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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of foundation THE GEOFFREY BEENE FOUNDATION
A Employer identification number 43-6936635
B Telephone number (see instructions) (212) 396-1200
C If exemption application is pending, check here
G Check all that apply
H Check type of organization
I Fair market value of all assets at end of year
J Accounting method

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements, Net investment income, and Adjusted net income.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	148,908	650,520	650,520		
	2	Savings and temporary cash investments	1,827,813	1,286,984	1,286,984		
	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)	4,744,998 <input type="checkbox"/>	3,065,957	3,069,430		
	b	Investments—corporate stock (attach schedule)	2,563,968 <input type="checkbox"/>	2,828,819	3,293,581		
	c	Investments—corporate bonds (attach schedule)	12,682,029 <input type="checkbox"/>	13,421,189	13,334,951		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	18,884,268 <input type="checkbox"/>	18,895,791	18,895,791		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	<input type="checkbox"/> 5,023,083 <input type="checkbox"/>	<input type="checkbox"/> 5,022,623 <input type="checkbox"/>	<input type="checkbox"/> 5,022,623 <input type="checkbox"/>			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	45,875,067	45,171,883	45,553,880			
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				
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					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	45,875,067	45,171,883				
30	Total net assets or fund balances (see instructions)	45,875,067	45,171,883				
31	Total liabilities and net assets/fund balances (see instructions)	45,875,067	45,171,883				

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	45,875,067
2	Enter amount from Part I, line 27a	2	-701,136
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	45,173,931
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	2,048
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,171,883

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)
1 a Capital Gain Dividends			
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			
b			16,049
c			
d			
e			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	242,755
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(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	3,036,147	46,345,495	0.06551
2012	3,310,739	47,720,774	0.06938
2011	7,957,634	48,529,557	0.16398
2010	5,606,243	26,740,832	0.20965
2009	9,208,617	27,832,166	0.33086
2 Total of line 1, column (d).			2 0.83938
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 0.16788
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 45,457,391
5 Multiply line 4 by line 3.			5 7,631,160
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 16,099
7 Add lines 5 and 6.			7 7,647,259
8 Enter qualifying distributions from Part XII, line 4.			8 2,311,061

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 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 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	32,199
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	32,199
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	32,199
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	44,800
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	44,800
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	142
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	12,459
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 12,459 Refunded <input type="checkbox"/>	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	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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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	No
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"/> NY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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? Website address N/A	13	Yes	
14	The books are in care of EISIKOVIC & KANE LLP Telephone no (212) 944-7733 Located at 1430 BROADWAY SUITE 1105 NEW YORK NY ZIP+4 10018			
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			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 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?	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		No
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 checked="" type="checkbox"/> Yes <input 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>) <input type="checkbox"/>	3b		No
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b	6b	No
7b	7b	No

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
G THOMPSON HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	Trustee 30 00	84,832		
MARA HUTTON 44 WHIPPOORWILL LAKE ROAD CHAPPAQUA, NY 10514	EXECUTIVE VP 35 00	53,000		

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **▶**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	19,459,774
b	Average of monthly cash balances.	1b	2,771,448
c	Fair market value of all other assets (see instructions).	1c	23,918,414
d	Total (add lines 1a, b, and c).	1d	46,149,636
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	
3	Subtract line 2 from line 1d.	3	46,149,636
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	692,245
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,457,391
6	Minimum investment return. Enter 5% of line 5.	6	2,272,870

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	2,272,870
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	32,199
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	32,199
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,240,671
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,240,671
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,240,671

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	2,311,061
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,311,061
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,311,061

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				2,240,671
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20__ , 20__ , 20__				
3 Excess distributions carryover, if any, to 2014				
a From 2009.	7,828,103			
b From 2010.	4,284,402			
c From 2011.	5,560,091			
d From 2012.	956,865			
e From 2013.	763,550			
f Total of lines 3a through e.	19,393,011			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>2,311,061</u>				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				2,240,671
e Remaining amount distributed out of corpus	70,390			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,463,401			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	7,828,103			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	11,635,298			
10 Analysis of line 9				
a Excess from 2010.	4,284,402			
b Excess from 2011.	5,560,091			
c Excess from 2012.	956,865			
d Excess from 2013.	763,550			
e Excess from 2014.	70,390			

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a					
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 organization 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))

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

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 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 <i>Paid during the year</i> See Additional Data Table				
Total 3a				2,143,517
b <i>Approved for future payment</i> YMA FASHION SCHOLARSHIP FUND 36 WEST 20 STREET NEW YORK, NY 10011	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	450,000
RESEARCH AMERICA 1101 KING STREET SUITE 520 ALEXANDRIA, VA 22314	N/A	501C3	MEDICAL RESEARCH	20,000
Total 3b				470,000

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)				
a <i>Paid during the year</i>				
FOOD BANK NEWYORK 39 BROADWAY NEWYORK,NY 10006	N/A	501C3	HUNGER RELIEF IN NYC NEEDIEST COMMUNITIES	1,000
YMA FASHION SCHOLARSHIP FUND 36 WEST 20 STREET NEWYORK,NY 10011	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	550,090
ONE MIND 120 LAKESIDE AVE SUITE 200 SEATTLE,WA 98122	N/A	501C3	RESEARCH FOR TRAUMATIC BRAIN INJURY	125,000
HOSPICE VNSW WPHC 311 NORTH STR SUITE 204 WHITE PLAINS,NY 10605	N/A	501C3	HOSPICE CARE	5,000
MEMORIAL SLOAN KETTERING 1275 YORK AVENUE NEWYORK,NY 10065	N/A	501C3	CANCER RESEARCH AT THE GEOFFREY BEENE CANCER RESEARCH CENTER	1,200,000
THE DOE FUND 232 EAST 84 STREET NEWYORK,NY 10028	N/A	501C3	PROVIDE HOMELESS PEOPLE WITH WORK AND TRAINING, EDUCATION AND HOUSING	1,000
CITY HARVEST 6 EAST 32 STREET 5FL NEWYORK,NY 10016	N/A	501C3	HUNGER RELIEF	1,000
OHIO STATE UNIVERSITY FOUNDATION 364 W Lane Ave COLUMBUS,OH 43201	N/A	501(c)(3)	CANCER RUN	1,000
RESEARCH AMERICA 1101 KING STREET SUITE 520 ALEXANDRIA,VA 22314	N/A	501C3	MEDICAL RESEARCH	18,100
RONALD MCDONALD HOUSE OF NY 405 East 73rd Street NEWYORK,NY 10021	N/A	501C3	PROVIDING HELP AND SUPPORT TO SICK CHILDREN AND THEIR FAMILIES	69,827
CITY MEALS ON WHEELS 355 LEXINGTON AVENUE NEWYORK,NY 10017	N/A	501C3	PROVIDING FOOD FOR THE ELDERLY	10,000
CFDA FOUNDATION 65 BLEECKER FLOOR 11 NEWYORK,NY 10012	N/A	501C3	SCHOLARSHIPS & EDUCATIONAL PROGRAMS	15,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEWYORK,NY 10001	N/A	501C3	MEDICAL HELP FOR THIRD WORLD COUNTRIES	25,000
THE FRESH AIR FUND 633 THIRD AVENUE 14 FL NEWYORK,NY 10017	N/A	501C3	SUMMER CAMPS FOR CHILDREN FROM LOW-INCOME NEIGHBORHOODS	1,500
VALLEY HOSPITAL FOUNDATION 223 NORTH VAN DIEN AVENUE RIDGEWOOD,NJ 07450	N/A	501C3	PROVIDE IN-HOME CARE FOR ATIENTS DIAGNOSED WITH A VARIETY OF MEDICAL CONDITIONS	10,000
Total	3a			2,143,517

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)				
a <i>Paid during the year</i>				
COLD SPRING HARBOR LAB ONE BURNGTOWN ROAD COLD SPRINGS HARBOR, NY 11724	N/A	501C3	RESEARCH AND EDUCATION AT THE FOREFRONT OF MOLECULAR BIOLOGY AND GENETICS	5,000
HEALTHCARE CHAPLAINCY INC 65 BROADWAY 12 FL NEW YORK, NY 10006	N/A	501C3	SPIRITUAL-RELATED RESOURCES IN HOSPITALS AND OTHER HEALTH CARE SETTINGS	25,000
SILVER HILL HOSPITAL 208 VALLEY ROAD NEW CANAAN, CT 06840	N/A	501C3	MEDICAL SERVICES AND FINANCIAL ASSISTANCE FOR PATIENTS REQUIRING PSYCHIATRIC AND ADDICTION TREATMENT SERVICES	5,000
MARIANO RIVERA FOUNDATION 903 SOUTH COLLEGE AVENUE NEWARK, DE 19713	N/A	501C3	EDUCATION, HEALTH, SOCIAL AND ECONOMIC DEVELOPMENT IN LOCAL COMMUNITIES	25,000
CAROLINAS HEALTH CARE FOUNDATION 1221 EAST MOREHEAD ST CHARLOTTE, NC 28204	N/A	501C3	CANCER RESEARCH AND EDUCATION	50,000
Total	3a			2,143,517

TY 2014 Accounting Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,351	11,610	0	7,741

**TY 2014 Investments Corporate
Bonds Schedule****Name:** THE GEOFFREY BEENE FOUNDATION**EIN:** 43-6936635**Software ID:** 14000265**Software Version:** 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS HELD @JPMORGAN PER ATTACHED	2,589,316	2,527,876
INVESTMENTS @ CAPITAL GROUP PER ATTACHED	1,804,732	1,819,025
INVESTMENTS PER ATTACHED SCHEDULE (SB)	9,027,141	8,988,050

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS PER ATTACHED SCHEDULE (SB)	2,828,819	3,293,581

**TY 2014 Investments Government
Obligations Schedule**

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

**US Government Securities - End of
Year Book Value:** 3,065,957

**US Government Securities - End of
Year Fair Market Value:** 3,069,430

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2014 Investments - Other Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN GEOFFREY BEENE LLC	AT COST	18,895,791	18,895,791

TY 2014 Legal Fees Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,897	190	0	1,707

TY 2014 Other Assets Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COLLECTION OF GB DESIGNS & JEWELRY	4,990,450	4,990,450	4,990,450
FINE ART	27,000	27,000	27,000
MISCELLANEOUS RECEIVABLES	5,633	5,173	5,173

TY 2014 Other Decreases Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Description	Amount
NON DEDUCTIBLE EXPENSES PER K-1	2,048

TY 2014 Other Expenses Schedule**Name:** THE GEOFFREY BEENE FOUNDATION**EIN:** 43-6936635**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	1,120			1,120
FOREIGN TAXES	13,918	13,918		
INSURANCE EXPENSES	36,724	7,345		29,379
INVESTMENT FEES	54,651	54,651		
PAYROLL PROCESSING FEE	1,734			1,734

TY 2014 Other Income Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	402	402	
ROYALTY INCOME	1,227,117	1,227,117	

TY 2014 Taxes Schedule

Name: THE GEOFFREY BEENE FOUNDATION

EIN: 43-6936635

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	54,929	54,929		
PAYROLL TAXES	4,247			4,247
STATE FILING FEES	750			750

THE GEOFFREY BEENE FOUNDATION
43-6936635
FORM 990-PF, PART II
INVESTMENTS HELD AT CAPITAL GROUP LLC

US Government Obligations

FHLB 1 875% 3-13-20	105,000	103,474	105,517
FHMS K013 A2 3 974% 01/25/21	15,000	15,956	16,366
FHMS K714 (MF) 3 034% 10-25-20	20,000	20,399	20,895
FNA 12-M2 A2 2 717% 02/25/22	20,000	19,228	20,304
FNMA 1 25% 01/30/17	250,000	251,163	252,240
FNMA 1 75% 09/12/19	50,000	49,719	50,124
FNMA 2 625% 09-06-24	45,000	44,589	45,572
TSY INFL IX N/B 0 125% 07/15/2024	160,005	155,107	154,093
US Treasury Bond 3 125% 08/15/2044	95,000	100,734	102,273
US Treasury Notes 0.5% 06-15-16	535,000	535,505	535,417
US Treasury Notes 1.5% 02/28/19	50,000	49,928	50,035
US Treasury Notes 1.5% 06/30/16	245,000	251,489	248,695
US Treasury Notes 1.5% 07/31/16	70,000	71,551	71,071
US Treasury Notes 1.5% 11/30/19	240,000	239,458	238,481
US Treasury Notes 1.50% 12/31/18	250,000	247,817	250,352
US Treasury Notes 1.625% 06/30/19	315,000	313,720	315,812
US Treasury Notes 1.875% 08/31/17	345,000	354,970	352,925
US Treasury Notes 1.875% 11/30/21	105,000	104,955	104,385
US Treasury Notes 2.25% 03/31/21	50,000	49,959	51,047
US Treasury Notes 4.5% 05/15/17	60,000	67,957	65,151
UTD MEX ST GVT GLOBAL 4.0% 10-02-23	18,000	18,279	18,675
Total US Government Obligations		3,065,957	3,069,430


Corporate Bonds

ACE INA HOLDINGS INC SR UNSEC 3.35% 05-15-24	25,000	24,963	25,263
AIG Group SR Unsec 2.3% 07-16-19	15,000	14,970	15,015
AIG Group SR Unsec 4.125% 02-15-24	15,000	15,012	15,968
Altria Group Inc Sr Unsec 4% 01-31-24	20,000	19,876	20,852
AMCAR 14-3 A3 1.15% 06-10-19/06-08-17	10,000	10,000	9,985
American Campus Communities INC SR UNSEC 4.125% 07-01-24	15,000	15,060	15,151
Bank of America Corp 4.0% 04-01-24	20,000	20,202	20,824
Bank of America Corp SR Unsec 2.65% 04-01-19	20,000	19,947	20,147
Becton Dickinson SR UNSEC 3.734% 12-15-24	10,000	10,000	10,296
Berkshire Hathaway Sr Unsec 2.0% 08/15/18	25,000	25,004	25,282
BNP Paribas Frn Sr Unsec (L+48) 03-17-17	20,000	20,000	19,992
Boardwalk Pipelines SR UNSEC 4.95% 12-15-24	15,000	14,823	14,913
CARMX 14-3 A3 1.33% 06-17-19	25,000	24,998	24,906
Chevron Corp Sr Unsec 1.718% 06-24-18	15,000	14,948	15,076
Coca-Cola CO Sr Unsec 3.2% 11-01-23	25,000	24,555	25,719

Comcast Corp New NT 5.7% Due 05/15/2018	15,000	17,574	16,891
Corporate Office Prop LP Sr Unsec 5.25% 02-15-24	5,000	4,939	5,370
CSMC 06-C4 A3 5.467% 09-15-39/8-15-16	20,725	22,670	21,814
CSMC 07-C5 A4 Var 09-15-40/17	80,000	89,525	86,292
Devon Energy Corp Sr Unsec 2.25% 12-15-18	10,000	9,983	9,964
Duke Energy Corp Sr Unsec 3.95% 10-15-23	40,000	40,050	42,407
Eli Lilly & Co SR UNSEC 1.95% 03-15-19	25,000	24,957	25,134
Enbridge Inc 5.60% 04/01/17	20,000	22,295	21,713
Enbridge Inc Sr Unsec 4.0% 10-01-23	20,000	19,800	19,532
Enlink Midstream Partners SR UNSEC 4.4% 04-01-2024	10,000	10,226	10,130
Enterprise Products SR UNSEC 3.75% 02-15-25	15,000	14,952	15,057
Enterprise Products SR UNSEC 3.9% 02-15-24	15,000	14,963	15,277
ERP Operating Lp Sr Unsec 4.625% 12-15-21	25,000	26,469	27,350
FNCL 2.5 AB7084 85K MAX 11-01-27	95,958	96,763	97,960
FNCL 4.0 TBA 02/15 02-01-45	150,000	159,586	159,678
FNCL 4.5 TBA 01/14 01-01-45	125,000	135,117	135,684
FNCL 5.0 AI5236 MHA 06-01-41	69,288	75,641	76,955
Freddie Mac Ser 3272 CL PA 6% 02/15/2037	18,736	20,766	20,592
G2RF 6.64 AA7554 07-20-64	47,507	52,562	52,445
General Elec Cap Corp SR Unsec 2.45% 03-15-17	20,000	20,736	20,547
General Motors Co SR UNSEC 4.0% 04-01-25	10,000	9,927	10,025
Gilead Sciences Inc Sr Unsec 3.5% 02-1-25	20,000	19,981	20,528
Gilead Sciences Inc Unsec 4.4% 12-1-21	15,000	16,170	16,540
Glaxosmithkline Capital Plc Sr Unsec 0.75% 05/08/2015	10,000	10,041	10,016
Goldman Sachs Group Sr Unsec 2.55% 10-23-19	20,000	19,996	19,927
Goldman Sachs Group Sr Unsec 3.85% 07-08-24	25,000	24,854	25,640
Intercontinental Exchange Sr Unsec 4.0% 10-15-23	25,000	24,946	26,316
Kinder Morgan Engy Sr Unsec 4.25% 09-01-24	15,000	14,975	15,030
Kinder Morgan Engy Sr Unsec 3.95% 9-1-22	10,000	9,952	9,916
LBUBS 07-C2 A1A 5.387% 02-15-40	21,736	24,211	23,359
Medtronic Inc Sr Unsec 3.625% 03-15-24	15,000	14,987	15,571
MLCFC 06-4 AM 5.204% 12/12/49/11-12-16	25,000	27,313	26,653
Morgan Stanley Sr Unsec 3.7% 10-23-24	15,000	14,974	15,204
Novartis Capital Corp Sr Unsec 3.4% 05/06/24	20,000	19,876	20,806
Oracle Corp Sr Unsec 2.375% 01-15-19	15,000	15,110	15,260
Pacificorp 5.65% 07/15/18	20,000	23,319	22,594
Proctor & Gamble Co Sr Unsec 1.8% 11/15/15	25,000	25,658	25,285
Progress Energy Inc Sr Unsec 7.05% 03-15-19	20,000	24,185	23,701
Prologis Inc Sr Unsec 2.75% 02/15/19	10,000	9,997	10,143
Prudential Financial Inc Frn Sr Unsec (L+78) 08-15-18	20,000	20,000	20,121
Royal Bk of Scotland Sr Unsec 4.375% 03/16/16	25,000	26,642	25,847
Starbucks Corp Sr Unsec 2.0% 12-05-18	10,000	9,979	10,107
Statoil Asa Sr Unsec 2.45% 01-17-23	15,000	13,923	14,333
Statoil Asa Sr Unsec 3.25% 11-10-24	5,000	4,970	5,027
United Health Group Sr Unsec 2.75% 02-15-23	15,000	13,967	14,717
Verizon Communications Sr Unsec 5.15% 09-15-23	33,000	32,893	36,465
Viacom Inc Sr Unsec 2.5% 09-01-18	25,000	24,853	25,221

Viacom Inc Sr Unsec 3.875% 04-01-24	25,000	24,991	25,143
Virginia Elec & Owr Sr Unsec 3.45% 02-15-24	20,000	19,944	20,593
WBCMT 07-C31 AM 5.59% 04-15-47	50,000	53,783	53,363
Wellpoint Inc Sr Unsec 2.3% 07-15-18	10,000	9,958	10,055
Wells Fargo Co Sr Unsec 3.3% 09-09-24	25,000	24,546	25,157
Williams Partners LP Sr Unsec 4.5% 11-15-23	20,000	19,879	20,183
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Total Corporate Bonds		1,804,732	1,819,025
		<hr/>	
TOTAL		4,870,689	4,888,455
		<hr/>	

THE GEOFFREY BEENE FOUNDATION
43-6936635
FORM 990-PF, PART II, LINE 10C
INVESTMENTS HELD AT JP MORGAN CHASE



CITIGROUP INC. DTD 12/13/2012	150,000	161,839	147,849
BANK OF AMERICA CORP DTD 4/30/2008	75,000	84,257	81,064
JP MORGAN CHASE & CO. DTD 4/23/08	75,000	84,064	80,888
COUNTRYWIDE FINL CORP DTD 5/16/06	150,000	166,125	159,615
SPRINT NEXTEL CORP DTD 11/20/06	200,000	218,500	209,580
REYNOLDS GRP ISS DTD 9/28/12	50,000	52,750	51,375
SUNTRUST BANKS INC DTD 11/7/14	150,000	151,805	154,913
JPM SHORT DURATION BOND	118,669	1,300,408	1,288,742
MERRILL LYNCH & CO. DTD 5/16/06	200,000	219,000	212,330
GOLDMAN SACHS GROUP INC.	5,800	150,568	141,520
TOTAL		2,589,316	2,527,876

THE GEOFFREY BEENE FOUNDATION
43-6936635
FORM 990-PF, PART II
INVESTMENTS HELD AT SANFORD BERNSTEIN (SB)



Corporate Bonds

Bernstein Short Duration	766,132	9,027,141	8,988,050
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Corporate Stocks

Alliance Bernstein Discovery Value Fund	3,485	60,471	71,970
Alliance Bernstein Discovery Growth Fund	7,479	55,305	70,298
Bernstein Emerging Markets	5,040	195,196	134,174
Bernstein International	25,476	517,403	381,635
Actavis PLC	105	22,021	27,028
Aetna Inc	425	33,255	37,753
Affiliated Managers Group	70	10,106	14,857
Allergan Inc.	140	15,203	29,763
Altria Group Inc	600	20,780	29,562
Amdocs Ltd	461	18,059	21,508
American Electric Power	300	16,167	18,216
American Express Company	414	33,335	38,519
American International Group	700	31,273	39,207
American Tower Corp.	278	21,905	27,480
Amphenol Corp	350	14,128	18,834
ANSYS Inc	350	23,284	28,700
Anthem Inc	350	40,095	43,985
Aon Plc	320	25,454	30,346
Apple Inc	673	38,211	74,286
Assurant Inc.	153	10,104	10,470
Autozone Inc	30	15,639	18,573
Ball Corp	481	27,129	32,790
Bank of America	2,300	24,415	41,147
BioGen Idec Inc	90	13,258	30,551
Boeing Co	125	11,771	16,248
Booz Allen Hamilton Holding	300	7,283	7,959
Brocade Communications Inc	1,100	10,801	13,024
Capital One Financial Corp	350	20,488	28,893
Chubb Corp	177	15,954	18,314
Comcast Corp	600	18,449	34,806
Costco Wholesale Corp	225	26,625	31,894
CVS Caremark Corp	425	28,156	40,932
Danaher Corp	400	19,742	34,284
Delta Air Lines Inc	425	15,091	20,906
Dollar General Corp	325	18,995	22,978
Dow Chemical Co	425	20,383	19,384

Dr Pepper Snapple Group Inc	425	25,867	30,464
DTE Energy Company	325	22,945	28,070
Ebay Inc	375	21,479	21,045
Electronic Arts Inc.	800	19,457	37,612
EMC Corp	650	19,095	19,331
Eog Resources Inc	75	8,544	6,905
Estee Lauder Companies	275	20,660	20,955
Everest RE Group Ltd.	65	8,268	11,070
F5 Networks Inc	50	5,729	18,569
Facebook Inc	238	14,328	31,100
Fidelity National Information Services Inc	500	21,678	17,743
Fiserv Inc	250	15,243	37,200
Ford Motor Co	2,400	29,456	6,523
Gamestop Corp	500	17,664	16,900
Gilead Sciences Inc	475	30,502	44,774
Goldman Sachs Group Inc	100	16,635	19,383
Google Inc	55	20,075	28,952
Google Inc	40	11,990	21,226
Hess Corp	550	44,522	40,601
Hewlett Packard Co	1,300	34,765	52,169
Home Depot Inc	425	22,708	44,612
Intercontinentalexchange Group	75	9,986	16,447
Intuitive Surgical inc	45	19,118	23,802
ITT Corp	425	20,699	17,196
Johnson & Johnson	400	24,855	41,828
JPMorgan Chase & Co	375	17,355	23,468
Kroger Co	500	11,143	32,105
L-3 Communications Holdings	184	22,765	23,223
Lockheed Martin Corp	150	25,382	28,886
LyondellBasell Industries	225	7,023	17,863
Mckesson Corp	34	7,187	7,058
Mead Johnson Nutrition	300	24,752	30,162
MedTronic Inc	88	6,556	6,354
Merck & Co Inc	200	9,534	11,358
Microsoft Corp	1,200	46,087	55,740
Monsanto Co	200	21,001	23,894
Monster Beverage Corp	300	22,108	32,505
Murphy Oil Corp	225	14,934	11,367
Netsuite Inc	75	5,506	8,188
Nike Inc.	355	28,364	34,133
NXP Semiconductors NV	175	10,834	13,370
Occidental Pete Corp	475	44,948	38,290
Office Depot Inc	1,756	8,566	15,058
Oracle Corp	219	9,025	9,848
Partnerre LTD	275	24,815	31,386
Pepsico Inc	150	12,811	14,184
Pfizer Inc	1,449	26,593	45,136
Philip Morris International Inc	232	20,260	18,896
Polaris Industries Inc.	125	16,433	18,905

Precision Castparts Corp	45	7,187	10,840
Priceline Group Inc.	24	18,490	27,365
Quintiles Transnational Holding	300	15,586	17,661
Raytheon Co	302	26,351	32,667
Schlumberger Ltd	250	20,667	21,353
Service Now Inc	150	6,996	10,178
Sherwin Williams Co	138	21,054	36,300
SLM Corp	1,200	10,745	12,228
Starbucks Corp	500	29,730	41,025
Time Warner Inc	342	19,852	29,214
Union Pacific Corp	225	13,895	26,804
Unitedhealth Group	75	6,603	7,582
US Bancorp	475	19,198	21,351
Valero Energy Corp	638	30,814	31,581
Verizon Communications	550	25,516	25,729
Visa Inc	180	25,779	47,196
Walt Disney Co	425	26,233	40,031
Wells Fargo & Co	1,100	39,209	60,302
Xerox Corp	1,700	18,731	23,562
Accrued Interest			3,484
		2,828,819	3,293,581
TOTAL		11,855,960	12,281,631