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 , and ending

Name of foundation The Boudinot Foundation	**A Employer identification number** 27-5271360
Number and street (or P O box number if mail is not delivered to street address) c/o E.R. Boynton, 30 Valley Stream Pkwy — Room/suite	**B** Telephone number 484-323-1345
City or town, state or province, country, and ZIP or foreign postal code Malvern, PA 19355	**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)* ▶$ 6594665.

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))

		(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	317428.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3086.	3086.		Statement 2
	4 Dividends and interest from securities	137657.	137657.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	219693.			Statement 1
	b Gross sales price for all assets on line 6a 849042.				
	7 Capital gain net income (from Part IV, line 2)		232593.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	677864.	373336.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7500.	3750.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	18652.	18652.		0.
	b Accounting fees				
	c Other professional fees Stmt 5	25029.	25029.		0.
	17 Interest				
	18 Taxes Stmt 6	3557.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	54738.	47431.		0.
	25 Contributions, gifts, grants paid	295000.			295000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	349738.	47431.		295000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	328126.			
	b **Net investment income** (if negative, enter -0-)		325905.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		-10.	-10.
	2	Savings and temporary cash investments	60533.	179827.	179827.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock Stmt 7	774490.	800757.	1059524.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 8	4394475.	4577050.	5355324.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5229498.	5557624.	6594665.
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			
	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 ▶ ☐ 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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5229498.	5557624.	
	30	**Total net assets or fund balances**	5229498.	5557624.	
	31	**Total liabilities and net assets/fund balances**	5229498.	5557624.	

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	5229498.
2	Enter amount from Part I, line 27a	2	328126.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5557624.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5557624.

Form **990-PF** (2014)

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	3,686.639 shares Prudential Jennison 20/20 Focus	P	12/31/00	01/03/14
b	25 shares Invesco Ltd	P	12/31/00	01/03/14
c	8 shares Jazz Pharma	P	12/31/00	01/03/14
d	10 shares NXP Semiconductors	P	12/31/00	01/03/14
e	20 shares Aetna	P	12/31/00	01/03/14
f	8 shares Allergan	P	12/31/00	01/03/14
g	29 shares Altria Group	P	12/31/00	01/03/14
h	12 shares American Express	P	12/31/00	01/03/14
i	3 shares Apple	P	12/31/00	01/03/14
j	152 shares Baxter Intl	P	12/31/00	01/03/14
k	12 shares B/E Aerospace	P	12/31/00	01/03/14
l	8 shares Becton Dickinson	P	12/31/00	01/03/14
m	12 shares Best Buy	P	12/31/00	01/03/14
n	9 shares Boeing Co	P	12/31/00	01/03/14
o	15 shares CBS Corp	P	12/31/00	01/03/14

	(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	66028.		62277.	3751.
b	904.		858.	46.
c	1009.		700.	309.
d	435.		421.	14.
e	1360.		1283.	77.
f	892.		578.	314.
g	1102.		1075.	27.
h	1069.		558.	511.
i	1643.		1183.	460.
j	10530.		10879.	-349.
k	1030.		771.	259.
l	879.		764.	115.
m	485.		509.	-24.
n	1239.		655.	584.
o	947.		768.	179.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3751.
b				46.
c				309.
d				14.
e				77.
f				314.
g				27.
h				511.
i				460.
j				-349.
k				259.
l				115.
m				-24.
n				584.
o				179.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	19 shares CVS Caremark	P	12/31/00	01/03/14
b	4 shares Canadian Pacific Railway	P	12/31/00	01/03/14
c	5 shares Celgene Corp	P	12/31/00	01/03/14
d	6 shares Chevron Corp	P	12/31/00	01/03/14
e	12 shares Chubb	P	12/31/00	01/03/14
f	29 shares Cisco Systems	P	12/31/00	01/03/14
g	24 shares Citigroup	P	12/31/00	01/03/14
h	16 shares Coca Cola	P	12/31/00	01/03/14
i	15 shares Comcast	P	12/31/00	01/03/14
j	14 shares Conocophillips	P	12/31/00	01/03/14
k	89 shares Cooper Cos	P	12/31/00	01/03/14
l	351 shares Dr Horton	P	12/31/00	01/03/14
m	38 shares Delta Airlines	P	12/31/00	01/03/14
n	12 shares Walt Disney	P	12/31/00	01/03/14
o	16 shares Discover Financial	P	12/31/00	01/03/14

	(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	1342.		1041.	301.
b	603.		586.	17.
c	852.		713.	139.
d	747.		587.	160.
e	1139.		705.	434.
f	637.		547.	90.
g	1272.		641.	631.
h	650.		519.	131.
i	773.		366.	407.
j	980.		929.	51.
k	10935.		8763.	2172.
l	7726.		8424.	-698.
m	1094.		763.	331.
n	919.		576.	343.
o	880.		589.	291.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				301.
b				17.
c				139.
d				160.
e				434.
f				90.
g				631.
h				131.
i				407.
j				51.
k				2172.
l				-698.
m				331.
n				343.
o				291.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	5 shares EOG Resources	P	12/31/00	01/03/14
b	15 shares Ebay	P	12/31/00	01/03/14
c	10 shares Exxon Mobil	P	12/31/00	01/03/14
d	54 shares Fifth Third Bancorp	P	12/31/00	01/03/14
e	933 shares Ford Motor Co	P	12/31/00	01/03/14
f	19 shares Franklin Resources	P	12/31/00	01/03/14
g	77 shares General Electric	P	12/31/00	01/03/14
h	6 shares Goldman Sachs	P	12/31/00	01/03/14
i	1 share Google	P	12/31/00	01/03/14
j	18 shares Halliburton	P	12/31/00	01/03/14
k	12 shares Helmerich & Payne	P	12/31/00	01/03/14
l	14 shares Hershey Co	P	12/31/00	01/03/14
m	8 shares Home Depot	P	12/31/00	01/03/14
n	17 shares JP Morgan Chase & Co	P	12/31/00	01/03/14
o	18 shares Johnson & Johnson	P	12/31/00	01/03/14

	(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	820.		785.	35.
b	803.		529.	274.
c	998.		772.	226.
d	1131.		791.	340.
e	14340.		15507.	-1167.
f	1089.		868.	221.
g	2113.		1548.	565.
h	1069.		931.	138.
i	1111.		720.	391.
j	903.		799.	104.
k	996.		713.	283.
l	1338.		704.	634.
m	659.		353.	306.
n	998.		745.	253.
o	1653.		1170.	483.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				35.
b				274.
c				226.
d				340.
e				-1167.
f				221.
g				565.
h				138.
i				391.
j				104.
k				283.
l				634.
m				306.
n				253.
o				483.

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

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).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	8 shares Las Vegas Sands	P	12/31/00	01/03/14
b	3 shares Lockheed Martin	P	12/31/00	01/03/14
c	10 shares Methanex	P	12/31/00	01/03/14
d	17 shares Microsoft	P	12/31/00	01/03/14
e	13 shares Nike	P	12/31/00	01/03/14
f	18 shares Oracle	P	12/31/00	01/03/14
g	5 shares PPG Industries	P	12/31/00	01/03/14
h	7 shares PVH Corp	P	12/31/00	01/03/14
i	7 shares Polaris Inds	P	12/31/00	01/03/14
j	26 shares Procter & Gamble	P	12/31/00	01/03/14
k	12 shares Qualcomm	P	12/31/00	01/03/14
l	71 shares Regions Financial	P	12/31/00	01/03/14
m	700 shares SPDR S&P 500	P	12/31/00	01/03/14
n	10 shares Schlumberger	P	12/31/00	01/03/14
o	10 shares Shire	P	12/31/00	01/03/14

	(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	630.		566.	64.
b	440.		415.	25.
c	575.		645.	-70.
d	628.		403.	225.
e	1017.		762.	255.
f	679.		595.	84.
g	945.		912.	33.
h	962.		796.	166.
i	1012.		532.	480.
j	2099.		1789.	310.
k	874.		624.	250.
l	701.		717.	-16.
m	128308.		89169.	39139.
n	887.		883.	4.
o	1396.		893.	503.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				64.
b				25.
c				-70.
d				225.
e				255.
f				84.
g				33.
h				166.
i				480.
j				310.
k				250.
l				-16.
m				39139.
n				4.
o				503.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	89 shares JM Smucker	P	12/31/00	01/03/14
b	4 shares Union Pacific	P	12/31/00	01/03/14
c	10 shares United Technologies	P	12/31/00	01/03/14
d	13 shares Verizon Communications	P	12/31/00	01/03/14
e	3 shares Visa	P	12/31/00	01/03/14
f	40 shares Wells Fargo	P	12/31/00	01/03/14
g	30 shares Wisconsin Energy	P	12/31/00	01/03/14
h	14 shares Wyndham Worldwide	P	12/31/00	01/03/14
i	26 shares Yahoo	P	12/31/00	01/03/14
j	217 shares Best Buy	P	12/31/00	01/22/14
k	286 shares Citigroup	P	12/31/00	02/18/14
l	188 shares Ebay	P	12/31/00	02/18/14
m	70 shares Nu Skin Enterprises	P	12/31/00	02/20/14
n	42 shares Jazz Pharma	P	12/31/00	03/11/14
o	169 shares Omnicare	P	12/31/00	03/11/14

	(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	9090.		9604.	-514.
b	671.		382.	289.
c	1130.		751.	379.
d	630.		657.	-27.
e	664.		473.	191.
f	1808.		1200.	608.
g	1222.		911.	311.
h	1023.		900.	123.
i	1043.		715.	328.
j	5601.		9205.	-3604.
k	14214.		7634.	6580.
l	10389.		6630.	3759.
m	5685.		9599.	-3914.
n	6348.		3676.	2672.
o	9805.		10243.	-438.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-514.
b				289.
c				379.
d				-27.
e				191.
f				608.
g				311.
h				123.
i				328.
j				-3604.
k				6580.
l				3759.
m				-3914.
n				2672.
o				-438.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	85 shares Procter & Gamble	P	12/31/00	03/11/14
b	56 shares Celgene	P	12/31/00	03/17/14
c	82 shares PVH	P	12/31/00	03/17/14
d	58 shares Canadian Pacific Railway	P	12/31/00	04/09/14
e	145 shares Chubb	P	12/31/00	04/09/14
f	205 shares Halliburton	P	12/31/00	04/09/14
g	140 shares Nike	P	12/31/00	04/09/14
h	79 shares PPG Industries	P	12/31/00	04/09/14
i	67 shares Goldman Sachs	P	12/31/00	04/30/14
j	608 shares Fifth Third Bancorp	P	12/31/00	05/12/14
k	165 shares Hershey Co	P	12/31/00	05/12/14
l	52 shares Jazz Pharma	P	12/31/00	05/16/14
m	37 shares Allergan	P	12/31/00	05/16/14
n	309 shares Coca Cola	P	12/31/00	05/16/14
o	102 shares Chevron	P	12/31/00	06/03/14

	(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	6706.		5850.	856.
b	8428.		7988.	440.
c	9536.		9322.	214.
d	8608.		8496.	112.
e	12825.		8520.	4305.
f	11888.		9100.	2788.
g	10176.		8207.	1969.
h	15281.		14417.	864.
i	10701.		10400.	301.
j	12594.		8907.	3687.
k	15832.		8292.	7540.
l	6576.		4552.	2024.
m	5919.		2671.	3248.
n	12599.		10033.	2566.
o	12480.		9985.	2495.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				856.
b				440.
c				214.
d				112.
e				4305.
f				2788.
g				1969.
h				864.
i				301.
j				3687.
k				7540.
l				2024.
m				3248.
n				2566.
o				2495.

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

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).
If (loss), enter "-0-" in Part I, line 8 } 3

423591
05-01-14

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	134 shares B/E Aerospace	P	12/31/00	06/13/14
b	20 shares Google Inc Class C	P	12/31/00	06/13/14
c	141 shares Methanex	P	12/31/00	06/13/14
d	286 shares Yahoo	P	12/31/00	07/07/14
e	57 shares Allergan	P	12/31/00	07/23/14
f	126 shares Shire	P	12/31/00	07/23/14
g	210 shares Franklin Resources	P	12/31/00	08/19/14
h	122 shares Las Vegas Sands	P	12/31/00	08/19/14
i	242 shares Suncor Energy Inc	P	12/31/00	08/19/14
j	93 shares Zimmer Holdings	P	12/31/00	08/19/14
k	20 shares Helmerich & Payne	P	12/31/00	09/10/14
l	188 shares Microsoft	P	12/31/00	09/10/14
m	182 shares CBS	P	12/31/00	10/06/14
n	202 shares Crown Holdings	P	12/31/00	10/06/14
o	211 shares Delta Airlines	P	12/31/00	10/06/14

	(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	12391.		8604.	3787.
b	10994.		7206.	3788.
c	8591.		9097.	-506.
d	10256.		7870.	2386.
e	9761.		4115.	5646.
f	32103.		11246.	20857.
g	11600.		9598.	2002.
h	8465.		8629.	-164.
i	9520.		9361.	159.
j	9261.		8783.	478.
k	2018.		1188.	830.
l	8804.		5797.	3007.
m	9608.		9315.	293.
n	8954.		10013.	-1059.
o	7703.		4235.	3468.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3787.
b				3788.
c				-506.
d				2386.
e				5646.
f				20857.
g				2002.
h				-164.
i				159.
j				478.
k				830.
l				3007.
m				293.
n				-1059.
o				3468.

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

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). If (loss), enter "-0-" in Part I, line 8 } 3

Continuation for 990-PF, Part IV
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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	457 shares Oracle	P	12/31/00	10/06/14
b	233 shares SunTrust Banks	P	12/31/00	10/06/14
c	118 shares United Technologies	P	12/31/00	10/06/14
d	253 shares Coca Cola	P	12/31/00	10/23/14
e	54 shares EOG Resources	P	12/31/00	10/23/14
f	161 Manpower Group	P	12/31/00	10/23/14
g	121 shares Helmerich & Payne	P	12/31/00	11/19/14
h	255 shares Quanta Services	P	12/31/00	12/23/14
i	Capital Gains Dividends			
j				
k				
l				
m				
n				
o				

	(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	17827.		12996.	4831.
b	8796.		8817.	-21.
c	12279.		8866.	3413.
d	10795.		11863.	-1068.
e	5048.		4424.	624.
f	10317.		13081.	-2764.
g	9435.		7190.	2245.
h	7171.		9171.	-2000.
i	86598.			86598.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				4831.
b				-21.
c				3413.
d				-1068.
e				624.
f				-2764.
g				2245.
h				-2000.
i				86598.
j				
k				
l				
m				
n				
o				

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	232593.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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				
b	See Attached Statements			
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				
b				
c				
d				
e	849042.		616449.	232593.

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				
b				
c				
d				
e				232593.

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	232593.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	287386.	5820200.	.049377
2012	298271.	5437497.	.054854
2011	162000.	5213800.	.031071
2010			
2009			

2 Total of line 1, column (d)	2	.135302
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	.045101
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6378325.
5 Multiply line 4 by line 3	5	287669.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3259.
7 Add lines 5 and 6	7	290928.
8 Enter qualifying distributions from Part XII, line 4	8	295000.

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	3259.
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	3259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	3259.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2650.		
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	2650.
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	609.
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** ▶		**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)? *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.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Edwin R. Boynton, Esquire Telephone no. ▶ 484-323-1345

Located at ▶ 30 Valley Stream Parkway, Malvern, PA ZIP+4 ▶ 19355

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

		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)? N/A	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.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
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.)* N/A	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)? N/A **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? N/A ☐ 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? N/A **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.

(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
Carol A. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	President/Director 5.00	0.	0.	0.
Michael B. Atterbury 30 Valley Stream Parkway Malvern, PA 19355	Secretary/Treasurer/Direct 5.00	7500.	0.	0.
Edwin R. Boynton 30 Valley Stream Parkway Malvern, PA 19355	Director 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	6263676.
b	Average of monthly cash balances	1b	211781.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6475457.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6475457.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97132.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6378325.
6	**Minimum investment return.** Enter 5% of line 5	6	318916.

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	318916.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 3259.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	315657.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	315657.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	315657.

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	295000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	295000.
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	5	3259.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	291741.

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				315657.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011 6821.				
d From 2012 29854.				
e From 2013 1604.				
f **Total** of lines 3a through e	38279.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 295000.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				295000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	20657.			20657.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	17622.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	17622.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012 16018.				
d Excess from 2013 1604.				
e Excess from 2014				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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.

None

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				
Dragonfly Forest 1100 E. Hector Street, Suite 333 Conshohocken, PA 19428	N/A	501(c)(3)	Grant to another 501(c)(3) organization	15000.
Devereux Foundation 444 Devereux Drive Villanova, PA 19085	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Ryerss Farm for Aged Equines 1710 Ridge Road Pottstown, PA 19465	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Oldfields School 1500 Glencoe Road Glencoe, MD 21152	N/A	501(c)(3)	Grant to another 501(c)(3) organization	50000.
Barn at Spring Brook Farm 380 Locust Grove Road West Chester, PA 19382	N/A	501(c)(3)	Grant to another 501(c)(3) organization	50000.
Total See continuation sheet(s)			▶ 3a	295000.
b Approved for future payment None				
Total			▶ 3b	0.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Saratoga Warhorse Foundation P.O. Box 461 Saratoga Springs, NY 12866	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Crohn's & Colitis Foundation P.O. Box 1245 Albert Lea, MN 56007	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Colorado Adaptive Sports Foundation 190 East 9th Avenue, Suite 135 Denver, CO 80203	N/A	501(c)(3)	Grant to another 501(c)(3) organization	15000.
Surrey Services for Seniors 28 Bridge Avenue Berwyn, PA 19312	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
The Hotchkiss School 11 Interlaken Road Lakeville, CT 06039	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
US Para-Equestrian Association 3940 Verde Vista Drive Thousand Oaks, CA 91360	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
Wayne Art Center 413 Maplewood Avenue Wayne, PA 19087	N/A	501(c)(3)	Grant to another 501(c)(3) organization	10000.
White Mountain School 371 West Farm Road Bethlehem, NH 03574	N/A	501(c)(3)	Grant to another 501(c)(3) organization	35000.
Willistown Conservation Trust 925 Providence Road Newtown Square, PA 19073	N/A	501(c)(3)	Grant to another 501(c)(3) organization	25000.
Work to Ride 98 Chamounix Drive Philadelphia, PA 19131	N/A	501(c)(3)	Grant to another 501(c)(3) organization	5000.
Total from continuation sheets				150000.

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05-01-14

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
	(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					3086.
4 Dividends and interest from securities					137657.
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					219693.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	360436.

13 Total. Add line 12, columns (b), (d), and (e) 13 360436.

(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).
3,4	This income enables the foundation to make grants to other 501(c)(3)
8	organizations.

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
		N/A	

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
N/A		

Sign Here

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

Signature of officer or trustee	Date	Title
▶	5.5.15	▶ President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Edwin R. Boynton		4/30/15		P01207912

Firm's name ▶ STRADLEY RONON STEVENS & YOUNG

Firm's EIN ▶ 23-1130381

Firm's address ▶ 30 VALLEY STREAM PARKWAY
MALVERN, PA 19355-1481

Phone no. 610-640-5800

Form **990-PF** (2014)

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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
The Boudinot Foundation

Employer identification number
27-5271360

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 for 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).

Name of organization	Employer identification number
The Boudinot Foundation	27-5271360

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	Distribution received from the Estate of George Atterbury 30 Valley Stream Parkway Malvern, PA 19355	$ 317428.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The Boudinot Foundation	27-5271360

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
The Boudinot Foundation	27-5271360

Part III *Exclusively* religious, charitable, etc , contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $__________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3,686.639 shares Prudential Jennison 20/20 Focus	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
66028.	60880.	0.	0.	5148.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
25 shares Invesco Ltd	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
904.	858.	0.	0.	46.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Jazz Pharma	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1009.	700.	0.	0.	309.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares NXP Semiconductors	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
435.	421.	0.	0.	14.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Aetna	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1360.	1283.	0.	0.	77.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Allergan	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
892.	654.	0.	0.	238.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
29 shares Altria Group	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1102.	1075.	0.	0.	27.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares American Express	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1069.	600.	0.	0.	469.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3 shares Apple	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1643.	1005.	0.	0.	638.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
152 shares Baxter Intl	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10530.	10879.	0.	0.	-349.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares B/E Aerospace	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1030.	771.	0.	0.	259.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Becton Dickinson	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
879.	764.	0.	0.	115.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares Best Buy	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
485.	509.	0.	0.	-24.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
9 shares Boeing Co	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1239.	655.	0.	0.	584.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares CBS Corp	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
947.	768.	0.	0.	179.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
19 shares CVS Caremark	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1342.	1041.	0.	0.	301.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares Canadian Pacific Railway	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
603.	586.	0.	0.	17.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5 shares Celgene Corp	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
852.	713.	0.	0.	139.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6 shares Chevron Corp	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
747.	620.	0.	0.	127.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares Chubb	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1139.	777.	0.	0.	362.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
29 shares Cisco Systems	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
637.	534.	0.	0.	103.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
24 shares Citigroup	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1272.	965.	0.	0.	307.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Coca Cola	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
650.	534.	0.	0.	116.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares Comcast	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
773.	365.	0.	0.	408.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Conocophillips	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
980.	929.	0.	0.	51.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
89 shares Cooper Cos	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10935.	8763.	0.	0.	2172.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
351 shares Dr Horton	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7726.	8424.	0.	0.	-698.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
38 shares Delta Airlines	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1094.	763.	0.	0.	331.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares Walt Disney	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
919.	576.	0.	0.	343.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 shares Discover Financial	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
880.	589.	0.	0.	291.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5 shares EOG Resources	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
820.	785.	0.	0.	35.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
15 shares Ebay	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
803.	460.	0.	0.	343.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Exxon Mobil	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
998.	824.	0.	0.	174.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
54 shares Fifth Third Bancorp	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1131.	791.	0.	0.	340.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
933 shares Ford Motor Co	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14340.	15507.	0.	0.	-1167.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
19 shares Franklin Resources	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1089.	868.	0.	0.	221.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
77 shares General Electric	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2113.	1495.	0.	0.	618.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
6 shares Goldman Sachs	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1069.	931.	0.	0.	138.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1 share Google	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1111.	518.	0.	0.	593.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
18 shares Halliburton				Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
903.	799.	0.	0.	104.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
12 shares Helmerich & Payne				Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
996.	713.	0.	0.	283.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
14 shares Hershey Co				Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1338.	764.	0.	0.	574.

(a) Description of Property				Manner Acquired	Date Acquired	Date Sold
8 shares Home Depot				Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
659.	353.	0.	0.	306.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
17 shares JP Morgan Chase & Co	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
998.	722.	0.	0.	276.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
18 shares Johnson & Johnson	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1653.	1193.	0.	0.	460.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
8 shares Las Vegas Sands	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
630.	566.	0.	0.	64.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3 shares Lockheed Martin	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
440.	415.	0.	0.	25.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Methanex	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
575.	645.	0.	0.	-70.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
17 shares Microsoft	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
628.	419.	0.	0.	209.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
13 shares Nike	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1017.	762.	0.	0.	255.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
18 shares Oracle	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
679.	595.	0.	0.	84.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5 shares PPG Industries	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
945.	912.	0.	0.	33.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares PVH Corp	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
962.	796.	0.	0.	166.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7 shares Polaris Inds	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1012.	532.	0.	0.	480.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Procter & Gamble	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2099.	1721.	0.	0.	378.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
12 shares Qualcomm	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
874.	684.	0.	0.	190.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
71 shares Regions Financial	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
701.	717.	0.	0.	-16.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
700 shares SPDR S&P 500	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
128308.	93100.	0.	0.	35208.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Schlumberger	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
887.	864.	0.	0.	23.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares Shire	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1396.	915.	0.	0.	481.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
89 shares JM Smucker	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9090.	9604.	0.	0.	-514.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
4 shares Union Pacific	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
671.	413.	0.	0.	258.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
10 shares United Technologies	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1130.	864.	0.	0.	266.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
13 shares Verizon Communications	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
630.	657.	0.	0.	-27.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
3 shares Visa	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
664.	473.	0.	0.	191.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
40 shares Wells Fargo	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1808.	1108.	0.	0.	700.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
30 shares Wisconsin Energy	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1222.	932.	0.	0.	290.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
14 shares Wyndham Worldwide	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1023.	900.	0.	0.	123.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
26 shares Yahoo	Purchased	12/31/00	01/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1043.	715.	0.	0.	328.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
217 shares Best Buy	Purchased	12/31/00	01/22/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5601.	9205.	0.	0.	-3604.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
286 shares Citigroup	Purchased	12/31/00	02/18/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
14214.	10881.	0.	0.	3333.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
188 shares Ebay	Purchased	12/31/00	02/18/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10389.	6256.	0.	0.	4133.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
70 shares Nu Skin Enterprises	Purchased	12/31/00	02/20/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5685.	9599.	0.	0.	-3914.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
42 shares Jazz Pharma	Purchased	12/31/00	03/11/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6348.	3676.	0.	0.	2672.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
169 shares Omnicare	Purchased	12/31/00	03/11/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9805.	10243.	0.	0.	-438.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
85 shares Procter & Gamble	Purchased	12/31/00	03/11/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6706.	5626.	0.	0.	1080.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
56 shares Celgene	Purchased	12/31/00	03/17/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8428.	7988.	0.	0.	440.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
82 shares PVH	Purchased	12/31/00	03/17/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9536.	9322.	0.	0.	214.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
58 shares Canadian Pacific Railway	Purchased	12/31/00	04/09/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8608.	8496.	0.	0.	112.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
145 shares Chubb	Purchased	12/31/00	04/09/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12825.	9458.	0.	0.	3367.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
205 shares Halliburton	Purchased	12/31/00	04/09/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11888.	9100.	0.	0.	2788.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
140 shares Nike	Purchased	12/31/00	04/09/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10176.	8207.	0.	0.	1969.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
79 shares PPG Industries	Purchased	12/31/00	04/09/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15281.	14417.	0.	0.	864.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
67 shares Goldman Sachs	Purchased	12/31/00	04/30/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10701.	10400.	0.	0.	301.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
608 shares Fifth Third Bancorp	Purchased	12/31/00	05/12/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12594.	8907.	0.	0.	3687.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
165 shares Hershey Co	Purchased	12/31/00	05/12/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
15832.	9125.	0.	0.	6707.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
52 shares Jazz Pharma	Purchased	12/31/00	05/16/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6576.	4552.	0.	0.	2024.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
37 shares Allergan	Purchased	12/31/00	05/16/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5919.	3026.	0.	0.	2893.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
309 shares Coca Cola	Purchased	12/31/00	05/16/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12599.	11688.	0.	0.	911.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
102 shares Chevron	Purchased	12/31/00	06/03/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12480.	11032.	0.	0.	1448.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
134 shares B/E Aerospace	Purchased	12/31/00	06/13/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12391.	8604.	0.	0.	3787.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Google Inc Class C	Purchased	12/31/00	06/13/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10994.	7413.	0.	0.	3581.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
141 shares Methanex	Purchased	12/31/00	06/13/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8591.	9097.	0.	0.	-506.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
286 shares Yahoo	Purchased	12/31/00	07/07/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10256.	7870.	0.	0.	2386.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
57 shares Allergan	Purchased	12/31/00	07/23/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9761.	4703.	0.	0.	5058.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
126 shares Shire	Purchased	12/31/00	07/23/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
32103.	12133.	0.	0.	19970.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
210 shares Franklin Resources	Purchased	12/31/00	08/19/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11600.	9598.	0.	0.	2002.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
122 shares Las Vegas Sands	Purchased	12/31/00	08/19/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8465.	8629.	0.	0.	-164.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
242 shares Suncor Energy Inc	Purchased	12/31/00	08/19/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9520.	9361.	0.	0.	159.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
93 shares Zimmer Holdings	Purchased	12/31/00	08/19/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9261.	8783.	0.	0.	478.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
20 shares Helmerich & Payne	Purchased	12/31/00	09/10/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2018.	1188.	0.	0.	830.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
188 shares Microsoft	Purchased	12/31/00	09/10/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8804.	5153.	0.	0.	3651.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
182 shares CBS	Purchased	12/31/00	10/06/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9608.	9315.	0.	0.	293.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
202 shares Crown Holdings	Purchased	12/31/00	10/06/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8954.	10013.	0.	0.	-1059.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
211 shares Delta Airlines	Purchased	12/31/00	10/06/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7703.	4235.	0.	0.	3468.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
457 shares Oracle	Purchased	12/31/00	10/06/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
17827.	14885.	0.	0.	2942.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
233 shares SunTrust Banks	Purchased	12/31/00	10/06/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8796.	8817.	0.	0.	-21.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
118 shares United Technologies	Purchased	12/31/00	10/06/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12279.	10012.	0.	0.	2267.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
253 shares Coca Cola	Purchased	12/31/00	10/23/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10795.	10624.	0.	0.	171.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
54 shares EOG Resources	Purchased	12/31/00	10/23/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5048.	4237.	0.	0.	811.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
161 Manpower Group	Purchased	12/31/00	10/23/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10317.	13081.	0.	0.	-2764.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
121 shares Helmerich & Payne	Purchased	12/31/00	11/19/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9435.	7190.	0.	0.	2245.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
255 shares Quanta Services	Purchased	12/31/00	12/23/14

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7171.	9171.	0.	0.	-2000.

Capital Gains Dividends from Part IV	86598.
Total to Form 990-PF, Part I, line 6a	219693.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
PNC Bank	3086.	3086.	
Total to Part I, line 3	3086.	3086.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
PNC Bank	224255.	86598.	137657.	137657.	
To Part I, line 4	224255.	86598.	137657.	137657.	

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stradley, Ronon, Stevens & Young, LLP	18652.	18652.		0.
To Fm 990-PF, Pg 1, ln 16a	18652.	18652.		0.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PNC Bank - Investment Advisory Fees	25029.	25029.		0.
To Form 990-PF, Pg 1, ln 16c	25029.	25029.		0.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2013 tax on net investment income	814.	0.		0.
2014 estimated tax	2650.	0.		0.
Foreign tax paid	93.	0.		0.
To Form 990-PF, Pg 1, ln 18	3557.	0.		0.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
American Express Co	7502.	13863.
Apple Inc	29996.	51768.
Cisco Systems Inc	16509.	21195.
Comcast Corp	10816.	20768.
Exxon Mobil Corp	18958.	19877.
General Electric Co	19079.	23122.
Google Inc	7393.	10613.
Johnson & Johnson	13534.	21437.
JP Morgan Chase & Co	17773.	25846.
Procter & Gamble Co	15554.	19402.
Qualcomm Inc	10666.	13528.
Union Pacific Corp	6117.	14057.
Wells Fargo & Co	13026.	25327.
Wisconsin Energy Corp	10985.	18195.
Boeing Co	7568.	13518.
Discover Financial	9679.	15063.
Home Depot INc	6310.	15011.
Polaris Inds Inc	6693.	13309.
Walt Disney Co	16489.	24866.
Conocophillips	16235.	15884.
Invesco Ltd	14803.	16322.
Visa Inc	7090.	11799.
Becton Dickinson & Co	8404.	12246.
CVS Caremark Corp	11668.	20514.
Wyndham Worldwide Corp	12685.	16380.
Altria Group	12159.	16161.
Aetna Inc	14624.	20253.
Regions Financial Corp	8261.	8638.
Verizon Communications	13337.	12350.
Delta Airlines	5178.	12691.
EOG Resources	8626.	9483.
Schlumberger Ltd	19341.	18278.
McKesson Corp	14125.	18890.
Lincoln National Corp	16082.	18166.
NXP Semiconductors	9340.	16961.
Lockheed Martin Corp	9678.	13480.
Eastman Chem Co	9238.	7889.
Microsoft Corp	8055.	10637.
L Brands Inc	10046.	12896.
Amgen Inc	17421.	22938.
Magna International	12708.	17173.
TE Connectivity Ltd	15085.	16066.
St. Jude Medical Inc	10365.	10145.
Hanes Brand Inc	10348.	15515.
Foot Locker Inc	9930.	12303.
Packaging Corp	14768.	16781.
Skyworks Solutions	11822.	23558.

Ace Ltd	14465.	15853.
Kroger Co	15867.	21896.
The Travelers Cos Inc	12744.	14607.
Constellation Brands Inc	15910.	18652.
Gilead Sciences Inc	15629.	17909.
Southwest Airlines	9900.	15912.
Cigna Corp	17850.	18935.
HCA Holdings Inc	15505.	17687.
Royal Carribean Cruises Ltd	11371.	14673.
Principal Financial Group	15869.	15842.
Checkpoint Software Tech	10300.	11314.
Lyondellbasell Industries	9374.	7304.
Micron Technology Inc	9255.	10013.
Snap On Inc	14435.	15588.
United Rentals	9932.	9385.
Allstate Corp	13534.	15244.
Dr Pepper Snapple Group Inc	12748.	13548.
Total to Form 990-PF, Part II, line 10b	800757.	1059524.

Form 990-PF Other Investments Statement 8

Description	Valuation Method	Book Value	Fair Market Value
Artisan Mid Cap Value Fund	COST	85774.	94611.
Baird Intermediate Bond Fund	COST	153424.	153514.
Diamond Hill Long-Short Fund	COST	89618.	116843.
Dodge & Cox International Stock Fund	COST	164274.	197553.
Fidelity Advisor Floating High Income Fund	COST	331242.	321950.
Goldman Sachs Growth Opportunities Fund	COST	96648.	103091.
Harbor International Fund	COST	171358.	179169.
Harding Loevner International Equity Portfolio	COST	167727.	193665.
Ishares Barclay 1-3 Year Cred	COST	101954.	102235.
Ishares MSCI EAFE Index Fund	COST	98413.	103671.
JP MOrgan US Large Cap Core Plus Fund	COST	389578.	512969.
Pimco Funds Total Return Bond Fund	COST	366149.	355081.
SPDR S&P 500 ETF Trust	COST	694749.	1082168.
T Rowe Price New Horizons Fund	COST	37745.	44590.
Templeton Global Bond Fund	COST	161914.	147898.
Vanguard Mid Cap ETF	COST	130532.	201526.
Vanguard Small Cap ETF	COST	51188.	77346.
Vanguard Total Bond Market ETF	COST	444986.	447928.
Wisdomtree Large Cap Dividend Fund	COST	128172.	192964.
Lazard Global Listed Infrastructure Fund	COST	99898.	115566.

Ishares MSCI Emerging Markets Index Fund	COST	102026.	95671.
Pimco Unconstrained Bond Fund	COST	175285.	175607.
Mainstay Epoch Global Equity Yield Fund	COST	195181.	207394.
Driehaus Active Income Fund	COST	100000.	96930.
American Century Small Cap Value Fund	COST	39215.	35384.
Total to Form 990-PF, Part II, line 13		4577050.	5355324.