



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



2014

Open to Public Inspection

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

6/11/2014

, and ending

12/31/2014

Name of foundation

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

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

Room/suite

P.O. BOX 1501, NJ2-130-03-31

City or town

State

ZIP code

PENNINGTON

NJ

08534-1501

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

47-1460827

B Telephone number (see instructions)

609-274-6834

C If exemption application is pending, check here ☐G Check all that apply. ☒ Initial return ☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c),

line 16) ☒ \$ 6,552,350J Accounting method. ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I**Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily
equal the amounts in column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	7,056,265			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	89,660	89,455		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,629,024			
	b Gross sales price for all assets on line 6a	7,543,463			
	7 Capital gain net income (from Part IV, line 2)		6,629,024		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	13,774,949	6,718,479	0	
	13 Compensation of officers, directors, trustees, etc.	26,978	10,791		16,187
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	176,895	522		
	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	203,873	11,313	0	16,187
	25 Contributions, gifts, grants paid	365,000			365,000
	26 Total expenses and disbursements. Add lines 24 and 25	568,873	11,313	0	381,187
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	13,206,076			
	b Net investment income (if negative, enter -0-)		6,707,166		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014) 9

HTA

ENVELOPE
POSTMARK DATE MAY 08 2015

SCANNED MAY 15 2015

15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		2,029	2,029
	2	Savings and temporary cash investments		252,398	252,398
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		6,201,240	6,297,923
	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)	0	6,455,667	6,552,350
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		6,455,667	
	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)	0	6,455,667	
	31	Total liabilities and net assets/fund balances (see instructions)	0	6,455,667	

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	0
2	Enter amount from Part I, line 27a	2	13,206,076
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,206,076
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	6,750,409
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,455,667

Form 990-PF (2014)

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,629,024
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			0.000000
2012			0.000000
2011			0.000000
2010			0.000000
2009			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	0

Form 990-PF (2014)

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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-)			0
3	Add lines 1 and 2			134,143
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			134,143
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	176,373	
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			176,373
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			42,230
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			42,230

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ U.S. Trust-MLT, a Division of Bank of America, N.A. Telephone no. ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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


Form 990-PF (2014)

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827

Page 6

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

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

5a	N/A	
5b	N/A	
6a		
6b		X
7a		
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
U.S. Trust-MLT P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE 2 00	26,978		

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

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

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

0

Form 990-PF (2014)

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827

Page 7

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	NONE	
2		
All other program-related investments. See instructions.		
3	NONE	
Total. Add lines 1 through 3		0

Form 990-PF (2014)

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	6,632,329
b	Average of monthly cash balances	1b	220,723
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,853,052
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	6,853,052
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	102,796
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,750,256
6	Minimum investment return. Enter 5% of line 5 MIR Prorated - Short Year	6	188,637

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	188,637
2a	Tax on investment income for 2014 from Part VI, line 5	2a	134,143
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	134,143
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,494
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,494
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	54,494

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	381,187
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	381,187
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	381,187

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				54,494
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014.				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>381,187</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)				
d Applied to 2014 distributable amount				54,494
e Remaining amount distributed out of corpus	326,693			
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	326,693			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	326,693			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	326,693			

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

N/A

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

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

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

Tax year	Prior 3 years			(e) Total	
(a) 2014	(b) 2013	(c) 2012	(d) 2011		
85% of line 2a					0
Qualifying distributions from Part XII, line 4 for each year listed					0
Amounts included in line 2c not used directly for active conduct of exempt activities					0
Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

MARTHA STRUTHERS FARLE DONALD C FARLEY JR

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

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

Form 990-PF (2014)

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827

Page **11****Part XV** **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			3a	365,000
b <i>Approved for future payment</i> NONE				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	89,660	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	6,629,024	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		6,718,684	0
13	Total. Add line 12, columns (b), (d), and (e)				13	6,718,684

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Edward R. K.
Signature of officer or trustee

4/27/2015
Date

Trustee

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD J ROMAN

Preparer's signature

[Handwritten signature]

Date

4/27/2015

Check ☒ if self-employed

PTIN

P00364310

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219

Firm's EIN ▶ 13-4008324

Phone no	412-355-6000
----------	--------------

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2014▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

Employer identification number

47-1460827

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION	Employer identification number 47-1460827
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR DONALD AND MRS MARTHA FARLEY 45 DAVIS STREET APT 926 EVANSTON IL 60201-4833 Foreign State or Province Foreign Country	\$ 7,056,265	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

Page 4

Name of organization THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION	Employer identification number 47-1460827
--	--

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827 Page 1 of 5

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

Recipient(s) paid during the year

Name

EVANSTON COMMUNITY FOUNDATION

Street

1560 SHERMAN AVE, SUITE 535

City

EVANSTON

State

IL

Zip Code

60201-5910

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

MCGAW YMCA

Street

1000 GROVE STREET

City

EVANSTON

State

IL

Zip Code

60201

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

YOUTH ORGANIZATIONS UMBRELLA INC

Street

1027 SHERMAN AVENUE

City

EVANSTON

State

IL

Zip Code

60202-6500

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

SERAJ LIBRARY PROJECT

Street

623 S EUCLID AVE

City

OAK PARK

State

IL

Zip Code

60304-1203

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

OBERLIN COLLEGE

Street

50 W LORAIN STREET

City

OBERLIN

State

OH

Zip Code

44074-1057

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

40,000

Name

UNITED CHURCH BOARD FOR MINISTERIAL ASSISTANCE INC

Street

475 RIVERSIDE DR STE 1020

City

NEW YORK

State

NY

Zip Code

10115-0059

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827 Page 2 of 5

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

Recipient(s) paid during the year

Name

INTERNATIONAL RESCUE COMMITTEE INC

Street

263 WEST 38TH STREET, FLOOR 6

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

AMERICAN INDIAN COLLEGE FUND

Street

PO BOX 172449

City

DENVER

State

CO

Zip Code

80217-9797

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

DOCTORS WITHOUT BORDERS USA INC

Street

333 7TH AVENUE, 2ND FLOOR

City

NEW YORK

State

NY

Zip Code

10001-5004

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

UNITED STATES FUND FOR UNICEF

Street

125 MAIDEN LANE

City

NEW YORK

State

NY

Zip Code

10038

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

SMITHSONIAN INSTITUTION OFFICE OF THE COMPTROLLER

Street

1000 JEFFERSON DR SW

City

WASHINGTON

State

DC

Zip Code

20560-0008

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

UNITED STATES ASSOCIATION FOR UNHCR

Street

1775 K ST NW STE 290

City

WASHINGTON

State

DC

Zip Code

20006-1517

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827 Page 3 of 5

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

Recipient(s) paid during the year

Name

BIKES NOT BOMBS

Street

284 AMORY ST

City

JAMAICA PLAIN

State

MA

Zip Code

02130

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

MERIT SCHOOL OF MUSIC

Street

38 SOUTH PEORIA STREET

City

CHICAGO

State

IL

Zip Code

60607

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

BOSTON MEDICAL CENTER CORPORATION

Street

801 MASSACHUSETTS AVENUE, FIRST FLOOR

City

BOSTON

State

MA

Zip Code

02118

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

NATURE CONSERVANCY

Street

4245 NORTH FAIRFAX DRIVE, SUITE 100

City

ARLINGTON

State

VA

Zip Code

22203-1606

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

UNION OF CONCERNED SCIENTISTS, INC

Street

2 BRATTLE SQUARE

City

CAMBRIDGE

State

MA

Zip Code

02238

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

SUZUKI ASSOCIATION OF THE AMERICAS

Street

PO BOX 17310

City

BOULDER

State

CO

Zip Code

80308-0310

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827 Page 4 of 5

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

Recipient(s) paid during the year

Name

PLANNED PARENTHOOD FEDERATION OF

Street

434 W 33RD ST

City

NEW YORK

State

NY

Zip Code

10001-2601

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

JEREMIAH PROGRAM

Street

1510 LAUREL AVE, SUITE 100

City

MINNEAPOLIS

State

MN

Zip Code

55403

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

UNIVERSITY OF MINNESOTA FOUNDATION

Street

128 PLEASANT STREET SE

City

MINNEAPOLIS

State

MN

Zip Code

55455-2010

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

WALLIN EDUCATION PARTNERS

Street

5200 WILLSON RD STE 209

City

MINNEAPOLIS

State

MN

Zip Code

55424-1343

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

ACHIEVE MINNEAPOLIS

Street

111 3RD AVE S MILL PLACE 5

City

MINNEAPOLIS

State

MN

Zip Code

55401-0000

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

TEN THOUSAND THINGS

Street

3153 36TH AVE S

City

MINNEAPOLIS

State

MN

Zip Code

55406-2126

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

THE MARTHA AND DONALD FARLEY FAMILY FOUNDATION

47-1460827 Page 5 of 5

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

Recipient(s) paid during the year

Name

LINKS HALL INCORPORATED

Street

3111 N. WESTERN AVENUE

City

CHICAGO

State

IL

Zip Code

60618

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

MUSEUM OF CONTEMPORARY ART

Street

220 EAST CHICAGO AVENUE

City

CHICAGO

State

IL

Zip Code

60611-2604

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

CHICAGO COMMUNITY TRUST

Street

159 EAST WALTON #20A

City

CHICAGO

State

IL

Zip Code

60611

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,000

Name

UNIVERSITY OF ILLINOIS FOUNDATION

Street

1253 S HALSTED, STE 310 MC 069

City

CHICAGO

State

IL

Zip Code

60607

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

ON THE COMMONS

Street

2104 STEVENS AVE

City

MINNEAPOLIS

State

MN

Zip Code

55404-2533

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										12,913		Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
												Other sales		7,543,463		914,439		6,629,024			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
1	X VANGUARD INFORMATION	92204A702			8/13/2014		11/19/2014	39,044	36,638				0	2,406							
2	X VANGUARD MATERIALS ETF	92204A801			8/13/2014		10/31/2014	430	442				0	-12							
3	X VANGUARD MATERIALS ETF	92204A801			8/13/2014		11/19/2014	2,668	2,649				0	19							
4	X WADDELL & REED FINL A	930059100			4/24/1990		8/12/2014	21,478	1,809				0	19,670							
5	X WADDELL & REED FINL A	930059100			2/6/1986		8/12/2014	19,041	917				0	18,124							
6	X WELLS FARGO & CO NEW DE	949746101			5/2/1994		8/12/2014	49,889	6,342				0	43,547							
7	X WELLS FARGO & CO NEW DE	949746101			1/2/1954		8/12/2014	406,595	940				0	405,655							
8	X WISDOMTREE TRUST JAPAN	97717W851			8/13/2014		10/31/2014	591	544				0	47							
9	X ZIMMER HOLDINGS INC COM	9856P102			5/14/1992		8/12/2014	4,653	432				0	4,221							
10	X ZIMMER HOLDINGS INC COM	9856P102			5/17/1989		8/12/2014	18,612	799				0	17,813							
11	X ZIMMER HOLDINGS INC COM	9856P102			5/17/1989		8/12/2014	2,520	161				0	2,359							
12	X COVIDIEN PLC SHS NEW	G2554F113			8/15/1979		8/12/2014	57,288	3,082				0	54,206							
13	X MALLINCKRODT PLC SHS	G5785G107			6/15/1979		8/12/2014	5,707	294				0	5,413							
14	X TE CONNECTIVITY LTD	H84989104			6/15/1979		8/12/2014	41,255	2,893				0	38,362							
15	X TYCO INTL LTD NAMEN-AKT	H89128104			6/15/1979		8/12/2014	29,281	1,915				0	27,366							
16	X ABBOTT LABS	002824100			3/31/1988		8/12/2014	2,330	148				0	2,182							
17	X ABBOTT LABS	002824100			3/12/1949		8/12/2014	333	0				0	333							
18	X ABBVIE INC SHS	00287Y109			3/12/1949		8/12/2014	423	0				0	423							
19	X ABBVIE INC SHS	00287Y109			3/31/1988		8/12/2014	2,958	161				0	2,797							
20	X AMER EXPRESS COMPANY	025816109			9/26/1986		8/12/2014	104,266	8,729				0	95,537							
21	X AMERIPRISE FINL INC	03076C106			9/26/1986		8/12/2014	28,530	1,244				0	27,286							
22	X APACHE CORP	037411105			12/12/2001		8/12/2014	68,309	13,990				0	54,319							
23	X AUTOMATIC DATA PROC	053015103			9/26/1978		8/12/2014	285,639	3,110				0	282,529							
24	X AUTOMATIC DATA PROC	053015103			10/6/1978		8/12/2014	4,478	52				0	4,424							
25	X BLOCK H&R INC	093671105			3/8/1985		8/12/2014	141,861	6,577				0	135,284							
26	X FIRST TR EXCHANGE TRADE	33733E302			8/13/2014		10/31/2014	304	301				0	3							
27	X FIRST TR EXCHANGE TRADE	33733E302			8/13/2014		11/19/2014	612	601				0	11							
28	X FIRST TR USE CLOUD COMP	33734X192			8/13/2014		10/31/2014	273	270				0	3							
29	X FIRST TR USE CLOUD COMP	33734X192			8/13/2014		11/19/2014	3,073	2,939				0	134							
30	X GRAHAM HOLDINGS CO SHS	384637104			4/21/1980		8/12/2014	17,732	408				0	17,324							
31	X GRAHAM HOLDINGS CO SHS	384637104			4/28/1980		8/12/2014	212,781	4,959				0	207,822							
32	X HNI CORP	404251100			7/19/1973		8/12/2014	88,622	1,658				0	86,964							
33	X HANESBRANDS INC	410345102			2/14/1991		8/12/2014	14,854	1,589				0	13,265							
34	X HANESBRANDS INC	410345102			2/14/1991		8/12/2014	9,903	1,061				0	8,842							
35	X HONEYWELL INTL INC DEL	438516106			3/12/1949		8/12/2014	262,706	1,042				0	261,664							
36	X HONEYWELL INTL INC DEL	438516106			1/1/1944		8/12/2014	177,160	178				0	176,982							
37	X HOSPIRA INC	441060100			3/9/1985		8/12/2014	5,733	200				0	5,533							
38	X HOSPIRA INC	441060100			3/31/1988		8/12/2014	6,736	585				0	6,151							
39	X HUBBELL INC CL B PAR 01	443510201			3/12/1949		8/12/2014	279,746	85,629				0	194,117							
40	X HUBBELL INC CL B PAR 01	443510201			3/12/1949		8/12/2014	10,496	42				0	10,454							
41	X HUBBELL INC CL B PAR 01	443510201			3/12/1949		8/12/2014	10,968	45				0	10,923							
42	X HUBBELL INC CL B PAR 01	443510201			3/12/1949		8/12/2014	11,440	48				0	11,392							
43	X HUBBELL INC CL B PAR 01	443510201			11/11/1911		8/12/2014	118	1				0	117							
44	X HUBBELL INC CL B PAR 01	443510201			12/27/1935		8/12/2014	12,030	47				0	11,983							
45	X IMATION CORP DELAWARE	45245A107			12/27/1935		8/12/2014	1,819	6				0	1,813							
46	X IMATION CORP DELAWARE	45245A107			12/27/1935		8/12/2014	165	1				0	164							
47	X IMATION CORP DELAWARE	45245A107			10/21/1996		8/12/2014	446	3,709				0	-3,263							
48	X IMATION CORP DELAWARE	45245A107			12/27/1935		8/12/2014	1,318	4				0	1,314							
49	X INTL BUSINESS MACHINES	459200101			1/2/1960		8/12/2014	424,058	13,844				0	410,214							
50	X ISHARES MSCI CDA ETF	464286509			8/13/2014		10/31/2014	208	223				0	-15							
51	X ISHARES MSCI CDA ETF	464286509			8/13/2014		11/19/2014	1,916	2,010				0	-84							
52	X ISHARES MSCI EMU ETF	464286608			8/13/2014		10/31/2014	1,005	1,053				0	-48							
53	X BROADRIDGE FINL	111331103			10/6/1978		8/12/2014	7,642	76				0	7,566							
54	X BROADRIDGE FINL	111331103			9/26/1978		8/12/2014	35,648	333				0	35,315							
55	X CIGNA CORP	125509108			2/27/1954		8/12/2014	125,344	1,787				0	123,557							
56	X CIGNA CORP	125509108			1/1/1919		8/12/2014	203,276	1,178				0	202,098							
57	X CVS HEALTHY CORP	126650100			3/8/2002		8/12/2014	5,324	714				0	4,610							
58	X CINTAS CORP OHIO	172908105			11/23/1988		8/12/2014	76,028	4,228				0	71,800							
59	X CINTAS CORP OHIO	172908105			11/23/1988		8/12/2014	234,937	13,091				0	221,846							
60	X DISNEY (WALT) CO COM STK	254687108			4/17/1980		8/12/2014	381,971	6,352				0	375,619							
61	X EMERGING GLOBAL SHARES	268461779			8/13/2014		10/31/2014	164	172				0	-8							
62	X EMERGING GLOBAL SHARES	268461779			6/29/1967		8/12/2014	1,001	1,062				0	-61							
63	X EMERSON ELEC CO	291011104			6/15/1979		8/12/2014	12,314	2,227				0	85,725							
64	X ADT CORP SHS	00101J106			3/31/1988		8/12/2014	29,354	998				0	11,316							
65	X EXPRESS SCRIPTS HLDG CO	30219G108			1/21/1974		8/12/2014	28,097	980				0	28,374							
66	X EXXON MOBIL CORP COM	30231G102			3/12/1949		8/12/2014	310,515	1,115				0	309,400							
67	X EXXON MOBIL CORP COM	30231G102			1/21/1974		8/12/2014	52,390	1,437				0	50,953							
68	X EXXON MOBIL CORP COM	30231G102			8/13/2014		11/19/2014	35,352	36,492				0	-1,140							

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals									
Short Term CG Distributions										12,913		Capital Gains/Losses					Other sales				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss							
70	X ISHARES MSCI PACIFIC	464286655			8/13/2014	10/31/2014	10/31/2014	242	252				10	0							
71	X ISHARES MSCI SWITZERLAND	464286749			8/13/2014	10/31/2014	10/31/2014	290	296				0	-6							
72	X ISHARES MSCI SWITZERLAND	464286749			1/11/1973	8/12/2014	8/12/2014	13,873	13,847				0	26							
73	X HERMAN MILLER INC. COM	600544100			1/11/1973	8/12/2014	8/12/2014	140,613	1,432				0	139,181							
74	X HERMAN MILLER INC. COM	600544100			1/11/1973	8/12/2014	8/12/2014	15,819	140				0	15,679							
75	X HERMAN MILLER INC. COM	600544100			10/30/1972	8/12/2014	8/12/2014	89,875	918				0	88,957							
76	X MONSANTO CO NEW DEL. CC	61166W101			4/7/1948	8/12/2014	8/12/2014	52,884	59				0	52,825							
77	X PIPER JAFFRAY COS	724078100			3/12/1949	8/12/2014	8/12/2014	9,038	66				0	8,972							
78	X PIPER JAFFRAY COS	724078100			1/2/1941	8/12/2014	8/12/2014	8,134	80				0	8,044							
79	X POWERSHARES PREFERRED	739361565			8/13/2014	10/31/2014	10/31/2014	58	58				0	0							
80	X POWERSHARES PREFERRED	739361565			8/13/2014	10/31/2014	10/31/2014	689	683				0	6							
81	X ISHARES MSCI SWEDEN	464286756			8/13/2014	10/31/2014	10/31/2014	98	102				0	-4							
82	X ISHARES MSCI SWEDEN	464286756			8/13/2014	10/31/2014	10/31/2014	6,739	6,884				0	-145							
83	X ISHARES TIPS	464287176			8/13/2014	10/31/2014	10/31/2014	22,074	22,467				0	-393							
84	X ISHARES TIPS	464287176			8/13/2014	10/31/2014	10/31/2014	226	230				0	-4							
85	X ISHARES TIPS	464287176			8/13/2014	10/31/2014	10/31/2014	1,688	1,728				0	-39							
86	X ISHARES MSCI EMERGING	464287234			8/13/2014	10/31/2014	10/31/2014	161,249	162,526				0	-1,277							
87	X ISHARES IBOX \$	464287242			8/13/2014	10/31/2014	10/31/2014	357	358				0	-1							
88	X ISHARES IBOX \$	464287242			8/13/2014	10/31/2014	10/31/2014	3,889	3,934				0	-45							
89	X ISHARES 20+ YEAR	464287432			8/13/2014	10/31/2014	10/31/2014	12,761	12,768				0	-8							
90	X ISHARES NASDAQ BIOTECH	464287556			8/13/2014	10/31/2014	10/31/2014	599	507				0	82							
91	X ISHARES NASDAQ BIOTECH	464287556			8/13/2014	10/31/2014	10/31/2014	20,284	17,480				0	2,804							
92	X ISHARES MBS ETF	464288588			8/13/2014	10/31/2014	10/31/2014	981	973				0	8							
93	X ISHARES MBS ETF	464288588			8/13/2014	10/31/2014	10/31/2014	14,844	14,704				0	140							
94	X ISHARES 3-7 YEAR	464288661			8/13/2014	10/31/2014	10/31/2014	367	366				0	1							
95	X ISHARES 3-7 YEAR	464288661			8/13/2014	10/31/2014	10/31/2014	4,766	4,755				0	11							
96	X ISHARES MSCI U.K. ETF SHS	46434V548			8/13/2014	10/31/2014	10/31/2014	482	523				0	-31							
97	X ISHARES MSCI U.K. ETF SHS	46434V548			8/13/2014	10/31/2014	10/31/2014	2,534	2,673				0	-139							
98	X JOHNSON AND JOHNSON CC	478160104			8/13/2014	10/31/2014	10/31/2014	10,071	9,888				0	4,183							
99	X JOHNSON AND JOHNSON CC	478160104			8/13/2014	10/31/2014	10/31/2014	16,919	9,894				0	7,025							
100	X JOHNSON AND JOHNSON CC	478160104			9/6/1996	8/12/2014	8/12/2014	40,284	9,933				0	30,351							
101	X JOHNSON AND JOHNSON CC	478160104			10/19/1988	8/12/2014	8/12/2014	114,004	6,137				0	107,867							
102	X JOHNSON AND JOHNSON CC	478160104			10/19/1988	8/12/2014	8/12/2014	93,862	5,053				0	88,809							
103	X KELLOGG CO	487836108			3/31/1988	8/12/2014	8/12/2014	25,279	5,306				0	19,973							
104	X MARKET VECTORS EMRG MK	57060U522			8/13/2014	10/31/2014	10/31/2014	114	120				0	-1							
105	X MERCK AND CO INC SHS	58933Y105			3/31/1988	8/12/2014	8/12/2014	119,382	17,269				0	102,113							
106	X POWERSHARES GLOBAL	739361573			8/13/2014	10/31/2014	10/31/2014	232	232				0	0							
107	X POWERSHARES GLOBAL	739361573			8/13/2014	10/31/2014	10/31/2014	1,718	1,737				0	-19							
108	X SEI INV. CO PA PV \$0.01	784117103			8/8/1983	8/12/2014	8/12/2014	117,062	1,489				0	115,593							
109	X SPDR BARCLAYS	78464A417			8/13/2014	10/31/2014	10/31/2014	283	287				0	-4							
110	X SPDR BARCLAYS	78464A417			8/13/2014	10/31/2014	10/31/2014	889	1,024				0	-35							
111	X SPDR BARCLAYS INTL	78464A516			8/13/2014	10/31/2014	10/31/2014	12,376	12,763				0	-387							
112	X SCHLUMBERGER LTD	806857108			2/5/1995	8/12/2014	8/12/2014	161,968	13,582				0	148,386							
113	X HEALTH CARE SELECT SPDR	81369Y209			8/13/2014	10/31/2014	10/31/2014	1,688	1,520				0	168							
114	X HEALTH CARE SELECT SPDR	81369Y209			8/13/2014	10/31/2014	10/31/2014	59,607	53,081				0	6,546							
115	X CONSUMER DISCRETIONARY	81369Y407			8/13/2014	10/31/2014	10/31/2014	1,498	1,465				0	33							
116	X CONSUMER DISCRETIONARY	81369Y407			8/13/2014	10/31/2014	10/31/2014	13,602	13,048				0	554							
117	X SECTOR SPDR FINANCIAL	81369Y605			8/13/2014	10/31/2014	10/31/2014	881	833				0	48							
118	X SECTOR SPDR FINANCIAL	81369Y605			8/13/2014	10/31/2014	10/31/2014	15,814	14,789				0	1,025							
119	X SIGMA ALDRICH CORP	826552101			10/12/1984	8/12/2014	8/12/2014	17,823	336				0	17,487							
120	X SIGMA ALDRICH CORP	826552101			1/28/1989	8/12/2014	8/12/2014	203,691	13,562				0	180,129							
121	X 3M COMPANY	88579Y101			12/27/1935	8/12/2014	8/12/2014	110,465	10				0	110,455							
122	X 3M COMPANY	88579Y101			12/27/1935	8/12/2014	8/12/2014	484,695	46				0	484,649							
123	X TORCHMARK CORP	88579Y101			12/27/1935	8/12/2014	8/12/2014	159,217	15				0	159,202							
124	X US BANCORP (NEW)	891027104			4/24/1990	8/12/2014	8/12/2014	84,539	9,229				0	75,310							
125	X VANGUARD INTERMEDIATE	902873304			3/27/1949	8/12/2014	8/12/2014	397,868	2,599				0	395,269							
126	X VANGUARD INTERMEDIATE	921937819			8/13/2014	10/31/2014	10/31/2014	764	764				0	0							
127	X VANGUARD INTERMEDIATE	921937819			8/13/2014	10/31/2014	10/31/2014	11,426	11,455				0	-29							
128	X VANGUARD SHORT TERM BO	921937827			8/13/2014	10/31/2014	10/31/2014	65,256	65,531				0	-275							
129	X VANGUARD SHORT TERM BO	921937827			8/13/2014	10/31/2014	10/31/2014	722	723				0	-1							
130	X VANGUARD SHORT TERM BO	921937827			8/13/2014	10/31/2014	10/31/2014	10,103	10,119				0	-16							
131	X VANGUARD CONSUMER	92204A207			8/13/2014	10/31/2014	10/31/2014	1,095	1,031				0	64							
132	X VANGUARD CONSUMER	92204A207			8/13/2014	10/31/2014	10/31/2014	25,480	23,244				0	2,246							
133	X VANGUARD ENERGY ETF	92204A306			8/13/2014	10/31/2014	10/31/2014	1,487	1,658				172	1							
134	X VANGUARD INDUSTRIAL ETF	92204A603			8/13/2014	10/31/2014	10/31/2014	2,211	2,120				0	81							
135	X VANGUARD INDUSTRIAL ETF	92204A603			8/13/2014	10/31/2014	10/31/2014	36,553	34,320				0	2,233							
136	X VANGUARD INFORMATION	92204A702			8/13/2014	10/31/2014	10/31/2014	2,339	2,247				0	92							

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

		176,895	522	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	522	522		
2	ESTIMATED EXCISE TAX PAYMENTS	176,373			

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

1	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
2	ISHARES TR		0	52,423	50,965
3	EMERGING GLOBAL SHARES		0	55,610	49,261
4	FIRST TR EXCHANGE TRADED		0	93,465	95,353
5	FIRST TR ISE CLOUD COMP		0	91,176	96,218
6	ISHARES INC MSCI CDA INDEX FD		0	65,128	58,903
7	ISHARES INC MSCI EMU INDEX FD		0	290,804	270,985
8	ISHARES INC		0	83,555	72,825
9	ISHARES INC MSCI SWITZERLAND INDEX		0	81,204	78,211
10	ISHARES INC MSCI SWEDEN INDEX		0	27,329	25,558
11	ISHARES TR		0	116,654	116,902
12	ISHARES TR		0	121,603	145,608
13	ISHARES LEHMAN MBS		0	291,891	295,164
14	ISHARES LEHMAN 3-7 YR		0	101,859	102,618
15	ISHARES MSCI U K ETF SHS		0	164,326	147,449
16	MARKET VECTORS EMRG MKTS		0	40,696	36,243
17	POWERSHARES GLOBAL		0	12,704	12,848
18	POWERSHARES GLOBAL		0	78,022	75,638
19	SPDR LEHMAN HIGH YIELD B		0	92,706	87,374
20	SECTOR SPDR TR SHS BEN		0	503,075	565,981
21	SECTOR SPDR TR SHS BEN		0	477,772	517,821
22	SECTOR SPDR TR		0	271,673	298,466
23	VANGUARD INTERMEDIATE		0	256,828	256,411
24	VANGUARD SHORT TERM BOND		0	243,815	242,728
25	VANGUARD CONSUMER		0	303,204	331,636
26	VANGUARD ENERGY ETF		0	554,298	451,280
27	VANGUARD INDUSTRIAL ETF		0	701,745	742,613
28	VANGUARD INFORMATION		0	715,389	765,003
29	VANGUARD MATERIALS ETF		0	123,910	120,492
30	WISDOMTREE JAPAN DIV FD		0	188,376	187,369

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	1	6,749,349
2	COST BASIS ADJUSTMENT	2	1,060
3	Total	3	6,750,409

1

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	U S Trust-MLT		P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	26,978		
										26,978	0	0

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

	Date	Amount
1 Credit from prior year return	1	
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	176,373
7 Total	7	176,373

Gift Valuation

As-of Date: 07/15/2014
 Valuation Date: 07/15/2014
 Processing Date: 07/16/2014

Martha & Donald Farley Family Foundation

Report Type: Distribution Date
 Number of Securities: 41
 File ID: Farley Foundation

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
1)	64 ABBOTT LABS (002824100) COM New York Stock Exchange 07/15/2014	41.80000	41.17000 H/L	41.485000	2,655.04
2)	64 ABBVIE INC (00287Y109) COM New York Stock Exchange 07/15/2014	54.69000	53.39000 H/L	54.040000	3,458.56
3)	337 THE ADT CORPORATION (00101J106) COM New York Stock Exchange 07/15/2014	33.88000	33.44000 H/L	33.660000	11,343.42
4)	1200 AMERICAN EXPRESS CO (025816109) COM New York Stock Exchange 07/15/2014	95.16000	94.00000 H/L	94.580000	113,496.00
5)	240 AMERIPRISE FINL INC (03076C106) COM New York Stock Exchange 07/15/2014	122.64000	121.36000 H/L	122.000000	29,280.00
6)	692 APACHE CORP (037411105) COM New York Stock Exchange 07/15/2014	98.80000	97.32000 H/L	98.060000	67,857.52
7)	3565 AUTOMATIC DATA PROCESSING INC (053015103) COM The NASDAQ Stock Market LLC 07/15/2014	80.71000	79.89000 H/L	80.300000	286,269.50
8)	4256 BLOCK H & R INC (093671105) COM New York Stock Exchange 07/15/2014	32.92500	32.63500 H/L	32.780000	139,511.68
9)	1065 BROADFIDGE FINL SOLUTIONS INC (11133T103) COM New York Stock Exchange 07/15/2014	41.29000	40.85000 H/L	41.070000	43,739.55
10)	3618 CIGNA CORPORATION (125509109) COM New York Stock Exchange 07/15/2014	94.93000	93.62000 H/L	94.275000	341,086.95
11)	4765 CINTAS CORP (172908105) COM The NASDAQ Stock Market LLC 07/15/2014	63.56000	62.59000 H/L	63.075000	300,552.38
12)	675 COVIDIEN PLC (G2554F113) SHS New York Stock Exchange 07/15/2014	91.37000	90.50000 H/L	90.935000	61,381.13

As-of Date: 07/15/2014
 Valuation Date: 07/15/2014
 Processing Date: 07/16/2014

Martha & Donald Farley Family Foundation

Report Type: Distribution Date
 Number of Securities: 41
 File ID: Farley Foundation

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
13)	68 CVS CAREMARK CORPORATION (126650100) COM New York Stock Exchange 07/15/2014	77.65000	76.92000 H/L	77.285000	5,255.38
14)	4389 DISNEY WALT CO (254687106) COM DISNEY New York Stock Exchange 07/15/2014	86.65000	85.53960 H/L	86.094800	377,870.08
15)	1400 EMERSON ELEC CO (291011104) COM New York Stock Exchange 07/15/2014	67.72000	67.11000 H/L	67.415000	94,381.00
16)	409 EXPRESS SCRIPTS HLDG CO (30219G108) COM NASDAQ Stock Market 07/15/2014	68.59500	67.80470 H/L	68.199850	27,893.74
17)	325 GRAHAM HLDGS CO (384637104) COM New York Stock Exchange 07/15/2014	728.46000	698.52000 H/L	713.490000	231,884.25
18)	250 HANESBRANDS INC (410345102) COM New York Stock Exchange 07/15/2014	97.67000	96.06500 H/L	96.867500	24,216.88
19)	8408 MILLER HERMAN INC (600544100) COM The NASDAQ Stock Market LLC 07/15/2014	30.70000	30.11000 H/L	30.405000	255,645.24
20)	2400 HNI CORP (404251100) COM New York Stock Exchange 07/15/2014	38.06000	37.25000 H/L	37.655000	90,372.00
21)	4710 HONEYWELL INTL INC (438516106) COM New York Stock Exchange 07/15/2014	96.26500	95.38000 H/L	95.822500	451,323.98
22)	265 HOSPIRA INC (441060100) COM New York Stock Exchange 07/15/2014	51.73000	50.67000 H/L	51.200000	13,568.00
23)	2754 HUBBELL INC (443510201) CL B New York Stock Exchange 07/15/2014	121.55000	119.81000 H/L	120.680000	332,352.72
24)	1228 IMATION CORP (45245A107) COM New York Stock Exchange 07/15/2014	3.43000	3.38000 H/L	3.405000	4,181.34

As-of Date: 07/15/2014
 Valuation Date: 07/15/2014
 Processing Date: 07/16/2014

Martha & Donald Farley Family Foundation

Report Type: Distribution Date
 Number of Securities: 41
 File ID: Farley Foundation

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
25)	2266 INTERNATIONAL BUSINESS MACHS (459200101) COM New York Stock Exchange 07/15/2014	190.08000	188.21000 H/L	189.145000	428,602.57
26)	2732 JOHNSON & JOHNSON (478160104) COM New York Stock Exchange 07/15/2014	105.47000	102.77000 H/L	104.120000	284,455.84
27)	400 KELLOGG CO (487836108) COM New York Stock Exchange 07/15/2014	65.72000	65.14000 H/L	65.430000	26,172.00
28)	84 MALLINCKRODT PUB LTD CO (G5785G107) SHS New York Stock Exchange 07/15/2014	77.74000	75.40000 H/L	76.570000	6,431.88
29)	2100 MERCK & CO INC NEW (58933Y105) COM New York Stock Exchange 07/15/2014	58.40000	57.49000 H/L	57.945000	121,684.50
30)	460 MONSANTO CO NEW (61166W101) COM New York Stock Exchange 07/15/2014	121.17000	119.70000 H/L	120.435000	55,400.10
31)	323 PIPER JAFFRAY COS (724078100) COM New York Stock Exchange 07/15/2014	53.69000	51.62200 H/L	52.656000	17,007.89
32)	1496 SCHLUMBERGER LTD (806857108) COM New York Stock Exchange 07/15/2014	115.76000	113.55000 H/L	114.655000	171,523.88
33)	3280 SEI INVESTMENTS CO (784117103) COM The NASDAQ Stock Market LLC 07/15/2014	32.55000	32.12000 H/L	32.335000	106,058.80
34)	2175 SIGMA ALDRICH CORP (826552101) COM The NASDAQ Stock Market LLC 07/15/2014	102.79000	101.25000 H/L	102.020000	221,893.50
35)	675 TE CONNECTIVITY LTD (H84989104) REG SHS New York Stock Exchange 07/15/2014	63.31500	62.68000 H/L	62.997500	42,523.31
36)	1593 TORCHMARK CORP (891027104) COM New York Stock Exchange 07/15/2014	55.74000	55.25000 H/L	55.495000	88,403.54

As-of Date: 07/15/2014
 Valuation Date: 07/15/2014
 Processing Date: 07/16/2014

Martha & Donald Farley Family Foundation

Report Type: Distribution Date
 Number of Securities: 41
 File ID: Farley Foundation
 Security
 Value

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
37)	675 TYCO INTERNATIONAL LTD (H89128104) SHS New York Stock Exchange 07/15/2014	45.67000	45.16000 H/L	45.415000	30,655.13
38)	9669 US BANCORP DEL (902973304) COM NEW New York Stock Exchange 07/15/2014	43.42000	42.96000 H/L	43.190000	417,604.11
39)	781 WADDELL & REED FINL INC (930059100) CL A New York Stock Exchange 07/15/2014	59.03000	58.00000 H/L	58.515000	45,700.22
40)	9150 WELLS FARGO & CO NEW (949746101) COM New York Stock Exchange 07/15/2014	51.66000	51.20000 H/L	51.430000	470,584.50
41)	266 ZIMMER HLDGS INC (98956P102) COM New York Stock Exchange 07/15/2014	103.62000	101.97100 H/L	102.795500	27,343.60
Total Value:					\$5,871,621.71

Gift Valuation

As-of Date: 07/15/2014
 Valuation Date: 07/15/2014
 Processing Date: 08/14/2014

Estate of: Martha & Donald Farley Foundation

Report Type: Distribution Date
 Number of Securities: 1
 File ID: Farley Foundation

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
1)	5354 3M CO (88579Y101) COM New York Stock Exchange 07/15/2014	145.48000	144.36000 H/L	144.920000	775,901.68
Total Value:					\$775,901.68

Gift Valuation

As-of Date: 07/17/2014
Valuation Date: 07/17/2014
Processing Date: 07/18/2014

Martha & Donald Farley Foundation
Report Type: Distribution Date
Number of Securities: 1
File ID: Farley Foundation

Shares or Par	Security Description	High/Ask	Low/Bid	Mean	Security Value
1)	3965 EXXON MOBIL CORP (302310102) COM New York Stock Exchange 07/17/2014	103.88500	103.29000 W/L	103.087500	408,741.94
Total Value:					\$408,741.94