
VERIZON COMMUNICATIONS COM	167.	167.
VISA INC-CLASS A SHRS	33.	33.
WILLIAMS COS INC COM W/RTS ATTACHED	70.	70.
EATON CORP PLC	128.	
LYONDELLBASELL INDU-CL A	104.	104.
OTHER DIVIDENDS	13,992.	13,992.
TOTAL	58,601.	51,516.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MUTUAL FUND INCOME		3,441.	3,441.
	TOTALS	3,441.	3,441.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LAURINO & SCONZO - LEGAL RETAI	15,000.			15,000.
MCCANLISS & EARLY - LEGAL SERV	5,000.			5,000.
TOTALS	20,000.	NONE	NONE	20,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - MGMT FEE		16,122.	16,122.
	TOTALS	16,122.	16,122.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	338.	338.
FEDERAL ESTIMATES - PRINCIPAL	100.	
FOREIGN TAXES ON QUALIFIED FOR	736.	736.
FOREIGN TAXES ON NONQUALIFIED	24.	24.
TOTALS	1,198.	1,098.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEES	35.	35.
SAFEGUARD AND STORAGE FEE	1,955.	
DOWNTOWN ASSOC - INVST COMMITT	248.	248.
BANK FEES	50.	50.
TOTALS	2,288.	333.

CONSCIOUS KIDS INC 26-2895352

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
31359MW41 FED NATL MTG ASSN	12,988.	12,933.
3137EACA5 FED HOME LN MTG CORP	13,104.	13,060.
912828GD6 U S TREAS INFL IND	9,964.	9,883.
912828HA1 US TREASURY NOTE	5,509.	5,491.
912828KS8 US TREASURY NOTE	8,226.	8,208.
912828LJ7 US TREASURY NOTE	9,816.	9,818.
912828MP2 US TREASURY NOTE	9,857.	9,868.
912828MR8 US TREASURY NOTE	10,051.	10,036.
912828NF3 US TREASURY NOTE	7,067.	7,057.
912828QQ6 US TREASURY NOTE	10,371.	10,366.
912828SF8 US TREASURY NOTE	8,963.	9,023.
TOTALS	105,916.	105,743.

CONSCIOUS KIDS INC 26-2895352

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
002567105 ABAXIS INC	12,889.	14,264.
002824100 ABBOTT LABS	11,701.	12,065.
003021714 ABERDEEN EMERG MARKE	330,000.	296,616.
00724F101 ADOBE SYS INC	15,224.	15,267.
009158106 AIR PRODS & CHEMS IN	9,819.	9,808.
009363102 AIRGAS INC COM	5,252.	5,298.
015351109 ALEXION PHARMACEUTIC	9,671.	9,252.
01609W102 ALIBABA GROUP HOLDIN	13,962.	13,200.
023135106 AMAZON COM INC COM	16,118.	17,069.
03027X100 AMERICAN TOWER CORP	8,649.	8,600.
03524A108 ANHEUSER-BUSCH INBEV	3,266.	3,370.
03662Q105 ANSYS INC	9,963.	10,824.
037833100 APPLE INC	53,402.	54,307.
038336103 APTARGROUP INC COM	5,416.	6,082.
042068106 ARM HOLDINGS PLC - A	6,565.	7,084.
04316A108 ARTISAN PARTNERS ASS	12,608.	12,633.
044209104 ASHLAND INC NEW	5,109.	5,269.
045327103 ASPEN TECHNOLOGY INC	3,262.	3,187.
046353108 ASTRAZENECA PLC ADR	10,676.	10,064.
053332102 AUTOZONE INC	6,976.	7,429.
055262505 BASF AKTIENGESELLSCH	25,583.	21,181.
05946K101 BANCO BILBAO VIZCAYA	13,325.	10,151.
063671101 BANK MONTREAL QUE CO	19,624.	17,965.
064149107 BANK N S HALIFAX	17,869.	15,526.
067383109 BARD C R INC	6,315.	6,165.
075887109 BECTON DICKINSON & C	5,207.	5,149.
088606108 BHP BILLITON LIMITED	7,298.	5,158.
09061G101 BIOMARIN PHARMACEUTI	9,379.	10,034.
09062X103 BIOGEN IDEC INC	20,274.	21,385.

CONSCIOUS KIDS INC 26-2895352

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
09227Q100 BLACKBAUD INC	3,051.	3,331.
097023105 BOEING CO	9,726.	10,138.
110122108 BRISTOL MYERS SQUIBB	15,718.	15,879.
110448107 BRITISH AMERICAN TOB	26,365.	24,152.
112585104 BROOKFIELD ASSET MAN	19,142.	19,150.
115236101 BROWN & BROWN INC	15,883.	16,290.
12504L109 CBRE GROUP INC	4,315.	4,453.
12514G108 CDW CORP/DE	12,423.	14,631.
12572Q105 CME GROUP INC	656,172.	709,200.
131347304 CALPINE CORP/NEW	2,067.	2,036.
13645T100 CANADIAN PAC RY LTD	11,094.	10,405.
143130102 CARMAX INC	5,752.	6,658.
150870103 CELANESE CORP	5,965.	5,996.
151020104 CELGENE CORP COM	15,904.	16,779.
163086101 CHEFS' WAREHOUSE HOL	3,345.	4,838.
166764100 CHEVRON CORP	27,659.	24,792.
169656105 CHIPOTLE MEXICAN GRI	8,342.	8,899.
171798101 CIMAREX ENERGY CO	3,803.	3,816.
17275R102 CISCO SYSTEMS INC	31,588.	34,491.
179895107 CLARCOR INC	7,826.	8,463.
19247A100 COHEN & STEERS INC	6,297.	6,943.
194014106 COLFAX CORPORATION	5,407.	5,466.
20030N101 COMCAST CORP CLASS A	9,968.	10,442.
205306103 COMPUTER PROGRAMS &	10,650.	11,178.
20605P101 CONCHO RESOURCES INC	7,886.	6,983.
217204106 COPART INC COM	18,332.	20,836.
22160K105 COSTCO WHOLESALE COR	12,671.	13,041.
22822V101 CROWN CASTLE INTL CO	8,187.	8,027.
249030107 DENTSPLY INTL INC CO	3,037.	2,930.

CONSCIOUS KIDS INC 26-2895352

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
251542106 DEUTSCHE BOERSE AG A	10,092.	9,933.
25243Q205 DIAGEO PLC - ADR	20,280.	19,395.
254687106 WALT DISNEY CO	13,954.	14,317.
25470F302 DISCOVERY COMMUNICAT	7,857.	7,722.
256677105 DOLLAR GENERAL CORP	5,589.	5,868.
25746U109 DOMINION RES INC VA	15,188.	16,534.
26441C204 DUKE ENERGY HOLDING	10,128.	11,278.
265504100 DUNKIN' BRANDS GROUP	1,963.	1,791.
26874R108 ENI SPA - ADR	13,920.	9,880.
26875P101 EOG RESOURCES, INC	4,721.	4,788.
278768106 ECHOSTAR CORPORATION	3,302.	3,255.
278865100 ECOLAB INC	1,885.	1,881.
30214U102 EXPONENT INC	11,273.	13,035.
30231G102 EXXON MOBIL CORPORAT	11,631.	11,002.
30303M102 FACEBOOK INC	25,205.	26,137.
303075105 FACTSET RESH SYS INC	15,189.	17,312.
311900104 FASTENAL CO	3,306.	3,519.
31620M106 FIDELITY NATL INFORM	6,516.	6,593.
31620R303 FNF GROUP	4,997.	5,305.
31816Q101 FIREEYE INC	3,760.	3,948.
339041105 FLEETCOR TECHNOLOGIE	8,917.	8,923.
345550107 FOREST CITY ENTERPRI	3,985.	3,919.
375558103 GILEAD SCIENCES INC	16,331.	14,422.
37733W105 GLAXOSMITHKLINE PLC	15,346.	13,677.
38259P508 GOOGLE INC	9,949.	9,552.
38259P706 GOOGLE INC-CL C	17,919.	17,371.
384109104 GRACO INC	5,825.	6,495.
384802104 GRAINGER W W INC	3,153.	3,314.
404280406 HSBC - ADR	22,650.	20,073.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
413875105 HARRIS CORP DEL	12,383.	12,569.
426281101 HENRY JACK & ASSOC I	11,767.	13,112.
42809H107 HESS CORP	5,038.	4,946.
428567101 HIBBETT SPORTS INC	6,387.	7,361.
452327109 ILLUMINA INC	11,824.	11,629.
45337C102 INCYTE CORPORATION,	2,647.	2,851.
45579E105 INVIVIOR PLC-SPON AD		577.
461202103 INTUIT COM	6,249.	6,177.
478160104 JOHNSON & JOHNSON	33,537.	33,567.
48238T109 KAR AUCTION SERVICES	5,321.	5,336.
494368103 KIMBERLY CLARK CORP	10,007.	10,976.
49456B101 KINDER MORGAN INC/DE	6,872.	7,023.
500472303 PHILIPS ELECTRONICS	20,213.	19,488.
502441306 LVMH MOET HENNESSY U	13,838.	13,361.
50540R409 LABORATORY CRP OF AM	5,478.	5,719.
515098101 LANDSTAR SYS INC COM	5,920.	6,020.
517834107 LAS VEGAS SANDS CORP	18,867.	17,681.
527288104 LEUCADIA NATL CORP C	5,192.	5,112.
530307107 LIBERTY BROADBAND CO	1,134.	1,052.
530307305 LIBERTY BROADBAND CO	2,958.	2,740.
53071M104 LIBERTY INTERACTIVE	8,184.	8,238.
53071M880 LIBERTY VENTURES - S	4,807.	4,904.
531229102 LIBERTY MEDIA CORP	2,996.	2,892.
531229300 LIBERTY MEDIA CORP	5,943.	5,745.
531465102 LIBERTY TRIPADVISOR	1,587.	1,641.
532457108 ELI LILLY & CO COM	13,015.	13,867.
533900106 LINCOLN ELECTRIC HOL	3,002.	3,040.
53578A108 LINKEDIN CORP	14,001.	14,242.
539830109 LOCKHEED MARTIN CORP	17,073.	18,679.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
540424108 LOEWS CORP	7,715.	7,816.
55261F104 M & T BANK CORPORATI	4,927.	4,899.
55354G100 MSCI INC	2,300.	2,277.
570535104 MARKEL HOLDINGS	12,240.	12,291.
57060D108 MARKETAXESS HLDGS IN	15,132.	17,426.
571903202 MARRIOTT INTERNATION	9,740.	10,144.
573284106 MARTIN MARIETTA MATL	4,907.	4,633.
57636Q104 MASTERCARD INC	24,918.	25,073.
580135101 MCDONALDS CORP	10,864.	10,869.
580645109 MCGRAW-HILL FINANCIA	6,713.	6,585.
58155Q103 MCKESSON CORP	12,166.	12,455.
582839106 MEAD JOHNSON NUTRITI	10,043.	9,953.
58933Y105 MERCK & CO INC NEW	20,300.	19,081.
59410T106 MICHELIN (CGDE) ADR	14,429.	12,664.
594918104 MICROSOFT CORP	20,411.	20,763.
595017104 MICROCHIP TECHNOLOGY	5,223.	5,323.
608190104 MOHAWK INDS INC COM	5,197.	5,282.
609207105 MONDELEZ INTERNATION	8,683.	8,391.
61166W101 MONSANTO CO NEW	13,120.	13,620.
615369105 MOODYS CORP	12,376.	11,880.
617446448 MORGAN STANLEY	10,366.	11,252.
620076307 MOTOROLA SOLUTIONS,	5,964.	6,104.
62944T105 NVR INC COM	10,017.	11,478.
636274300 NATIONAL GRID PLC AD	13,181.	12,648.
641069406 NESTLE S.A. REGISTER	38,203.	36,694.
64110L106 NETFLIX.COM INC	10,282.	9,223.
654106103 NIKE INC CL B	15,938.	16,153.
66987V109 NOVARTIS AG - ADR	25,867.	25,574.
670100205 NOVO NORDISK A/S - A	12,781.	12,357.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
67103H107 O'REILLY AUTOMOTIVE	22,323.	23,692.
683974604 OPPENHEIMER DEVELOPI	330,000.	298,556.
690732102 OWENS & MINOR INC CO	8,142.	8,813.
69351T106 PPL CORPORATION	10,789.	11,408.
717081103 PFIZER INC	30,049.	31,368.
718172109 PHILIP MORRIS INTERN	23,685.	22,562.
73278L105 POOL CORPORATION	5,720.	6,725.
740189105 PRECISION CASTPARTS	9,693.	10,358.
741503403 THE PRICELINE GROUP	12,048.	12,542.
74164M108 PRIMERICA INC	12,058.	13,728.
743315103 PROGRESSIVE CORP OHI	3,758.	3,725.
74435K204 PRUDENTIAL PLC - ADR	23,675.	22,854.
744573106 PUBLIC SVC ENTERPRIS	9,588.	10,601.
749607107 RLI CORP COM	12,044.	13,783.
75524B104 RBC BEARINGS INC	6,684.	7,744.
756255204 RECKITT BENCKIS/S AD	22,270.	21,160.
756577102 RED HAT INC	8,236.	9,472.
76090H103 RESTAURANT BRANDS-EX	34.	38.
76131D103 RESTAURANT BRANDS IN	6,430.	7,379.
767204100 RIO TINTO PLC - ADR	7,859.	6,817.
770323103 ROBERT HALF INTL INC	2,083.	2,160.
771195104 ROCHE HOLDINGS LTD -	23,696.	22,094.
774341101 ROCKWELL COLLINS	2,718.	2,703.
775711104 ROLLINS INC	3,018.	3,442.
778296103 ROSS STORES INC	4,061.	4,242.
780259206 ROYAL DUTCH SHELL PL	32,766.	28,989.
78388J106 SBA COMMUNICATIONS C	11,330.	11,076.
79466L302 SALESFORCE COM INC	14,566.	13,760.
80105N105 SANOFI-ADR	15,824.	13,273.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
806857108 SCHLUMBERGER LTD	27,043.	24,256.
808513105 SCHWAB CHARLES CORP	5,590.	6,008.
82481R106 SHIRE PLC ADR	8,049.	8,077.
825690100 SHUTTERSTOCK INC	6,670.	6,841.
826197501 SIEMENS AG - SPONSOR	19,826.	17,584.
82929R304 SINGAPORE TELECOMMUN	13,745.	12,962.
82966C103 SIRONA DENTAL SYSTEM	14,415.	16,163.
848637104 SPLUNK INC	7,744.	7,074.
855244109 STARBUCKS CORP COM	9,338.	9,928.
86562M209 SUMITOMO TRUST AND B	13,334.	11,837.
872540109 TJX COS INC NEW	15,020.	15,842.
87944W105 TELENOR ASA - ADR	11,418.	9,990.
87969N204 TELSTRA CORP-ADR	12,700.	11,793.
88160R101 TESLA MOTORS INC	6,566.	6,005.
885160101 THOR INDS INC	3,938.	4,246.
886547108 TIFFANY & CO NEW	9,516.	10,259.
891092108 TORO CO	10,602.	11,422.
89151E109 TOTAL S.A. - ADR	29,564.	23,962.
892331307 TOYOTA MOTOR CORPORA	17,455.	18,697.
893641100 TRANSDIGM GROUP INC	4,280.	4,320.
896945201 TRIPADVISOR INC	5,440.	5,525.
90130A101 TWENTY FIRST CENTURY	7,527.	8,257.
90184L102 TWITTER INC	7,953.	6,959.
90267B682 ETRACS ALERIAN MLP U	300,244.	264,103.
904311107 UNDER ARMOUR INC	7,648.	7,876.
904784709 UNILEVER N.V. - ADR	20,290.	18,934.
907818108 UNION PACIFIC CORP	11,139.	11,198.
91911K102 VALEANT PHARMACEUTIC	10,859.	10,733.
922908553 VANGUARD REIT VIPER	407,288.	418,689.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
92343E102 VERISIGN INC COM	6,327.	6,156.
92343V104 VERIZON COMMUNICATIO	11,876.	11,180.
92345Y106 VERISK ANALYTICS INC	3,929.	4,035.
92532F100 VERTEX PHARMACEUTICA	6,154.	6,296.
92826C839 VISA INC-CLASS A SHR	17,014.	17,830.
928563402 VMWARE INC	3,342.	3,301.
969457100 WILLIAMS COS INC	6,326.	5,528.
98138H101 WORKDAY INC	7,771.	6,774.
98310W108 WYNDHAM WORLDWIDE CO	3,478.	3,602.
983134107 WYNN RESORTS LTD	2,630.	2,231.
98978V103 ZOETIS INC	1,424.	1,420.
989825104 ZURICH INSURANCE GRO	16,928.	17,441.
G0083B108 ACTAVIS PLC	13,294.	13,385.
G0408V102 AON PLC	8,977.	9,199.
G0450A105 ARCH CAPITAL GROUP L	2,112.	2,187.
G29183103 EATON CORP PLC	22,153.	21,679.
G5480U104 LIBERTY GLOBAL PLC-A	4,888.	4,920.
G5480U120 LIBERTY GLOBAL PLC-S	5,214.	5,217.
G60754101 MICHAEL KORS HOLDING	3,336.	3,455.
G9618E107 WHITE MTNS INS GROUP	3,840.	3,781.
G96666105 WILLIS GROUP HOLDING	3,372.	3,540.
G97822103 PERRIGO CO PLC	4,173.	4,346.
N22717107 CORE LABORATORIES N	4,740.	5,054.
N53745100 LYONDELLBASELL INDU-	17,928.	14,211.
N7902X106 SENSATA TECHNOLOGIES	3,902.	4,088.
TOTALS	4,444,527.	4,394,797.

CONSCIOUS KIDS INC 26-2895352

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
025816AX7 AMERICAN EXPRESS	10,074.	10,028.
031162BL3 AMGEN INC	9,228.	9,209.
03523TBP2 ANHEUSER-BUSCH INBEV	4,846.	4,859.
064159DA1 BANK OF NOVA SCOTIA	5,022.	5,003.
126650BZ2 CVS CAREMARK CORP	9,792.	9,740.
315920702 FID ADV EMER MKTS IN	300,000.	281,977.
36962G5J9 GENERAL ELEC CAP COR	10,075.	10,144.
375558AZ6 GILEAD SCIENCES INC	5,123.	5,132.
50075NBA1 KRAFT FOODS INC	10,220.	10,195.
59018YN64 MERRILL LYNCH & CO	10,403.	10,337.
693390882 PIMCO FOREIGN BD FD	100,000.	96,853.
77958B402 T ROWE PRICE INST FL	300,000.	295,585.
887317AK1 TIME WARNER INC	9,885.	9,822.
92343VBQ6 VERIZON COMMUNICATIO	5,433.	5,429.
TOTALS	790,101.	764,313.

CONSCIOUS KIDS INC 26-2895352

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
530307115 LIBERTY BROADBAND-RI	C		152.
GTY995004 GAI AGILITY INCOME F	C	400,000.	400,000.
TOTALS		400,000.	400,152.

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

DESCRIPTION	AMOUNT
MUTUAL FUND POSTED AFTER TYE EFFECTIVE CURR YR	7,993.
WASH SALES ADJUSTMENT	1,008.
COST ADJ BURGER KING MERGER	395.
ACCD INT POSTED CURR YR EFFECTIVE NEXT YR	1,357.
COST/FMV ADJUSTMENT - CONTRIBUTED ASSETS	157,024.
TOTAL	167,777.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

ESTATE OF MARLEE-JO JACOBSON
20 EAST 9TH ST
NEW YORK, NY 10003

Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Tax Due	Over Payment	Tax Due - 990T	Prep Code
7006 2760 0002 3332 7068	46114800	CONSCIOUS KIDS INC	26-2895352	650 00	0 00	0 00	0.00	485
7006 2760 0002 3332 7068	51604400	GOOD SHEPHERD FUND-IMA-MAIN	20-0017143	2499 00	0 00	0 00	0 00	598
7006 2760 0002 3332 7068	9525000757	R T VANDERBILT TRUST	06-6040981	15881 00	0 00	0 00	0 00	485