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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2014 or tax year beginning

Name of foundation: **THE FREDERICK J. GODDARD CHARITABLE**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1908**

Room/suite: _____

City or town: **ORLANDO** State: **FL** ZIP code: **32802-1908**

Foreign country name: _____ Foreign province/state/county: _____ Foreign postal code: _____

A Employer identification number: **26-4216754**

B Telephone number (see instructions): **(866) 613-0656**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 5,775,578**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	142,363	138,183		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	402,915			
	b Gross sales price for all assets on line 6a	2,082,674			
	7 Capital gain net income (from Part IV, line 2)		402,915		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	545,278	541,098	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	65,378	32,689		32,689
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	19,930	2,229		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	85,308	34,918	0	32,689
	25 Contributions, gifts, grants paid	245,170			245,170
26 Total expenses and disbursements. Add lines 24 and 25	330,478	34,918	0	277,859	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	214,800				
b Net investment income (if negative, enter -0-)		506,180			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			3,318	3,318
	2	Savings and temporary cash investments	234,834	341,446	341,446	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	4,844,655	4,948,027	5,430,814		
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)	5,079,489	5,292,791	5,775,578		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	5,079,489	5,292,791		
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)	5,079,489	5,292,791			
31	Total liabilities and net assets/fund balances (see instructions)	5,079,489	5,292,791			

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	5,079,489
2	Enter amount from Part I, line 27a	2	214,800
3	Other increases not included in line 2 (itemize) FEDERAL EXCISE TAX REFUND	3	92
4	Add lines 1, 2, and 3	4	5,294,381
5	Decreases not included in line 2 (itemize) ROC ADJUSTMENT	5	1,590
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,292,791

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F MV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
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	402,915
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	0

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 (col (b) divided by col (c))
2013	266,898	5,584,223	0.047795
2012	254,099	5,225,393	0.048628
2011	267,206	5,237,596	0.051017
2010	221,898	4,953,923	0.044792
2009	221,982	4,419,468	0.050228
2	Total of line 1, column (d)		0.242460
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		0.048492
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		5,861,055
5	Multiply line 4 by line 3		284,214
6	Enter 1% of net investment income (1% of Part I, line 27b)		5,062
7	Add lines 5 and 6		289,276
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		277,859

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	10,124	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	
3	Add lines 1 and 2	3	10,124	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,124	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,875	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d	7	10,875	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	751	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 751 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (866) 613-0656 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
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 N/A			
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? 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 ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	N/A
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaqaanda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p>		5b	N/A	
<p>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? N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</p>				
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870</p>		6b		X
<p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>				
<p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		7b	N/A	

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
SUNTRUST BANKS, INC P O. BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	65,378		

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

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 ▶

0

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	5,795,335
b	Average of monthly cash balances	1b	154,975
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,950,310
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	5,950,310
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	89,255
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,861,055
6	Minimum investment return. Enter 5% of line 5	6	293,053

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	293,053
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,124
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,124
3	Distributable amount before adjustments Subtract line 2c from line 1	3	282,929
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	282,929
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	282,929

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	277,859
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	277,859
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	277,859

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				282,929
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	2,734			
b From 2010				
c From 2011	13,429			
d From 2012				
e From 2013				
f Total of lines 3a through e	16,163			
4 Qualifying distributions for 2014 from Part XII, line 4. ▶ \$ 277,859:				
a Applied to 2013, but not more than line 2a				
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				277,859
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	5,070			5,070
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,093			
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				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,093			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	11,093			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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
<p>a Paid during the year See Attached Statement</p>				
Total				245,170
<p>b Approved for future payment NONE</p>				
Total				0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE WASHINGTON HOME & COMM HOSPICES

Street

4041 POWDER MILL RD , SUITE 600

City CALVERTON	State MD	Zip Code 20705	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 163,447
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Name

AGED WOMAN'S HOME OF GEORGETOWN

Street

1255 WISCONSIN AVE , NW

City WASHINGTON	State DC	Zip Code 20007	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 81,723
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Capital Gains/Losses	Other sales					
								Gross Sales	Cost, Other Basis and Expenses					
								2,082,674	0					
								1,679,759	0					
								402,915	0					
1	ABSOLUTE STRATEGIES FUN	349847600			11/24/2008	3/24/2014	11,096	9,137					0	1,959
2	ABSOLUTE STRATEGIES FUN	349847600			12/10/2008	3/24/2014	3,567	2,879					0	688
3	ABSOLUTE STRATEGIES FUN	349847600			2/22/2009	3/24/2014	1,484	1,184					0	310
4	ABSOLUTE STRATEGIES FUN	349847600			7/20/2009	3/24/2014	1,120	1,000					0	120
5	ABSOLUTE STRATEGIES FUN	349847600			10/26/2009	3/24/2014	10,914	10,378					0	536
6	ABSOLUTE STRATEGIES FUN	349847600			1/19/2010	3/24/2014	35	34					0	1
7	ABSOLUTE STRATEGIES FUN	349847600			10/25/2010	3/24/2014	52,930	52,352					0	578
8	ABSOLUTE STRATEGIES FUN	349847600			12/13/2011	3/24/2014	685	688					0	-3
9	ABSOLUTE STRATEGIES FUN	349847600			2/6/2012	3/24/2014	3,491	3,485					0	6
10	ABSOLUTE STRATEGIES FUN	349847600			5/7/2012	3/24/2014	3,808	3,850					0	-42
11	ABSOLUTE STRATEGIES FUN	349847600			8/6/2012	3/24/2014	95,618	97,619					0	-2,001
12	ABSOLUTE STRATEGIES FUN	349847600			3/11/2013	3/24/2014	22,597	22,926					0	-329
13	ABSOLUTE STRATEGIES FUN	349847600			7/29/2013	3/24/2014	4,487	4,583					0	-86
14	ABSOLUTE STRATEGIES FUN	349847600			10/7/2013	3/24/2014	6,050	6,084					0	-44
15	ABSOLUTE STRATEGIES FUN	349847600			8/19/2014	3/24/2014	4,020	4,586					0	-566
16	GOLDMAN SACHS LOC. EMG	34145N303			8/6/2012	8/18/2014	6,266	5,755					0	511
17	ABERDEEN-EQ LONG SHOR	003020336			3/11/2013	3/24/2014	57,090	50,663					0	6,427
18	CAMBIAR SMALL CAP-INS	0075W0593			3/24/2014	8/18/2014	4,846	4,608					0	238
19	BRANDS INTL S/C EQUITY-I	105262737			3/24/2014	8/18/2014	1,201	1,242					0	-41
20	DOUBLELINE TOTAL RET BD	258620103			11/19/2012	10/27/2014	10,072	10,401					0	-329
21	DOUBLELINE TOTAL RET BD	258620103			11/19/2012	10/27/2014	952	928					0	24
22	EATON VANCE ATLANTA CAP	277902698			3/24/2014	10/27/2014	7,147	6,990					0	157
23	EATON VANCE ATLANTA CAP	277902698			3/24/2014	10/27/2014	2,930	2,992					0	-62
24	EATON VANCE FLOATING RA	277911481			7/29/2013	10/27/2014	450	459					0	-9
25	EATON VANCE FLOATING RA	277911481			3/24/2014	10/27/2014	4,173	3,986					0	187
26	FEDERATED STRATEGIC VAL	314172560			10/7/2013	3/24/2014	3,751	3,358					0	393
27	FEDERATED STRATEGIC VAL	314172560			10/7/2013	8/18/2014	12,649	8,977					0	3,672
28	FEDERATED STRATEGIC VAL	314172560			10/25/2010	8/18/2014	9,665	6,904					0	2,761
29	FEDERATED STRATEGIC VAL	314172560			6/27/2008	3/24/2014	67,680	65,525					0	2,155
30	ABSOLUTE STRATEGIES FUN	349847600			12/20/2012	3/24/2014	1,781	1,704					0	77
31	ABSOLUTE STRATEGIES FUN	349847600			10/25/2010	3/24/2014	1,871	1,856					0	15
32	ABERDEEN-EQ LONG SHOR	003020336			10/7/2013	3/24/2014	2,714	2,748					0	-34
33	ABERDEEN-EQ LONG SHOR	003020336			8/6/2012	3/24/2014	45,348	42,826					0	2,522
34	ABERDEEN-EQ LONG SHOR	003020336			10/26/2009	8/18/2014	110,110	97,046					0	13,064
35	ABERDEEN-EQ LONG SHOR	003020336			5/7/2012	8/18/2014	5,700	5,212					0	488
36	ABERDEEN-EQ LONG SHOR	003020336			10/7/2013	10/27/2014	2,457	2,649					0	-192
37	GOLDMAN SACHS LOC EMG	38145N303			3/24/2014	10/27/2014	11,518	11,695					0	-177
38	GOLDMAN SACHS LOC EMG	38145N303			5/24/2010	3/24/2014	1,929	946					0	983
39	T. ROWE PRICE INST L/C GRV	45775L408			3/24/2010	8/19/2014	3,475	1,648					0	1,827
40	T. ROWE PRICE INST L/C GRV	45775L408			3/24/2010	8/19/2014	27,778	13,196					0	14,582
41	ISHARES BARCLAYS 3-7 YEA	464288661			10/7/2013	8/18/2014	1,221	1,213					0	8
42	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013	8/18/2014	244	242					0	2
43	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013	10/27/2014	7,003	6,899					0	104
44	JOHN HANCOCK III DISCIPLN	47803U640			3/24/2014	8/18/2014	16,060	15,410					0	650
45	JOHN HANCOCK III DISCIPLN	47803U640			3/24/2014	10/27/2014	21,848	21,349					0	499
46	JPMORGAN U.S. EQUITY FUN	4812A1142			3/11/2013	3/24/2014	1,463	1,267					0	196
47	JPMORGAN U.S. EQUITY FUN	4812A1142			8/18/2014	10/27/2014	16,301	16,369					0	-68
48	WESTERN ASSET MTG BKD S	52469F333			7/29/2013	8/18/2014	1,837	1,850					0	-13
49	WESTERN ASSET MTG BKD S	52469F333			10/7/2013	10/27/2014	112,453	112,658					0	-205
50	WESTERN ASSET MTG BKD S	52469F333			10/7/2013	10/27/2014	1,957	1,941					0	16
51	WESTERN ASSET MTG BKD S	52469F333			3/24/2014	10/27/2014	5,548	5,422					0	126
52	WESTERN ASSET MTG BKD S	52469F333			10/7/2013	3/24/2014	1,689	1,638					0	51
53	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013	3/24/2014	91,016	86,673					0	4,343
54	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013	8/18/2014	185,811	163,092					0	22,719
55	MANNING & NAPIER WORLD	563821545			10/26/2009	8/18/2014	2,053	1,791					0	262
56	MANNING & NAPIER WORLD	563821545			9/15/2011	8/18/2014	4,016	3,288					0	728
57	MANNING & NAPIER WORLD	563821545			3/24/2014	8/18/2014	13,038	12,782					0	256
58	MANNING & NAPIER WORLD	563821545			11/19/2012	8/18/2014	71,530	57,708					0	13,822
59	MANNING & NAPIER WORLD	563821545			11/19/2012	3/24/2014	30,499	28,376					0	2,123
60	OPPENHEIMER DEVELOPING	683974505			11/19/2012	8/18/2014	161,037	131,004					0	30,033
61	OPPENHEIMER DEVELOPING	683974505			11/19/2012	8/18/2014	161,037	131,004					0	30,033
62	PIMCO INVESTMENT GRD CO	72205816			7/29/2013	8/18/2014	3,504	3,411					0	93
63	PIMCO INVESTMENT GRD CO	72205816			3/11/2013	10/27/2014	87,821	106,137					0	-18,316
64	GOLDMAN SACHS LOC EMG I	38145N303			7/29/2013	10/27/2014	11,623	12,604					0	-981
65	PIMCO INVESTMENT GRD CO	72205816			7/29/2013	10/27/2014	3,809	3,712					0	97
66	PIMCO EMERGING LOCAL BO	72201F516			3/11/2013	8/18/2014	5,380	6,068					0	-688
67	PIMCO 1-5 YEAR US TIPS IND	72201R205			10/7/2013	8/18/2014	640	638					0	2
68	PIMCO 1-5 YEAR US TIPS IND	72201R205			10/7/2013	10/27/2014	53	53					0	0
69	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013	10/27/2014	2,259	2,281					0	-22

Part I, Line 18 (990-PF) - Taxes

		19,930	2,229	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,229	2,229		
2	PY EXCISE TAX DUE	6,826			
3	ESTIMATED EXCISE PAYMENTS	10,875			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			4,844,655	4,948,027	5,430,814
2	ADVISORS CAMBIAR SMALL CAP-I		0	55,200	0
3	DOUBLELINE TOTAL RETURN BD-I		0	295,721	0
4	EATON VANCE ATLANTA CAP SMID-CAP-I		0	161,119	0
5	EATON VANCE FLTG-RT-I		0	147,530	0
6	FEDERATED STRATEGIC VALUE-I		0	206,642	0
7	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	170,991	0
8	ISHARES CORE MSCI EUROPE		0	185,957	0
9	ISHARES CORE MSCI PACIFIC ETF		0	185,094	0
10	JOHN HANCOCK III DISCIPLINED VALUE-I		0	553,573	0
11	JPMORGAN TR I US EQUITY-I		0	348,304	0
12	MAINSTAY ICAP INTL-I		0	289,122	0
13	MANNING & NAPIER WORLD OPPTY-S-A		0	422,850	0
14	OPPENHEIMER DEVELOPING MKTS INST		0	130,600	0
15	OSTERWEIS STRATEGIC INCOME-I		0	261,527	0
16	PIMCO 1-5 YR US TIPS INDEX ETF		0	116,566	0
17	PIMCO EMERGING LOCAL BD-I		0	132,965	0
18	PIMCO INVT GRADE CORP BD-I		0	108,211	0
19	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	40,500	0
20	T ROWE PRICE INSTL LARGE-CAP GRWT		0	301,343	0
21	VAN ECK EMERGING MARKETS-I		0	121,709	0
22	VANGUARD MTG BACKED SECS INDEX-S		0	115,731	0
23	WASATCH LONG/SHORT-I		0	362,802	0
24	WFA ABSOLUTE RETURN FUND-INS		0	115,618	0
25	3224-3228 PROSPECT STREET NW		0	-2,520	0
26	BRANDES INTL S/C EQUITY-I		0	120,872	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2014	2	2,719
3 Second quarter estimated tax payment	6/11/2014	3	2,719
4 Third quarter estimated tax payment	9/9/2014	4	2,718
5 Fourth quarter estimated tax payment	12/11/2014	5	2,719
6 Other payments		6	
7 Total		7	10,875

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQD	Compensation	Benefits	Expense Account
1 SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		65,378	65,378	0