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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052




2014


Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE PALMER FOUNDATION		<b>A Employer identification number</b>  36-3700897	
Number and street (or P O box number if mail is not delivered to street address) 1201 CONNECTICUT AVE NW SUITE 300		<b>B Telephone number</b> (see instructions)  (202) 595-1020	
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20036		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 17,286,891		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .	506,264			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	371,644	368,899		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,274,314			
	b Gross sales price for all assets on line 6a 7,496,154				
	7 Capital gain net income (from Part IV, line 2) . . .		1,274,314		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	2,152,222	1,643,213		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	14,350	0		14,350
	c Other professional fees (attach schedule) . . . . .	148,137	50,137		98,000
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	31,489	6,609		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	31,285	0		31,285
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	9,351	0		8,658
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	234,612	56,746		152,293
	25 Contributions, gifts, grants paid . . . . .	678,459			678,459
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	913,071	56,746		830,752
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,239,151			
	b <b>Net investment income</b> (if negative, enter -0-)		1,586,467		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	246,063	299,696	299,696
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	7,821,611	 8,884,737	11,750,077
	c	Investments—corporate bonds (attach schedule). . . . .	4,711,954	 4,775,871	4,631,074
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	648,064	 704,752	606,044
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,427,692	14,665,056	17,286,891	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	13,427,692	14,665,056	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see instructions) . . . . .	13,427,692	14,665,056	
31	Total liabilities and net assets/fund balances (see instructions) . . .	13,427,692	14,665,056		

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 13,427,692
2	Enter amount from Part I, line 27a . . . . .	2 1,239,151
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 14,666,843
5	Decreases not included in line 2 (itemize) ▶  _____	5 1,787
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 14,665,056

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	1,274,314
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .</div>		3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	725,594	15,296,079	0 047437
2012	652,906	13,848,565	0 047146
2011	656,191	13,005,250	0 050456
2010	571,917	12,448,205	0 045944
2009	558,069	11,329,901	0 049256

2	Total of line 1, column (d). . . . .	2	0 240239
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0 048048
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	16,661,688
5	Multiply line 4 by line 3. . . . .	5	800,561
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	15,865
7	Add lines 5 and 6. . . . .	7	816,426
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	830,752

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	15,865
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	15,865
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	15,865
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	22,500	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	18,500	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments. Add lines 6a through 6d. . . . .		7	41,000
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	25,135
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 7,500 Refunded <input type="checkbox"/>		11	17,635

Part VII-AStatements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> IL			
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? <i>If "No," attach explanation.</i> . . . . .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶THEPALMERFOUNDATION.ORG				
14	The books are in care of ▶ARABELLA ADVISORS Telephone no ▶(202) 595-1020 Located at ▶1201 CONNECTICUT AVE NW 300 WASHINGTON DC ZIP +4 ▶20036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		0
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
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?. . . . . <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ). . . . . <input type="checkbox"/>	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.). . . . . <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

0

Form 990-PF (2014)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ARABELLA ADVISORS	CONSULTING SERVICES	98,000
1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	16,573,960
b	Average of monthly cash balances. . . . .	1b	341,459
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	16,915,419
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	16,915,419
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	253,731
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,661,688
6	Minimum investment return. Enter 5% of line 5. . . . .	6	833,084

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	833,084
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	15,865
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	15,865
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	817,219
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	817,219
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	817,219

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	830,752
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	830,752
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	15,865
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	814,887
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				817,219
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only. . . . .			18,968	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. . . . .				
b From 2010. . . . .				
c From 2011. . . . .				
d From 2012. . . . .				
e From 2013. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 830,752				
a Applied to 2013, but not more than line 2a			18,968	
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. . . . .				811,784
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				5,435
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2010. . . . .				
b Excess from 2011. . . . .				
c Excess from 2012. . . . .				
d Excess from 2013. . . . .				
e Excess from 2014. . . . .				

## Part XIV

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3

## Part XV

## 1

MARY P ENROTH

## 2

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

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	678,459
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)



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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
AETNA INC	P	2014-10-16	2014-11-17
AGCO CORPORATION	P	2014-01-01	2014-02-21
ALLERGAN INC	P	2014-04-21	2014-05-15
ALLIANCE DATA SYSTEMS CORP	P	2014-04-11	2014-04-21
AMDOCS LIMITED	P	2014-02-21	2014-04-11
AMDOCS LIMITED	P	2014-02-21	2014-11-17
AMERICAN ELECTRIC POWER CO INC	P	2014-02-21	2014-04-11
AMERICAN ELECTRIC POWER CO INC	P	2014-02-21	2014-11-17
AMERICAN EXPRESS COMPANY	P	2013-08-30	2014-04-11
AMERICAN EXPRESS COMPANY	P	2013-08-30	2014-08-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,422		6,477	945
171,394		202,262	-30,868
172,458		150,164	22,294
8,321		8,546	-225
27,572		27,119	453
14,291		13,382	909
10,524		10,465	59
4,610		4,115	495
849		717	132
88,045		70,879	17,166

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			945
			-30,868
			22,294
			-225
			453
			909
			59
			495
			132
			17,166

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
APPLE COMPUTER INC	P	2014-01-01	2014-04-11
APPLE COMPUTER INC	P	2014-01-30	2014-11-17
ARCHER DANIELS MIDLAND COMPANY	P	2014-09-19	2014-11-17
BABCOCK & WILCOX	P	2014-01-01	2014-03-24
BAKER HUGHES INC	P	2014-06-20	2014-11-17
BAKER HUGHES INC	P	2014-06-20	2014-11-25
BED BATH & BEYOND INC	P	2014-01-03	2014-04-11
BED BATH & BEYOND INC	P	2014-01-03	2014-11-17
BERKSHIRE HATHAWAY INC	P	2013-09-25	2014-03-24
BOEING COMPANY	P	2013-09-25	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
63,881		64,712	-831
35,092		22,182	12,910
12,770		12,770	0
114,329		103,793	10,536
5,797		6,598	-801
77,179		90,875	-13,696
9,518		11,996	-2,478
7,569		8,534	-965
117,583		109,111	8,472
5,519		5,363	156

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-831
			12,910
			0
			10,536
			-801
			-13,696
			-2,478
			-965
			8,472
			156

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
BOEING COMPANY	P	2013-09-25	2014-09-19
CANADIAN NATURAL RESOURCES	P	2014-04-21	2014-09-19
CAPITAL ONE FINANCIAL CORP	P	2014-08-21	2014-11-17
CATERPILLAR INC	P	2014-07-22	2014-11-17
CELGENE CORPORATION	P	2013-05-23	2014-04-11
CELGENE CORPORATION	P	2014-01-01	2014-04-21
CHIPOTLE MEXICAN GRILL INC	P	2014-03-24	2014-04-11
CHIPOTLE MEXICAN GRILL INC	P	2014-03-24	2014-11-17
CIGNA CORPORATION	P	2013-04-26	2014-01-30
CISCO SYSTEMS INC	P	2014-01-01	2014-01-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
81,549		75,196	6,353
127,416		127,698	-282
6,215		6,295	-80
5,262		5,729	-467
14,101		12,452	1,649
114,961		96,187	18,774
4,259		4,872	-613
9,230		8,526	704
72,883		54,622	18,261
75,910		73,528	2,382

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,353
			-282
			-80
			-467
			1,649
			18,774
			-613
			704
			18,261
			2,382

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
COMCAST CORP	P	2013-04-26	2014-04-11
CVS CORPORATION	P	2014-02-21	2014-04-11
CVS CORPORATION	P	2014-02-21	2014-11-17
DOVER CORPORATION	P	2014-01-30	2014-03-24
DR PEPPER SNAPPLE GROUP INC	P	2014-02-21	2014-04-11
DR PEPPER SNAPPLE GROUP INC	P	2014-02-21	2014-11-17
EDWARDS LIFESCIENCES CORP	P	2014-08-21	2014-11-17
EOG RES INC	P	2014-06-20	2014-11-17
EVEREST RE GROUP LTD	P	2013-12-02	2014-04-11
EVEREST RE GROUP LTD	P	2013-12-12	2014-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,482		7,243	1,239
16,372		15,969	403
9,939		7,913	2,026
58,895		53,989	4,906
10,491		10,512	-21
7,215		5,334	1,881
5,791		4,548	1,243
10,747		13,249	-2,502
15,065		15,065	0
12,202		11,533	669

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,239
			403
			2,026
			4,906
			-21
			1,881
			1,243
			-2,502
			0
			669

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
EXELON CORPORATION	P	2014-03-24	2014-04-11
EXELON CORPORATION	P	2014-03-24	2014-11-17
FIFTH THIRD BANCORP	P	2014-03-24	2014-04-11
FIFTH THIRD BANCORP	P	2014-03-24	2014-11-17
FOOT LOCKER INC	P	2014-08-21	2014-11-17
FRANKLIN RESOURCES INC	P	2013-06-24	2014-02-21
GAP INC	P	2013-07-19	2014-01-03
HALLIBURTON COMPANY	P	2013-11-04	2014-04-11
HEWLETT PACKARD COMPANY	P	2014-01-30	2014-04-11
HEWLETT PACKARD COMPANY	P	2014-01-30	2014-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
35,879		33,393	2,486
9,230		8,504	726
9,218		10,048	-830
8,216		9,695	-1,479
4,800		4,592	208
69,734		59,775	9,959
40,721		46,590	-5,869
34,063		31,992	2,071
15,261		13,703	1,558
6,678		5,293	1,385

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,486
			726
			-830
			-1,479
			208
			9,959
			-5,869
			2,071
			1,558
			1,385

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
HOME DEPOT INC	P	2014-10-16	2014-11-17
HUMANA INC	P	2014-07-22	2014-10-16
HUNTINGTON INGALLS INDUSTRIES	P	2014-01-03	2014-04-11
HUNTINGTON INGALLS INDUSTRIES	P	2014-01-03	2014-11-17
JOHNSON & JOHNSON	P	2013-08-30	2014-04-11
JOHNSON & JOHNSON	P	2014-06-20	2014-11-17
KNOWLES CORPORATION	P	2014-01-30	2014-03-07
KNOWLES CORPORATION	P	2014-01-30	2014-03-24
LYONDELLBASELL INDUSTRIES	P	2014-08-21	2014-11-17
MAGNA INTERNATIONAL INC	P	2013-07-19	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,801		5,271	530
81,166		85,597	-4,431
12,802		11,402	1,400
6,358		5,215	1,143
20,370		18,186	2,184
25,109		24,448	661
15		15	0
11,416		10,628	788
13,033		16,884	-3,851
12,285		9,350	2,935

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			530
			-4,431
			1,400
			1,143
			2,184
			661
			0
			788
			-3,851
			2,935

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
MARATHON PETROLEUM CORPORATION	P	2014-04-21	2014-11-17
MASTERCARD INC	P	2014-01-03	2014-04-11
MASTERCARD INC	P	2014-01-03	2014-04-21
MCKESSON HBOC INC	P	2014-01-01	2014-06-20
MEDTRONIC INC	P	2014-03-24	2014-04-11
MEDTRONIC INC	P	2014-03-24	2014-11-17
MERCK & CO INC	P	2014-05-15	2014-11-17
MICROSOFT CORPORATION	P	2013-07-19	2014-04-11
MICROSOFT CORPORATION	P	2014-09-19	2014-11-17
MYLAN LABORATORIES INC	P	2013-04-26	2014-03-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,416		8,181	235
2,845		3,403	-558
72,190		80,416	-8,226
46,581		32,256	14,325
21,112		20,902	210
9,266		7,912	1,354
7,497		7,050	447
8,591		6,792	1,799
9,164		8,789	375
38,714		22,329	16,385

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			235
			-558
			-8,226
			14,325
			210
			1,354
			447
			1,799
			375
			16,385

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
MYLAN LABORATORIES INC	P	2013-04-26	2014-04-11
MYLAN LABORATORIES INC	P	2013-04-26	2014-04-21
NETAPP INC	P	2013-11-04	2014-04-11
NORTHROP GRUMMAN CORP	P	2013-07-19	2014-04-11
O REILLY AUTOMOTIVE INC	P	2013-11-04	2014-04-11
OSHKOSH TRUCK CORPORATION	P	2013-08-30	2014-03-24
OSHKOSH TRUCK CORPORATION	P	2013-08-30	2014-04-11
OSHKOSH TRUCK CORPORATION	P	2013-08-30	2014-08-21
PACKAGING CORP AMER	P	2014-04-11	2014-07-22
PETSMART INC	P	2013-12-02	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,881		6,258	3,623
12,002		7,433	4,569
18,711		19,990	-1,279
706		529	177
17,536		15,288	2,248
51,625		40,510	11,115
7,410		5,917	1,493
41,017		37,915	3,102
1,238		1,268	-30
7,508		8,139	-631

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,623
			4,569
			-1,279
			177
			2,248
			11,115
			1,493
			3,102
			-30
			-631

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
PETSMART INC	P	2013-12-02	2014-07-22
QUALCOMM INC	P	2014-01-03	2014-04-11
QUALCOMM INC	P	2014-01-03	2014-11-17
QUALCOMM INC	P	2014-01-03	2014-11-25
ROCK TENN COMPANY	P	2013-07-19	2014-01-30
SKYWORKS SOLUTIONS INC	P	2014-07-22	2014-11-17
SKYWORKS SOLUTIONS INC	P	2014-07-22	2014-11-25
SOUTHWEST AIRLINES COMPANY	P	2013-12-02	2014-04-11
SOUTHWEST AIRLINES COMPANY	P	2014-05-15	2014-11-17
SOUTHWEST AIRLINES COMPANY	P	2014-05-15	2014-11-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
50,832		53,890	-3,058
19,379		18,021	1,358
4,864		5,034	-170
67,427		68,291	-864
61,895		65,920	-4,025
6,584		5,808	776
49,308		40,820	8,488
5,998		4,850	1,148
18,334		11,605	6,729
37,630		24,204	13,426

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3,058
			1,358
			-170
			-864
			-4,025
			776
			8,488
			1,148
			6,729
			13,426

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
SYMANTEC CORPORATION	P	2014-01-01	2014-01-03
TE CONNECTIVITY LIMITED	P	2013-06-24	2014-01-30
TRAVELERS COMPANIES INC	P	2014-05-15	2014-11-17
TYSON FOODS INC	P	2014-02-21	2014-04-11
TYSON FOODS INC	P	2014-01-01	2014-06-20
UGI CORPORATION	P	2014-10-16	2014-11-17
UNION PACIFIC CORPORATION	P	2014-01-01	2014-01-30
UNION PACIFIC CORPORATION	P	2013-04-26	2014-04-11
UNUMPROVIDENT CORPORATION	P	2013-05-23	2014-03-24
UNUMPROVIDENT CORPORATION	P	2013-05-23	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
127,259		119,819	7,440
95,209		73,093	22,116
16,179		14,577	1,602
29,407		27,239	2,168
50,631		53,016	-2,385
5,962		5,586	376
63,975		55,596	8,379
7,698		6,210	1,488
46,167		35,874	10,293
8,215		6,733	1,482

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,440
			22,116
			1,602
			2,168
			-2,385
			376
			8,379
			1,488
			10,293
			1,482

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
UNUMPROVIDENT CORPORATION	P	2013-05-23	2014-04-21
VERIZON COMMUNICATIONS	P	2014-10-16	2014-11-17
VODAFONE GROUP PLC 3 375% 11/24/15	P	2013-05-08	2014-03-26
WELLS FARGO & COMPANY	P	2013-07-19	2014-04-11
WELLS FARGO & COMPANY	P	2014-06-20	2014-11-17
XEROX CORPORATION	P	2014-09-19	2014-11-17
XL GROUP PUBLIC LIMITED COMPANY	P	2013-06-24	2014-04-11
XL GROUP PUBLIC LIMITED COMPANY	P	2013-06-24	2014-05-15
AES CORPORATION	P	2012-02-22	2014-04-11
AES CORPORATION	P	2012-02-22	2014-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
16,644		13,660	2,984
5,837		5,436	401
209,236		212,720	-3,484
33,276		30,421	2,855
23,368		23,189	179
4,292		4,509	-217
16,965		16,203	762
80,869		74,634	6,235
30,468		29,484	984
12,060		12,267	-207

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,984
			401
			-3,484
			2,855
			179
			-217
			762
			6,235
			984
			-207

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
ALLIANCE DATA SYSTEMS CORP	P	2013-01-01	2014-04-21
ALLIANCE DATA SYSTEMS CORP	P	2012-08-22	2014-08-21
AMERIPRISE FINANCIAL INC	P	2011-04-21	2014-04-11
AMERIPRISE FINANCIAL INC	P	2011-04-21	2014-11-17
BOEING COMPANY	P	2013-09-25	2014-10-16
CELGENE CORPORATION	P	2013-06-24	2014-10-16
CF INDUSTRIES HOLDINGS INC	P	2012-03-19	2014-04-11
CF INDUSTRIES HOLDINGS INC	P	2013-01-01	2014-08-21
CHEVRON TEXACO INC	P	2012-03-19	2014-04-11
CHEVRON TEXACO INC	P	2013-01-01	2014-06-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
143,413		82,511	60,902
78,010		39,813	38,197
4,231		2,603	1,628
14,512		7,175	7,337
44,288		43,854	434
54,653		35,873	18,780
5,760		4,446	1,314
104,693		70,862	33,831
29,954		28,264	1,690
170,391		141,774	28,617

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			60,902
			38,197
			1,628
			7,337
			434
			18,780
			1,314
			33,831
			1,690
			28,617

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
CISCO SYSTEMS INC	P	2012-10-19	2014-01-30
CISCO SYSTEMS INC	P	2012-10-19	2014-04-11
CISCO SYSTEMS INC	P	2012-10-19	2014-11-17
CITIGROUP INC	P	2013-01-18	2014-04-11
CITIGROUP INC	P	2013-01-18	2014-05-15
COCA COLA ENTERPRISES INC	P	2012-12-21	2014-04-11
COCA COLA ENTERPRISES INC	P	2012-12-21	2014-11-17
COMCAST CORP	P	2013-01-01	2014-04-11
COMCAST CORP	P	2013-01-01	2014-09-19
COMCAST CORP	P	2012-01-25	2014-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
65,141		54,809	10,332
20,720		16,799	3,921
7,703		5,404	2,299
7,820		7,067	753
68,388		61,191	7,197
23,327		16,166	7,161
13,496		10,017	3,479
13,959		11,514	2,445
45,871		31,543	14,328
14,763		7,080	7,683

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,332
			3,921
			2,299
			753
			7,197
			7,161
			3,479
			2,445
			14,328
			7,683

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
DELPHI AUTOMOTIVE PLC	P	2013-01-01	2014-04-11
DELPHI AUTOMOTIVE PLC	P	2012-12-21	2014-11-17
DISCOVER FINL SVCS	P	2012-04-27	2014-04-11
DISCOVER FINL SVCS	P	2012-04-27	2014-11-17
DUPONT EL NEMOUR 4 875% 4/30/14	P	2010-12-20	2014-04-30
EXXON MOBIL CORP	P	2011-03-07	2014-04-11
EXXON MOBIL CORP	P	2011-03-07	2014-11-17
EXXON MOBIL CORP	P	2013-01-01	2014-11-25
FRANKLIN RESOURCES INC	P	2012-12-21	2014-02-21
GAP INC	P	2012-11-19	2014-01-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,743		15,097	12,646
15,344		7,777	7,567
25,654		15,816	9,838
16,217		8,540	7,677
200,000		218,456	-18,456
27,493		24,188	3,305
12,653		11,413	1,240
34,198		29,972	4,226
70,103		56,876	13,227
68,014		58,617	9,397

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			12,646
			7,567
			9,838
			7,677
			-18,456
			3,305
			1,240
			4,226
			13,227
			9,397

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
GOLDMAN SACHS GP 5% 10/01/14	P	2010-11-16	2014-10-01
HALLIBURTON COMPANY	P	2013-11-04	2014-11-17
KROGER COMPANY	P	2011-07-26	2014-04-11
KROGER COMPANY	P	2011-07-26	2014-11-17
KROGER COMPANY	P	2011-07-26	2014-11-25
MACYS INC	P	2010-12-10	2014-04-11
MACYS INC	P	2012-06-25	2014-04-11
MACYS INC	P	2010-12-10	2014-11-17
MAGNA INTERNATIONAL INC	P	2013-07-19	2014-11-17
MARATHON PETROLEUM CORPORATION	P	2012-06-25	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
200,000		215,824	-15,824
11,570		12,537	-967
24,963		14,237	10,726
16,163		6,968	9,195
38,559		16,468	22,091
7,386		3,290	4,096
3,779		2,208	1,571
16,281		6,732	9,549
4,676		3,339	1,337
2,175		1,056	1,119

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-15,824
			-967
			10,726
			9,195
			22,091
			4,096
			1,571
			9,549
			1,337
			1,119

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
MCKESSON HBOC INC	P	2010-03-29	2014-06-20
MCKESSON HBOC INC	P	2013-01-01	2014-07-22
MYLAN LABORATORIES INC	P	2013-01-18	2014-04-21
MYLAN LABORATORIES INC	P	2013-01-18	2014-11-17
NETAPP INC	P	2013-11-04	2014-11-17
NORTHROP GRUMMAN CORP	P	2013-07-19	2014-11-17
O REILLY AUTOMOTIVE INC	P	2013-11-04	2014-11-17
ORACLE CORPORATION	P	2006-04-17	2014-04-11
ORACLE CORPORATION	P	2006-04-17	2014-11-17
PPG INDUSTRIES INC	P	2012-04-27	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
85,182		29,466	55,716
152,885		51,320	101,565
46,821		27,656	19,165
12,942		6,557	6,385
6,962		6,431	531
17,660		11,462	6,198
8,165		5,717	2,448
41,456		14,324	27,132
16,375		5,474	10,901
5,130		2,854	2,276

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			55,716
			101,565
			19,165
			6,385
			531
			6,198
			2,448
			27,132
			10,901
			2,276

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
PPG INDUSTRIES INC	P	2013-01-01	2014-10-16
PACKAGING CORP AMER	P	2013-04-26	2014-07-22
RAYTHEON COMPANY	P	2004-03-11	2014-01-03
SBC COM 5 625% 6/15/16	P	2012-03-16	2014-07-15
SHELL INTL FIN 4% 3/21/14	P	2010-08-20	2014-03-21
SNAP ON TOOLS CORPORATION	P	2011-11-11	2014-11-17
SYMANTEC CORPORATION	P	2012-11-19	2014-01-03
TIME WARNER CABLE INC	P	2012-05-25	2014-02-21
TJX COMPANIES INC	P	2010-12-10	2014-04-11
TJX COMPANIES INC	P	2010-12-10	2014-05-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
162,389		92,854	69,535
124,287		86,948	37,339
90,227		30,913	59,314
109,476		116,070	-6,594
100,000		108,240	-8,240
49,643		13,494	36,149
75,631		59,379	16,252
124,075		67,395	56,680
3,553		1,379	2,174
99,322		38,827	60,495

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			69,535
			37,339
			59,314
			-6,594
			-8,240
			36,149
			16,252
			56,680
			2,174
			60,495

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
TRAVELERS COMPANIES INC	P	2013-01-01	2014-04-11
TYSON FOODS INC	P	2013-04-26	2014-06-20
TYSON FOODS INC	P	2013-01-01	2014-11-17
UNION PACIFIC CORPORATION	P	2013-04-26	2014-11-17
UNUMPROVIDENT CORPORATION	P	2013-03-25	2014-04-21
UNUMPROVIDENT CORPORATION	P	2013-03-25	2014-11-17
VANGUARD FTSE EMERGING MARKETS ETF	P	2012-04-27	2014-04-11
VERIZON COMM INC 3% 4/01/16	P	2012-03-28	2014-11-24
WAL-MART STORES INC	P	2013-01-01	2014-03-24
WAL-MART STORES INC	P	2009-07-28	2014-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,630		11,574	8,056
46,345		31,606	14,739
7,723		4,089	3,634
13,626		8,354	5,272
23,369		19,119	4,250
3,313		2,723	590
299,481		309,960	-10,479
155,034		159,276	-4,242
44,353		30,405	13,948
20,829		13,289	7,540

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,056
			14,739
			3,634
			5,272
			4,250
			590
			-10,479
			-4,242
			13,948
			7,540

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
WAL-MART STORES INC	P	2009-07-28	2014-09-19
WAL-MART STORES INC	P	2009-07-28	2014-11-17
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
51,328		32,637	18,691
4,754		2,785	1,969
78,283			78,283

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			18,691
			1,969
			78,283


Form 990PF Part VIII Line 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
MARY P ENROTH	CHAIRMAN 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				
MATTHEW LISCHICK	DIRECTOR 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				
JAY LOWEN	SECRETARY 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				
KAREN E LISCHICK	PRESIDENT 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				
SUSAN L ENROTH	VICE PRESIDENT 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				
CARL ENROTH	DIRECTOR 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				
PETER LISCHICK	TREASURER 0 00	0	0	0
1201 CONNECTICUT AVE NW 300 WASHINGTON,DC 20036				


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

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
AFRICAN LIBRARY PROJECT 5 THISTLE STREET PORTOLA VALLEY,CA 94028	NONE	PUBLIC	GENERAL	2,500
ALLIANCE FOR THE GREAT LAKES 150 NORTH MICHIGAN AVENUE SUITE 700 CHICAGO,IL 60601	NONE	PUBLIC	GENERAL	25,000
ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ALRINGTON,VA 22204	NONE	PUBLIC	GENERAL	5,000
ASANTE MARIAMU FOUNDATION 3525 SOUTH 8TH STREET ARLINGTON,VA 22204	NONE	PUBLIC	GENERAL	18,000
CAROLINA PHILHARMONIC 5 MARKET SQUARE PINEHURST,NC 28374	NONE	PUBLIC	GENERAL	30,000
DC FIREFIGHTERS BURN FOUNDATION PO BOX 4565 WASHINGTON,DC 20017	NONE	PUBLIC	GENERAL	1,000
EDU-FUTURO 2110 WASHINGTON BLVD SYPHAX BLDG 2ND FLOOR ARLINGTON,VA 22204	NONE	PUBLIC	GENERAL	8,000
EMPOWERED WOMEN INTERNATIONAL 320 SOUTH HENRY STREET ALEXANDRA,VA 22314	NONE	PUBLIC	GENERAL	20,000
FOKUS INTERNATIONAL 300 MOSS HILL LANE SALISBURY,MD 21804	NONE	PUBLIC	GENERAL	8,000
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON,DC 20057	NONE	PUBLIC	GENERAL	5,000
HABITAT FOR HUMANITY INTERNATIONAL 270 PEACHTREE STREET NW ATLANTA,GA 30303	NONE	PUBLIC	GENERAL	32,500
HABITAT FOR HUMANITY OF THE NC SANDHILLS 2268 N 5 HIGHWAY ABERDEEN,NC 28315	NONE	PUBLIC	GENERAL	15,359
HOFFMAN INSTITUTE FOUNDATION 1299 FOURTH STREET STE 600 SAN RAFAEL,CA 94901	NONE	PUBLIC	GENERAL	25,000
INTEGRATIVE HEALTH INITIATIVE DBA HEALWELL 4201 WILSON BLVD 110-341 ARLINGTON,VA 22204	NONE	PUBLIC	GENERAL	5,000
INTERNATIONAL ACTION PO BOX 15188 WASHINGTON,DC 20077	NONE	PUBLIC	GENERAL	30,000
<b>Total . . . . . ▶ 3a</b>				678,459

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

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
KEMPER CENTER INC 6501 3RD AVENUE KENOSHA,WI 53143	NONE	PUBLIC	GENERAL	20,100
LAKE FOREST SYMPHONY INC 900 NORTH SHORE DRIVE SUITE 109A LAKE BLUFF,IL 60044	NONE	PUBLIC	GENERAL	30,000
LAKEVIEW TECHNOLOGY ACADEMY 9449 88TH AVENUE PLEASANT PRAIRIE,WI 53158	NONE	PUBLIC	GENERAL	77,000
LIVING WATER INTERNATIONAL 4001 GREENBRIAR DRIVE STAFFORD,TX 77477	NONE	PUBLIC	GENERAL	6,000
MONTGOMERY COMMUNITY COLLEGE 1011 PAGE STREET TROY,NC 27371	NONE	PUBLIC	GENERAL	50,000
MOSS CREEK MARINES 25 TOPPIN DRIVE HILTON HEAD,SC 29926	NONE	PUBLIC	GENERAL	40,000
NORTHERN MOORE FAMILY RESOURCE CENTER PO BOX 190 ROBBINS,NC 27325	NONE	PUBLIC	GENERAL	15,000
PROJECT CONCERN INTERNATIONAL 5151 MURPHY CANYON ROAD SUITE 320 SAN DIEGO,CA 92123	NONE	PUBLIC	GENERAL	30,000
RAGDALE FOUNDATION 1260 NORTH GREEN BAY ROAD LAKE FOREST,IL 60045	NONE	PUBLIC	GENERAL	5,000
THE CHILD AND FAMILY FOUNDATION 104C WILLIAMSPORT CIRCLE SALISBURY,MD 21804	NONE	PUBLIC	GENERAL	5,000
THE CROHN'S & COLITIS FOUNDATION 386 PARK AVENUE SOUTH NEWYORK,NY 10016	NONE	PUBLIC	GENERAL	5,000
THE MIRACLE FOUNDATION 1506 WEST 6TH STREET AUSTIN,TX 78703	NONE	PUBLIC	GENERAL	36,000
THE NEO FUND 13407 117TH AVENUE CT E PUYALLUP,WA 98374	NONE	PUBLIC	GENERAL	50,000
TREES FOR THE FUTURE 1400 SPRING STREET SUITE 150 SILVER SPRING,MD 20910	NONE	PUBLIC	GENERAL	60,000
WESTSIDE INTERMEDIATE SCHOOL 8000 QUANTICO ROAD HEBRON,MD 21830	NONE	PUBLIC	GENERAL	3,000
<b>Total . . . . .</b>  <b>3a</b>				678,459

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

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WRITE ON DOOR COUNTY PO BOX 457 FISH CREEK, WI 54212	NONE	PUBLIC	GENERAL	16,000
<b>Total . . . . .</b>  <b>3a</b>				678,459

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>THE PALMER FOUNDATION</div>	<div>Employer identification number</div> <div>36-3700897</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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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 other 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<sup>1</sup>/<sub>3</sub>% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> THE PALMER FOUNDATION	<b>Employer identification number</b> 36-3700897
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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
<u>1</u>	MARY P ENROTH 1201 CONNECTICUT AVE NW 300  WASHINGTON, DC 20036	\$ 500,064	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II for noncash contributions )
<u>2</u>	KAREN WALTER LISCHICK 1201 CONNECTICUT AVE NW 300  WASHINGTON, DC 20036	\$ 600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>3</u>	CAROL ENROTH 1201 CONNECTICUT AVE NW 300  WASHINGTON, DC 20036	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>4</u>	SUSAN L ENROTH 1201 CONNECTICUT AVE NW 300  WASHINGTON, DC 20036	\$ 600	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
<u>  </u>	    	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

<b>Name of organization</b> THE PALMER FOUNDATION	<b>Employer identification number</b> 36-3700897
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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 information once. See instructions.) ▶ \$ \_\_\_\_\_

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	
_____		_____	
_____		_____	
_____		_____	

## TY 2014 Accounting Fees Schedule

**Name:** THE PALMER FOUNDATION

**EIN:** 36-3700897

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION & AUDIT FEES	14,350	0		14,350

# TY 2014 Investments Corporate Bonds Schedule

**Name:** THE PALMER FOUNDATION

**EIN:** 36-3700897

Name of Bond	End of Year Book Value	End of Year Fair Market Value
250000 AFLAC INC 2.65 2/15/17	263,505	257,228
150000 ASSURANT INC 2.5 3/15/18	151,833	151,443
100000 AT&T INC 2.375 11/27/18	102,213	100,775
300000 BOEING CAPITAL CORP 2.9 8/15/18	321,795	312,159
100000 BOSTON PROPERTIES LP 5.875 10/15/19	115,727	114,542
200000 BOTTLING GROUP LLC 4.125 6/15/15	219,450	203,218
100000 CATERPILLAR FINANCIAL 2.65 4/1/16	105,375	102,408
200000 CISCO SYSTEMS INC 4.95 2/15/19	224,734	223,524
200000 DUPONT EI NEMOUR 4.875 04/30/14	0	0
150000 DUPONT EI NEMOUR 5.75 3/15/19	174,026	171,438
250000 GENERAL ELEC CAP CORP 2.9 1/9/17	264,945	258,707
200000 GOLDMAN SACHS GROUP 5.00 10/01/14	0	0
250000 JOHN DEERE CAP CORP 2.8 9/18/17	267,625	259,790
300000 JPMORGAN CHASE & CO 3.15 7/5/16	318,776	308,382
100000 OCCIDENTAL PETRO CORP 2.5 2/1/16	105,600	101,623
200000 PROCTER & GAMBLE CO 3.5 2/15/15	210,351	200,728
100000 SBC COMMUNICATIONS 5.625 6/15/16	0	0
100000 SHELL INTL FIN 4.00 03/21/14	0	0
200000 TOYOTA MOTOR CR CORP 2.8 1/11/16	211,706	204,342
150000 VERIZON COMMUNICATIONS 3.0 4/1/16	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
200000 VIACOM INC 4.25 9/15/15	215,470	204,708
200000 VIRGINIA ELEC & POWER 5.0 6/30/19	224,422	224,074
200000 VODAFONE GROUP 3.375 11/24/15	0	0
100000 WELLS FARGO & CO 3.676 6/15/16	106,692	103,730
100000 BP CAPITAL MARKETS 3.2 3/11/16	107,041	102,696
100000 RIO TINTO FIN 2.25 12/14/18	101,548	100,202
150000 TEVA PHARMA FIN 3.00 6/15/15	158,462	151,425
100000 TOTAL CAPITAL SA 3.125 10/2/15	104,575	101,906
77690.883 HARTFORD FLOATING RATE FUND	700,000	672,026

TY 2014 Investments Corporate  
Stock Schedule

**Name:** THE PALMER FOUNDATION  
**EIN:** 36-3700897

Name of Stock	End of Year Book Value	End of Year Fair Market Value
12292 AES CORP	155,385	169,261
1208 AETNA INC	89,933	107,307
3317 AGCO CORP	0	0
877 ALLIANCE DATA SYSTEMS CORP	0	0
4123 AMDOCS LTD ORD	182,456	192,358
1103 AMERICAN ELEC PWR INC	56,035	66,974
998 AMERICAN EXPRESS CO	0	0
1579 AMERIPRISE FINANCIAL INC	88,295	208,823
4248 APPLE INC	117,500	468,894
4083 ARCHER DANIELS MIDLAND CO	212,547	212,316
3484 BABCOCK & WILCOX	0	0
1439 BED BATH & BEYOND INC	115,853	109,609
942 BERKSHIRE HATHAWAY INC	0	0
1044 BOEING CO	0	0
1043 CAPITAL ONE FINANCIAL CORP	85,263	86,100
728 CATERPILLAR INC	80,208	66,634
1546 CHEVRON CORPORATION	0	0
1224 CELGENE CORP	0	0
429 CF INDUSTRIES HOLDINGS INC	0	0
188 CHIPOTLE MEXICAN GRILL INC	114,496	128,688
830 CIGNA CORP	0	0
4032 CISCO SYSTEMS INC	74,108	112,150
1642 CITIGROUP INC	0	0
4312 COCA COLA ENTERPRISES INC	105,698	190,677
3759 COMCAST CORP - CL A	93,607	218,060
2153 CVS HEALTH CORP	141,402	207,355
3429 DISCOVER FINL SVCS	107,692	224,565
1394 DR PEPPER SNAPPLE GROUP INC	72,188	99,922
634 EDWARDS LIFESCIENCES CORP	62,683	80,759
1498 EOG RES INC	177,200	137,921

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1140 EVEREST RE GROUP LIMITED	168,378	194,142
3589 EXELON CORP	117,382	133,080
2589 EXXON MOBIL CORP	164,593	239,353
5633 FIFTH THIRD BANCORP	132,870	114,772
1183 FOOT LOCKER INC	62,437	66,461
2657 FRANKLIN RESOURCES INC	0	0
2753 GAP INC	0	0
1055 GILEAD SCIENCES INC	104,704	99,444
3180 HALLIBURTON CO	168,278	125,069
1177 HCA HOLDINGS INC	81,756	86,380
2458 HEWLETT PACKARD CO	72,280	98,639
851 HOME DEPOT INC	76,023	89,329
847 HUNTINGTON INGALLS INDUSTRIES	74,863	95,254
3184 JOHNSON & JOHNSON	305,752	332,951
3140 KROGER CO	73,001	201,619
3632 MACY'S INC	92,616	238,804
643 MAGNA INTERNATIONAL INC	47,717	69,888
1238 MARATHON PETROLEUM CORP	66,993	111,742
1470 MCKESSON CORP	0	0
1808 MEDTRONIC INC	104,169	130,538
1699 MERCK & CO INC	95,057	96,486
2558 MICROSOFT CORP	95,350	118,819
3213 MYLAN INC	90,028	181,117
2262 NETAPP INC	87,630	93,760
1759 NORTHROP GRUMMAN CORP	103,850	259,259
635 O'REILLY AUTOMOTIVE INC	78,924	122,314
5472 ORACLE CORP	75,076	246,076
1853 OSHKOSH CORP	0	0
1908 PACKAGING CORP OF AMERICA	0	0
846 PETSMART INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
934 PPG INDUSTRIES INC	0	0
1016 RAYTHEON CO	0	0
605 ROCK TENN CO	0	0
721 SKYWORKS SOLUTIONS INC	39,138	52,424
3630 SNAP ON INC	132,386	496,366
5418 SOUTHWEST AIRLINES CO	102,844	229,290
8791 SYMANTEC CORPORATION	0	0
1648 TE CONNECTIVITY LIMITED	0	0
880 TIME WARNER CABLE INC	0	0
1779 TJX COS INC	0	0
2176 TRAVELERS COMPANIES INC	138,824	230,330
2493 TYSON FOODS INC	54,721	99,944
2199 UGI CORP	76,302	83,518
1559 UNION PAC CORP	100,687	185,724
1365 UNUMPROVIDENT CORP	37,551	47,611
1581 VERIZON COMMUNICATIONS	75,395	73,959
778 WAL MART STORES INC	38,011	66,815
10107 WELLS FARGO & CO	427,098	554,066
4391 XEROX CORP	61,679	60,859
3089 XL GROUP PUBLIC LIMITED COMPANY	0	0
1000 3M CO	167,515	164,320
20712.939 ABERDEEN EMERGING MARKETS FUND	309,452	279,417
2952 DELPHI AUTOMOTIVE PLC	100,683	214,669
10565 ISHARES MSCI EAFE ETF	582,328	642,775
7000 ISHARES MSCI EMERGING MKT	299,039	275,030
21998.639 JOHCM GLOBAL EQUITY FUND	300,502	299,841
2081 LYONDELLBASELL INDUSTRIES NV	209,074	165,211
11859.923 OAKMARK INTERNATIONAL FUND	309,612	276,811
15428 VANGUARD FTSE EMERGING MARKETS	649,620	617,428

## TY 2014 Investments - Other Schedule

**Name:** THE PALMER FOUNDATION

**EIN:** 36-3700897

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
11684.912 COLUMBIA ACORN FUND	AT COST	341,134	373,333
51944.449 PIMCO COMM REALRETURN STRATEGY	AT COST	363,618	232,711

TY 2014 Other Decreases Schedule

**Name:** THE PALMER FOUNDATION

**EIN:** 36-3700897

Description	Amount
TAX DIFFERENCE ADJUSTMENT	1,787

**TY 2014 Other Expenses Schedule****Name:** THE PALMER FOUNDATION**EIN:** 36-3700897

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES & POSTAGE	756	0		756
DIRECTORS INSURANCE	1,628	0		1,628
MEMBERSHIP FEES	3,850	0		3,850
FILING AND REGISTRATION FEES	693	0		0
SOFTWARE LICENSE FEES	2,424	0		2,424

# TY 2014 Other Professional Fees Schedule

**Name:** THE PALMER FOUNDATION

**EIN:** 36-3700897

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK INVESTMENT MANAGEMENT FEES	50,137	50,137		0
EXECUTIVE MANAGEMENT & CONSULTING FEES	98,000	0		98,000

**TY 2014 Taxes Schedule****Name:** THE PALMER FOUNDATION**EIN:** 36-3700897

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	24,880	0		0
FOREIGN TAX	6,609	6,609		0