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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of foundation: STANLEY PHELPS CHARTIABLE TRUST. A Employer identification number: 52-6174489. B Telephone number: (412) 768-9969. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,699,918. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 117,688 and Excess of revenue over expenses of 132,732.

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	70,159	55,543	55,543		
	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)					
	b	Investments—corporate stock (attach schedule)	459,070	341,740	496,605		
	c	Investments—corporate bonds (attach schedule)	24,418	24,418	29,065		
	11	Investments—land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____						
12	Investments—mortgage loans						
13	Investments—other (attach schedule)	1,793,349	2,030,064	2,118,705			
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)	2,346,996	2,451,765	2,699,918			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds	2,304,635	2,417,691				
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds	42,361	34,074				
30	Total net assets or fund balances (see instructions)	2,346,996	2,451,765				
31	Total liabilities and net assets/fund balances (see instructions)	2,346,996	2,451,765				

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	2,346,996
2	Enter amount from Part I, line 27a	2	132,732
3	Other increases not included in line 2 (itemize) ▶ _____	3	4
4	Add lines 1, 2, and 3	4	2,479,732
5	Decreases not included in line 2 (itemize) ▶ _____	5	27,967
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,451,765

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	209,359
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	98,616	2,445,885	0.040319
2012	119,397	2,346,958	0.050873
2011	59,856	2,278,182	0.026274
2010	52,706	2,106,291	0.025023
2009			

2 Total of line 1, column (d).	2	0.142489
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	0.035622
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	2,650,832
5 Multiply line 4 by line 3.	5	94,428
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,595
7 Add lines 5 and 6.	7	97,023
8 Enter qualifying distributions from Part XII, line 4.	8	117,688

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,595
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	2,595
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	2,595
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,072
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	5,072
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	2,477
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 1,298 Refunded	11	1,179

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of PNC BANK NA Telephone no (412) 768-9969 Located at 620 LIBERTY AVENUE PITTSBURGH PA ZIP+4 15222705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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

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

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
PNC BANK NA 620 LIBERTY AVE PITTSBURGH, PA 15222	CO-TRUSTEE 3	13,565		
WALLACE DUNN 209 PURLINGTON ROAD TIMONIUM, MD 21093	CO-TRUSTEE 1	5,813		

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

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.		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,691,200
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	2,691,200
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	2,691,200
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	40,368
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,650,832
6	Minimum investment return. Enter 5% of line 5.	6	132,542

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	132,542
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	2,595
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,595
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	129,947
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	129,947
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	129,947

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	117,688
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	117,688
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	2,595
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	115,093

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				129,947
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			111,196	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	0			
b From 2010.	0			
c From 2011.	0			
d From 2012.	0			
e From 2013.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>117,688</u>				
a Applied to 2013, but not more than line 2a			111,196	
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.				6,492
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				123,455
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.	0			
b Excess from 2011.	0			
c Excess from 2012.	0			
d Excess from 2013.	0			
e Excess from 2014.	0			

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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> KENNEDY KRIEGER INSTITUTE 707 N BROADWAY BALTIMORE, MD 21205	NONE	PC	BENNETT INST PHYSICALLY	111,196
Total				▶ 3a 111,196
b <i>Approved for future payment</i>				
Total				▶ 3b

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)
95 BAXTER INTERNATIONAL INC			2014-01-01
188 FORD MTR CO DEL COM PAR \$0.01			2014-01-01
407 FORD MTR CO DEL COM PAR \$0.01		2013-08-20	2014-01-01
40 BEST BUY INC		2013-09-19	2014-01-17
110 BEST BUY INC		2013-09-19	2014-01-17
130 EBAY INC		2011-02-15	2014-01-28
88 CITIGROUP INC			2014-02-07
111 CITIGROUP INC			2014-02-07
115 OMNICARE INC			2014-02-20
30 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-08-30	2014-02-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,566		6,933	-367
2,886		3,157	-271
6,219		6,641	-422
1,000		1,562	-562
2,750		4,295	-1,545
6,891		4,473	2,418
4,308		3,702	606
5,455		4,257	1,198
6,832		6,790	42
5,112		2,632	2,480

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	
			-367
			-271
			-422
			-562
			-1,545
			2,418
			606
			1,198
			42
			2,480

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.)
50 NU SKIN ENTERPRISES INC			2014-03-05
60 PROCTER & GAMBLE CO			2014-03-05
40 CELGENE CORP		2013-08-29	2014-03-12
25 PVH CORP		2012-10-17	2014-03-12
35 PVH CORP			2014-03-13
10 PPG INDS INC COM		2013-10-29	2014-03-19
10 PPG INDS INC COM		2013-11-08	2014-03-19
25 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-07	2014-03-20
65 CHUBB CORP COM		2008-11-13	2014-03-20
35 PPG INDS INC COM			2014-03-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,873		6,668	-2,795
4,664		3,543	1,121
6,310		5,696	614
3,049		2,449	600
4,080		3,427	653
1,973		1,842	131
1,952		1,808	144
3,782		3,640	142
5,565		3,190	2,375
6,816		6,306	510

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	
			-2,795
			1,121
			614
			600
			653
			131
			144
			142
			2,375
			510

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 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-07	2014-03-21
41 CHUBB CORP COM			2014-03-21
140 HALLIBURTON CO			2014-03-31
100 NIKE INC CL B		2013-03-13	2014-04-02
35 GOLDMAN SACHS GROUP INC COM		2013-01-22	2014-04-10
10 GOLDMAN SACHS GROUP INC COM		2013-01-22	2014-04-10
425 FIFTH THIRD BANCORP			2014-05-01
70 HERSHEY FOODS CORP COM			2014-05-06
40 HERSHEY FOODS CORP COM		2010-05-27	2014-05-07
25 ALLERGAN INC		2009-02-06	2014-05-13

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)
2,267		2,184	83
3,528		1,878	1,650
8,243		5,893	2,350
7,458		5,465	1,993
5,480		5,108	372
1,566		1,459	107
8,661		6,012	2,649
6,724		3,294	3,430
3,865		1,873	1,992
4,039		1,031	3,008

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	
			83
			1,650
			2,350
			1,993
			372
			107
			2,649
			3,430
			1,992
			3,008

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)
35 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-08-30	2014-05-13
40 AETNA INC NEW		2013-05-31	2014-05-15
10 ALLERGAN INC		2009-02-06	2014-05-15
55 ALTRIA GROUP INC		2013-05-13	2014-05-15
25 AMERICAN EXPRESS CO		2009-11-18	2014-05-15
20 AMGEN INC		2014-01-17	2014-05-15
5 APPLE INC		2008-11-13	2014-05-15
5 APPLE INC		2013-11-26	2014-05-15
25 B/E AEROSPACE INC		2013-05-02	2014-05-15
15 BECTON DICKINSON & CO		2013-03-13	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,538		3,071	1,467
2,993		2,468	525
1,584		412	1,172
2,202		2,034	168
2,186		1,037	1,149
2,206		2,382	-176
2,949		446	2,503
2,949		2,675	274
2,420		1,587	833
1,736		1,361	375

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	
			1,467
			525
			1,172
			168
			1,149
			-176
			2,503
			274
			833
			375

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 BOEING CO		2012-09-21	2014-05-15
30 CBS CORP CLASS B WI		2013-05-16	2014-05-15
35 CVS CAREMARK CORP			2014-05-15
15 CHEVRON CORPORATION		2010-07-16	2014-05-15
70 CISCO SYS INC COM		2011-11-11	2014-05-15
215 COCACOLA CO		2010-08-13	2014-05-15
45 COCA COLA ENTERPRISES			2014-05-15
50 COMCAST CORPORATION CL A		2011-10-12	2014-05-15
25 CONOCOPHILLIPS		2013-08-27	2014-05-15
80 DELTA AIR LINES INC		2013-07-25	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,964		1,048	916
1,672		1,507	165
2,630		1,814	816
1,857		1,076	781
1,702		1,335	367
8,733		6,002	2,731
2,092		2,148	-56
2,482		1,184	1,298
1,947		1,657	290
3,021		1,706	1,315

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	
			916
			165
			816
			781
			367
			2,731
			-56
			1,298
			290
			1,315

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)
45 DISNEY WALT CO		2014-02-20	2014-05-15
30 DISCOVER FINANCIAL W/I		2012-07-26	2014-05-15
25 EOG RES INC			2014-05-15
20 EXXON MOBIL CORP		1977-02-24	2014-05-15
40 FOOT LOCKER INC		2014-04-02	2014-05-15
35 FRANKLIN RES INC COM		2013-06-04	2014-05-15
160 GENERAL ELEC CO COM			2014-05-15
25 GILEAD SCIENCES INC COM		2014-05-13	2014-05-15
5 GOOGLE INC CL A		2009-01-27	2014-05-15
5 GOOGLE INC-CL C		2009-01-27	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,594		3,564	30
1,689		1,061	628
2,569		2,328	241
2,012		62	1,950
1,925		1,922	3
1,899		1,798	101
4,239		2,804	1,435
2,000		2,010	-10
2,639		828	1,811
2,602		830	1,772

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	
			30
			628
			241
			1,950
			3
			101
			1,435
			-10
			1,811
			1,772

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 HANESBRANDS INC - W/I		2014-03-14	2014-05-15
25 HELMERICH & PAYNE INC COM			2014-05-15
25 HOME DEPOT INC COM		2012-01-09	2014-05-15
1000 ISHARES TR S&P MIDCP VALU		2007-03-12	2014-05-15
60 J P MORGAN CHASE & CO COM		2008-11-13	2014-05-15
35 JOHNSON & JOHNSON COM		2006-01-04	2014-05-15
60 KROGER CO		2014-05-06	2014-05-15
20 LAS VEGAS SANDS CORP		2013-10-22	2014-05-15
35 LINCOLN NATIONAL CORP			2014-05-15
10 LOCKHEED MARTIN CORP		2013-11-25	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,030		1,867	163
2,631		1,610	1,021
1,895		1,080	815
118,457		82,470	35,987
3,208		2,072	1,136
3,521		2,176	1,345
2,767		2,785	-18
1,451		1,452	-1
1,651		1,740	-89
1,634		1,417	217

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			163
			1,021
			815
			35,987
			1,136
			1,345
			-18
			-1
			-89
			217

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 MAGNA INTERNATIONAL ISIN CA5592224011		2013-12-31	2014-05-15
20 MANPOWER GROUP INC			2014-05-15
15 MCKESSON HBOC INC COMMN			2014-05-15
25 METHANEX CORP SEDOL 2654416		2013-11-19	2014-05-15
70 MICROSOFT CORP		2014-03-31	2014-05-15
75 ORACLE CORP		2013-11-26	2014-05-15
35 PACKAGING CORP OF AMERICA COM		2014-03-21	2014-05-15
15 POLARIS INDS INC		2012-05-03	2014-05-15
35 PROCTER & GAMBLE CO		2005-02-09	2014-05-15
30 QUALCOMM		2011-01-14	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,458		2,051	407
1,597		1,658	-61
2,652		2,333	319
1,514		1,600	-86
2,776		2,894	-118
3,141		2,631	510
2,325		2,525	-200
1,891		1,235	656
2,825		1,822	1,003
2,384		1,560	824

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	
			407
			-61
			319
			-86
			-118
			510
			-200
			656
			1,003
			824

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.)
45 QUANTA SVCS INC		2014-03-21	2014-05-15
140 REGIONS FINANCIAL CORP		2013-07-01	2014-05-15
25 ST JUDE MEDICAL INC		2014-02-20	2014-05-15
35 SCHLUMBERGER LTD COM			2014-05-15
20 SHIRE PLC SPONSORED ADR		2010-03-04	2014-05-15
55 SKYWORKS SOLUTIONS INC COM		2014-03-20	2014-05-15
40 SUNTRUST BANKS INC COM		2014-02-07	2014-05-15
25 THE TRAVELERS COS INC		2014-05-01	2014-05-15
10 UNION PAC CORP COM		2010-03-30	2014-05-15
20 UNITED TECHNOLOGIES CORP COM		2003-07-07	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,475		1,663	-188
1,393		1,369	24
1,578		1,696	-118
3,472		3,345	127
3,301		1,335	1,966
2,229		2,150	79
1,487		1,521	-34
2,302		2,269	33
1,910		737	1,173
2,313		726	1,587

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	
			-188
			24
			-118
			127
			1,966
			79
			-34
			33
			1,173
			1,587

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.)
45 VERIZON COMMUNICATIONS COM		2013-05-15	2014-05-15
5 VISA INC CLASS A SHARES		2013-02-08	2014-05-15
80 WELLS FARGO & CO NEW COM		2009-08-13	2014-05-15
60 WISCONSIN ENERGY CORP			2014-05-15
25 WYNDHAM WORLDWIDE CORP		2014-01-17	2014-05-15
5 WYNDHAM WORLDWIDE CORP		2013-03-18	2014-05-15
50 YAHOO! INC COM		2013-07-22	2014-05-15
15 ZIMMER HOLDINGS INC		2014-03-12	2014-05-15
50 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2013-05-08	2014-05-15
20 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-04-10	2014-05-15

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,157		2,406	-249
1,034		788	246
3,910		2,216	1,694
2,741		1,212	1,529
1,765		1,860	-95
353		313	40
1,683		1,400	283
1,499		1,454	45
1,722		1,648	74
2,040		1,983	57

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	
			-249
			246
			1,694
			1,529
			-95
			40
			283
			45
			74
			57

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 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-01-29	2014-05-15
35 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7			2014-05-15
25 CONSTELLATION BRANDS INC CL A		2014-05-16	2014-05-19
55 CHEVRON CORPORATION		2010-07-16	2014-05-22
35 METHANEX CORP SEDOL 2654416		2013-11-19	2014-06-03
35 METHANEX CORP SEDOL 2654416		2013-11-19	2014-06-04
70 B/E AEROSPACE INC			2014-06-05
10 GOOGLE INC-CL C			2014-06-05
45 YAHOO! INC COM		2013-07-22	2014-06-25
55 YAHOO! INC COM		2013-07-22	2014-06-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,698		1,706	-8
2,055		1,496	559
2,064		2,055	9
6,808		3,946	2,862
2,011		2,241	-230
2,000		2,241	-241
6,899		4,385	2,514
5,538		1,631	3,907
1,495		1,260	235
1,823		1,540	283

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8
			559
			9
			2,862
			-230
			-241
			2,514
			3,907
			235
			283

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.)
45 YAHOO! INC COM		2013-07-22	2014-06-25
30 SHIRE PLC SPONSORED ADR			2014-07-11
40 SHIRE PLC SPONSORED ADR		2010-03-03	2014-07-18
28 ALLERGAN INC		2009-02-06	2014-07-22
110 FRANKLIN RES INC COM		2013-06-04	2014-08-05
50 ZIMMER HOLDINGS INC		2014-03-12	2014-08-07
65 LAS VEGAS SANDS CORP		2013-10-22	2014-08-12
75 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-22	2014-08-12
36 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-22	2014-08-13
14 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-22	2014-08-13

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)
1,496		1,260	236
7,448		2,001	5,447
10,297		2,668	7,629
4,792		1,154	3,638
5,860		5,651	209
4,771		4,847	-76
4,411		4,718	-307
2,917		2,928	-11
1,391		1,405	-14
541		547	-6

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	
			236
			5,447
			7,629
			3,638
			209
			-76
			-307
			-11
			-14
			-6

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 HELMERICH & PAYNE INC COM		2013-02-25	2014-08-28
5 HELMERICH & PAYNE INC COM		2013-02-25	2014-08-28
65 MICROSOFT CORP			2014-08-28
9 MICROSOFT CORP		2008-11-13	2014-08-28
26 MICROSOFT CORP		2008-11-13	2014-08-28
10 AETNA INC NEW		2013-05-31	2014-09-02
15 ALTRIA GROUP INC		2013-05-13	2014-09-02
5 AMERICAN EXPRESS CO		2009-11-18	2014-09-02
5 AMGEN INC		2014-08-07	2014-09-02
25 APPLE INC		2008-11-13	2014-09-02

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)
516		322	194
516		322	194
2,911		2,424	487
403		173	230
1,165		501	664
816		617	199
646		555	91
446		207	239
688		631	57
2,580		319	2,261

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	
			194
			194
			487
			230
			664
			199
			91
			239
			57
			2,261

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 BECTON DICKINSON & CO		2013-03-13	2014-09-02
5 BOEING CO		2012-09-21	2014-09-02
10 CBS CORP CLASS B WI		2013-05-16	2014-09-02
10 CIGNA CORP		2014-07-18	2014-09-02
10 CVS CAREMARK CORP		2013-02-21	2014-09-02
40 CISCO SYS INC COM		2014-06-25	2014-09-02
15 COCA COLA ENTERPRISES		2014-03-05	2014-09-02
20 COMCAST CORPORATION CL A		2014-07-22	2014-09-02
10 CONOCOPHILLIPS		2014-08-12	2014-09-02
10 CONSTELLATION BRANDS INC CL A		2014-07-22	2014-09-02

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)
584		454	130
623		349	274
588		502	86
938		962	-24
794		518	276
991		990	1
708		711	-3
1,087		1,095	-8
799		804	-5
879		877	2

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	
			130
			274
			86
			-24
			276
			1
			-3
			-8
			-5
			2

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 CROWN HOLDINGS INC		2014-06-09	2014-09-02
25 DELTA AIR LINES INC		2013-07-25	2014-09-02
15 DISNEY WALT CO		2014-02-20	2014-09-02
10 DISCOVER FINANCIAL W/I		2012-07-26	2014-09-02
10 EOG RES INC		2013-07-25	2014-09-02
5 EASTMAN CHEM CO		2014-06-04	2014-09-02
5 EXXON MOBIL CORP		1977-02-24	2014-09-02
10 FOOT LOCKER INC		2014-04-02	2014-09-02
45 GENERAL ELEC CO COM		2010-01-26	2014-09-02
10 GILEAD SCIENCES INC COM		2014-07-18	2014-09-02

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)
501		505	-4
1,013		533	480
1,356		1,188	168
633		354	279
1,072		734	338
413		451	-38
490		15	475
570		480	90
1,160		747	413
1,090		888	202

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4
			480
			168
			279
			338
			-38
			475
			90
			413
			202

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 HCA HOLDINGS INC		2014-08-07	2014-09-02
5 HANESBRANDS INC - W/I		2014-03-13	2014-09-02
5 HELMERICH & PAYNE INC COM		2013-02-25	2014-09-02
5 HOME DEPOT INC COM		2012-01-09	2014-09-02
20 J P MORGAN CHASE & CO COM		2008-11-13	2014-09-02
10 JOHNSON & JOHNSON COM		2006-01-04	2014-09-02
15 KROGER CO		2014-05-06	2014-09-02
10 LINCOLN NATIONAL CORP		2013-11-12	2014-09-02
5 LOCKHEED MARTIN CORP		2013-11-25	2014-09-02
10 MAGNA INTERNATIONAL ISIN CA5592224011			2014-09-02

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)
1,050		1,014	36
517		369	148
515		322	193
455		216	239
1,184		691	493
1,031		622	409
769		696	73
554		487	67
867		709	158
1,126		814	312

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	
			36
			148
			193
			239
			493
			409
			73
			67
			158
			312

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 MANPOWER GROUP INC		2014-07-22	2014-09-02
5 MCKESSON HBOC INC COMMN		2013-10-28	2014-09-02
10 MICROSOFT CORP		2008-11-13	2014-09-02
10 ORACLE CORP		2013-11-26	2014-09-02
15 ORACLE CORP		2006-01-04	2014-09-02
10 PACKAGING CORP OF AMERICA COM		2014-03-21	2014-09-02
5 POLARIS INDS INC		2012-05-03	2014-09-02
15 PRINCIPAL FINANCIAL GROUP COM		2014-08-12	2014-09-02
10 PROCTER & GAMBLE CO		2005-02-09	2014-09-02
10 QUALCOMM		2011-01-14	2014-09-02

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)
774		825	-51
975		765	210
449		193	256
415		351	64
622		191	431
685		721	-36
733		412	321
813		761	52
828		521	307
748		520	228

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	
			-51
			210
			256
			64
			431
			-36
			321
			52
			307
			228

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 QUANTA SVCS INC		2014-03-21	2014-09-02
40 REGIONS FINANCIAL CORP		2013-07-01	2014-09-02
10 ST JUDE MEDICAL INC		2014-02-20	2014-09-02
10 SCHLUMBERGER LTD COM		2013-09-04	2014-09-02
15 SKYWORKS SOLUTIONS INC COM		2014-03-20	2014-09-02
15 SOUTHWEST AIRLINES COM		2014-06-05	2014-09-02
10 SUNTRUST BANKS INC COM		2014-02-07	2014-09-02
5 THE TRAVELERS COS INC		2014-05-01	2014-09-02
5 UNION PAC CORP COM		2010-03-30	2014-09-02
5 UNITED TECHNOLOGIES CORP COM		2003-07-07	2014-09-02

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)
553		554	-1
405		391	14
655		678	-23
1,079		831	248
843		586	257
489		410	79
379		380	-1
472		454	18
529		184	345
543		181	362

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
			14
			-23
			248
			257
			79
			-1
			18
			345
			362

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 VERIZON COMMUNICATIONS COM		2013-05-15	2014-09-02
25 WELLS FARGO & CO NEW COM			2014-09-02
20 WISCONSIN ENERGY CORP			2014-09-02
10 WYNDHAM WORLDWIDE CORP		2013-03-18	2014-09-02
15 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2013-05-08	2014-09-02
5 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-04-10	2014-09-02
15 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-06-25	2014-09-02
5 CHECK POINT SOFTWARE COM		2014-08-29	2014-09-02
10 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-02	2014-09-02
10 ROYAL CARRIBEAN CRUISES LTD SEDOL 2754907 ISIN LR0008862868		2014-08-14	2014-09-02

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)
743		802	-59
1,281		687	594
891		389	502
804		625	179
610		494	116
531		496	35
938		915	23
355		354	1
689		427	262
638		624	14

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	
			-59
			594
			502
			179
			116
			35
			23
			1
			262
			14

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.)
98 DELTA AIR LINES INC		2013-07-25	2014-09-11
59 UNITED TECHNOLOGIES CORP COM			2014-09-11
2 SUNTRUST BANKS INC COM		2014-02-07	2014-09-12
44 SUNTRUST BANKS INC COM			2014-09-12
31 SUNTRUST BANKS INC COM		2014-02-10	2014-09-12
7 SUNTRUST BANKS INC COM		2014-02-10	2014-09-15
7 SUNTRUST BANKS INC COM		2014-02-10	2014-09-15
19 SUNTRUST BANKS INC COM		2014-02-10	2014-09-15
19 CROWN HOLDINGS INC		2014-06-09	2014-09-19
76 CROWN HOLDINGS INC			2014-09-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,875		2,090	1,785
6,400		1,878	4,522
78		76	2
1,721		1,669	52
1,214		1,172	42
274		265	9
273		265	8
744		718	26
885		960	-75
3,500		3,798	-298

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	
			1,785
			4,522
			2
			52
			42
			9
			8
			26
			-75
			-298

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.)
17 CBS CORP CLASS B WI		2013-05-16	2014-09-25
68 CBS CORP CLASS B WI		2013-05-16	2014-09-25
126 ORACLE CORP		2006-01-04	2014-09-30
79 ORACLE CORP		2006-01-04	2014-09-30
1 DELL COMPUTER CORP NAME CHG 7/22/03 SEE 24702R101		2001-01-01	2014-10-08
43 COCA COLA ENTERPRISES		2014-03-05	2014-10-13
27 EOG RES INC		2013-07-25	2014-10-13
21 MANPOWER GROUP INC			2014-10-13
72 COCA COLA ENTERPRISES		2014-03-05	2014-10-14
49 MANPOWER GROUP INC		2013-11-01	2014-10-14

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)
919		854	65
3,674		3,416	258
4,819		1,608	3,211
3,026		1,008	2,018
43			43
1,759		2,038	-279
2,315		1,982	333
1,289		1,699	-410
2,888		3,413	-525
2,967		3,876	-909

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	
			65
			258
			3,211
			2,018
			43
			-279
			333
			-410
			-525
			-909

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)
55 HELMERICH & PAYNE INC COM			2014-11-17
112 QUANTA SVCS INC			2014-12-12
3 QUANTA SVCS INC		2014-03-20	2014-12-12
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)
4,290		3,522	768
3,007		4,106	-1,099
81		109	-28
			56,899

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	
			768
			-1,099
			-28

**TY 2014 Investments Corporate
Bonds Schedule**

Name: STANLEY PHELPS CHARTIABLE TRUST

EIN: 52-6174489

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	24,418	29,065

**TY 2014 Investments Corporate
Stock Schedule****Name:** STANLEY PHELPS CHARTIABLE TRUST**EIN:** 52-6174489

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	341,740	496,605

TY 2014 Investments - Other Schedule**Name:** STANLEY PHELPS CHARTIABLE TRUST**EIN:** 52-6174489

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED	AT COST	794,184	793,652
MUTUAL FUNDS - EQUITIES	AT COST	1,183,880	1,274,800
MUTUAL FUNDS - ALTERNATIVE	AT COST	52,000	50,253

TY 2014 Other Decreases Schedule**Name:** STANLEY PHELPS CHARTIABLE TRUST**EIN:** 52-6174489

Description	Amount
DIFF BETWEEN CARRYING VALUE AND TAX COST	27,967

TY 2014 Other Increases Schedule

Name: STANLEY PHELPS CHARTIABLE TRUST

EIN: 52-6174489

Description	Amount
ROUNDING ADJ FOR SALES AND TRANSACTIONS	4

TY 2014 Taxes Schedule

Name: STANLEY PHELPS CHARTIABLE TRUST

EIN: 52-6174489

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	53	53		0
FEDERAL TAX PAYMENT - PRIOR YE	3,991	0		0
FEDERAL ESTIMATES - PRINCIPAL	5,072	0		0