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, and ending 12-31-2014

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	73,056	73,056	73,056	
	4	Dividends and interest from securities.	241,628	241,628	241,628	
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	449,375			
	b	Gross sales price for all assets on line 6a 2,087,753				
	7	Capital gain net income (from Part IV , line 2)		449,375		
	8	Net short-term capital gain			2,560	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit or (loss) (attach schedule)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	764,059	764,059	317,244		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,000	5,000	5,000	
	c	Other professional fees (attach schedule)	69,888	69,888	69,888	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	74,888	74,888	74,888	0
	25	Contributions, gifts, grants paid	581,598			581,598
	26	Total expenses and disbursements. Add lines 24 and 25	656,486	74,888	74,888	581,598
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	107,573			
	b	Net investment income (if negative, enter -0-)		689,171		
	c	Adjusted net income (if negative, enter -0-)			242,356	

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	186,117	743,846	743,846
	2	Savings and temporary cash investments			
	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)	10,590,767	10,025,037	12,493,624
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	10,776,884	10,768,883	13,237,470	
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	10,776,884	10,768,883	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	10,776,884	10,768,883	
31	Total liabilities and net assets/fund balances (see instructions)	10,776,884	10,768,883		

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 10,776,884
2	Enter amount from Part I, line 27a	2 107,573
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 10,884,457
5	Decreases not included in line 2 (itemize) ▶ _____	5 115,574
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 10,768,883

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)
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) 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	
a	See Additional Data Table		
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	449,375
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	2,560

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	637,679	12,114,566	0 052637
2012	547,931	10,959,920	0 049994
2011		10,244,856	
2010			
2009			

2	Total of line 1, column (d).	2	0 102631
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 051316
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	13,111,505
5	Multiply line 4 by line 3.	5	672,830
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,892
7	Add lines 5 and 6.	7	679,722
8	Enter qualifying distributions from Part XII, line 4.	8	581,598

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	13,783
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	13,783
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	13,783
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	19,065	
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	19,065
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	5,282
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 5,282 Refunded <input type="checkbox"/>		11	

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)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		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?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		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?		5		No
		If "Yes," attach the statement required by General Instruction T.				
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? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b		
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. <input type="checkbox"/>		10	Yes	

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 N/A				
14	The books are in care of DANIEL LEVINE Telephone no (480) 305-2028 Located at 17470 N PACESETTER WAY SCOTTSDALE AZ ZIP+4 85255			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		
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?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
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?. Yes No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(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		
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.	<input checked="" type="checkbox"/>		
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 type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT M GODLEY	PRESIDENT	0	0	0
5 MITCHELL HILL ROAD BOX 190	2 00			
5 MITCHELL HILL ROAD BOX 190				
HADLYME,CT 06439				
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
SILVERCREST ASSET MANAGEMENT	INVESTMENT MGMT	65,508
1330 AVENUE OF THE AMERICAS		
NEW YORK, NY 10019		
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 N/A	
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	12,805,799
b	Average of monthly cash balances.	1b	505,374
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,311,173
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,311,173
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	199,668
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,111,505
6	Minimum investment return. Enter 5% of line 5.	6	655,575

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	655,575
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	13,783
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,783
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	641,792
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	641,792
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	641,792

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	581,598
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	581,598
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	581,598

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				641,792
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.				
b From 2010.				
c From 2011.				
d From 2012.				37,338
e From 2013.				53,821
f Total of lines 3a through e.	91,159			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 581,598				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				581,598
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	60,194			60,194
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,965			
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) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	30,965			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				30,965
e Excess from 2014. . . .				

Part XIV

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. . . .

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

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

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

1 Information Regarding Foundation Managers:

■ 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))

• 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 Paid during the year See Additional Data Table				
Total			3a	581,598
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

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)
200-AMERIPRISE FINL INC COM	P	2012-08-13	2014-01-10
545-SONOCO PRODS CO COM	P	2012-02-06	2014-01-29
30000-NSTAR ELEC CO	P	2012-05-11	2014-04-15
225-SMUCKER J M CO COM NEW	P	2012-03-07	2014-06-18
1800-BAXTER INTL INC COM	P	2013-06-24	2014-09-18
820-DOUGLAS DYNAMICS INC COM	P	2013-02-12	2014-10-31
250-AMERIPRISE FINL INC COM	P	2012-02-06	2014-01-10
530-SONOCO PRODS CO COM	P	2012-04-11	2014-01-29
35000-NORTHERN TR CORP	P	2012-04-26	2014-05-01
2500-PETROLEOS MEXICANOS	P	2012-06-26	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)
22,934		10,868	12,066
22,462		17,608	4,854
30,000		30,000	
23,875		16,918	6,957
131,122		124,371	6,751
16,956		11,608	5,348
28,667		13,541	15,126
21,844		16,886	4,958
35,000		35,000	
2,500		2,500	

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	
			12,066
			4,854
			6,957
			6,751
			5,348
			15,126
			4,958

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)
350-BAXTER INTL INC COM	P	2014-02-04	2014-09-18
30000-CONSOLIDATED NAT GAS CO	P	2012-08-22	2014-12-01
80-TAL INTL GROUP INC COM	P	2012-03-07	2014-01-10
500-SONOCO PRODS CO COM	P	2012-06-20	2014-01-29
5810-SMALL BUSINESS ADMIN GTD PTNCT	P	2012-09-06	2014-05-12
0-FIDELITY NATIONAL FINANCIAL IN FNF	P	2012-10-12	2014-07-01
930-TAL INTL GROUP INC COM	P	2012-09-21	2014-10-24
300-MICROSOFT CORP COM	P	2012-03-07	2014-12-02
800-TAL INTL GROUP INC COM	P	2012-02-06	2014-01-10
200-SONOCO PRODS CO COM	P	2012-08-13	2014-01-29

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)
25,496		23,476	2,020
30,000		30,000	
3,721		2,795	926
20,608		15,530	5,078
5,810		6,078	-268
3		2	1
37,310		29,889	7,421
14,526		9,504	5,022
37,211		27,527	9,684
8,243		6,071	2,172

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	
			2,020
			926
			5,078
			-268
			1
			7,421
			5,022
			9,684
			2,172

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)
1210-WEST PHARMACEUTICAL SVSC INC CO	P	2012-02-06	2014-05-16
725-HALLIBURTON CO COM	P	2013-02-12	2014-07-22
200-TAL INTL GROUP INC COM	P	2012-08-13	2014-10-24
400-MICROSOFT CORP COM	P	2012-05-11	2014-12-02
70-TAL INTL GROUP INC COM	P	2012-09-21	2014-01-10
625-SONOCO PRODS CO COM	P	2013-08-09	2014-01-29
450-WEST PHARMACEUTICAL SVSC INC COM	P	2012-03-07	2014-05-16
1033-FIDELITY NATIONAL FINANCIAL IN	P	2012-10-12	2014-07-22
400-TAL INTL GROUP INC COM	P	2012-12-17	2014-10-24
100000-FEDERAL HOME LOAN BANKS	P	2013-05-31	2014-12-05

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)
50,784		25,190	25,594
52,818		29,623	23,195
8,024		6,425	1,599
19,368		12,544	6,824
3,256		2,401	855
25,759		24,371	1,388
18,887		9,018	9,869
16,373		11,934	4,439
16,047		12,801	3,246
100,000		100,000	

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	
			25,594
			23,195
			1,599
			6,824
			855
			1,388
			9,869
			4,439
			3,246

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)
2150-FIRST NIAGARA FINL GP INC COM	P	2012-06-20	2014-01-10
102-WEST PHARMACEUTICAL SVSC INC COM	P	2012-08-13	2014-02-04
540-WEST PHARMACEUTICAL SVSC INC COM	P	2012-04-11	2014-05-16
500-FIDELITY NATIONAL FINANCIAL IN F	P	2013-11-01	2014-07-22
500-TAL INTL GROUP INC COM	P	2012-06-20	2014-10-24
35000-PPG INDS INC	P	2013-05-20	2014-12-06
8450-FIRST NIAGARA FINL GP INC COM	P	2012-07-30	2014-01-10
300-FIDELITY NATIONAL FINANCIAL IN C	P	2012-12-27	2014-02-05
370-SMUCKER J M CO COM NEW	P	2012-02-06	2014-06-17
600-EOG RES INC COM	P	2012-08-23	2014-07-22

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)
21,892		17,587	4,305
4,699		2,412	2,287
22,664		10,767	11,897
7,924		7,089	835
20,059		15,994	4,065
38,587		38,587	
86,039		64,823	21,216
9,207		7,170	2,037
39,252		29,441	9,811
70,165		32,132	38,033

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	
			4,305
			2,287
			11,897
			835
			4,065
			21,216
			2,037
			9,811
			38,033

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)
420-TAL INTL GROUP INC COM	P	2012-04-11	2014-10-24
960-CALIFORNIA RES CORP COM	P	2014-01-29	2014-12-11
750-BOB EVANS FARMS INC COM	P	2012-11-06	2014-01-13
1900-FIDELITY NATIONAL FINANCIAL IN	P	2012-10-12	2014-02-05
100-SMUCKER J M CO COM NEW	P	2012-08-13	2014-06-17
125-EOG RES INC COM	P	2012-07-02	2014-07-22
45000-ROYAL BK OF CDA BD CDS	P	2012-02-10	2014-10-30
1000-BOB EVANS FARMS INC COM	P	2012-11-21	2014-01-13
98-WEST PHARMACEUTICAL SVSC INC COM	P	2012-08-13	2014-02-05
105-SMUCKER J M CO COM NEW	P	2012-05-11	2014-06-17

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)
16,849		13,325	3,524
5,677		7,360	-1,683
36,046		28,537	7,509
58,311		43,101	15,210
10,609		7,801	2,808
14,618		5,540	9,078
45,000		45,000	
48,061		35,604	12,457
4,473		2,318	2,155
11,139		8,107	3,032

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	
			3,524
			-1,683
			7,509
			15,210
			2,808
			9,078
			12,457
			2,155
			3,032

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)
900-CLECO CORP NEW COM	P	2013-02-13	2014-07-22
780-DOUGLAS DYNAMICS INC COM	P	2013-02-12	2014-10-30
140-DEVON ENERGY CORP NEW COM	P	2012-04-11	2014-01-29
121-SMALL BUSINESS ADMIN GTD PTNCT	P	2012-09-06	2014-02-10
111-SMUCKER J M CO COM NEW	P	2012-06-20	2014-06-17
30136-SMALL BUSINESS ADMIN GTD PTNCT	P	2012-09-06	2014-08-10
175-SENSIENT TECHNOLOGIES CORP COM	P	2012-02-06	2014-10-31
260-DEVON ENERGY CORP NEW COM	P	2012-05-11	2014-01-29
100-WEST PHARMACEUTICAL SVSC INC COM	P	2012-08-13	2014-02-14
200-ACCENTURE PLC IRELAND SHS CLASS	P	2012-08-13	2014-06-18

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)
50,812		39,531	11,281
16,057		11,042	5,015
8,223		9,555	-1,332
121		127	-6
11,776		8,480	3,296
30,136		31,530	-1,394
10,255		7,095	3,160
15,271		16,892	-1,621
4,810		2,365	2,445
16,509		12,253	4,256

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	
			11,281
			5,015
			-1,332
			-6
			3,296
			-1,394
			3,160
			-1,621
			2,445
			4,256

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)
600-COLGATE PALMOLIVE CO COM	P	2012-03-07	2014-08-18
200-VERIZON COMMUNICATIONS INC COM	P	2013-08-09	2014-10-31
600-DEVON ENERGY CORP NEW COM	P	2012-02-06	2014-01-29
410-WEST PHARMACEUTICAL SVSC INC COM	P	2012-05-11	2014-02-14
230-ACCENTURE PLC IRELAND SHS CLASS	P	2012-03-07	2014-06-18
1000-COLGATE PALMOLIVE CO COM	P	2012-02-06	2014-08-18
300-TEXAS INSTRS INC COM	P	2013-10-25	2014-10-31
400-DEVON ENERGY CORP NEW COM	P	2012-08-23	2014-01-29
90-WEST PHARMACEUTICAL SVSC INC COM	P	2012-02-06	2014-02-14
320-ACCENTURE PLC IRELAND SHS CLASS	P	2012-05-11	2014-06-18

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)
38,793		27,785	11,008
10,035		9,856	179
35,240		38,610	-3,370
19,719		9,042	10,677
18,985		13,737	5,248
64,654		45,606	19,048
14,835		12,058	2,777
23,493		24,336	-843
4,329		1,874	2,455
26,414		18,833	7,581

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	
			11,008
			179
			-3,370
			10,677
			5,248
			19,048
			2,777
			-843
			2,455
			7,581

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)
425-HALLIBURTON CO COM	P	2013-08-09	2014-09-03
300-ATMOS ENERGY CORP COM	P	2013-08-09	2014-10-31
100-DEVON ENERGY CORP NEW COM	P	2012-08-13	2014-01-29
35000-MCKESSON CORP NEW	P	2012-05-16	2014-02-15
800-ACCENTURE PLC IRELAND SHS CLASS	P	2012-02-06	2014-06-18
75-HALLIBURTON CO COM	P	2013-02-12	2014-09-03
400-FIDELITY NATIONAL FINANCIAL IN F	P	2012-10-12	2014-10-31
200-DEVON ENERGY CORP NEW COM	P	2012-06-20	2014-01-29
25000-NORTHROP GRUMMAN CORP	P	2012-08-22	2014-03-06
189-SMUCKER J M CO COM NEW	P	2012-06-20	2014-06-18

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)
28,703		19,499	9,204
15,912		13,280	2,632
5,873		5,896	-23
35,000		35,000	
66,034		46,173	19,861
5,065		3,064	2,001
11,901		7,534	4,367
11,747		11,480	267
28,227		27,325	902
20,055		14,440	5,615

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	
			9,204
			2,632
			-23
			19,861
			2,001
			4,367
			267
			902
			5,615

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)
250-BAXTER INTL INC COM	P	2013-08-09	2014-09-18
325-DELUXE CORP COM	P	2012-02-06	2014-10-31


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)
18,211		18,440	-229
19,683		8,466	11,217

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	
			-229
			11,217

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>				
BRAYCE BRAYCE 17 BAKER ROAD 17 BAKER ROAD CHESTER,CT 06412		PUBLIC	GENERAL PURPOSE	76,681
CAMP CLAIRE CAMP CLAIRE 15 OAKLAND AVENUE 15 OAKLAND AVNUE LYME,CT 06371		PUBLIC	EDUCATION	50,605
KEYSTONE HOUSE KEYSTONE HOUSE KEYSTONE CENTER PB 35 KEYSTONE CENTER PB 35 KOTAGIRI NILGIRIS DIST,TAMIL NADU 643 217 IN		PUBLIC	GENERAL PURPOSES	30,482
LEAP LEAP 31 JEFFERSON STREET 31 JEFFERSON STREET NEW HAVEN,CT 06511		PUBLIC	GENERAL PURPOSE	20,480
LYME LAND CONSERVATION TRUST LYME LAND CONSERVATION TRUST 60 MT ARCHER ROAD 60 MT ARCHER ROAD LYME,CT 06371		PUBLIC	GENERAL PURPOSE	100,852
MCCURDY-SALISBURY FOUNDATION MCCURDY-SALISBURY FOUNDATION P O BOX 474 P O BOX 474 OLD LYME,CT 06371		PUBLIC	LYME STUDENTS	201,645
THE COSBY FUND FOR HAITIAN EDUC THE COSBY FUND FOR HAITIAN EDUC 19 BINNEY ROAD 19 BINNEY ROAD OLD LYME,CT 06371		PULBIC	EDUCATION	100,853
Total  3a				581,598

TY 2014 Accounting Fees Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	5,000	5,000	5,000	

TY 2014 Investments Corporate
Stock Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS COM	182,250	225,100
ACCENTURE PLC IRELAND SHS CLASS		
AMERICAN WTR WKS CO INC NEW COM	116,443	175,890
AMERIPRISE FINL INC COM	97,821	244,662
ANALOG DEVICES 3.0%	30,788	30,688
ANHEUSER BUSCH INBEV WORLDWIDE	38,365	38,760
ATMOS	161,493	228,534
BANK OF NEW YORK MELLON 8% DUE	35,000	35,073
BAXTER INTL INC COM		
BLACKROCK INC COM	113,251	232,414
BMO BANK OF MONTREAL .71% DUE	50,000	50,139
BOB EVANS FARMS INC COM		
CHEVRON CORP NEW COM	149,080	157,052
CINEMARK HOLDING INC	167,963	195,690
CLECO CORP NEW COM	110,594	133,623
COLGATE PALMOLIVE CO COM		
COMMONWEALTH EDISON CO	31,293	31,351
CONSOLIDATED NAT GAS CO		
CONSUMERS ENERGY 5.65%	39,765	39,880
CSX CORP	26,909	27,357
CUYAHOGA CNTY OHIO ECONOMIC DE	41,645	42,047
DELUXE CORP COM	72,221	191,419
DEVON ENERGY CORP NEW COM		
DIAGEO P L C SPON ADR NEW	74,703	91,272
DIEBOLD INC COM	189,364	207,840
DOUGLAS DYNAMICS INC COM	130,737	197,156
DUPONT E I DE NEMOURS & CO COM	118,932	147,880
EASTGROUP PPTY INC COM	123,859	158,300
EMC CORP MASS COM	195,469	228,998
EMERSON ELECTRIC CO	84,817	84,817

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EOG RES INC	46,682	46,744
EOG RES INC COM	113,160	191,045
FEDERAL FARM CR BKS 5.1% DUE 9	57,871	57,622
FEDERAL HOME LOAN BANKS 1% DU		
FIDELITY NATIONAL FINANCIAL IN	85,533	144,690
FINANCING-FED BK ENTY PRIN ST	95,874	96,474
FIRST NIAGARA FINL GP INC COM		
FIRSTMERIT CORP COM	193,766	219,124
GALLAGHER ARTHUR J & CO COM	240,387	247,170
GENERAL ELEC CAP CORP MTN BE 2	70,086	70,778
GENERAL ELECTRIC CO COM	187,804	217,322
GLAXOSMITHKLINE CAP PLC	29,844	30,001
GREIF INC CL A	145,743	142,871
HALLIBURTON CO COM	105,758	120,940
HARBOR INTERNATIONAL FUND	653,000	727,162
HILLENBRAND INC COM	178,439	212,175
HOME DEPOT INC COM	83,813	173,200
HONEYWELL INTL INC	44,287	44,645
HORACE MANN EDUCATORS CORP NEW	104,406	199,080
IBERIABANK CORP COM	104,039	129,700
INGREDION INC COM	197,468	241,794
INTEL CORP COM	159,425	227,720
INTERNATIONAL BUSINESS MACHS	30,103	30,141
JOHNSON & JOHNSON COM	133,635	214,368
JOHNSON CTLS INC	34,211	34,559
KNOLL INC COM NEW	145,391	177,828
LANCASTER COLONY CORP COM	180,006	234,100
LITTON INDS 6.75%	28,411	28,589
LOCKHEED MARTIN CORP	37,865	38,115
MARSH & MCLENNAN COS INC COM	130,713	231,822

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCCORMICK & CO INC	36,182	36,512
MCKESSON CORP NEW		
MEREDITH CORP	178,863	200,984
MEREK & CO		
MICROSOFT CORP COM	125,001	190,445
MID-AMER APT CMNTYS INC COM	183,933	209,104
MINE SAFETY APPLIANCES CO COM	121,984	167,234
NATIONAL RURAL UTILS COOP FIN	32,445	32,775
NATIONAL SEMICONDUCTOR 6.6%	43,893	43,882
NEW YORK ST MTG AGY HOMEOWNER	50,000	51,627
NORTHERN TR CORP 4.625% DUE 5/		
NORTHROP GRUMMAN CORP		
NSTAR ELEC CO		
OCCIDENTAL PETE	203,738	193,464
ONE GAS INC	180,711	177,246
OPPENHEIMER DEVELOPING MKT	473,000	506,226
ORACLE		
PACWEST BANCORP DEL COM	103,175	177,294
PEPSICO INC 7.90% DUE 11/1/201	36,272	36,498
PETROLEOS MEXICANOS 2.00% DUE	40,000	39,465
PORTLAND GEN ELEC CO COM NEW	116,408	170,235
PPG INDS INC 7.37% DUE 6/1/16		
PROCTOR AND GAMBLE	195,389	209,507
PUBLIC SVC ELEC & GAS CO	45,220	45,484
RAYTHEON CO 6.75% DUE 3/15/18	40,580	40,417
RESOLUTION FDG CORP 8.125% DUE	95,962	96,703
ROYAL BK CDA 1.20% DUE 9/19/20	74,995	74,572
ROYAL BK OF CDA BD CDS 1.03% D		
ROYAL DUTCH SHELL	182,641	146,076
SANOFI	50,809	51,213

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SENSIENT TECHNOLOGIES CORP COM	92,370	150,850
SMALL BUSINESS ADMIN GTD P		
SMUCKER J M CO COM NEW		
SONOCO PRODS CO COM		
STRYKER CORP COM	107,737	188,660
TAL INTL GROUP INC COM		
TEXAS INSTRS INC COM	196,236	320,790
TIFFANY & CO NEW COM	111,911	213,720
TOTAL CAPITAL	30,370	30,536
UIL HLDG CORP COM	159,427	189,399
UNION PACIFIC 5.75%	33,417	33,508
UNITED PARCEL SERVICE INC CL B	101,659	144,521
UNITED PARCEL SVC AMER INC	49,876	50,303
UNITED STATES TREAS BDS 7.5% D	67,142	67,631
UNITED STATES TREAS NTS .5%	110,070	108,140
UNITED STATES TREAS NTS 1.625%	61,123	59,342
UNITED TECHNOLOGIES CORP	51,059	51,759
VERIZON COMMUNICATIONS INC COM	162,128	182,442
WEST PHARMACEUTICAL SVSC INC CO		
XTRA FIN CORP 5.15% DUE 4/1/20	48,180	48,638
UNITED STATES TREAS NTS 1.87%	30,649	30,701

TY 2014 Other Decreases Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Description	Amount
NET CHANGE TO UNREALIZED GAIN/LOSS OF EMERSON STOC	115,574

TY 2014 Other Professional Fees Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION

EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	4,305	4,305	4,305	
INVESTMENT MANAGEMENT FEES	65,583	65,583	65,583	

TY 2014 Substantial Contributors Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION

EIN: 45-6465021

Name	Address
FREDERICK A GODLEY JR	3 SANDPIPER COVE PONTE VEDRA BEACH, FL 32082