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Form 990-PF

Return of Private Foundation

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

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- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2014

Open to Public
Inspection

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

Name of foundation G FRANK THOMAS FOUNDATION INC		A Employer identification number 52-6039803
Number and street (or P O box number if mail is not delivered to street address) 506 FAIRVIEW AVENUE		Room/suite
City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 217014119		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,806,828		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	96,618	96,919		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	271,466			
	b Gross sales price for all assets on line 6a 2,078,977				
	7 Capital gain net income (from Part IV, line 2)		271,466		
	8 Net short-term capital gain			0	
	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)	365	477		
	12 Total. Add lines 1 through 11	368,449	368,862		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	0
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	15,246	15,246		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	15,499	124		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	833	22		833
	24 Total operating and administrative expenses.	31,578	15,392	0	833
	Add lines 13 through 23	181,000			181,000
	25 Contributions, gifts, grants paid.	212,578	15,392	0	181,833
	26 Total expenses and disbursements. Add lines 24 and 25				
	27 Subtract line 26 from line 12	155,871			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)	353,470			
	c Adjusted net income (if negative, enter -0-)			0	

	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		142,987	59,013	59,013
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►			0	0
	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 ►	0			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)		671,325		
	b Investments—corporate stock (attach schedule)	860,691	691,519	905,165	
	c Investments—corporate bonds (attach schedule)	260,924			
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	1,333,199	2,706,987	2,842,650	
	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)		3,269,126	3,457,519	3,806,828
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 ►				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ►				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		3,164,005	3,433,785	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		105,121	23,734	
	30 Total net assets or fund balances (see instructions)	3,269,126	3,457,519		
	31 Total liabilities and net assets/fund balances (see instructions)	3,269,126	3,457,519		

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	3,269,126
2	Enter amount from Part I, line 27a	2	155,871
3	Other increases not included in line 2 (itemize) ►	3	33,593
4	Add lines 1, 2, and 3	4	3,458,590
5	Decreases not included in line 2 (itemize) ►	5	1,071
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,457,519

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				(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		
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	271,466
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	180,833	3,565,366	0 050719
2012	165,833	3,305,843	0 050164
2011	165,700	3,277,452	0 050558
2010	162,500	3,126,302	0 051978
2009	162,323	2,939,483	0 055222
2 Total of line 1, column (d).			2 0 258641
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 051728
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 3,807,620
5 Multiply line 4 by line 3.			5 196,961
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 3,535
7 Add lines 5 and 6.			7 200,496
8 Enter qualifying distributions from Part XII, line 4.			8 181,833

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	7,069
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-)	2	0
3	Add lines 1 and 2.	3	7,069
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	7,069
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	10,268
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	10,268
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	3,199
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 3,199 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements 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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		Yes	No
	<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>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	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?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?		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.		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> MD			
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		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		Yes	No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		Yes	No

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► PNC BANK NA Telephone no ► (412) 768-9969
 Located at ► 620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA ZIP +4 ► 15222

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► **15** and enter the amount of tax-exempt interest received or accrued during the year ►

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ► 1b Yes No Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? ► 1c Yes No			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ► Yes ✓ 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			
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 Yes 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 Yes 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. ►			
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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7b	
	<i>If "Yes" to 6b, file Form 8870.</i>			
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
MR ADRIAN L WINPIGLER	DIRECTOR 1	0		
5321 REELS MILL ROAD FREDERICK, MD 21701				
MR CHARLES F TRUNK 3RD	SECRETARY & DIRECTOR 1	0		
506 FAIRVIEW AVENUE FREDERICK, MD 217014119				
MRS PAMELA I MARTIN	PRESIDENT & DIRECTOR 1	0		
3808 BASFORD ROAD FREDERICK, MD 217037830				

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				
				0

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		

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

3

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	3,865,604
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,865,604
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	3,865,604
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	57,984
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,807,620
6	Minimum investment return. Enter 5% of line 5.	6	190,381

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	190,381
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	7,069
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,069
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	183,312
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	183,312
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	183,312

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	181,833
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	181,833
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	181,833

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				183,312
2 Undistributed income, if any, as of the end of 2014			0	
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	17,103			
b From 2010.	13,059			
c From 2011.	4,773			
d From 2012.	5,677			
e From 2013.	12,832			
f Total of lines 3a through e.	53,444			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 181,833			0	
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.			181,833	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,479			1,479
6 Enter the net total of each column as indicated below:	51,965			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	15,624			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	36,341			
10 Analysis of line 9				
a Excess from 2010.	13,059			
b Excess from 2011.	4,773			
c Excess from 2012.	5,677			
d Excess from 2013.	12,832			
e Excess from 2014.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

CHARLES F TRUNK III SECRETARY D
506 FAIRVIEW AVENUE
FREDERICK, MD 21701
(301) 663-6592

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

BY LETTER ALONG WITH DESCRIPTION OF PURPOSE OF ORGANIZATION

c Any submission deadlines

NOVEMBER 1ST ANNUALLY GRANTS MADE IN DECEMBER

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

GRANTS ARE MADE TO ORGANIZATIONS OPERATING IN FREDERICK COUNTY, MD AND TO McDANIEL COLLEGE, WESTMINSTER, MD

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	181,000
b Approved for future payment				
Total			► 3b	

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	96,618	
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	271,466	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a <u>KKR & CO LP</u>			14	365	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				368,449	
13 Total. Add line 12, columns (b), (d), and (e).			13		368,449
(See worksheet in line 13 instructions to verify calculations.)					

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

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

- | | Yes | No |
|---|-------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash. | 1a(1) | No |
| (2) Other assets. | 1a(2) | No |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | No |
| (4) Reimbursement arrangements. | 1b(4) | No |
| (5) Loans or loan guarantees. | 1b(5) | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |

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.

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

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.

* * * * *

2015-05-06

* * * * *

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name CHRISTINA HUGHES	Preparer's Signature	Date 2015-05-06	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01256037
	Firm's name ► PNC BANK NA			Firm's EIN ► 22-1146430	
	Firm's address ► 620 LIBERTY AVENUE 10TH FLOOR Pittsburgh, PA 15222705			Phone no (412) 768-9969	

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.)
248 FORD MTR CO DEL COM PAR \$0 01		2013-09-05	2014-01-01
537 FORD MTR CO DEL COM PAR \$0 01			2014-01-01
40000 USA TREASURY NOTES 04 250% DUE 08/15/2015		2005-11-15	2014-01-01
5000 XTO ENERGY INC SR UNSECURED		2010-07-15	2014-01-08
225 CAPITAL ONE FINANCIAL CORP			2014-01-21
421 INTEL CORP			2014-01-27
165 YAHOO! INC COM		2013-07-02	2014-01-27
70 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-07-02	2014-01-27
160 CITIGROUP INC		2013-05-20	2014-02-06
451 CITIGROUP INC			2014-02-06

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)
3,807		4,297	-490
8,205		9,387	-1,182
42,561		38,981	3,580
5,768		5,714	54
16,330		15,405	925
10,431		9,055	1,376
6,117		4,152	1,965
9,905		4,903	5,002
7,685		8,287	-602
21,662		16,310	5,352

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	
			-490
			-1,182
			3,580
			54
			925
			1,376
			1,965
			5,002
			-602
			5,352

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.)
235 SMITH A O CORP COMMON		2013-11-04	2014-02-06
55 WYNN RESORTS LTD		2013-05-13	2014-02-19
90 OMNICARE INC		2013-07-31	2014-02-21
220 OMNICARE INC		2012-12-13	2014-02-21
90 INTERCONTINENTAL EXCHANGE INC			2014-02-28
95 DELTA AIR LINES INC		2013-07-02	2014-03-04
165 GENERAL ELEC CO COM			2014-03-04
220 QUESTCOR PHARMACEUTICALS INC			2014-03-04
60 PROCTER & GAMBLE CO		2012-11-30	2014-03-07
125 ROGERS COMMUNICATIONS INC CL B		2013-04-26	2014-03-07

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)
10,788		12,417	-1,629
12,225		7,674	4,551
5,508		4,770	738
13,465		7,907	5,558
18,785		11,337	7,448
3,256		1,814	1,442
4,222		2,492	1,730
14,354		12,955	1,399
4,696		4,185	511
4,867		6,154	-1,287

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,629
			4,551
			738
			5,558
			7,448
			1,442
			1,730
			1,399
			511
			-1,287

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.)
80 ROGERS COMMUNICATIONS INC CL B		2013-04-26	2014-03-07
70 AETNA INC NEW		2013-05-14	2014-03-13
60 ALLSTATE CORP		2013-02-20	2014-03-13
40 AMGEN INC		2013-12-13	2014-03-13
10 APPLE INC			2014-03-13
35 BOEING CO		2012-07-30	2014-03-13
75 CVS CAREMARK CORP		2013-05-14	2014-03-13
60 CHEVRON CORPORATION			2014-03-13
40 CHUBB CORP COM		2010-11-01	2014-03-13
250 CISCO SYS INC COM			2014-03-13

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)
3,129		3,938	-809
5,116		4,160	956
3,310		2,802	508
4,957		4,477	480
5,303		4,872	431
4,263		2,631	1,632
5,441		4,469	972
6,865		3,615	3,250
3,452		2,331	1,121
5,381		4,929	452

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	
			-809
			956
			508
			480
			431
			1,632
			972
			3,250
			1,121
			452

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.)
75 COCA COLA ENTERPRISES		2011-12-05	2014-03-13
65 COMCAST CORPORATION CL A		2011-10-13	2014-03-13
85 CONOCOPHILLIPS		2013-08-30	2014-03-13
140 DELTA AIR LINES INC		2013-07-02	2014-03-13
50 DISNEY WALT CO		2012-07-13	2014-03-13
105 DISCOVER FINANCIAL W/I			2014-03-13
50 EXTRA SPACE STORAGE INC		2013-10-11	2014-03-13
100 EXXON MOBIL CORP		2012-06-27	2014-03-13
200 FIFTH THIRD BANCORP		2012-08-07	2014-03-13
70 FRANKLIN RES INC COM		2011-05-17	2014-03-13

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)
3,476		1,971	1,505
3,275		1,530	1,745
5,634		5,640	-6
4,697		2,673	2,024
3,992		2,405	1,587
6,018		2,693	3,325
2,457		2,370	87
9,369		8,336	1,033
4,485		2,860	1,625
3,613		2,929	684

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,505
			1,745
			-6
			2,024
			1,587
			3,325
			87
			1,033
			1,625
			684

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.)
280 GENERAL ELEC CO COM			2014-03-13
30 GOLDMAN SACHS GROUP INC COM		2012-10-24	2014-03-13
55 HALLIBURTON CO		2012-08-15	2014-03-13
40 HANESBRANDS INC - W/I		2014-02-19	2014-03-13
65 HELMERICH & PAYNE INC COM		2013-02-26	2014-03-13
190 J P MORGAN CHASE & CO COM			2014-03-13
85 JOHNSON & JOHNSON COM		2011-08-30	2014-03-13
115 KKR & CO LP		2014-01-21	2014-03-13
80 LEVEL 3 COMMUNICATIONS INC		2014-03-07	2014-03-13
115 LINCOLN NATIONAL CORP		2013-04-15	2014-03-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,071		5,124	1,947
5,003		3,620	1,383
3,033		1,891	1,142
2,943		2,929	14
6,252		4,192	2,060
10,910		5,259	5,651
7,917		5,565	2,352
2,701		3,022	-321
2,962		3,011	-49
5,863		3,707	2,156

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,947
			1,383
			1,142
			14
			2,060
			5,651
			2,352
			-321
			-49
			2,156

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
90 MSCI INC			2014-03-13
45 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-03-13
45 MANPOWER GROUP INC		2013-10-18	2014-03-13
20 MCKESSON HBOC INC COMMN		2013-10-14	2014-03-13
105 MERCK & CO INC		2014-01-27	2014-03-13
60 METHANEX CORP SEDOL 2654416		2013-11-11	2014-03-13
105 METLIFE INC COM		2012-08-23	2014-03-13
65 NATIONAL FUEL GAS CO N J COM		2013-05-09	2014-03-13
30 NORFOLK SOUTHN CORP COM		2014-02-06	2014-03-13
15 PPG INDS INC COM		2013-11-08	2014-03-13

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)
4,080		3,703	377
4,264		3,137	1,127
3,427		3,568	-141
3,674		2,761	913
5,861		5,583	278
4,013		3,648	365
5,442		3,635	1,807
4,787		4,050	737
2,857		2,802	55
2,924		2,717	207

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			377
			1,127
			-141
			913
			278
			365
			1,807
			737
			55
			207

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
75 PVH CORP		2012-10-16	2014-03-13
135 PFIZER INC COM			2014-03-13
45 PROCTER & GAMBLE CO		2012-11-30	2014-03-13
45 PROCTER & GAMBLE CO		2012-11-30	2014-03-13
95 QUANTA SVCS INC		2014-03-04	2014-03-13
565 REGIONS FINANCIAL CORP		2013-04-26	2014-03-13
85 ST JUDE MEDICAL INC		2013-01-18	2014-03-13
45 SANDISK CORP		2013-12-02	2014-03-13
110 SUNTRUST BANKS INC COM		2014-02-06	2014-03-13
65 TIME WARNER INC		2013-12-18	2014-03-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,744		7,282	1,462
4,184		3,059	1,125
3,567		3,139	428
3,574		3,139	435
3,342		3,394	-52
6,035		4,741	1,294
5,602		3,365	2,237
3,310		3,074	236
4,254		4,130	124
4,327		4,336	-9

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,462
			1,125
			428
			435
			-52
			1,294
			2,237
			236
			124
			-9

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.)
20 UNION PAC CORP COM		2010-04-29	2014-03-13
45 UNITED RENTALS INC COM		2013-01-10	2014-03-13
25 UNITED TECHNOLOGIES CORP COM		2009-08-25	2014-03-13
100 VALERO ENERGY CORP NEW COM		2013-12-03	2014-03-13
50 VERIZON COMMUNICATIONS COM		2013-04-26	2014-03-13
15 VISA INC CLASS A SHARES		2011-08-16	2014-03-13
230 WELLS FARGO & CO NEW COM		2009-04-17	2014-03-13
50 WHITING PETROLEUM CORP			2014-03-13
125 WISCONSIN ENERGY CORP		2009-02-19	2014-03-13
50 WYNDHAM WORLDWIDE CORP		2011-06-28	2014-03-13

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)
3,719		1,557	2,162
4,008		2,166	1,842
2,814		1,498	1,316
5,395		4,656	739
2,302		2,674	-372
3,311		1,283	2,028
11,009		4,680	6,329
3,357		2,425	932
5,629		2,651	2,978
3,609		1,666	1,943

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,162
			1,842
			1,316
			739
			-372
			2,028
			6,329
			932
			2,978
			1,943

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.)
20 WYNN RESORTS LTD		2013-05-31	2014-03-13
70 YAHOO! INC COM		2013-07-02	2014-03-13
50 ZIMMER HOLDINGS INC		2014-02-21	2014-03-13
20 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-07-02	2014-03-13
45 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-02-28	2014-03-13
50 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-01-27	2014-03-13
5000 AMGEN INC SR UNSEC		2011-06-27	2014-03-14
10000 BANK OF MONTREAL ISIN US06366RHA68 NOTES		2012-09-04	2014-03-14
5000 BERKSHIRE HATHAWAY INC SR UNSEC		2013-03-21	2014-03-14
70 FOOT LOCKER INC		2014-03-13	2014-03-14

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)
4,632		2,743	1,889
2,598		1,761	837
4,732		4,793	-61
2,973		1,401	1,572
4,386		4,403	-17
2,863		2,876	-13
5,303		4,987	316
9,994		9,985	9
5,301		5,398	-97
3,195		3,210	-15

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,889
			837
			-61
			1,572
			-17
			-13
			316
			9
			-97
			-15

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.)
5000 KIMBERLY-CLARK SR UNSEC		2010-07-26	2014-03-14
20 AETNA INC NEW		2013-05-14	2014-03-17
15 ALLSTATE CORP		2013-02-20	2014-03-17
10 AMGEN INC		2013-12-13	2014-03-17
5 APPLE INC		2013-10-03	2014-03-17
10 BOEING CO		2012-07-30	2014-03-17
20 CVS CAREMARK CORP		2013-05-14	2014-03-17
15 CHEVRON CORPORATION		2009-07-01	2014-03-17
10 CHUBB CORP COM		2010-11-01	2014-03-17
60 CISCO SYS INC COM		2012-10-11	2014-03-17

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)
5,330		4,985	345
1,463		1,188	275
833		700	133
1,240		1,119	121
2,640		2,419	221
1,255		752	503
1,485		1,192	293
1,724		1,001	723
870		583	287
1,290		1,104	186

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	
			345
			275
			133
			121
			221
			503
			293
			723
			287
			186

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.)
20 COCA COLA ENTERPRISES		2011-12-05	2014-03-17
15 COMCAST CORPORATION CL A		2011-10-13	2014-03-17
20 CONOCOPHILLIPS		2013-10-11	2014-03-17
35 DELTA AIR LINES INC		2013-07-02	2014-03-17
15 DISNEY WALT CO		2012-07-13	2014-03-17
30 DISCOVER FINANCIAL W/I		2011-06-28	2014-03-17
15 EXTRA SPACE STORAGE INC		2013-10-11	2014-03-17
25 EXXON MOBIL CORP		2012-06-27	2014-03-17
50 FIFTH THIRD BANCORP		2012-08-07	2014-03-17
15 FOOT LOCKER INC		2014-03-13	2014-03-17

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)
958		526	432
763		353	410
1,343		1,433	-90
1,200		668	532
1,221		722	499
1,731		780	951
728		711	17
2,352		2,084	268
1,128		715	413
678		688	-10

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	
			432
			410
			-90
			532
			499
			951
			17
			268
			413
			-10

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.)
15 FRANKLIN RES INC COM		2011-05-17	2014-03-17
70 GENERAL ELEC CO COM		2010-05-03	2014-03-17
10 GOLDMAN SACHS GROUP INC COM		2012-10-24	2014-03-17
15 HALLIBURTON CO		2012-08-15	2014-03-17
10 HANESBRANDS INC - W/I		2014-02-19	2014-03-17
15 HELMERICH & PAYNE INC COM		2013-08-07	2014-03-17
50 J P MORGAN CHASE & CO COM			2014-03-17
20 JOHNSON & JOHNSON COM			2014-03-17
30 KKR & CO LP		2014-01-21	2014-03-17
20 LEVEL 3 COMMUNICATIONS INC		2014-03-07	2014-03-17

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)
779		628	151
1,777		1,350	427
1,671		1,207	464
850		516	334
742		732	10
1,516		1,004	512
2,879		1,462	1,417
1,876		1,386	490
699		789	-90
756		753	3

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	
			151
			427
			464
			334
			10
			512
			1,417
			490
			-90
			3

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.)
30 LINCOLN NATIONAL CORP		2013-04-15	2014-03-17
25 MSCI INC		2013-10-24	2014-03-17
10 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-03-17
10 MANPOWER GROUP INC		2013-10-18	2014-03-17
5 MCKESSON HBOC INC COMMN		2013-10-14	2014-03-17
25 MERCK & CO INC		2014-01-27	2014-03-17
15 METHANEX CORP SEDOL 2654416		2013-11-11	2014-03-17
25 METLIFE INC COM		2012-08-23	2014-03-17
15 NATIONAL FUEL GAS CO N J COM		2013-05-09	2014-03-17
10 NORFOLK SOUTHN CORP COM		2014-02-06	2014-03-17

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)
1,518		967	551
1,141		1,035	106
956		697	259
763		793	-30
910		690	220
1,407		1,329	78
1,010		912	98
1,295		866	429
1,132		935	197
958		934	24

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	
			551
			106
			259
			-30
			220
			78
			98
			429
			197
			24

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)
5 PPG IND'S INC COM		2013-11-08	2014-03-17
35 PFIZER INC COM		2012-08-07	2014-03-17
10 PROCTER & GAMBLE CO		2012-11-30	2014-03-17
25 QUANTA SVCS INC		2014-03-04	2014-03-17
140 REGIONS FINANCIAL CORP			2014-03-17
20 ST JUDE MEDICAL INC		2013-01-18	2014-03-17
10 SANDISK CORP		2013-12-02	2014-03-17
30 SUNTRUST BANKS INC COM		2014-02-06	2014-03-17
15 TIME WARNER INC		2013-12-18	2014-03-17
5 UNION PAC CORP COM		2010-04-29	2014-03-17

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)
980		906	74
1,097		835	262
797		698	99
901		893	8
1,517		1,256	261
1,330		792	538
750		683	67
1,172		1,126	46
1,002		1,001	1
936		389	547

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			74
			262
			99
			8
			261
			538
			67
			46
			1
			547

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.)
10 UNITED RENTALS INC COM		2013-01-10	2014-03-17
5 UNITED TECHNOLOGIES CORP COM		2009-08-25	2014-03-17
25 VALERO ENERGY CORP NEW COM		2013-12-03	2014-03-17
15 VERIZON COMMUNICATIONS COM		2013-04-26	2014-03-17
5 VISA INC CLASS A SHARES		2011-08-16	2014-03-17
60 WELLS FARGO & CO NEW COM			2014-03-17
10 WHITING PETROLEUM CORP		2013-07-31	2014-03-17
30 WISCONSIN ENERGY CORP		2009-02-19	2014-03-17
10 WYNDHAM WORLDWIDE CORP		2011-06-28	2014-03-17
5 WYNN RESORTS LTD		2013-05-31	2014-03-17

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)
909		481	428
573		300	273
1,360		1,164	196
695		802	-107
1,115		428	687
2,884		1,204	1,680
682		518	164
1,369		636	733
728		333	395
1,170		686	484

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	
			428
			273
			196
			-107
			687
			1,680
			164
			733
			395
			484

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.)
20 YAHOO! INC COM		2013-07-02	2014-03-17
10 ZIMMER HOLDINGS INC		2014-02-21	2014-03-17
5 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-07-02	2014-03-17
10 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-02-28	2014-03-17
15 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-01-27	2014-03-17
10000 AT & T INC SR UNSEC 2 950% DUE 5/15/2016		2011-04-26	2014-03-18
5000 BP CAPITAL MARKETS PLC ISIN US05565QBZ00 SEDOL B87XBL5		2012-05-02	2014-03-18
10000 BANK OF AMERICA CORP 05 625% DUE 07/01/2020		2010-06-17	2014-03-18
10000 BANK OF NEW YORK MELLON SR UNSEC		2010-12-02	2014-03-18
10000 CITIGROUP INC SR UNSEC		2010-10-22	2014-03-18

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)
784		503	281
945		959	-14
754		350	404
986		979	7
871		863	8
10,796		9,993	803
4,963		5,000	-37
11,449		9,964	1,485
10,325		9,997	328
10,426		11,049	-623

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			281
			-14
			404
			7
			8
			803
			-37
			1,485
			328
			-623

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.)
10000 EXPORT DEVELOPMENT CANADA ISIN US30216BCD29 SEDOL B50T0Z6		2010-05-20	2014-03-18
10000 GENERAL DYNAMICS CORP CO GUARNT CALL 04/15/21 @100		2011-07-05	2014-03-18
10000 HSBC HOLDINGS PLC SR UNSEC ISIN US404280AK50 SEDOL B61GQ88		2011-03-29	2014-03-18
10000 HEWLETT PACKARD CO SR UNSEC		2010-11-29	2014-03-18
10000 HONEYWELL INTERNATIONAL SR UNSEC		2011-02-14	2014-03-18
10000 JPMORGAN CHASE & CO NTS		2010-10-26	2014-03-18
15000 JOHNSON & JOHNSON NTS		2010-08-12	2014-03-18
10000 MCDONALDS CORP NTS		2010-07-28	2014-03-18
5000 MONSANTO CO SR UNSEC ST CONVENTION		2011-04-12	2014-03-18
10000 MORGAN STANLEY SR UNSEC		2011-10-19	2014-03-18

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)
10,235		9,981	254
10,600		9,984	616
11,166		9,978	1,188
10,211		9,983	228
10,943		9,975	968
10,338		10,363	-25
17,232		17,703	-471
10,588		9,960	628
5,210		4,989	221
10,072		9,468	604

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			254
			616
			1,188
			228
			968
			-25
			-471
			628
			221
			604

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.)
10000 OCCIDENTAL PETROLEUM COR SR UNSEC SER 1		2010-12-13	2014-03-18
15000 PRIVATE EXPORT FUNDING US GOVT GTD		2010-10-06	2014-03-18
10000 PROCTER & GAMBLE CO THE SR UNSEC		2010-11-15	2014-03-18
5000 SANOFI-AVENTIS ISIN US80105NAG07 SEDOL B5NP244		2011-06-06	2014-03-18
10000 SHELL INTERNATIONAL FIN ISIN US822582AM49 SEDOL B4TG6R5		2010-03-18	2014-03-18
10000 UNITED PARCEL SERVICE SR UNSECD		2012-09-24	2014-03-18
65000 USA TREASURY NOTE 05 125% DUE 05/15/2016		2006-06-14	2014-03-18
75000 USA TREASURY NOTES 02 625% DUE 02/29/2016			2014-03-18
40000 USA TREASURY NOTES 02 625% DUE 07/31/2014		2009-07-30	2014-03-18
10000 USA TREASURY NOTES 03 000% DUE 09/30/2016		2013-10-17	2014-03-18

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)
10,793		9,998	795
15,519		14,963	556
10,226		9,918	308
5,378		5,033	345
11,082		9,953	1,129
9,488		9,987	-499
71,553		65,358	6,195
78,299		78,895	-596
40,378		39,861	517
10,608		10,647	-39

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	
			795
			556
			308
			345
			1,129
			-499
			6,195
			-596
			517
			-39

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.)
110000 USA TREASURY NOTES 02 250% DUE 01/31/2015			2014-03-18
110000 USA TREASURY NOTES 02 625% DUE 08/15/2020			2014-03-18
35000 USA TREASURY NOTES 01 000% DUE 03/31/2017		2014-01-30	2014-03-18
25000 USA TREASURY NOTES 01 625% DUE 08/15/2022		2013-01-15	2014-03-18
30000 USA TREASURY NOTES 01 625% DUE 08/15/2022		2013-12-31	2014-03-18
10000 WELLS FARGO COMPANY SR UNSEC		2010-10-26	2014-03-18
10000 WESTPAC BANKING CORP ISIN US961214BK83 SEDOL B3VGYG1		2010-04-21	2014-03-18
70000 FEDERAL NATL MTG ASSN NTS		2007-05-15	2014-03-19
70000 FEDERAL NATL MTG ASSN NTS		2004-03-23	2014-03-19
30000 FEDERAL NATL MTG ASSN NOTES		2012-09-20	2014-03-19

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)
112,024		113,619	-1,595
114,022		120,933	-6,911
35,212		35,168	44
23,364		24,685	-1,321
28,037		27,259	778
11,452		11,254	198
11,211		10,160	1,051
78,455		69,866	8,589
70,197		69,640	557
29,757		29,999	-242

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,595
			-6,911
			44
			-1,321
			778
			198
			1,051
			8,589
			557
			-242

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.)
10000 FEDERAL HOME LOAN MTG CORP NOTES		2012-02-01	2014-03-19
45 HELMERICH & PAYNE INC COM		2013-08-07	2014-03-19
80 NORFOLK SOUTHN CORP COM		2014-02-06	2014-03-19
10 PPG INDS INC COM		2013-11-08	2014-03-19
35 PPG INDS INC COM		2013-11-08	2014-03-20
1 WACHOVIA CORP		2001-01-01	2014-03-24
115 CHUBB CORP COM			2014-03-27
191 MSCI INC			2014-03-27
49 MSCI INC		2014-01-21	2014-03-27
160 HALLIBURTON CO		2012-08-15	2014-04-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,815		10,072	-257
4,627		3,013	1,614
7,799		7,473	326
1,952		1,811	141
6,816		6,340	476
223		25	198
10,014		6,788	3,226
7,977		8,009	-32
2,056		2,186	-130
9,473		5,501	3,972

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	
			-257
			1,614
			326
			141
			476
			198
			3,226
			-32
			-130
			3,972

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.)
90 GOLDMAN SACHS GROUP INC COM		2013-02-08	2014-04-11
560 FIFTH THIRD BANCORP			2014-04-29
195 FIFTH THIRD BANCORP			2014-04-29
50 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-07-02	2014-05-14
95 CHEVRON CORPORATION			2014-05-27
175 METHANEX CORP SEDOL 2654416			2014-06-04
22 TIME INC-W/I			2014-06-16
5 TIME INC-W/I		2013-12-18	2014-06-18
285 METLIFE INC COM		2012-09-17	2014-06-20
200 YAHOO! INC COM			2014-06-23

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)
13,775		13,609	166
11,449		8,245	3,204
3,987		4,301	-314
6,465		3,502	2,963
11,673		9,134	2,539
10,001		10,612	-611
510		494	16
11		11	
16,082		10,263	5,819
6,723		5,848	875

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	
			166
			3,204
			-314
			2,963
			2,539
			-611
			16
			5,819
			875

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.)
100 APPLE INC		2013-10-03	2014-07-09
20 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-07-09
30 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-07-09
270 VALERO ENERGY CORP NEWCOM			2014-07-09
140 VERIZON COMMUNICATIONS COM		2013-04-26	2014-07-09
10 WYNN RESORTS LTD		2013-05-31	2014-07-09
325 KKR & CO LP			2014-07-28
65 UNITED TECHNOLOGIES CORP COM		2009-08-25	2014-07-28
1 CITIGROUP INC		2001-01-01	2014-07-31
45 WYNN RESORTS LTD		2013-05-31	2014-08-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,536		6,911	2,625
2,181		1,394	787
3,281		2,091	1,190
13,287		12,384	903
6,842		7,488	-646
2,047		1,372	675
7,943		8,701	-758
7,061		3,894	3,167
812		25	787
9,445		6,172	3,273

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	
			2,625
			787
			1,190
			903
			-646
			675
			-758
			3,167
			787
			3,273

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.)
105 L-3 COMMUNICATIONS HLDGS INC COM			2014-08-04
190 FRANKLIN RES INC COM			2014-08-06
135 ZIMMER HOLDINGS INC		2014-02-21	2014-08-06
230 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2			2014-08-13
95 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-07-09	2014-08-13
120 SANDISK CORP		2013-12-02	2014-08-26
150 MERCK & CO INC			2014-08-27
45 VISA INC CLASS A SHARES		2012-02-02	2014-08-29
9 SUNTRUST BANKS INC COM		2014-02-06	2014-09-12
175 SUNTRUST BANKS INC COM		2014-02-06	2014-09-12

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)
10,970		12,221	-1,251
10,298		7,163	3,135
13,040		12,942	98
8,887		8,940	-53
3,671		4,066	-395
11,807		8,196	3,611
9,048		8,008	1,040
9,597		4,738	4,859
352		338	14
6,845		6,570	275

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,251
			3,135
			98
			-53
			-395
			3,611
			1,040
			4,859
			14
			275

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.)
124 SUNTRUST BANKS INC COM		2014-02-06	2014-09-12
28 SUNTRUST BANKS INC COM			2014-09-15
28 SUNTRUST BANKS INC COM		2014-03-27	2014-09-15
76 SUNTRUST BANKS INC COM			2014-09-15
145 MERCK & CO INC		2014-02-06	2014-09-22
50 COCA COLA ENTERPRISES		2014-03-27	2014-10-10
210 COCA COLA ENTERPRISES			2014-10-10
50 HELMERICH & PAYNE INC COM		2013-08-07	2014-10-10
85 HESS CORPORATION		2014-08-13	2014-10-10
140 MANPOWER GROUP INC			2014-10-10

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)
4,858		4,655	203
1,096		1,081	15
1,093		1,091	2
2,975		2,890	85
8,790		7,789	1,001
2,082		2,321	-239
8,744		5,951	2,793
4,211		3,348	863
7,096		8,440	-1,344
8,761		11,165	-2,404

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	
			203
			15
			2
			85
			1,001
			-239
			2,793
			863
			-1,344
			-2,404

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.)
25 WHITING PETROLEUM CORP		2013-07-31	2014-10-10
20 HANESBRANDS INC - W/I		2014-02-19	2014-10-15
110 WHITING PETROLEUM CORP		2013-07-31	2014-10-15
112 BLACKSTONE GROUP LP THE		2014-07-28	2014-10-17
238 BLACKSTONE GROUP LP THE			2014-10-17
1 COVENTRY HEALTH CARE INC		2001-01-01	2014-10-22
95 HELMERICH & PAYNE INC COM		2013-08-07	2014-11-18
195 TRINITY INDUSTRIES INC		2014-07-28	2014-12-03
264 QUANTA SVCS INC		2014-03-04	2014-12-12
6 QUANTA SVCS INC		2014-03-04	2014-12-12

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)
1,594		1,295	299
2,028		1,465	563
6,101		5,696	405
3,305		3,875	-570
6,966		8,119	-1,153
23		23	
7,439		6,360	1,079
6,174		8,756	-2,582
7,088		9,433	-2,345
163		214	-51

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	
			299
			563
			405
			-570
			-1,153
			1,079
			-2,582
			-2,345
			-51

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.)
215 146 ASTON FAIRPOINTE MID CAP FUND CLASS I FD 232		2012-04-04	2014-12-16
863 259 JPMORGAN VALUE ADVANTAGE-INS FD 1400		2013-12-19	2014-12-16
755 972 ROWE T PRICE VALUE FD INC COM		2013-12-19	2014-12-16
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,000		7,207	2,793
25,000		23,179	1,821
25,000		25,008	-8
			74,306

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(I) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,793
			1,821
			-8

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 Paid during the year				
C BURR ARTZ LIBRARY 110 E PATRICK ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	15,000
HOOD COLLEGE 401 ROSEMONT AVE FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	10,000
FREDERICK MEMORIAL HOSPITAL 400 WEST SEVENTH STREET FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	15,000
MOUNT ST MARY'S UNIVERSITY 16300 OLD EMMITSBURG RD EMMITSBURG, MD 21727	NONE	PC	GENERAL SUPPORT	5,000
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER, MD 21157	NONE	PC	GENERAL SUPPORT	10,000
FREDERICK RESCUE MISSION INC PO BOX 3389 FREDERICK, MD 21705	NONE	PC	GENERAL SUPPORT	5,000
TRINITY UNITED METHODIST CHURCH 705 W PATRICK ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	500
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY INC 226 SOUTH JEFFERSON ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	5,000
HOSPICE OF FREDERICK COUNTY INC PO BOX 1799 FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	10,000
HEARTLY HOUSE INC PO BOX 857 FREDERICK, MD 21705	NONE	PC	GENERAL SUPPORT	6,000
FREDERICK COMMUNITY COLLEGE FDN 7932 OPOSSUMTOWN PIKE FREDERICK, MD 21702	NONE	PC	GENERAL SUPPORT	10,000
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS IN FREDERICK COUNTY 27 DEGRANGE ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	32,500
ADVOCATES FOR HOMELESS FAMILIES INC 216 ABRECHT PLACE FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	5,000
NATIONAL MUSEUM FOR CIVIL WAR MEDICINE INC PO BOX 470 FREDERICK, MD 21705	NONE	PC	GENERAL SUPPORT	8,000
FREDERICK COUNTY 4-H THERAPEUTIC RIDING PROGRAM 11515 ANGLEBERGER RD THURMONT, MD 21788	NONE	PC	GENERAL SUPPORT	1,200
Total			► 3a	181,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HOMEWOOD FOUNDATION INC 16107 ELLIOT PKWY WILLIAMSPORT, MD 21795	NONE	PC	GENERAL SUPPORT	5,000
HISTORICAL SOCIETY OF FREDERICK COUNTY INC 24 E CHURCH ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	6,000
ARC OF FREDERICK COUNTY INC 620-A RESEARCH COURT FREDERICK, MD 21703	NONE	PC	GENERAL SUPPORT	4,300
MISSION OF MERCY 22 SOUTH MARKET ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	7,500
FREDERICK CITY SOUP KITCHEN 14 EAST ALL SAINTS ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	20,000
Total			► 3a	181,000

TY 2014 Investments Corporate Stock Schedule

Name: G FRANK THOMAS FOUNDATION INC

EIN: 52-6039803

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	691,519	905,165

TY 2014 Investments - Other Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - EQUITIES	AT COST	1,500,387	1,630,892
MUTUAL FUNDS - FIXED	AT COST	1,206,600	1,211,758

TY 2014 Other Decreases Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Description	Amount
COST BASIS ADJ FOR AMORTIZATION	1,068
ROUNDING ADJ FOR SALES AND TRANSACTIONS	3

TY 2014 Other Expenses Schedule

Name: G FRANK THOMAS FOUNDATION INC

EIN: 52-6039803

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LIABILITY INSURANCE FEES	833	0		833
PARTNERSHIP - EXPENSE		22		0

TY 2014 Other Income Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KKR & CO LP	365	0	
MULTIPLE PARTNERSHIPS		477	

TY 2014 Other Increases Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Description	Amount
DIFF BETWEEN CARRYING VALUE AND TAX COST	33,189
PTP COST BASIS ADJUSTMENT	404

TY 2014 Other Professional Fees Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC AGENT FOR TRUSTEE FEES	15,246	15,246		

TY 2014 Taxes Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	124	124		0
FEDERAL TAX PAYMENT - PRIOR YE	5,107	0		0
FEDERAL ESTIMATES - PRINCIPAL	10,268	0		0