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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 separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED

A Employer identification number

56-0690140

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

2920 REYNOLDA ROAD

Room/suite

B Telephone number

(336) 748-9222

City or town, state or province, country, and ZIP or foreign postal code

WINSTON-SALEM, NC 27106-5123

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

▶ \$ 184,383,567. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) _____F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	60,305.	60,305.		
	4 Dividends and interest from securities	4,422,387.	4,422,387.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	49,587,009.			
	7 Capital gain net income (from Part IV, line 2)		7,701,851.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,805,974.	1,805,974.			
12 Total. Add lines 1 through 11	13,990,517.	13,990,517.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	496,899.	34,783.		462,116.
	14 Other employee salaries and wages	415,460.	29,082.		386,378.
	15 Pension plans, employee benefits	283,338.	19,834.		263,504.
	16a Legal fees STMT 2	4,366.	306.		4,060.
	b Accounting fees STMT 3	33,615.	20,169.		13,446.
	c Other professional fees STMT 4	951,749.	855,044.		96,706.
	17 Interest	21,542.	1,508.		20,034.
	18 Taxes STMT 5	383,826.	114,049.		0.
	19 Depreciation and depletion	31,105.	2,177.		
	20 Occupancy	6,389.	447.		5,942.
	21 Travel, conferences, and meetings	231,856.	15,314.		216,542.
	22 Printing and publications				
	23 Other expenses STMT 6	334,317.	12,873.		321,444.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,194,462.	1,105,586.		1,790,172.
	25 Contributions, gifts, grants paid	6,866,232.			7,231,315.
26 Total expenses and disbursements. Add lines 24 and 25	10,060,694.	1,105,586.		9,021,487.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	3,929,823.				
b Net investment income (if negative, enter -0-)		12,884,931.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		342,407.	278,275.	278,275.
	2	Savings and temporary cash investments		454,232.	31,912,945.	31,912,945.
	3	Accounts receivable	2,217.			
		Less: allowance for doubtful accounts		2,328.	2,217.	2,217.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		67,876.	110,763.	110,763.
	10a	Investments - U.S. and state government obligations	STMT 7	7,832,433.	8,366,300.	8,366,300.
	b	Investments - corporate stock	STMT 8	167,021,737.	137,106,666.	137,106,666.
	c	Investments - corporate bonds	STMT 9	267,324.	8,891.	8,891.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	953,902.	1,135,937.	1,135,937.	
14	Land, buildings, and equipment basis	903,064.				
	Less: accumulated depreciation	393,912.	524,376.	509,152.	509,152.	
15	Other assets (describe)	STATEMENT 11)	4,930,595.	4,952,421.	4,952,421.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		182,397,210.	184,383,567.	184,383,567.	
Liabilities	17	Accounts payable and accrued expenses		272,142.	244,425.	
	18	Grants payable		4,154,583.	3,789,499.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable		449,165.	421,927.	
	22	Other liabilities (describe)	STATEMENT 12)	530,698.	635,906.	
23	Total liabilities (add lines 17 through 22)		5,406,588.	5,091,757.		
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		176,036,720.	178,155,873.	
	25	Temporarily restricted		953,902.	1,135,937.	
	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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances		176,990,622.	179,291,810.	
31	Total liabilities and net assets/fund balances		182,397,210.	184,383,567.		

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	176,990,622.
2	Enter amount from Part I, line 27a	2	3,929,823.
3	Other increases not included in line 2 (itemize) CHANGE IN VALUE OF CRTS	3	182,035.
4	Add lines 1, 2, and 3	4	181,102,480.
5	Decreases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS HELD	5	1,810,670.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	179,291,810.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 49,587,009.		43,774,527.	7,701,851.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			7,701,851.

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	7,701,851.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	9,033,040.	164,704,787.	.054844
2012	8,937,803.	150,931,750.	.059218
2011	9,823,401.	153,267,785.	.064093
2010	9,234,726.	145,490,954.	.063473
2009	8,824,497.	129,682,678.	.068047

2 Total of line 1, column (d)	2	.309675
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	.061935
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	177,291,452.
5 Multiply line 4 by line 3	5	10,980,546.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	128,849.
7 Add lines 5 and 6	7	11,109,395.
8 Enter qualifying distributions from Part XII, line 4	8	9,536,256.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	257,699.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	257,699.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	257,699.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	295,520.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments	6c	150,000.
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6d	
b	Exempt foreign organizations - tax withheld at source	7	445,520.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	187,821.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	11	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 187,821. Refunded ☐		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.

1c Did the foundation file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation. \$ 0. (2) On foundation managers \$ 0.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? N/A

4b 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? If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC

8b 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MRBF.ORG	13	X	
14	The books are in care of ► JUSTIN MAXSON Telephone no ► (336) 748-9222 Located at ► 2920 REYNOLDA ROAD, WINSTON-SALEM, NC ZIP+4 ► 27106-5123			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ►		
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) N/A	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 ►		
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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

N/A
► ☐

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☐ No

N/A

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.

(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
SEE STATEMENT 13		496,899.	104,912.	560.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LAVASTIAN GLENN - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	NETWORK OFFICER	84,193.	32,042.	240.
LORA SMITH - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	COMMUNICATIONS OFFICER	65,861.	15,892.	240.
JENNIFER BARKSDALE - 2920 REYNOLDA ROAD, WINSTON-SALEM, NC 27106	FINANCE OFFICER	77,764.	0.	240.

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

► 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVENUE, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	311,450.
SAYBROOK CAPITAL 2000 FRONTIS PLAZA, WINSTON-SALEM, NC 27103	INVESTMENT MANAGEMENT	146,530.
VONTOBEL GLOBAL EMERGING MARKETS FUND 1540 BROADWAY, 38TH FLOOR, NEW YORK, NY 10036	INVESTMENT MANAGEMENT	115,964.
ADVISORY RESEARCH 180 NORTH STETSON, CHICAGO, IL 60601	INVESTMENT CONSULTANT	74,045.
HEWITT ENNISKNUPP, INC. 4130 PARKDALE AVE., RALEIGH, NC 27612	INVESTMENT CONSULTANT	73,117.
Total number of others receiving over \$50,000 for professional services		1

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 SEE STATEMENT 14	159,062.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 SOUTH CAROLINA COMMUNITY LOAN FUND, 2%, 84 MONTHS, MATURES DECEMBER 2021.	400,000.
2 SOUTHERN BANCORP CD, .275%, 24 MONTHS, MATURES DECEMBER 2016	50,000.
All other program-related investments See instructions	
3 LATINO COMMUNITY CREDIT UNION CD, .3%, 12 MONTHS, MATURES DECEMBER 2015	50,000.
Total. Add lines 1 through 3	500,000.

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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	179,789,402.
b	Average of monthly cash balances	1b	165,617.
c	Fair market value of all other assets	1c	36,303.
d	Total (add lines 1a, b, and c)	1d	179,991,322.
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	179,991,322.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,699,870.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	177,291,452.
6	Minimum investment return. Enter 5% of line 5	6	8,864,573.

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	8,864,573.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	257,699.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	257,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,606,874.
4	Recoveries of amounts treated as qualifying distributions	4	481,847.
5	Add lines 3 and 4	5	9,088,721.
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	9,088,721.

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	9,021,487.
b	Program-related investments - total from Part IX-B	1b	500,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	14,769.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,536,256.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,536,256.

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.

Form 990-PF (2014)

MARY REYNOLDS BABCOCK FOUNDATION,
INCORPORATED

Form 990-PF (2014)

56-0690140 Page 9

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				9,088,721.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	2,306,039.			
b From 2010	1,885,890.			
c From 2011	2,049,175.			
d From 2012	1,305,786.			
e From 2013	883,014.			
f Total of lines 3a through e	8,429,904.			
4 Qualifying distributions for 2014 from Part XII, line 4. $\blacktriangleright$ \$	9,536,256.			
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				9,088,721.
e Remaining amount distributed out of corpus	447,535.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	8,877,439.			
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 instr			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	2,306,039.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	6,571,400.			
10 Analysis of line 9				
a Excess from 2010	1,885,890.			
b Excess from 2011	2,049,175.			
c Excess from 2012	1,305,786.			
d Excess from 2013	883,014.			
e Excess from 2014	447,535.			

Form 990-PF (2014)

Part XV	Supplementary Information (continued)
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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE ATTACHED STATEMENT D				7,231,315.
Total			► 3a	7,231,315.
b <i>Approved for future payment</i>				
SEE ATTACHED STATEMENT D				3,789,500.
Total			► 3b	3,789,500.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

423621
11-24-14

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes	No

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," ~~complete~~ the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

EXECUTIVE
DIRECTOR

May 116 HS discuss this
return with the preparer
shown below (see page 12)

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN.

TAMELA L. GAINES

Firm's name ► MCGLADREY LLP

Firm's address ▶ 230 N ELM ST STE 1100
GREENSBORO, NC 27401

P00437957

Firm's EIN ▶ 42-0714325

Phone no. (336) 272-4551

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	SILCHESTER K-1 SHORT TERM		VARIOUS	VARIOUS
b	SILCHESTER K-1 LONG TERM		VARIOUS	VARIOUS
c	VONTOBEL K-1 SHORT TERM		VARIOUS	VARIOUS
d	VONTOBEL K-1 LONG TERM		VARIOUS	VARIOUS
e	SEE SCHEDULE ATTACHED		VARIOUS	VARIOUS
f	REALIZED GAIN ON PRI		VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			-21,941.
b			1,848,871.
c			-70,466.
d			-5,403.
e	49,587,009.	43,774,527.	5,812,482.
f			138,308.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-21,941.
b			1,848,871.
c			-70,466.
d			-5,403.
e			5,812,482.
f			138,308.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	7,701,851.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	1,747,499.	1,747,499.	
SECTION 988 LOSS	-16,473.	-16,473.	
SECTION 1296 INCOME	74,948.	74,948.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,805,974.	1,805,974.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,366.	306.		4,060.
TO FM 990-PF, PG 1, LN 16A	4,366.	306.		4,060.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	33,615.	20,169.		13,446.
TO FORM 990-PF, PG 1, LN 16B	33,615.	20,169.		13,446.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	846,874.	846,874.		0.
BOARD CONSULTANTS	1,449.	0.		1,449.
VARIOUS SERVICES	103,426.	8,170.		95,257.
TO FORM 990-PF, PG 1, LN 16C	951,749.	855,044.		96,706.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	269,777.	0.		0.
FOREIGN TAX	114,049.	114,049.		0.
TO FORM 990-PF, PG 1, LN 18	383,826.	114,049.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROGRAM DEVELOPMENT EXPENSES	17,658.	0.		17,658.
PRI DUE DILIGENCE & MONITORING	9,875.	0.		9,875.
COMMUNICATIONS / WEB SITE	72,987.	0.		72,987.
POSTAGE	898.	63.		835.
EQUIPMENT MAINTENANCE	13,158.	921.		12,237.
DUES & MEMBERSHIPS	45,273.	3,169.		42,104.
MISCELLANEOUS	2,746.	192.		2,554.
INSURANCE	22,770.	1,594.		21,176.
BANK AND PAYROLL FEES	3,232.	226.		3,006.
TELEPHONE, SUPPLIES, SUBSCRIPTIONS	16,887.	1,182.		15,705.
JANITORIAL	15,989.	1,119.		14,870.
TECH SUPPORT	59,960.	4,197.		55,763.
CARBON OFFSET	3,000.	210.		2,790.
10 YEAR PLANNING	49,884.	0.		49,884.
TO FORM 990-PF, PG 1, LN 23	334,317.	12,873.		321,444.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		6,165,201.	6,165,201.
		X	2,201,099.	2,201,099.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,165,201.	6,165,201.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			2,201,099.	2,201,099.
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,366,300.	8,366,300.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	137,106,666.	137,106,666.
TOTAL TO FORM 990-PF, PART II, LINE 10B	137,106,666.	137,106,666.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	8,891.	8,891.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,891.	8,891.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANNUITY TRUST	COST	1,135,937.	1,135,937.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,135,937.	1,135,937.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS RECEIVABLE FOR UNSETTLED SECURITY SALES	4,772,912.	4,791,065.	4,791,065.
ACCRUED INCOME	1,570. 156,113.	13,633. 147,723.	13,633. 147,723.
TO FORM 990-PF, PART II, LINE 15	4,930,595.	4,952,421.	4,952,421.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	412,981.	425,059.
PAYABLES FOR SECURITIES	53,180.	210,847.
ACCRUED FEDERAL EXCISE TAX	64,537.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	530,698.	635,906.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRUCE BABCOCK 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
LAVEEDA BATTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	3,200.	0.	0.
CHAD BERRY 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	3,200.	0.	0.
DEE DAVIS 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	- PRES 2,400.	0.	0.
DAVID DODSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,400.	0.	0.
JERRY GONZALEZ 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,400.	0.	0.
DERRICK JOHNSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 1.00	1,200.	0.	0.
BARBARA MILLHOUSE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	0.	0.	0.
JAMES MITCHELL 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	3,200.	0.	0.
KATHARINE B. MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 1.00	0.	0.	0.
KATHARINE R. MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 1.00	0.	0.	0.

MARY REYNOLDS BABCOCK FOUNDATION, INCORP

56-0690140

KENNETH MOUNTCASTLE, III 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 3.00	0.	0.	0.
LAURA MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - TREAS 3.00	0.	0.	0.
MARY MOUNTCASTLE 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - VICE PRES 5.00	0.	0.	0.
IVAN KOHAR PARRA 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER - SEC 2.00	2,000.	0.	0.
KEVIN TRAPANI 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	BOARD MEMBER 2.00	2,400.	0.	0.
DAVID JACKSON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	EXECUTIVE DIRECTOR -1/14 TO 4/14 40.00	170,483.	37,250.	80.
SANDRA MIKUSH 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	INTRM EXEC DIR MAY-DEC; DEP DIR JAN-APR 40.00	175,708.	43,849.	240.
GLADYS WASHINGTON 2920 REYNOLDA ROAD WINSTON-SALEM, NC 27106	PROGRAM DIRECTOR 40.00	128,308.	23,813.	240.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		496,899.	104,912.	560.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY ONE

FOUNDATION STAFF TIME AND EXPENSES ON BOARDS, GRANTEE
TECHNICAL ASSISTANCE, PARTICIPATION IN FUNDER NETWORKS, PEER
ADVICE TO FUNDER COLLEAGUES, PUBLIC POLICY RESEARCH AND
PUBLISH RESULTS, PRESENTERS AT CONFERENCES, AND ADVISORY
COMMITTEES OF OTHER CHARITABLE ORGANIZATIONS

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

159,062.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JUSTIN MAXSON, EXECUTIVE DIRECTOR
2920 REYNOLDA ROAD
WINSTON-SALEM, NC 27106

TELEPHONE NUMBER

(336) 748-9222

FORM AND CONTENT OF APPLICATIONS

APPLICATION FORM (AVAILABLE ON WEBSITE)
PROPOSAL RESPONDING TO PROGRAM GUIDELINES (AVAILABLE ON WEBSITE)
BUDGET
LIST OF BOARD OF DIRECTORS
COPY OF IRS EXEMPTION LETTER
AUDITED FINANCIAL STATEMENTS

ANY SUBMISSION DEADLINES

THE FDN USES A ROLLING APPLICATION PROCESS

RESTRICTIONS AND LIMITATIONS ON AWARDS

PREFERENCE IN SOUTHEAST UNITED STATES
NO GRANTS TO INDIVIDUALS OR FOR CONSTRUCTION
NO GRANTS FOR INTERNATIONAL PROGRAMS
CONCENTRATION IN GRANTS TO ORGANIZATIONS THAT HELP PEOPLE AND PLACES IN THE
SOUTHEASTERN U.S. MOVE OUT OF POVERTY



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 233811 INVESTMENT DETAIL W/ CUSIP
 A18 G000100
 MARY REYNOLDS BABCOCK
 MARY REYNOLD COMBINE

2014-12-31 CYCLE A 23:38:14 RUN DATE: 17-MAR-15
 PAGE: 1
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
<u>INVESTMENTS CASH EQUIVALENTS</u>					
	DREYFUS INS RSRV TREA PRE 6541 VAR RT 12/31/2049 DD 09/10/08				
	996186532	73,504.25	100.0000	73,504.25	0.00
73,504.2500	SAYBROOK CAPITAL	21,340,192.44	100.0000	21,340,192.44	0.00
21,340,192.4400	PIMCO	443.97	100.0000	443.97	0.00
443.9700	NORTHERN TRUST	556.99	100.0000	556.99	0.00
556.9900	SILCHESTER	403,416.87	100.0000	403,416.87	0.00
403,416.8700	ADVISORY RESEARCH	427,991.95	100.0000	427,991.95	0.00
427,991.9500	CRA ADVISORS				
22,246,106.4700		22,246,106.47		22,246,106.47	0.00
TOTAL INVESTMENTS CASH EQUIVALENTS					
		22,246,106.47		22,246,106.47	0.00

INVESTMENTS FIXED INCOME SECURITIES

8,904.2000	CRF-18 LLC 19 A3 144A 4.680% 08/01/2035 DD 04/03/08 12625VAE1 CRA ADVISORS	8,904.20	99.8515	8,890.98	13.22-
118,431.8600	FHA PROJECT # 053-35863 5.750% 01/01/2035 DD 06/05/08 301998LF3 CRA ADVISORS	117,079.08	100.0262	118,462.96	1,383.88
51,529.9100	FHLMC POOL #G0-6072 6.000% 06/01/2038 DD 10/01/10 3128M8CH5 CRA ADVISORS	55,813.33	113.5370	58,505.51	2,692.18

Mary Reynolds Babcock Foundation
 EIN: 56-0690140
 2014
 Investment Holdings



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 233811

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2014

2014-12-31 CYCLE A 23:38:14 RUN DATE: 17-MAR-15
PAGE: 2
M1111

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
380,004.2800	FHLMC POOL #A9-7712 4.000% 03/01/2041 DD 03/01/11 312946R99 CRA ADVISORS	370,741.67	107.3160	407,805.39	37,063.72
17,365.0390	FHLMC POOL #A3-7281 5.500% 08/01/2035 DD 08/01/05 31297TCS0 CRA ADVISORS	17,530.55	111.5930	19,378.17	1,847.62
214,181.2200	FNMA POOL #0387158 5.480% 11/01/2022 DD 11/01/04 31377UB36 CRA ADVISORS	214,682.22	114.2360	244,672.06	29,989.84
218,434.4400	FNMA POOL #0AQ0512 3.000% 11/01/2042 DD 11/01/12 3138MFSAB CRA ADVISORS	230,243.56	101.3470	221,376.75	8,866.81-
271,940.1900	FNMA POOL #0AP2098 3.500% 08/01/2042 DD 08/01/12 3138M5KL2 CRA ADVISORS	289,106.42	104.3840	283,862.05	5,244.37-
216,882.1600	FNMA POOL #0AT0343 3.000% 05/01/2043 DD 04/01/13 3138WMLZ2 CRA ADVISORS	227,082.41	101.2940	219,688.62	7,393.79-

Mary Reynolds Babcock Foundation
EIN: 56-0690140
2014
Investment Holdings



BNY MELLON

TRDA18 A18G00010000 ANNUAL FINAL 233811

A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

INVESTMENT DETAIL W/ CUSIP
31 DECEMBER 2014

2014-12-31 CYCLE A 23:38:14 RUN DATE: 17-MAR-15
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
294,319.6900	FNMA POOL #04V7157 4.000% 04/01/2044 DD 04/01/14 3138XJ5T0 CRA ADVISORS	308,138.92	106.8520	314,486.48	6,347.56
113,149.6300	FNMA POOL #0463195 6.380% 08/01/2024 DD 08/01/09 31381KRQ4 CRA ADVISORS	120,645.76	122.2220	138,293.74	17,647.98
194,628.0300	FNMA POOL #0463776 4.600% 11/01/2019 DD 11/01/09 31381LFR3 CRA ADVISORS	200,010.67	110.8740	215,791.88	15,781.21
318,520.2200	FNMA POOL #0468411 3.400% 06/01/2021 DD 06/01/11 31381RKY8 CRA ADVISORS	326,483.21	105.6110	336,392.39	9,909.18
239,442.8700	FNMA POOL #0470863 3.060% 04/01/2022 DD 04/01/12 31381UB89 CRA ADVISORS	248,683.90	104.1080	249,279.18	595.28
221,917.1300	FNMA POOL #0890230 5.000% 07/01/2040 DD 08/01/10 31410LA77 CRA ADVISORS	235,187.48	110.6170	245,478.07	10,280.59

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
320,986.8700	GNMA POOL #0738398 4.500% 06/15/2041 DD 06/01/11 3620ASKK4 CRA ADVISORS	342,402.68	110.5160	354,741.85	12,339.17
106,290.5200	GNMA POOL #0745073 4.500% 06/15/2040 DD 06/01/10 3620C0XA1 CRA ADVISORS	109,396.19	110.1320	117,059.88	7,663.69
178,494.9900	GNMA POOL #0591746 2.630% 06/15/2048 DD 05/01/13 36201SL31 CRA ADVISORS	188,758.46	94.1600	168,070.88	20,687.58-
400,000.0000	GNMA GTD REMIC P/T 10-13 B VAR RT 10/16/2040 DD 02/01/10 38376GFES CRA ADVISORS	406,562.50	106.3670	425,468.00	18,905.50
120,978.3300	GNMA GTD REMIC P/T 10-72 B 3.459% 05/16/2036 DD 06/01/10 38376GGY9 CRA ADVISORS	120,449.05	102.0780	123,492.26	3,043.21
275,000.0000	GNMA GTD REMIC P/T 11-164 AB VAR RT 04/16/2046 DD 12/01/11 38378BAJ8 CRA ADVISORS	287,987.30	103.1670	283,709.25	4,278.05-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
356,173.7000	GNMA GTD REMIC P/T 13-29 AB 1.767% 10/16/2045 DD 02/01/13 38378KAB6 CRA ADVISORS	347,547.62	96.9590	345,342.46	2,205.16-
535,821.7400	GNMA GTD REMIC P/T 13-126 A VAR RT 10/16/2047 DD 08/01/13 38378KDT1 CRA ADVISORS	531,803.08	98.4100	527,302.17	4,500.91-
200,000.0000	JONESBORO AR ECON DEV REVENUE 3.375% 10/01/2018 DD 10/27/10 480258AH5 CRA ADVISORS	197,596.00	102.0200	204,040.00	6,444.00
55,000.0000	KENTUCKY ST HSG CORP HSG REVEN 6.060% 07/01/2036 DD 08/30/07 49130TBS4 CRA ADVISORS	56,100.00	101.6590	55,912.45	187.55-
50,000.0000	KENTUCKY ST HSG CORP HSG REVEN 4.250% 07/01/2033 DD 06/27/12 49130TPR1 CRA ADVISORS	51,856.00	104.8590	52,429.50	573.50
170,000.0000	KENTUCKY ST HSG CORP HSG REVEN 2.550% 07/01/2020 DD 07/02/14 49130TSF4 CRA ADVISORS	170,000.00	101.4150	172,405.50	2,405.50

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
45,000.0000	MISSISSIPPI ST HOME CORP 4.950% 08/20/2017 DD 07/01/08 60535NBT3 CRA ADVISORS	45,000.00	99.8320	44,924.40	75.60-
105,000.0000	MISSISSIPPI ST 3.543% 10/01/2023 DD 10/26/11 6055806U8 CRA ADVISORS	105,000.00	104.2660	109,478.30	4,479.30
90,000.0000	MISSISSIPPI ST 1.900% 12/01/2019 DD 10/30/12 605581CM7 CRA ADVISORS	90,558.90	99.9280	89,935.20	623.70-
325,000.0000	NORTH CAROLINA ST HSG FIN AGYH 3.602% 07/01/2022 DD 11/21/13 658207PU3 CRA ADVISORS	325,000.00	103.3030	335,734.75	10,734.75
205,465.5900	SBA GTD PARTN CTFS 2007-20E 1 5.310% 05/01/2027 DD 05/16/07 83162CRA3 CRA ADVISORS	219,976.59	109.9860	225,983.38	6,006.79
152,896.0800	SBA GTD PARTN CTFS 2010-20B 1 4.140% 02/01/2030 DD 02/17/10 83162CTB9 CRA ADVISORS	168,090.12	108.0130	165,147.64	2,942.48-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
157,347.6680	SBA GTD LN POOL CTFS #507528 VAR RT 11/25/2030 DD 12/01/05 83164JLJ3 CRA ADVISORS	156,884.50	99.6490	156,795.38	89.12-
4,113.0200	SBA GTD LN POOL CTFS #508890 VAR RT 06/25/2020 DD 07/01/10 83164K2X0 CRA ADVISORS	4,148.99	100.1670	4,119.89	29.10-
41,827.2600	SBA GTD LN POOL CTF #508901 VAR RT 07/25/2020 DD 08/01/10 83164K3J0 CRA ADVISORS	41,827.26	98.8240	41,335.37	491.89-
195,000.0000	SOUTH CAROLINA ST HSG FIN & DE 2.524% 01/01/2019 DD 08/26/12 83712DSK3 CRA ADVISORS	195,000.00	100.0910	195,177.45	177.45
160,000.0000	SOUTH CAROLINA ST HSG FIN & DE 2.950% 01/01/2041 DD 04/17/13 83712TDA6 CRA ADVISORS	161,097.60	100.2640	160,422.40	675.20-
150,000.0000	U S DEPT HSG & URBAN DEV GOVT 3.460% 08/01/2031 DD 11/17/11 911759LV8 CRA ADVISORS	146,250.00	102.1060	153,159.00	6,909.00

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100,000.0000	VIRGINIA ST HSG DEV AUTH 6.360% 11/01/2038 DD 09/20/07 92812QUE5 CRA ADVISORS	102,444.00	105.5050	105,505.00	3,061.00
179,065.9970	VIRGINIA ST HSG DEV AUTH CMWLT 5.500% 06/25/2034 DD 06/01/04 92812T8P9 CRA ADVISORS	180,274.79	103.7070	185,703.97	5,429.18
120,000.0000	WEST VIRGINIA ST HSG DEV FUND 3.122% 05/01/2019 DD 09/14/11 95662MG38 CRA ADVISORS	123,480.00	102.4450	122,934.00	546.00-
120,000.0000	WEST VIRGINIA ST HSG DEV FUND 3.422% 11/01/2020 DD 09/14/11 95662MG61 CRA ADVISORS	120,000.00	103.8060	124,567.20	4,567.20
250,000.0000	WEST VIRGINIA ST HSG DEV FUND 2.250% 05/01/2021 DD 05/09/13 95662MQ94 CRA ADVISORS	250,000.00	96.7710	241,927.50	8,072.50-
TOTAL INVESTMENTS FIXED INCOME SECURITIES		8,215,835.01		8,375,190.26	159,355.25

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1,120.0000	ENSTAR GROUP LTD G3075P101 ADVISORY RESEARCH	80,777.01	152.8900	171,236.80	90,459.79
6,600.0000	PERRIGO CO PLC G97822103 SAYBROOK CAPITAL	955,442.90	167.1600	1,103,256.00	147,813.10
6,513.0000	ALEXANDER & BALDWIN INC 014491104 ADVISORY RESEARCH	194,901.76	39.2800	255,700.38	60,798.62
8,000.0000	ALLERGAN INC/UNITED STATES 018480102 SAYBROOK CAPITAL	707,997.60	212.5900	1,700,720.00	992,722.40
2,550.0000	ANALOGIC CORP 032657207 ADVISORY RESEARCH	174,741.01	84.6100	215,755.50	41,014.49
9,800.0000	APPLE INC 037833100 SAYBROOK CAPITAL	735,161.43	110.3800	1,081,724.00	346,562.57
1,983.0000	ATLANTIC TELE-NETWORK INC 049079205 ADVISORY RESEARCH	133,073.81	67.5900	134,030.97	957.16
11,500.0000	AUTOMATIC DATA PROCESSING INC 053015103 SAYBROOK CAPITAL	359,754.86	83.3700	958,755.00	599,000.14

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
7,601.0000	BANKUNITED INC 06652K103 ADVISORY RESEARCH	197,838.02	28.9700	220,200.97	22,362.95
11,000.0000	BERKSHIRE HATHAWAY INC 084670702 SAYBROOK CAPITAL	791,640.82	150.1500	1,651,650.00	860,009.18
682.0000	BIGLARI HOLDINGS INC 08986R101 ADVISORY RESEARCH	264,568.67	399.5100	264,475.62	93.05-
3,146.0000	BOISE CASCADE CO 09739D100 ADVISORY RESEARCH	89,699.05	37.1500	116,873.90	27,174.85
5,950.0000	CST BRANDS INC 12646R105 ADVISORY RESEARCH	207,446.39	43.6100	259,479.50	52,033.11
316,709.4170	CALVERT EQUITY PORTFOLIO - I 131618795 MRBF CALVERT EQUITY	14,237,966.50	53.1400	16,829,938.42	2,591,971.92
5,970.0000	CAPITAL BANK FINANCIAL CORP 139784101 ADVISORY RESEARCH	134,362.17	26.8000	159,996.00	25,633.83
8,034.0000	CAPITAL SOUTHWEST CORP 140501107 ADVISORY RESEARCH	286,808.13	37.9100	304,568.94	17,760.81

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3,872.0000	CARRIZO OIL & GAS INC 144577103 ADVISORY RESEARCH	107,427.29	41.6000	161,075.20	53,647.91
370,694.1060	COHEN & STEERS INST GLBL REA 19248K107 COHEN STEERS	6,578,733.24	25.2400	9,356,319.24	2,777,586.00
4,175.0000	CORE-MARK HOLDING CO INC 218681104 ADVISORY RESEARCH	86,179.06	61.9300	256,557.75	172,378.69
3,915.0000	DELEK US HOLDINGS INC 246647101 ADVISORY RESEARCH	117,998.34	27.2800	106,801.20	11,198.14-
1,905.0000	DELTIC TIMBER CORP 247850100 ADVISORY RESEARCH	109,248.49	68.4000	130,302.00	21,053.51
32,424.0000	DESTINATION XL GROUP INC 25065K104 ADVISORY RESEARCH	165,716.13	5.4600	177,035.04	11,318.91
8,000.0000	DIAGEO PLC ADR 25243Q205 SAYBROOK CAPITAL	537,473.14	114.0900	912,720.00	375,246.86
14,000.0000	EBAY INC 278842103 SAYBROOK CAPITAL	739,776.06	56.1200	785,680.00	45,903.94

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5.035 0000	ENCORE CAPITAL GROUP INC 282554102 ADVISORY RESEARCH	164,065.50	44.4000	223,554.00	59,488.50
5.205.0000	ENCORE WIRE CORP 292562105 ADVISORY RESEARCH	150,971.57	37.3300	194,302.65	43,331.08
6.000.0000	EXXON MOBIL CORP 30231G102 SAYBROOK CAPITAL	524,340.00	92.4500	554,700.00	30,360.00
10,000.0000	FACTSET RESEARCH SYSTEMS INC 303075105 SAYBROOK CAPITAL	544,775.77	140.7500	1,407,500.00	862,724.23
3,270.0000	FINISH LINE INC/THE 317923100 ADVISORY RESEARCH	78,138.58	24.3100	79,493.70	1,355.12
46,000.0000	GENERAL ELECTRIC CO 369604103 SAYBROOK CAPITAL	1,149,580.59	25 2700	1,162,420.00	12,839.41
2,000.0000	GOOGLE INC 38259P508 SAYBROOK CAPITAL	572,127.16	530.6600	1,061,320.00	489,192.84
2,000.0000	GOOGLE INC 38259P706 SAYBROOK CAPITAL	569,312.40	526.4000	1,052,800.00	483,487.60

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5,160.0000	GULFPORT ENERGY CORP 402635304 ADVISORY RESEARCH	242,387.10	41.7400	215,378.40	27,008.70-
12,074.0000	HGREGG INC 42833L108 ADVISORY RESEARCH	182,280.35	7.5700	91,400.18	90,880.17-
14,000.0000	HONEYWELL INTERNATIONAL INC 438516106 SAYBROOK CAPITAL	629,212.22	99.9200	1,398,880.00	769,667.78
4,545.0000	INNOPHOS HOLDINGS INC 45774N108 ADVISORY RESEARCH	245,447.16	58.4500	265,655.25	20,208.09
11,540.0000	INTREPID POTASH INC 46121Y102 ADVISORY RESEARCH	206,404.25	13.8800	160,175.20	46,229.05-
15,708.0000	INVESTORS BANCORP INC 46146L101 ADVISORY RESEARCH	85,171.50	11.2250	176,322.30	91,150.80
7,500.0000	JOHNSON & JOHNSON 478160104 SAYBROOK CAPITAL	419,807.52	104.5700	784,275.00	364,467.48
11,700.0000	KENNEDY-WILSON HOLDINGS INC 489398107 ADVISORY RESEARCH	232,118.34	25.3000	296,010.00	63,891.66

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8,000.0000	KRAFT FOODS GROUP INC 50076Q106 SAYBROOK CAPITAL	466,136.40	62.6600	501,280.00	35,143.60
4,635.0000	LYDALL INC 550819106 ADVISORY RESEARCH	136,448.13	32.8200	152,120.70	15,672.57
4,710.0000	MDC HOLDINGS INC 552676108 ADVISORY RESEARCH	140,150.36	26.4700	124,673.70	15,476.66-
630.0000	MASONITE INTERNATIONAL CORP 575385109 ADVISORY RESEARCH	38,220.36	61.4400	38,707.20	486.84
4,210.0000	MATSON INC 57686G105 ADVISORY RESEARCH	103,336.64	34.5200	145,329.20	41,992.56
21,000.0000	MONDELEZ INTERNATIONAL INC 609207105 SAYBROOK CAPITAL	509,194.71	36.3250	762,825.00	253,630.29
3,800.0000	NATIONAL BANK HOLDINGS CORP 633707104 ADVISORY RESEARCH	72,054.10	19.4100	73,758.00	1,703.90
3,522.0000	NAVIGATORS GROUP INC/THE 638904102 ADVISORY RESEARCH	186,960.58	73.3400	258,303.48	71,342.90

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10,000.0000	NORFOLK SOUTHERN CORP 655844108 SAYBROOK CAPITAL	645,370.40	109.6100	1,096,100.00	450,729.60
16,780.0000	NORTHFIELD BANCORP INC 66611T108 ADVISORY RESEARCH	199,512.25	14.8000	248,344.00	48,831.75
4,760.0000	OSHKOSH CORP 688239201 ADVISORY RESEARCH	201,324.59	48.6500	231,574.00	30,249.41
2,170.0000	OWENS CORNING 690742101 ADVISORY RESEARCH	87,318.05	35.8100	77,707.70	9,610.35-
10,000.0000	PROCTER & GAMBLE CO/THE 742718109 SAYBROOK CAPITAL	616,102.40	91.0900	910,900.00	294,797.60
187,251.5750	T ROWE PRICE NEW HORIZONS 779582107 T ROWE PRICE NEW HOR	6,589,279.35	43.7800	8,197,873.95	1,608,594.60
12,000.0000	SCHLUMBERGER LTD 806857108 SAYBROOK CAPITAL	748,748.29	85.4100	1,024,920.00	276,171.71
11,853.0000	SILVER BAY REALTY TRUST CORP 82735Q102 ADVISORY RESEARCH	212,345.00	16.5600	192,973.68	19,371.32-

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25,000.0000	SOUTHWESTERN ENERGY CO 845467109 SAYBROOK CAPITAL	898,567.13	27.2900	682,250.00	216,317.13-
3,749.0000	SUNOCO LP 86765K108 ADVISORY RESEARCH	178,868.88	49.7700	186,597.73	7,718.85
12,970.0000	SYMETRA FINANCIAL CORP 87151Q106 ADVISORY RESEARCH	171,052.49	23.0500	298,958.50	127,906.01
3,475.0000	TECH DATA CORP 878237106 ADVISORY RESEARCH	201,528.56	63.2300	219,724.25	18,195.69
10,279.0000	TELETECH HOLDINGS INC 879939106 ADVISORY RESEARCH	183,428.39	23.6800	243,406.72	59,978.33
13,890.0000	TESCO CORP 88157K101 ADVISORY RESEARCH	214,236.97	12.8200	178,069.80	36,167.17-
5,500.0000	3M CO 88579Y101 SAYBROOK CAPITAL	423,781.60	164.3200	903,760.00	479,978.40
3,000.0000	VISA INC 92826C839 SAYBROOK CAPITAL	629,810.25	262.2000	786,600.00	156,789.75

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13,579,693.3600	VONTOBEL GLOBAL EMERG MARKETS 99VVASHK6	13,096,099.26	1.0000	13,579,693.36	483,594.10
	MRBF VONTOBEL GLOBAL				
8,405.6900	MESIROW HINSDALE AVENUE FUND 99VVATK04 ALT FUNDS	8,405,689.92	1,149.4360	9,661,803.26	1,256,113.34
	SILCHESTER INTERNATIONAL VALUE OFFSHORE CL A NON-RSTRD SER 08 999E16942				
324,901.9840	SILCHESTER	15,925,869.63	103.5171	33,632,916.04	17,707,046.41
	MRBF-NORTHERN TRUSTRUSSELL 100 VALUEPASSIVE STRATEGY 999F61549				
145,840.1100	NORTHERN TRUST	17,128,771.82	172.4600	25,151,585.37	8,022,813.55
		102,401,079.40		146,003,784.75	43,602,705.35
	TOTAL INVESTMENTS EQUITY	132,863,020.88		176,625,081.48	43,762,060.60
	TOTAL INVESTMENT				

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BNY MELLON

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A18 G000100
MARY REYNOLDS BABCOCK
MARY REYNOLD COMBINE

<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
CASH EQUIVALENTS	22,246,106.47	22,246,106.47	0.00
FIXED INCOME SECURITIES	8,215,835.01	8,375,190.26	159,355.25
EQUITY	102,401,079.40	146,003,784.75	43,602,705.35
TOTAL INVESTMENTS	132,863,020.88	176,625,081.48	43,762,060.60

176,625,081.00 +
22,246,106.00 -
9,661,805.00 -
764,687.00 +

145,481,857.00 *

Less: Cash Equivalents
Plus: Mesriow Balance Adjustment
Generation Climate Solution

Total Investments, Market Value, Lines 10a,b,c

145,481,857.00 +
8,366,300.00 -
8,891.00 -

137,106,666.00 *

Less: line 10A
Less: line 10C

Total 990-PF part li line 10B

Reynolds Babcock Foundation
EIN: 56-0690140
2014
Investment Holdings

MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED
56-0690140

CORPORATE STOCK
ADDITIONAL INFORMATION FOR STATEMENT 10
FORM 990-PF, PART II, LINE 10

Common Stock.	Book Value	Fair Market Value
	\$	22,285,034
	\$	7,308,620

Total Common Stock

Mutual Funds:

764,687	\$	764,687
25,151,585		25,151,585
33,632,916		33,632,916
8,197,874		8,197,874
16,829,938		16,829,938
13,579,693		13,579,693
9,356,319		9,356,319

Total Mutual Funds

Hedge Funds:

\$	\$
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Total Funds-Fixed

Corporate Stock:

Total Common Stock	\$
Total Mutual Funds	\$
Total Funds-Fixed	
Total Corporate Stock,	137,106,666

to 990-PF, Part II, Line 10B

MARY REYNOLDS BABCOCK FOUNDATION, INC
EIN 56-0690140
12/31/2014
SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
ALEXANDER & BALDWIN INC	(1,180 000)	01/29/2014	47,972	(32,838)	15,134
ASSOCIATED BANC-CORP	(1,380 000)	01/29/2014	23,722	(19,459)	4,263
ASSOCIATED BANC-CORP	(48 000)	09/12/2014	874	(677)	197
ASSOCIATED BANC-CORP	(633 000)	09/12/2014	11,485	(8,926)	2,559
ASSOCIATED BANC-CORP	(248 000)	09/12/2014	4,515	(3,497)	1,018
ASSOCIATED BANC-CORP	(851 000)	09/15/2014	15,550	(12,000)	3,550
ASSOCIATED BANC-CORP	(430 000)	09/16/2014	7,853	(6,063)	1,790
ASSOCIATED BANC-CORP	(1,917 000)	09/23/2014	35,517	(27,031)	8,486
ASSOCIATED BANC-CORP	(2,203 000)	09/24/2014	40,653	(31,064)	9,589
BIGLARI HLDGS INC	(2 000)	09/19/2014	39	-	39
BOISE CASCADE CO	(750 000)	04/22/2014	19,710	(21,384)	(1,675)
BOISE CASCADE CO	(945 000)	08/13/2014	26,698	(26,944)	(246)
BOISE CASCADE CO	(615 000)	08/14/2014	17,448	(17,535)	(87)
BOISE CASCADE CO	(351 000)	10/31/2014	12,131	(10,008)	2,123
BOISE CASCADE CO	(536 000)	10/31/2014	18,508	(15,282)	3,225
BOISE CASCADE CO	(113 000)	11/03/2014	3,911	(3,222)	689
BOISE CASCADE CO	(569 000)	12/29/2014	20,533	(16,223)	4,309
BOISE CASCADE CO	(171 000)	12/31/2014	6,213	(4,876)	1,337
BOISE CASCADE CO	(327 000)	01/02/2015	12,159	(9,323)	2,836
CST BRANDS INC	(344 000)	11/25/2014	14,932	(11,994)	2,939
CST BRANDS INC	(5 000)	11/26/2014	217	(174)	43
CST BRANDS INC	(179 000)	11/26/2014	7,766	(6,241)	1,525
CST BRANDS INC	(462 000)	12/01/2014	20,109	(16,108)	4,001
CST BRANDS INC	(818 000)	12/16/2014	35,340	(28,520)	6,820
CST BRANDS INC	(77 000)	12/16/2014	3,318	(2,685)	633
CARRIZO OIL & GAS INC	(190 000)	01/10/2014	8,086	(4,875)	3,212
CARRIZO OIL & GAS INC	(109 000)	01/10/2014	4,622	(2,796)	1,825
CARRIZO OIL & GAS INC	(270 000)	01/10/2014	11,496	(6,927)	4,569
CARRIZO OIL & GAS INC	(61 000)	01/13/2014	2,591	(1,565)	1,026
CARRIZO OIL & GAS INC	(670 000)	01/29/2014	28,166	(17,189)	10,977
CARRIZO OIL & GAS INC	(420 000)	02/25/2014	18,776	(10,775)	8,001
CARRIZO OIL & GAS INC	(410 000)	03/04/2014	20,007	(10,519)	9,489
CARRIZO OIL & GAS INC	(890 000)	03/11/2014	44,758	(22,833)	21,925
CARRIZO OIL & GAS INC	(430 000)	03/20/2014	21,311	(11,032)	10,279
CARRIZO OIL & GAS INC	(360 000)	06/13/2014	21,954	(9,236)	12,718
CARRIZO OIL & GAS INC	(675 000)	07/10/2014	45,572	(17,317)	28,255
CARRIZO OIL & GAS INC	(310 000)	08/04/2014	19,899	(7,953)	11,946
CASEY'S GENERAL STORES INC	(480 000)	02/07/2014	32,315	(16,620)	15,694
CASEY'S GENERAL STORES INC	(175 000)	02/19/2014	11,652	(6,059)	5,593
CASEY'S GENERAL STORES INC	(126 000)	02/19/2014	8,395	(4,363)	4,032
CASEY'S GENERAL STORES INC	(199 000)	02/20/2014	13,300	(6,890)	6,410
CASEY'S GENERAL STORES INC	(250 000)	02/25/2014	16,995	(8,656)	8,339
CASEY'S GENERAL STORES INC	(50 000)	02/25/2014	3,402	(1,731)	1,670
CASEY'S GENERAL STORES INC	(49 000)	02/28/2014	3,285	(1,697)	1,588
CASEY'S GENERAL STORES INC	(171 000)	03/03/2014	11,548	(5,921)	5,627
CORE-MARK HOLDING CO INC	(1,000 000)	01/29/2014	76,579	(41,283)	35,295

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

12/31/2014

SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
CORE-MARK HOLDING CO INC	(300 000)	03/05/2014	23,413	(12,385)	11,028
CORE-MARK HOLDING CO INC	(403 000)	10/16/2014	21,138	(8,319)	12,819
CORE-MARK HOLDING CO INC	(272 000)	10/17/2014	14,354	(5,615)	8,739
CORE-MARK HOLDING CO INC	(314 000)	10/31/2014	17,900	(6,481)	11,418
CORE-MARK HOLDING CO INC	(62 000)	11/03/2014	3,537	(1,280)	2,258
CORE-MARK HOLDING CO INC	(43 000)	11/03/2014	2,450	(888)	1,562
CORE-MARK HOLDING CO INC	(119 000)	11/04/2014	6,791	(2,456)	4,334
CORE-MARK HOLDING CO INC	(117 000)	11/04/2014	6,696	(2,415)	4,281
CORE-MARK HOLDING CO INC	(20 000)	11/06/2014	1,151	(413)	738
CORE-MARK HOLDING CO INC	(130 000)	11/07/2014	7,397	(2,683)	4,714
CORE-MARK HOLDING CO INC	(46 000)	11/10/2014	2,618	(950)	1,668
CORE-MARK HOLDING CO INC	(78 000)	11/10/2014	4,401	(1,610)	2,791
CORE-MARK HOLDING CO INC	(231 000)	11/12/2014	13,167	(4,768)	8,398
CORE-MARK HOLDING CO INC	(53 000)	11/18/2014	3,203	(1,094)	2,109
CORE-MARK HOLDING CO INC	(130 000)	11/19/2014	7,742	(2,683)	5,058
CORE-MARK HOLDING CO INC	(1 000)	11/21/2014	59	(21)	38
CORE-MARK HOLDING CO INC	(331 000)	12/02/2014	19,621	(6,832)	12,788
CORE-MARK HOLDING CO INC	(415 000)	12/12/2014	25,334	(8,566)	16,767
DELEK US HOLDINGS INC	(790 000)	10/30/2014	24,568	(24,185)	383
DELEK US HOLDINGS INC	(928 000)	11/07/2014	30,715	(28,410)	2,305
DELEK US HOLDINGS INC	(267 000)	11/07/2014	8,769	(8,174)	595
DELTIC TIMBER CORP	(79 000)	01/09/2014	5,233	(4,531)	703
DELTIC TIMBER CORP	(31 000)	01/09/2014	2,062	(1,778)	284
DELTIC TIMBER CORP	(87 000)	01/10/2014	5,823	(4,989)	834
DELTIC TIMBER CORP	(57 000)	01/10/2014	3,795	(3,269)	526
DELTIC TIMBER CORP	(46 000)	01/16/2014	2,850	(2,638)	212
DELTIC TIMBER CORP	(44 000)	09/02/2014	2,949	(2,523)	426
DELTIC TIMBER CORP	(6 000)	09/03/2014	401	(344)	57
DELTIC TIMBER CORP	(107 000)	09/04/2014	7,069	(6,136)	933
DELTIC TIMBER CORP	(76 000)	09/05/2014	5,097	(4,358)	739
DELTIC TIMBER CORP	(232 000)	09/11/2014	15,515	(13,305)	2,211
DOMINION DIAMOND CORP	(2,880 000)	01/10/2014	39,945	(42,826)	(2,881)
ENCORE WIRE CORP	(1,750 000)	01/29/2014	93,341	(34,980)	58,361
FOOT LOCKER INC	(840 000)	01/09/2014	34,738	(16,887)	17,851
FOOT LOCKER INC	(804 000)	01/16/2014	32,850	(16,164)	16,687
FOOT LOCKER INC	(186 000)	01/16/2014	7,547	(3,739)	3,808
FOOT LOCKER INC	(2,030 000)	01/29/2014	76,150	(40,811)	35,339
FOOT LOCKER INC	(820 000)	01/29/2014	30,796	(16,485)	14,311
FORESTAR GROUP INC	(594 000)	11/18/2014	10,357	(12,573)	(2,216)
FORESTAR GROUP INC	(62 000)	11/19/2014	1,071	(1,312)	(241)
FORESTAR GROUP INC	(284 000)	11/19/2014	4,897	(6,011)	(1,114)
FORESTAR GROUP INC	(2,300 000)	11/25/2014	38,992	(48,682)	(9,690)
FORESTAR GROUP INC	(613 000)	12/05/2014	9,149	(12,975)	(3,826)
FORESTAR GROUP INC	(70 000)	12/08/2014	1,054	(1,482)	(427)
FORESTAR GROUP INC	(348 000)	12/08/2014	5,239	(7,366)	(2,127)
FORESTAR GROUP INC	(1,853 000)	12/11/2014	28,475	(39,221)	(10,746)
FORESTAR GROUP INC	(999 000)	12/12/2014	15,472	(21,145)	(5,673)

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

12/31/2014

SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
FORESTAR GROUP INC	(407 000)	12/12/2014	6,273	(8,615)	(2,342)
GATX CORP	(500 000)	01/29/2014	29,224	(13,041)	16,183
GATX CORP	(730 000)	03/10/2014	47,732	(19,040)	28,692
GATX CORP	(172 000)	05/02/2014	11,193	(4,486)	6,707
GATX CORP	(91 000)	05/02/2014	5,885	(2,373)	3,512
GATX CORP	(337 000)	05/05/2014	21,863	(8,790)	13,073
GATX CORP	(260 000)	05/12/2014	16,553	(6,781)	9,772
GATX CORP	(852 000)	06/09/2014	54,081	(22,222)	31,859
GRAHAM HOLDINGS CO	(30 000)	12/12/2014	28,093	(21,160)	6,933
GRAHAM HOLDINGS CO	(40 000)	12/19/2014	35,514	(28,213)	7,301
GRAHAM HOLDINGS CO	(36 000)	12/26/2014	31,738	(25,392)	6,346
GULFPORT ENERGY CORP	(550 000)	01/29/2014	31,091	(25,064)	6,028
GULFPORT ENERGY CORP	(540 000)	04/04/2014	38,458	(24,608)	13,850
GULFPORT ENERGY CORP	(790 000)	04/24/2014	58,250	(36,000)	22,250
HHGREGG INC	(372 000)	09/05/2014	2,606	(5,616)	(3,010)
HHGREGG INC	(32 000)	09/09/2014	224	(483)	(259)
HHGREGG INC	(268 000)	09/11/2014	1,818	(4,046)	(2,228)
HHGREGG INC	(85 000)	09/12/2014	575	(1,283)	(709)
HHGREGG INC	(65 000)	09/15/2014	434	(981)	(548)
HHGREGG INC	(4 000)	09/15/2014	27	(60)	(33)
HHGREGG INC	(65 000)	09/16/2014	412	(981)	(569)
HHGREGG INC	(879 000)	09/16/2014	5,918	(13,270)	(7,352)
HHGREGG INC	(942 000)	09/16/2014	6,146	(14,221)	(8,076)
HHGREGG INC	(288 000)	09/16/2014	1,909	(4,348)	(2,439)
HHGREGG INC	(289 000)	11/05/2014	1,524	(4,363)	(2,839)
HHGREGG INC	(1,773 000)	11/10/2014	9,205	(26,767)	(17,562)
HHGREGG INC	(172 000)	11/20/2014	1,036	(2,597)	(1,560)
HHGREGG INC	(390 000)	11/20/2014	2,420	(5,888)	(3,468)
HHGREGG INC	(882 000)	11/26/2014	5,427	(13,315)	(7,889)
HHGREGG INC	(1,846 000)	11/28/2014	11,840	(27,869)	(16,029)
INTREPID POTASH INC	(2,120 000)	01/29/2014	33,634	(40,049)	(6,416)
KENNEDY-WILSON HOLDINGS II	(1,670 000)	01/29/2014	38,903	(31,817)	7,086
LEAPFROG ENTERPRISES INC	(892 000)	09/08/2014	5,588	(6,640)	(1,052)
LEAPFROG ENTERPRISES INC	(137 000)	09/08/2014	857	(1,020)	(163)
LEAPFROG ENTERPRISES INC	(622 000)	09/09/2014	3,957	(4,630)	(673)
LEAPFROG ENTERPRISES INC	(406 000)	09/10/2014	2,593	(3,022)	(430)
LEAPFROG ENTERPRISES INC	(154 000)	09/11/2014	977	(1,146)	(169)
LEAPFROG ENTERPRISES INC	(374 000)	09/11/2014	2,332	(2,784)	(452)
LEAPFROG ENTERPRISES INC	(1,046 000)	11/14/2014	5,026	(7,786)	(2,760)
LEAPFROG ENTERPRISES INC	(6,529 000)	11/17/2014	31,833	(48,599)	(16,766)
MDC HOLDINGS INC	(1,220 000)	01/29/2014	36,142	(36,302)	(160)
MARCUS CORP	(420 000)	01/16/2014	5,479	(6,375)	(896)
MARCUS CORP	(60 000)	01/16/2014	787	(911)	(124)
MARCUS CORP	(563 000)	01/17/2014	7,497	(8,546)	(1,048)
MARCUS CORP	(807 000)	01/23/2014	10,789	(12,249)	(1,460)
MATSON INC	(108 000)	11/18/2014	3,725	(2,651)	1,074
MATSON INC	(494 000)	11/18/2014	16,928	(12,125)	4,802

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

12/31/2014

SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
MATSON INC	(498 000)	11/19/2014	17,150	(12,224)	4,926
MATSON INC	(650 000)	12/05/2014	22,430	(15,955)	6,475
MATSON INC	(272 000)	12/12/2014	9,395	(6,676)	2,718
MATSON INC	(78 000)	12/12/2014	2,653	(1,915)	739
MATSON INC	(77 000)	12/12/2014	2,644	(1,890)	754
MATSON INC	(608 000)	12/17/2014	21,073	(14,924)	6,149
NATIONAL BANK HOLDINGS COI	(845 000)	10/16/2014	15,987	(16,023)	(36)
NATIONAL BANK HOLDINGS COI	(428 000)	10/17/2014	8,153	(8,116)	38
NATIONAL BANK HOLDINGS COI	(482 000)	10/24/2014	9,107	(9,139)	(32)
NATIONAL BANK HOLDINGS COI	(1,705 000)	12/15/2014	32,881	(32,330)	551
NATIONAL BANK HOLDINGS COI	(1,850 000)	12/22/2014	35,371	(35,079)	292
OSHKOSH CORP	(910 000)	01/29/2014	46,186	(36,820)	9,366
OWENS CORNING	(490 000)	04/22/2014	20,153	(19,717)	436
OWENS CORNING	(1,345 000)	07/25/2014	50,119	(54,121)	(4,002)
OWENS CORNING	(875 000)	12/23/2014	29,556	(35,209)	(5,653)
RAYMOND JAMES FINANCIAL IN	(660 000)	01/17/2014	35,031	(15,549)	19,482
RAYMOND JAMES FINANCIAL IN	(314 000)	02/07/2014	15,300	(7,398)	7,903
RAYMOND JAMES FINANCIAL IN	(297 000)	02/07/2014	14,544	(6,997)	7,546
RAYMOND JAMES FINANCIAL IN	(169 000)	02/07/2014	8,281	(3,982)	4,299
RAYMOND JAMES FINANCIAL IN	(1,420 000)	02/10/2014	68,634	(33,455)	35,179
SCHNITZER STEEL INDUSTRIES	(780 000)	01/29/2014	21,996	(24,814)	(2,818)
SCHNITZER STEEL INDUSTRIES	(1,110 000)	02/25/2014	28,360	(35,312)	(6,952)
SCHNITZER STEEL INDUSTRIES	(1,390 000)	03/12/2014	36,486	(44,220)	(7,734)
SINCLAIR BROADCAST GROUP I	(1,120 000)	07/24/2014	38,061	(30,158)	7,903
SINCLAIR BROADCAST GROUP I	(995 000)	08/06/2014	31,999	(26,792)	5,207
SINCLAIR BROADCAST GROUP I	(605 000)	09/26/2014	15,540	(16,291)	(750)
SINCLAIR BROADCAST GROUP I	(268 000)	09/26/2014	6,844	(7,216)	(372)
SINCLAIR BROADCAST GROUP I	(828 000)	09/29/2014	21,177	(22,295)	(1,118)
SINCLAIR BROADCAST GROUP I	(1,159 000)	09/30/2014	29,836	(31,208)	(1,372)
SINCLAIR BROADCAST GROUP I	(918 000)	10/01/2014	24,209	(24,719)	(510)
SINCLAIR BROADCAST GROUP I	(512 000)	10/02/2014	13,605	(13,787)	(181)
SINCLAIR BROADCAST GROUP I	(1,385 000)	10/08/2014	35,814	(37,294)	(1,480)
SUSSER HOLDINGS CORP	(570 000)	01/29/2014	33,773	(26,487)	7,286
SUSSER HOLDINGS CORP	(480 000)	05/08/2014	37,954	(22,948)	15,006
SUSSER HOLDINGS CORP	(105 000)	05/12/2014	8,400	(5,020)	3,380
SUSSER HOLDINGS CORP	(32 000)	05/12/2014	2,544	(1,530)	1,014
SUSSER HOLDINGS CORP	(251 000)	05/12/2014	20,060	(12,000)	8,060
SUSSER HOLDINGS CORP	(34 000)	05/14/2014	2,680	(1,625)	1,055
SUSSER HOLDINGS CORP	(108 000)	05/14/2014	8,492	(5,163)	3,328
SUSSER HOLDINGS CORP	(460 000)	05/29/2014	36,341	(21,992)	14,350
SUSSER HOLDINGS CORP	(404 000)	06/09/2014	32,133	(19,315)	12,818
SUSSER HOLDINGS CORP	(237 000)	06/09/2014	18,865	(11,331)	7,535
SUSSER HOLDINGS CORP	(215 000)	06/10/2014	17,108	(10,279)	6,829
SUSSER HOLDINGS CORP	(24 000)	06/11/2014	1,909	(1,147)	762
SUSSER HOLDINGS CORP	(440 000)	06/18/2014	34,919	(21,036)	13,883
SUSSER HOLDINGS CORP	(113 000)	06/25/2014	9,029	(5,402)	3,627
SUSSER HOLDINGS CORP	(337 000)	06/25/2014	26,885	(16,111)	10,774

MARY REYNOLDS BABCOCK FOUNDATION, INC
EIN 56-0690140
12/31/2014
SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
SUSSER HOLDINGS CORP	(485 000)	06/26/2014	38,835	(23,187)	15,648
SUSSER HOLDINGS CORP	(965 000)	07/03/2014	77,741	(46,135)	31,606
SYMETRA FINANCIAL CORP	(1,170 000)	01/29/2014	21,502	(15,430)	6,072
SYMETRA FINANCIAL CORP	(57 000)	10/16/2014	1,312	(752)	560
SYMETRA FINANCIAL CORP	(80 000)	10/17/2014	1,838	(1,055)	783
SYMETRA FINANCIAL CORP	(533 000)	11/04/2014	12,320	(7,029)	5,291
TESCO CORP	(1,910 000)	01/29/2014	38,411	(26,865)	11,546
VAIL RESORTS INC	(22 000)	03/19/2014	1,529	(1,026)	503
VAIL RESORTS INC	(333 000)	03/20/2014	23,550	(15,529)	8,021
VAIL RESORTS INC	(518 000)	03/19/2014	36,062	(24,156)	11,907
VAIL RESORTS INC	(187 000)	03/21/2014	13,271	(8,720)	4,551
VAIL RESORTS INC	(520 000)	03/31/2014	37,424	(24,249)	13,175
VIAD CORP	(1,430 000)	01/29/2014	39,118	(35,593)	3,525
VIAD CORP	(1,120 000)	07/16/2014	25,461	(27,877)	(2,416)
VIAD CORP	(53 000)	09/03/2014	1,163	(1,319)	(156)
VIAD CORP	(221 000)	09/04/2014	4,836	(5,501)	(665)
VIAD CORP	(180 000)	09/05/2014	3,963	(4,480)	(518)
VIAD CORP	(180 000)	09/05/2014	4,004	(4,480)	(477)
VIAD CORP	(116 000)	09/08/2014	2,589	(2,887)	(299)
VIAD CORP	(270 000)	09/15/2014	5,877	(6,720)	(843)
VIAD CORP	(202 000)	09/15/2014	4,434	(5,028)	(594)
VIAD CORP	(408 000)	09/16/2014	8,974	(10,155)	(1,182)
VIAD CORP	(790 000)	09/19/2014	16,970	(19,663)	(2,694)
VIAD CORP	(1,730 000)	10/14/2014	36,066	(43,060)	(6,994)
CIT GROUP INC	-	09/25/2014	274		274
MRBF-NORTHERN TRUSTRUSSE	(872 530)	02/21/2014	135,000	(101,645)	33,355
MRBF-NORTHERN TRUSTRUSSE	(956 490)	03/20/2014	150,000	(111,426)	38,574
MRBF-NORTHERN TRUSTRUSSE	(31 240)	03/31/2014	4,941	(3,639)	1,302
MRBF-NORTHERN TRUSTRUSSE	(626 690)	04/22/2014	100,000	(73,051)	26,949
MRBF-NORTHERN TRUSTRUSSE	(0 010)	04/22/2014	2	(1)	0
MRBF-NORTHERN TRUSTRUSSE	(623 470)	05/08/2014	100,000	(72,712)	27,288
MRBF-NORTHERN TRUSTRUSSE	(928 630)	05/14/2014	150,000	(108,301)	41,699
MRBF-NORTHERN TRUSTRUSSE	(628 010)	05/21/2014	100,000	(73,241)	26,759
MRBF-NORTHERN TRUSTRUSSE	(771 090)	05/29/2014	125,000	(89,928)	35,072
MRBF-NORTHERN TRUSTRUSSE	(7,252 070)	06/11/2014	1,200,000	(846,639)	353,361
MRBF-NORTHERN TRUSTRUSSE	(30 170)	06/30/2014	5,031	(3,522)	1,509
MRBF-NORTHERN TRUSTRUSSE	(599 140)	07/31/2014	100,000	(69,997)	30,003
MRBF-NORTHERN TRUSTRUSSE	(910 880)	08/14/2014	150,000	(106,486)	43,514
MRBF-NORTHERN TRUSTRUSSE	(742 370)	08/22/2014	125,000	(86,787)	38,213
MRBF-NORTHERN TRUSTRUSSE	(604 000)	09/26/2014	100,000	(70,686)	29,314
MRBF-NORTHERN TRUSTRUSSE	(29 650)	09/30/2014	4,926	(3,470)	1,456
MRBF-NORTHERN TRUSTRUSSE	(930 230)	10/10/2014	150,000	(108,949)	41,051
MRBF-NORTHERN TRUSTRUSSE	(0 010)	10/10/2014	2	(1)	0
MRBF-NORTHERN TRUSTRUSSE	(27 600)	12/31/2014	4,822	(3,242)	1,581
PIMCO TOTAL RETURN FUND	(2,476,504 858)	10/10/2014	27,117,728	(26,306,163)	811,565
ALLERGAN INC/UNITED STATES	(1,300 000)	05/13/2014	213,729	(115,050)	98,680
ALLERGAN INC/UNITED STATES	(700 000)	06/10/2014	115,451	(61,950)	53,502

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CDK GLOBAL INC	(0 333)	10/10/2014	9	(4)	4
CDK GLOBAL INC	(3,833 000)	11/14/2014	128,749	(50,407)	78,342
CATERPILLAR INC	(2,000 000)	02/13/2014	188,594	(104,037)	84,557
CATERPILLAR INC	(6,000 000)	04/07/2014	615,556	(312,112)	303,445
GOOGLE INC	(170 000)	02/13/2014	200,486	(59,739)	140,747
JOHNSON & JOHNSON	(2,500 000)	06/10/2014	257,422	(139,936)	117,486
MONDELEZ INTERNATIONAL INC	(2,000 000)	04/17/2014	69,259	(35,122)	34,137
MONDELEZ INTERNATIONAL INC	(13,000 000)	06/10/2014	496,800	(228,294)	268,506
NESTLE SA	(16,000 000)	12/17/2014	1,166,302	(619,840)	546,462
3M CO	(750 000)	06/10/2014	107,308	(57,788)	49,520
VERIZON COMMUNICATIONS INC	(2,630 000)	03/11/2014	124,595	(123,663)	932
VERIZON COMMUNICATIONS INC	(0 010)	03/13/2014	0	(0)	(0)
VODAFONE GROUP PLC	(10,000 000)	02/11/2014	365,055	(253,853)	111,202
VODAFONE GROUP PLC NEW	(5,454 000)	03/06/2014	220,008	(253,828)	(33,820)
VODAFONE GROUP PLC NEW	(0 546)	03/13/2014	22	(25)	(3)
T ROWE PRICE NEW HORIZONS	(21,663 778)	01/31/2014	1,000,000	(744,332)	255,668
CRF-19 LLC 19 A3 144A	(12,076 910)	01/02/2014	12,077	(12,077)	-
CRF-19 LLC 19 A3 144A	(24,610 660)	02/03/2014	24,611	(24,611)	-
CRF-19 LLC 19 A3 144A	(6,407 520)	03/03/2014	6,408	(6,408)	-
CRF-19 LLC 19 A3 144A	(10,882 110)	04/01/2014	10,882	(10,882)	-
CRF-19 LLC 19 A3 144A	(21,576 760)	05/01/2014	21,577	(21,577)	-
CRF-19 LLC 19 A3 144A	(57,325 730)	06/02/2014	57,326	(57,326)	-
CRF-19 LLC 19 A3 144A	(4,616 630)	07/01/2014	4,617	(4,617)	-
CRF-19 LLC 19 A3 144A	(4,446 280)	08/01/2014	4,446	(4,446)	-
CRF-19 LLC 19 A3 144A	(3,726 200)	09/02/2014	3,726	(3,726)	-
CRF-19 LLC 19 A3 144A	(53,918 580)	10/01/2014	53,919	(53,919)	-
CRF-19 LLC 19 A3 144A	(51,717 900)	11/03/2014	51,718	(51,718)	-
CRF-19 LLC 19 A3 144A	(13,257 270)	12/01/2014	13,257	(13,257)	-
FHA PROJECT # 053-35863	(232 080)	01/27/2014	232	(229)	3
FHA PROJECT # 053-35863	(233 290)	02/25/2014	233	(231)	3
FHA PROJECT # 053-35863	(234 510)	03/25/2014	235	(232)	3
FHA PROJECT # 053-35863	(235 730)	04/25/2014	236	(233)	3
FHA PROJECT # 053-35863	(236 960)	05/27/2014	237	(234)	3
FHA PROJECT # 053-35863	(238 190)	06/25/2014	238	(235)	3
FHA PROJECT # 053-35863	(239 430)	07/28/2014	239	(237)	3
FHA PROJECT # 053-35863	(240 680)	08/25/2014	241	(238)	3
FHA PROJECT # 053-35863	(241 930)	09/29/2014	242	(239)	3
FHA PROJECT # 053-35863	(243 190)	10/27/2014	243	(240)	3
FHA PROJECT # 053-35863	(244 460)	11/25/2014	244	(242)	3
FHA PROJECT # 053-35863	(245 730)	12/26/2014	246	(243)	3
FHLMC POOL #G0-6072	(2,337 880)	01/15/2014	2,338	(2,532)	(194)
FHLMC POOL #G0-6072	(6,110 580)	02/18/2014	6,111	(6,619)	(508)
FHLMC POOL #G0-6072	(2,134 340)	03/17/2014	2,134	(2,312)	(177)
FHLMC POOL #G0-6072	(2,464 850)	04/15/2014	2,465	(2,670)	(205)
FHLMC POOL #G0-6072	(102 160)	05/15/2014	102	(111)	(8)
FHLMC POOL #G0-6072	(2,859 650)	06/16/2014	2,860	(3,097)	(238)
FHLMC POOL #G0-6072	(103 260)	07/15/2014	103	(112)	(9)

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FHLMC POOL #G0-6072	(102 320)	08/15/2014	102	(111)	(9)
FHLMC POOL #G0-6072	(99 410)	09/15/2014	99	(108)	(8)
FHLMC POOL #G0-6072	(1,533 550)	10/15/2014	1,534	(1,661)	(127)
FHLMC POOL #G0-6072	(97 850)	11/17/2014	98	(106)	(8)
FHLMC POOL #G0-6072	(964 280)	12/15/2014	964	(1,044)	(80)
FHLMC POOL #A9-7712	(617 840)	01/15/2014	618	(603)	15
FHLMC POOL #A9-7712	(654 390)	02/18/2014	654	(638)	16
FHLMC POOL #A9-7712	(623 720)	03/17/2014	624	(609)	15
FHLMC POOL #A9-7712	(634 650)	04/15/2014	635	(619)	15
FHLMC POOL #A9-7712	(636 570)	05/15/2014	637	(621)	16
FHLMC POOL #A9-7712	(641 530)	06/16/2014	642	(626)	16
FHLMC POOL #A9-7712	(634 420)	07/15/2014	634	(619)	15
FHLMC POOL #A9-7712	(902 270)	08/15/2014	902	(880)	22
FHLMC POOL #A9-7712	(654 630)	09/15/2014	655	(639)	16
FHLMC POOL #A9-7712	(645 690)	10/15/2014	646	(630)	16
FHLMC POOL #A9-7712	(681 100)	11/17/2014	681	(665)	17
FHLMC POOL #A9-7712	(700 190)	12/15/2014	700	(683)	17
FHLMC POOL #A3-7281	(33 690)	01/15/2014	34	(34)	(0)
FHLMC POOL #A3-7281	(33 860)	02/18/2014	34	(34)	(0)
FHLMC POOL #A3-7281	(34 020)	03/17/2014	34	(34)	(0)
FHLMC POOL #A3-7281	(34 190)	04/15/2014	34	(35)	(0)
FHLMC POOL #A3-7281	(34 370)	05/15/2014	34	(35)	(0)
FHLMC POOL #A3-7281	(34 540)	06/16/2014	35	(35)	(0)
FHLMC POOL #A3-7281	(34 710)	07/15/2014	35	(35)	(0)
FHLMC POOL #A3-7281	(34 880)	08/15/2014	35	(35)	(0)
FHLMC POOL #A3-7281	(35 050)	09/15/2014	35	(35)	(0)
FHLMC POOL #A3-7281	(35 230)	10/15/2014	35	(36)	(0)
FHLMC POOL #A3-7281	(35 410)	11/17/2014	35	(36)	(0)
FHLMC POOL #A3-7281	(35 590)	12/15/2014	36	(36)	(0)
FNMA POOL #0387158	(356 780)	01/27/2014	357	(358)	(1)
FNMA POOL #0387158	(358 750)	02/25/2014	359	(360)	(1)
FNMA POOL #0387158	(477 640)	03/25/2014	478	(479)	(1)
FNMA POOL #0387158	(363 380)	04/25/2014	363	(364)	(1)
FNMA POOL #0387158	(404 210)	05/27/2014	404	(405)	(1)
FNMA POOL #0387158	(367 640)	06/25/2014	368	(369)	(1)
FNMA POOL #0387158	(408 350)	07/25/2014	408	(409)	(1)
FNMA POOL #0387158	(371 930)	08/25/2014	372	(373)	(1)
FNMA POOL #0387158	(373 990)	09/25/2014	374	(375)	(1)
FNMA POOL #0387158	(414 530)	10/27/2014	415	(416)	(1)
FNMA POOL #0387158	(378 360)	11/25/2014	378	(379)	(1)
FNMA POOL #0387158	(418 780)	12/26/2014	419	(420)	(1)
FNMA POOL #0463195	(121 020)	01/27/2014	121	(129)	(8)
FNMA POOL #0463195	(121 790)	02/25/2014	122	(130)	(8)
FNMA POOL #0463195	(122 560)	03/25/2014	123	(131)	(8)
FNMA POOL #0463195	(123 340)	04/25/2014	123	(132)	(8)
FNMA POOL #0463195	(124 120)	05/27/2014	124	(132)	(8)
FNMA POOL #0463195	(124 910)	06/25/2014	125	(133)	(8)

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FNMA POOL #0463195		(125 700)	07/25/2014	126	(134)	(8)
FNMA POOL #0463195		(126 500)	08/25/2014	127	(135)	(8)
FNMA POOL #0463195		(127 300)	09/25/2014	127	(136)	(8)
FNMA POOL #0463195		(128 100)	10/27/2014	128	(137)	(8)
FNMA POOL #0463195		(128 920)	11/25/2014	129	(137)	(9)
FNMA POOL #0463195		(129 730)	12/26/2014	130	(138)	(9)
FNMA POOL #0463776		(221 420)	01/27/2014	221	(228)	(6)
FNMA POOL #0463776		(222 590)	02/25/2014	223	(229)	(6)
FNMA POOL #0463776		(324 480)	03/25/2014	324	(333)	(9)
FNMA POOL #0463776		(225 480)	04/25/2014	225	(232)	(6)
FNMA POOL #0463776		(260 150)	05/27/2014	260	(267)	(7)
FNMA POOL #0463776		(228 040)	06/25/2014	228	(234)	(6)
FNMA POOL #0463776		(262 640)	07/25/2014	263	(270)	(7)
FNMA POOL #0463776		(230 630)	08/25/2014	231	(237)	(6)
FNMA POOL #0463776		(231 850)	09/25/2014	232	(238)	(6)
FNMA POOL #0463776		(266 350)	10/27/2014	266	(274)	(7)
FNMA POOL #0463776		(234 480)	11/25/2014	234	(241)	(6)
FNMA POOL #0463776		(268 900)	12/26/2014	269	(276)	(7)
FNMA POOL #0468411		(3,227 520)	01/27/2014	3,228	(3,308)	(81)
FNMA POOL #0468411		(3,241 470)	02/25/2014	3,241	(3,323)	(81)
FNMA POOL #0468411		(3,402 760)	03/25/2014	3,403	(3,488)	(85)
FNMA POOL #0468411		(3,270 190)	04/25/2014	3,270	(3,352)	(82)
FNMA POOL #0468411		(3,332 490)	05/27/2014	3,332	(3,416)	(83)
FNMA POOL #0468411		(3,298 730)	06/25/2014	3,299	(3,381)	(82)
FNMA POOL #0468411		(3,360 230)	07/25/2014	3,360	(3,444)	(84)
FNMA POOL #0468411		(3,327 520)	08/25/2014	3,328	(3,411)	(83)
FNMA POOL #0468411		(3,341 900)	09/25/2014	3,342	(3,425)	(84)
FNMA POOL #0468411		(3,402 190)	10/27/2014	3,402	(3,487)	(85)
FNMA POOL #0468411		(3,371 060)	11/25/2014	3,371	(3,455)	(84)
FNMA POOL #0468411		(3,430 520)	12/26/2014	3,431	(3,516)	(86)
FNMA POOL #0470863		(318 040)	01/27/2014	318	(330)	(12)
FNMA POOL #0470863		(319 290)	02/25/2014	319	(332)	(12)
FNMA POOL #0470863		(413 270)	03/25/2014	413	(429)	(16)
FNMA POOL #0470863		(322 180)	04/25/2014	322	(335)	(12)
FNMA POOL #0470863		(354 260)	05/27/2014	354	(368)	(14)
FNMA POOL #0470863		(324 850)	06/25/2014	325	(337)	(13)
FNMA POOL #0470863		(356 850)	07/25/2014	357	(371)	(14)
FNMA POOL #0470863		(327 540)	08/25/2014	328	(340)	(13)
FNMA POOL #0470863		(328 830)	09/25/2014	329	(342)	(13)
FNMA POOL #0470863		(360 720)	10/27/2014	361	(375)	(14)
FNMA POOL #0470863		(331 550)	11/25/2014	332	(344)	(13)
FNMA POOL #0470863		(363 370)	12/26/2014	363	(377)	(14)
FNMA POOL #0AP2098		(549 010)	01/27/2014	549	(584)	(35)
FNMA POOL #0AP2098		(515 270)	02/25/2014	515	(548)	(33)
FNMA POOL #0AP2098		(516 970)	03/25/2014	517	(550)	(33)
FNMA POOL #0AP2098		(623 360)	04/25/2014	623	(663)	(39)
FNMA POOL #0AP2098		(552 660)	05/27/2014	553	(588)	(35)

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FNMA	POOL #0AP2098	(22,717 200)	06/25/2014	22,717	(24,151)	(1,434)
FNMA	POOL #0AP2098	(493 060)	07/25/2014	493	(524)	(31)
FNMA	POOL #0AP2098	(521 850)	08/25/2014	522	(555)	(33)
FNMA	POOL #0AP2098	(491 590)	09/25/2014	492	(523)	(31)
FNMA	POOL #0AP2098	(628 310)	10/27/2014	628	(668)	(40)
FNMA	POOL #0AP2098	(495 270)	11/25/2014	495	(527)	(31)
FNMA	POOL #0AP2098	(492 300)	12/26/2014	492	(523)	(31)
FNMA	POOL #0AQ0512	(373 260)	01/27/2014	373	(393)	(20)
FNMA	POOL #0AQ0512	(372 720)	02/25/2014	373	(393)	(20)
FNMA	POOL #0AQ0512	(373 870)	03/25/2014	374	(394)	(20)
FNMA	POOL #0AQ0512	(374 990)	04/25/2014	375	(395)	(20)
FNMA	POOL #0AQ0512	(369 140)	05/27/2014	369	(389)	(20)
FNMA	POOL #0AQ0512	(404 490)	06/25/2014	404	(426)	(22)
FNMA	POOL #0AQ0512	(371 660)	07/25/2014	372	(392)	(20)
FNMA	POOL #0AQ0512	(383 850)	08/25/2014	384	(405)	(21)
FNMA	POOL #0AQ0512	(389 820)	09/25/2014	390	(411)	(21)
FNMA	POOL #0AQ0512	(375 000)	10/27/2014	375	(395)	(20)
FNMA	POOL #0AQ0512	(410 370)	11/25/2014	410	(433)	(22)
FNMA	POOL #0AQ0512	(383 730)	12/26/2014	384	(404)	(21)
FNMA	POOL #0AT0343	(359 140)	01/27/2014	359	(376)	(17)
FNMA	POOL #0AT0343	(360 250)	02/25/2014	360	(377)	(17)
FNMA	POOL #0AT0343	(414 510)	03/25/2014	415	(434)	(19)
FNMA	POOL #0AT0343	(365 120)	04/25/2014	365	(382)	(17)
FNMA	POOL #0AT0343	(377 400)	05/27/2014	377	(395)	(18)
FNMA	POOL #0AT0343	(368 260)	06/25/2014	368	(386)	(17)
FNMA	POOL #0AT0343	(373 790)	07/25/2014	374	(391)	(18)
FNMA	POOL #0AT0343	(371 920)	08/25/2014	372	(389)	(17)
FNMA	POOL #0AT0343	(429 390)	09/25/2014	429	(450)	(20)
FNMA	POOL #0AT0343	(368 010)	10/27/2014	368	(385)	(17)
FNMA	POOL #0AT0343	(368 830)	11/25/2014	369	(386)	(17)
FNMA	POOL #0AT0343	(371 030)	12/26/2014	371	(388)	(17)
FNMA	POOL #0AV7157	(610 650)	05/27/2014	611	(639)	(29)
FNMA	POOL #0AV7157	(3,241 570)	06/25/2014	3,242	(3,394)	(152)
FNMA	POOL #0AV7157	(3,220 230)	07/25/2014	3,220	(3,371)	(151)
FNMA	POOL #0AV7157	(431 370)	08/25/2014	431	(452)	(20)
FNMA	POOL #0AV7157	(3,102 480)	09/25/2014	3,102	(3,248)	(146)
FNMA	POOL #0AV7157	(4,195 590)	10/27/2014	4,196	(4,393)	(197)
FNMA	POOL #0AV7157	(435 660)	11/25/2014	436	(456)	(20)
FNMA	POOL #0AV7157	(422 760)	12/26/2014	423	(443)	(20)
FNMA	POOL #0890230	(1,848 750)	01/27/2014	1,849	(1,959)	(111)
FNMA	POOL #0890230	(488 800)	02/25/2014	489	(518)	(29)
FNMA	POOL #0890230	(4,232 150)	03/25/2014	4,232	(4,485)	(253)
FNMA	POOL #0890230	(3,234 370)	04/25/2014	3,234	(3,428)	(194)
FNMA	POOL #0890230	(9,372 240)	05/27/2014	9,372	(9,933)	(561)
FNMA	POOL #0890230	(4,378 760)	06/25/2014	4,379	(4,641)	(262)
FNMA	POOL #0890230	(7,365 220)	07/25/2014	7,365	(7,806)	(441)
FNMA	POOL #0890230	(7,568 040)	08/25/2014	7,568	(8,021)	(453)

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FNMA POOL #0890230	(414 690)	09/25/2014	415	(440)	(25)
FNMA POOL #0890230	(3,362 990)	10/27/2014	3,363	(3,564)	(201)
FNMA POOL #0890230	(9,361 400)	11/25/2014	9,361	(9,922)	(560)
FNMA POOL #0890230	(1,998 080)	12/26/2014	1,998	(2,118)	(120)
GNMA POOL #0591746	(257 740)	01/15/2014	258	(273)	(15)
GNMA POOL #0591746	(258 360)	02/18/2014	258	(273)	(15)
GNMA POOL #0591746	(258 980)	03/17/2014	259	(274)	(15)
GNMA POOL #0591746	(259 600)	04/15/2014	260	(275)	(15)
GNMA POOL #0591746	(260 220)	05/15/2014	260	(275)	(15)
GNMA POOL #0591746	(260 850)	06/16/2014	261	(276)	(15)
GNMA POOL #0591746	(261 470)	07/15/2014	261	(277)	(15)
GNMA POOL #0591746	(262 100)	08/15/2014	262	(277)	(15)
GNMA POOL #0591746	(262 730)	09/15/2014	263	(278)	(15)
GNMA POOL #0591746	(263 360)	10/15/2014	263	(279)	(15)
GNMA POOL #0591746	(263 990)	11/17/2014	264	(279)	(15)
GNMA POOL #0591746	(264 630)	12/15/2014	265	(280)	(15)
GNMA POOL #0738398	(488 500)	01/15/2014	489	(521)	(33)
GNMA POOL #0738398	(487 840)	02/18/2014	488	(520)	(33)
GNMA POOL #0738398	(487 190)	03/17/2014	487	(520)	(33)
GNMA POOL #0738398	(489 220)	04/15/2014	489	(522)	(33)
GNMA POOL #0738398	(475 720)	05/15/2014	476	(507)	(32)
GNMA POOL #0738398	(494 030)	06/16/2014	494	(527)	(33)
GNMA POOL #0738398	(496 810)	07/15/2014	497	(530)	(33)
GNMA POOL #0738398	(520 860)	08/15/2014	521	(556)	(35)
GNMA POOL #0738398	(504 940)	09/15/2014	505	(539)	(34)
GNMA POOL #0738398	(507 000)	10/15/2014	507	(541)	(34)
GNMA POOL #0738398	(512 110)	11/17/2014	512	(546)	(34)
GNMA POOL #0738398	(508 430)	12/15/2014	508	(542)	(34)
GNMA POOL #0745073	(201 100)	01/15/2014	201	(207)	(6)
GNMA POOL #0745073	(200 250)	02/18/2014	200	(206)	(6)
GNMA POOL #0745073	(201 080)	03/17/2014	201	(207)	(6)
GNMA POOL #0745073	(203 870)	04/15/2014	204	(210)	(6)
GNMA POOL #0745073	(204 130)	05/15/2014	204	(210)	(6)
GNMA POOL #0745073	(205 570)	06/16/2014	206	(212)	(6)
GNMA POOL #0745073	(255 340)	07/15/2014	255	(263)	(7)
GNMA POOL #0745073	(209 120)	08/15/2014	209	(215)	(6)
GNMA POOL #0745073	(11,293 300)	09/15/2014	11,293	(11,623)	(330)
GNMA POOL #0745073	(191 360)	10/15/2014	191	(197)	(6)
GNMA POOL #0745073	(239 910)	11/17/2014	240	(247)	(7)
GNMA POOL #0745073	(193 150)	12/15/2014	193	(199)	(6)
GNMA GTD REMIC P/T 07-75 C	(672 690)	01/16/2014	673	(673)	-
GNMA GTD REMIC P/T 07-75 C	(20,427 690)	02/18/2014	20,428	(20,428)	-
GNMA GTD REMIC P/T 07-75 C	(657 210)	03/17/2014	657	(657)	-
GNMA GTD REMIC P/T 07-75 C	(20,478 570)	04/16/2014	20,479	(20,479)	-
GNMA GTD REMIC P/T 07-75 C	(30,948 070)	05/16/2014	30,948	(30,948)	-
GNMA GTD REMIC P/T 09-49 A	(106 050)	01/16/2014	106	(105)	1
GNMA GTD REMIC P/T 09-49 A	(106 540)	02/18/2014	107	(106)	1

MARY REYNOLDS BABCOCK FOUNDATION, INC

EIN 56-0690140

12/31/2014

SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
GNMA GTD REMIC P/T 09-49 A	(107 020)	03/17/2014	107	(106)	1
GNMA GTD REMIC P/T 09-49 A	(107 510)	04/16/2014	108	(107)	1
GNMA GTD REMIC P/T 09-49 A	(108 000)	05/16/2014	108	(107)	1
GNMA GTD REMIC P/T 09-49 A	(108 500)	06/16/2014	109	(108)	1
GNMA GTD REMIC P/T 09-49 A	(74 940)	07/16/2014	75	(74)	1
GNMA GTD REMIC P/T 10-72 B	(4,284 820)	02/18/2014	4,285	(4,266)	19
GNMA GTD REMIC P/T 10-72 B	(10,351 100)	03/17/2014	10,351	(10,306)	45
GNMA GTD REMIC P/T 10-72 B	(5,920 400)	04/16/2014	5,920	(5,895)	26
GNMA GTD REMIC P/T 10-72 B	(1,025 590)	05/16/2014	1,026	(1,021)	4
GNMA GTD REMIC P/T 10-72 B	(1,029 570)	06/16/2014	1,030	(1,025)	5
GNMA GTD REMIC P/T 10-72 B	(1,033 580)	07/16/2014	1,034	(1,029)	5
GNMA GTD REMIC P/T 10-72 B	(86,095 620)	08/18/2014	86,096	(85,719)	377
GNMA GTD REMIC P/T 10-72 B	(2,069 710)	09/16/2014	2,070	(2,061)	9
GNMA GTD REMIC P/T 10-72 B	(13,097 910)	10/16/2014	13,098	(13,041)	57
GNMA GTD REMIC P/T 10-72 B	(946 320)	11/17/2014	946	(942)	4
GNMA GTD REMIC P/T 10-72 B	(3,167 050)	12/16/2014	3,167	(3,153)	14
GNMA GTD REMIC P/T 13-29 AB	(817 980)	11/17/2014	818	(798)	20
GNMA GTD REMIC P/T 13-29 AB	(819 740)	12/16/2014	820	(800)	20
GNMA GTD REMIC P/T 13-126 A	(878 150)	01/16/2014	878	(872)	7
GNMA GTD REMIC P/T 13-126 A	(880 410)	02/18/2014	880	(874)	7
GNMA GTD REMIC P/T 13-126 A	(882 670)	03/17/2014	883	(876)	7
GNMA GTD REMIC P/T 13-126 A	(884 940)	04/16/2014	885	(878)	7
GNMA GTD REMIC P/T 13-126 A	(887 220)	05/16/2014	887	(881)	7
GNMA GTD REMIC P/T 13-126 A	(889 500)	06/16/2014	890	(883)	7
GNMA GTD REMIC P/T 13-126 A	(891 780)	07/16/2014	892	(885)	7
GNMA GTD REMIC P/T 13-126 A	(894 080)	08/18/2014	894	(887)	7
GNMA GTD REMIC P/T 13-126 A	(896 380)	09/16/2014	896	(890)	7
GNMA GTD REMIC P/T 13-126 A	(898 680)	10/16/2014	899	(892)	7
GNMA GTD REMIC P/T 13-126 A	(901 000)	11/17/2014	901	(894)	7
GNMA GTD REMIC P/T 13-126 A	(903 310)	12/16/2014	903	(897)	7
SBA GTD PARTN CTFS 2007-20E	(17,732 750)	05/01/2014	17,733	(18,985)	(1,252)
SBA GTD PARTN CTFS 2007-20E	(19,151 250)	11/03/2014	19,151	(20,504)	(1,353)
SBA GTD PARTN CTFS 2010-20B	(9,653 040)	02/03/2014	9,653	(10,612)	(959)
SBA GTD PARTN CTFS 2010-20B	(12,336 890)	08/01/2014	12,337	(13,563)	(1,226)
SBA GTD LN POOL CTFS #50752	(784 920)	02/25/2014	785	(783)	2
SBA GTD LN POOL CTFS #50752	(785 310)	03/25/2014	785	(783)	2
SBA GTD LN POOL CTFS #50752	(785 700)	04/25/2014	786	(783)	2
SBA GTD LN POOL CTFS #50752	(786 100)	05/27/2014	786	(784)	2
SBA GTD LN POOL CTFS #50752	(786 490)	06/25/2014	786	(784)	2
SBA GTD LN POOL CTFS #50752	(786 880)	07/25/2014	787	(785)	2
SBA GTD LN POOL CTFS #50752	(787 270)	08/25/2014	787	(785)	2
SBA GTD LN POOL CTFS #50752	(787 670)	09/25/2014	788	(785)	2
SBA GTD LN POOL CTFS #50752	(788 060)	10/27/2014	788	(786)	2
SBA GTD LN POOL CTFS #50752	(788 450)	11/25/2014	788	(786)	2
SBA GTD LN POOL CTFS #50752	(788 850)	12/26/2014	789	(787)	2
SBA GTD LN POOL CTFS #50752	(789 240)	01/26/2015	789	(787)	2
SBA GTD LN POOL CTFS #50889	(65 850)	02/25/2014	66	(66)	(1)

MARY REYNOLDS BABCOCK FOUNDATION, INC
EIN 56-0690140
12/31/2014
SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
SBA GTD LN POOL CTFS #50889	(65 900)	03/25/2014	66	(66)	(1)
SBA GTD LN POOL CTFS #50889	(65 950)	04/25/2014	66	(67)	(1)
SBA GTD LN POOL CTFS #50889	(66 000)	05/27/2014	66	(67)	(1)
SBA GTD LN POOL CTFS #50889	(66 040)	06/25/2014	66	(67)	(1)
SBA GTD LN POOL CTFS #50889	(66 090)	07/25/2014	66	(67)	(1)
SBA GTD LN POOL CTFS #50889	(66 140)	08/25/2014	66	(67)	(1)
SBA GTD LN POOL CTFS #50889	(395 240)	09/25/2014	395	(399)	(3)
SBA GTD LN POOL CTFS #50889	(61 590)	10/27/2014	62	(62)	(1)
SBA GTD LN POOL CTFS #50889	(61 640)	11/25/2014	62	(62)	(1)
SBA GTD LN POOL CTFS #50889	(61 680)	12/26/2014	62	(62)	(1)
SBA GTD LN POOL CTFS #50889	(61 730)	01/26/2015	62	(62)	(1)
SBA GTD LN POOL CTF #508901	(720 310)	02/25/2014	720	(720)	-
SBA GTD LN POOL CTF #508901	(720 670)	03/25/2014	721	(721)	-
SBA GTD LN POOL CTF #508901	(7,624 720)	04/25/2014	7,625	(7,625)	-
SBA GTD LN POOL CTF #508901	(631 040)	05/27/2014	631	(631)	-
SBA GTD LN POOL CTF #508901	(1,399 970)	06/25/2014	1,400	(1,400)	-
SBA GTD LN POOL CTF #508901	(621 330)	07/25/2014	621	(621)	-
SBA GTD LN POOL CTF #508901	(621 640)	08/25/2014	622	(622)	-
SBA GTD LN POOL CTF #508901	(621 950)	09/25/2014	622	(622)	-
SBA GTD LN POOL CTF #508901	(622 260)	10/27/2014	622	(622)	-
SBA GTD LN POOL CTF #508901	(622 570)	11/25/2014	623	(623)	-
SBA GTD LN POOL CTF #508901	(622 880)	12/26/2014	623	(623)	-
SBA GTD LN POOL CTF #508901	(623 190)	01/26/2015	623	(623)	-
VIRGINIA ST HSG DEV AUTH CM	(3,388 130)	01/27/2014	3,388	(3,411)	(23)
VIRGINIA ST HSG DEV AUTH CM	(1,138 050)	02/25/2014	1,138	(1,146)	(8)
VIRGINIA ST HSG DEV AUTH CM	(854 300)	03/25/2014	854	(860)	(6)
VIRGINIA ST HSG DEV AUTH CM	(2,080 350)	04/25/2014	2,080	(2,094)	(14)
VIRGINIA ST HSG DEV AUTH CM	(872 400)	05/27/2014	872	(878)	(6)
VIRGINIA ST HSG DEV AUTH CM	(888 580)	06/27/2014	889	(895)	(6)
VIRGINIA ST HSG DEV AUTH CM	(1,297 540)	07/25/2014	1,298	(1,306)	(9)
VIRGINIA ST HSG DEV AUTH CM	(4,858 280)	08/25/2014	4,858	(4,891)	(33)
VIRGINIA ST HSG DEV AUTH CM	(2,837 150)	09/25/2014	2,837	(2,856)	(19)
VIRGINIA ST HSG DEV AUTH CM	(4,365 000)	10/27/2014	4,365	(4,394)	(29)
VIRGINIA ST HSG DEV AUTH CM	(3,180 530)	11/25/2014	3,181	(3,202)	(21)
VIRGINIA ST HSG DEV AUTH CM	(830 140)	12/26/2014	830	(836)	(6)
FULTON CNTY GA HSG AUTH	(40,000 000)	10/15/2014	40,000	(42,491)	(2,491)
VIRGINIA ST HSG DEV AUTH	(40,000 000)	08/01/2014	40,000	(43,392)	(3,392)
FULTON CNTY GA HSG AUTH	(40,000 000)	04/15/2014	40,000	(42,491)	(2,491)
KENTUCKY ST HSG CORP HSG I	(5,000 000)	03/10/2014	5,000	(5,100)	(100)
KENTUCKY ST HSG CORP HSG I	(10,000 000)	05/08/2014	10,000	(10,200)	(200)
KENTUCKY ST HSG CORP HSG I	(15,000 000)	10/17/2014	15,000	(15,300)	(300)
KENTUCKY ST HSG CORP HSG I	(5,000 000)	12/05/2014	5,000	(5,100)	(100)
KENTUCKY ST HSG CORP HSG I	(5,000 000)	03/10/2014	5,000	(5,186)	(186)
KENTUCKY ST HSG CORP HSG I	(5,000 000)	05/08/2014	5,000	(5,186)	(186)
KENTUCKY ST HSG CORP HSG I	(5,000 000)	07/01/2014	5,000	(5,186)	(186)
KENTUCKY ST HSG CORP HSG I	(5,000 000)	10/17/2014	5,000	(5,186)	(186)
MISSISSIPPI ST HOME CORP	(5,000 000)	02/20/2014	5,000	(5,000)	-

MARY REYNOLDS BABCOCK FOUNDATION, INC
EIN 56-0690140
12/31/2014
SALE OF SECURITIES

SECURITY DESCRIPTION	SHARES SOLD	SALES DATE	PROCEEDS	COST	GAIN/(LOSS)
MISSISSIPPI ST HOME CORP	(10,000 000)	08/20/2014	10,000	(10,000)	-
NORTH CAROLINA ST HSG FIN F	(10,000 000)	06/02/2014	10,000	(10,000)	-
NORTH CAROLINA ST HSG FIN F	(30,000 000)	11/03/2014	30,000	(30,000)	-
SOUTH CAROLINA ST HSG FIN 8	(5,000 000)	11/03/2014	5,000	(5,034)	(34)
VIRGINIA ST HSG DEV AUTH	(35,000 000)	02/03/2014	35,000	(37,968)	(2,968)
AMERICAN INTL GROUP INC COM		12/01/2014	74		74
AMERICAN INTERNATIONAL GR		11/28/2014	991		991
AMERICAN INTERNATIONAL GR		11/28/2014	140		140
AMERICAN INTERNATIONAL GR		12/29/2014	991		991
BROADCOM CORP		05/30/2014	175		175
BROADCOM CORP		06/18/2014	185		185
CARDINAL HEALTH INC		08/07/2014	25		25
DELL INC		10/09/2014	1,484		1,484
MOTOROLA INC		09/08/2014	130		130
STEC INC		07/01/2014	2,396		2,396
WYETH COM		01/09/2014	457		457
MESIROW HINSDALE AVENUE		12/31/2014	9,664,187	(8,405,690)	1,258,497
		Totals	49,587,009	(43,774,527)	5,812,482

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

Schedule of Appropriations and Payments

12/31/2014

Fiscal Year 2014

Recipient and/or Purpose	Status of Recipient	Purpose of Grant	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Communities Unlimited 211 West 3rd Avenue, Suite 245 P O Box 9858 Pine Bluff, AR 71601	501(c)(3) - Charitable PC	General Operating Support	\$187,500.00	\$0.00	\$0.00	\$125,000.00	\$62,500.00
\$250,000.00 2013							
Access To Capital For Entrepreneurs Inc 3173 Hwy 129 North Cleveland, GA 30528	501(c)(3) - Charitable PC	Project Support	\$0.00	\$250,000.00	\$0.00	\$250,000.00	\$0.00
\$250,000.00 2014							
Access To Capital For Entrepreneurs Inc 3173 Hwy 129 North Cleveland, GA 30528	501(c)(3) - Charitable PC	General Operating Support	\$206,250.00	\$0.00	\$0.00	\$137,500.00	\$68,750.00
\$275,000.00 2013							
Access To Capital For Entrepreneurs Inc 3173 Hwy 129 North Cleveland, GA 30528	501(c)(3) - Charitable PC	Project Support	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
\$2,500.00 2014							
Alabama Appellate Center For Law And Justice Inc P O Box 4864	501(c)(3) - Charitable PC	General Operating Support and Organizational Development	\$37,500.00	\$0.00	\$0.00	\$37,500.00	\$0.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

Montgomery, AL 36103-4864

\$150,000.00

2012

Alabama Applesseed Center For Law And Justice Inc

501(c)(3) - Charitable
PC

General Operating Support

\$0.00

\$150,000.00

\$0.00

\$37,500.00

\$112,500.00

P O Box 4864

Montgomery, AL 36103-4864

\$150,000.00

2014

Alabama Asset Building Coalition

501(c)(3) - Charitable
PC

General Operating Support
and Re-granting

\$37,500.00

\$0.00

\$37,500.00

\$0.00

601 19th Street, North, 2nd Floor

Birmingham, AL 35203

\$150,000.00

2012

Alabama Asset Building Coalition

501(c)(3) - Nonprofit
PC

Project Support

\$0.00

\$41,250.00

\$0.00

\$41,250.00

\$0.00

601 19th Street, North, 2nd Floor

Birmingham, AL 35203

\$165,000.00

2014

Alabama Citizens For Constitutional Reform Foundation

501(c)(3) - Charitable
PC

General Operating Support
and Project Support

\$75,000.00

\$0.00

\$75,000.00

\$0.00

P O Box 10746

Birmingham, AL 35202

\$150,000.00

2013

Alabama Coalition for Immigrant Justice c/o Greater Birmingham
Ministries, Inc

501(c)(3) - Charitable
PC

General Operating Support

\$0.00

\$60,000.00

\$0.00

\$60,000.00

\$0.00

410 N Hall Street

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

Montgomery, AL 36104

\$60,000.00

2014

Alabama Poverty Project Incorporated (Alabama Possible)

1016 19th Street South

Birmingham, AL 35205

\$120,000.00

2013

ACT Albany Community Together Inc

230 S Jackson Street

Suite 118

Albany, GA 31701

\$200,000.00

2014

American Prospect

1333 H Street, NW

Suite 300 East Tower

Washington, DC 20005

\$75,000.00

2014

Anderson Interfaith Ministries Inc

1202 South Murray Avenue

Anderson, SC 29624

\$150,000.00

2013

Appalachia Funders Network c/o Greater Kanawha Valley Foundation

PO Box 17875

501(c)(3) - Charitable
 PC

General Operating Support

\$60,000.00

\$0.00

\$0.00

\$60,000.00

\$0.00

501(c)(3) - Charitable
 PC

General Operating Support

\$0.00

\$200,000.00

\$0.00

\$100,000.00

\$100,000.00

501(c)(3) - Charitable
 PC

Project Support

\$0.00

\$75,000.00

\$0.00

\$75,000.00

\$0.00

501(c)(3) - Charitable
 PC

Project Support

\$75,000.00

\$0.00

\$0.00

\$75,000.00

\$0.00

501(c)(3) - Charitable
 PC

General Operating Support

\$0.00

\$10,000.00

\$0.00

\$10,000.00

\$0.00

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

Asheville, NC 28816

\$20,000.00

2013

Appalachia Funders Network c/o Greater Kananha Valley Foundation

501(c)3 - Charitable
 PC

General Operating Support

\$0.00

\$10,000.00

\$0.00

\$10,000.00

\$0.00

PO Box 17875

Asheville, NC 28816

\$10,000.00

2014

Appalachian Institute For Renewable Energy

501(c)3 - Charitable
 PC

Project Support

\$17,500.00

\$0.00

\$17,500.00

\$0.00

164 S Depot Street

Boone, NC 28607

\$35,000.00

2013

Appalachian Sustainable Development

501(c)3 - Charitable
 PC

General Operating Support

\$42,500.00

\$0.00

\$42,500.00

\$0.00

P O Box 791

Abingdon, VA 24212

\$170,000.00

2012

Arise Citizens Policy Project

501(c)3 - Charitable
 PC

General Operating Support

\$62,500.00

\$62,500.00

\$0.00

\$125,000.00

\$0.00

P O Box 1188

Montgomery, AL 36101-1188

\$250,000.00

2013

Arkansas Advocates For Children And Families

501(c)3 - Charitable
 PC

General Operating Support

\$25,000.00

\$0.00

\$25,000.00

\$0.00

1400 West Markham Street, Suite 306

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

Little Rock, AR 72201									
\$100,000.00		2012							
Arkansas Advocates For Children And Families		501(c)(3) - Charitable		General Operating Support					
1400 West Markham Street, Suite 306		PC							
Little Rock, AR 72201									
\$100,000.00									
2014									
Arkansas Public Policy Panel Inc		501(c)(3) - Charitable		General Operating Support and Project Support					
1308 W Second Street		PC							
Little Rock, AR 72201									
\$300,000.00									
2012									
Arkansas Public Policy Panel Inc		501(c)(3) - Charitable		General Operating Support					
1308 W Second Street		PC							
Little Rock, AR 72201									
\$350,000.00									
2014									
Association For Enterprise Opportunity Inc		501(c)(3) - Charitable		Project Support					
1111 16th Street, NW		PC							
Suite 410									
Washington, DC 20036									
\$150,000.00									
2014									
Association of Black Foundation Executives		501(c)(3) - Charitable		Project Support					
333 7th Avenue		PC							

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

14th Floor

New York, NY 10001

\$5,000.00

2014

Blueprint North Carolina

2912 Highwoods Blvd

Raleigh, NC 27604

\$200,000.00

2012

Blueprint North Carolina

2912 Highwoods Blvd

Raleigh, NC 27604

\$200,000.00

2014

Center For Community Change

1536 U Street, N.W.

Washington, D.C. 20009

\$150,000.00

2014

Center For Herts Property Preservation

1535 Sam Rittenberg Blvd., Ste D

Charleston, SC 29407

\$260,000.00

2013

Center For Herts Property Preservation

1535 Sam Rittenberg Blvd., Ste D

Charleston, SC 29407

501(c)(3) - Charitable
PC

General Operating Support

\$0.00

\$50,000.00

\$0.00

\$0.00

\$50,000.00

501(c)(3) - Charitable
PC

General Operating Support

\$150,000.00

\$50,000.00

\$0.00

\$200,000.00

\$0.00

501(c)(3) - Charitable
PC

Project Support

\$75,000.00

\$75,000.00

\$0.00

\$150,000.00

\$0.00

501(c)(3) - Charitable
PC

General Operating Support

\$0.00

\$130,000.00

\$0.00

\$0.00

\$130,000.00

501(c)(3) - Charitable
PC

Project Support

\$0.00

\$2,500.00

\$0.00

\$2,500.00

\$0.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

\$2,500.00		2014					
Center For Participatory Change Inc				501(c)3 - Charitable		General Operating Support	
34 Wall Street, Suite 601				PC		and Re-granting	
Asheville, NC 28801							
\$210,000.00							
		2011					
Center on Budget and Policy Priorities				501(c)3 - Charitable		Project Support	
820 1st Street NE Suite 510				PC			
Washington, DC 20002							
\$50,000.00							
		2014					
Central Appalachian Network c/o Mountain Association for				501(c)3 - Charitable		General Operating Support	
Community Economic Development				PC		and Re-granting	
433 Chestnut Street, Berea KY 40403							
Berea, NC 40403							
\$250,000.00							
		2013					
Coalfield Development Corporation				501(c)3 - Charitable		General Operating Support	
P O Box 1133				PC			
Wayne, WV 25570							
\$100,000.00							
		2013					
Community Farm Alliance Inc				501(c)3 - Charitable		General Operating Support	
119 1/2 West Main Street				PC			
Frankfort, KY 40601							

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

\$100,000.00		2012					
Community Farm Alliance Inc				501(c)(3) - Charitable		Organizational Development	
119 1/2 West Main Street				PC			
Frankfort, KY 40601							
\$8,682.00							
		2014					
Community Farm Alliance Inc				501(c)(3) - Charitable		General Operating Support	
119 1/2 West Main Street				PC			
Frankfort, KY 40601							
\$150,000.00							
		2014					
Community Works Carolina				501(c)(3) - Charitable		General Operating Support	
107 W Antrim Drive				PC			
Greenville, SC 29607							
\$125,000.00							
		2013					
Community Works Carolina				501(c)(3) - Charitable		General Operating Support	
107 W Antrim Drive				PC			
Greenville, SC 29607							
\$500.00							
		2014					
Community Works Carolina				501(c)(3) - Charitable		General Operating Support	
107 W Antrim Drive				PC			
Greenville, SC 29607							
\$250,000.00							

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

2014

Democracy North Carolina	501(c)3 - Charitable PC	General Operating Support	\$0.00	\$200,000.00	\$0.00	\$50,000.00	\$150,000.00
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1821 Green Street
 Durham, NC 27705

\$200,000.00

2014

Democracy North Carolina	501(c)3 - Charitable PC	Organizational Development	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
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1821 Green Street
 Durham, NC 27705

\$5,000.00

2014

Duke University Press c/o Duke University	501(c)3 - Charitable PC	Project Support	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
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905 W Main St, Suite 18B
 Durham, NC 27708

\$3,000.00

2014

The Edge Connection Inc	501(c)3 - Charitable PC	General Operating Support	\$150,000.00	\$0.00	\$0.00	\$150,000.00	\$0.00
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1000 Chastain Rd #3305
 Kennesaw, GA 30144

\$300,000.00

2013

Elliott County Heritage & Tourism Council Inc	501(c)3 - Charitable PC	General Operating Support	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
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P O Box 654
 Sandy Hook, KY 41171

\$50,000.00

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

2012

Federation of Community Controlled Centers of Alabama For Child Care
 (Federation of Child Care Centers of Alabama) \$0{(c)3} - Charitable PC \$50,000.00 \$0.00 \$0.00 \$50,000.00 \$0.00

P O Box 214
 Montgomery, AL 36101

\$100,000.00

2013

Federation of Community Controlled Centers of Alabama For Child Care
 (Federation of Child Care Centers of Alabama) \$0{(c)3} - Charitable PC \$0.00 \$10,000.00 \$0.00 \$10,000.00 \$0.00

P O Box 214
 Montgomery, AL 36101

\$10,000.00

2014

Foundation for Appalachian Kentucky \$0{(c)3} - Charitable PC \$50,000.00 \$0.00 \$0.00 \$50,000.00 \$0.00

P O Box 310
 5864 KY Highway 28
 Chavez, KY 41727

\$100,000.00

2013

Georgia Appletree Inc \$0{(c)3} - Charitable PC \$0.00 \$165,000.00 \$0.00 \$41,250.00 \$123,750.00

1100 Peachtree Street, Suite 2800
 Atlanta, GA 30309

\$165,000.00

2014

Georgia Budget And Policy Institute Inc \$0{(c)3} - Charitable PC \$125,000.00 \$0.00 \$0.00 \$125,000.00 \$0.00

100 Edgewood Ave, Suite 950
 Atlanta, GA 30303

NP-RA

\$250,000.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

2013

Georgia Conference of Black Mayors, Inc.

P O Box 1328

Washington, GA 31673

\$150,000.00

2013

Georgia Justice Project Inc

438 Edgewood Avenue

Atlanta, GA 30312

\$150,000.00

2012

Georgia Strategic Alliance For New Direction And Unified Policies

501 Pulliam Street, SW, Suite 100

Atlanta, GA 30312

\$200,000.00

2013

Georgia Trade Up Inc

501 Pulliam Street, SW
Suite 500

Atlanta, GA 30312

\$150,000.00

2013

Grantmakers for Southern Progress c/o Neighborhood Funders Group

4354 S Sherwood Forest Blvd
Suite 200

Washington, DC 94612

\$10,000.00

501(c)(3) - Charitable
PC

General Operating Support

\$75,000.00

\$0.00

\$0.00

\$75,000.00

\$0.00

501(c)(3) - Charitable
PC

General Operating Support

\$37,500.00

\$0.00

\$0.00

\$37,500.00

\$0.00

501(c)(3) - Charitable
PC

General Operating Support

\$100,000.00

\$0.00

\$0.00

\$100,000.00

\$0.00

501(c)(3) - Charitable
PC

General Operating Support

\$50,000.00

\$50,000.00

\$0.00

\$100,000.00

\$0.00

501(c)(3) - Charitable
PC

General Operating Support

\$0.00

\$10,000.00

\$0.00

\$10,000.00

\$0.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

2014		2013		2012		2011		2010		2009		2008		2007		2006		2005		2004		2003		2002		2001		2000		1999		1998		1997		1996		1995		1994		1993		1992		1991		1990		1989		1988		1987		1986		1985		1984		1983		1982		1981		1980		1979		1978		1977		1976		1975		1974		1973		1972		1971		1970		1969		1968		1967		1966		1965		1964		1963		1962		1961		1960		1959		1958		1957		1956		1955		1954		1953		1952		1951		1950		1949		1948		1947		1946		1945		1944		1943		1942		1941		1940		1939		1938		1937		1936		1935		1934		1933		1932		1931		1930		1929		1928		1927		1926		1925		1924		1923		1922		1921		1920		1919		1918		1917		1916		1915		1914		1913		1912		1911		1910		1909		1908		1907		1906		1905		1904		1903		1902		1901		1900		1899		1898		1897		1896		1895		1894		1893		1892		1891		1890		1889		1888		1887		1886		1885		1884		1883		1882		1881		1880		1879		1878		1877		1876		1875		1874		1873		1872		1871		1870		1869		1868		1867		1866		1865		1864		1863		1862		1861		1860		1859		1858		1857		1856		1855		1854		1853		1852		1851		1850		1849		1848		1847		1846		1845		1844		1843		1842		1841		1840		1839		1838		1837		1836		1835		1834		1833		1832		1831		1830		1829		1828		1827		1826		1825		1824		1823		1822		1821		1820		1819		1818		1817		1816		1815		1814		1813		1812		1811		1810		1809		1808		1807		1806		1805		1804		1803		1802		1801		1800		1799		1798		1797		1796		1795		1794		1793		1792		1791		1790		1789		1788		1787		1786		1785		1784		1783		1782		1781		1780		1779		1778		1777		1776		1775		1774		1773		1772		1771		1770		1769		1768		1767		1766		1765		1764		1763		1762		1761		1760		1759		1758		1757		1756		1755		1754		1753		1752		1751		1750		1749		1748		1747		1746		1745		1744		1743		1742		1741		1740		1739		1738		1737		1736		1735		1734		1733		1732		1731		1730		1729		1728		1727		1726		1725		1724		1723		1722		1721		1720		1719		1718		1717		1716		1715		1714		1713		1712		1711		1710		1709		1708		1707		1706		1705		1704		1703		1702		1701		1700		1699		1698		1697		1696		1695		1694		1693		1692		1691		1690		1689		1688		1687		1686		1685		1684		1683		1682		1681		1680		1679		1678		1677		1676		1675		1674		1673		1672		1671		1670		1669		1668		1667		1666		1665		1664		1663		1662		1661		1660		1659		1658		1657		1656		1655		1654		1653		1652		1651		1650		1649		1648		1647		1646		1645		1644		1643		1642		1641		1640		1639		1638		1637		1636		1635		1634		1633		1632		1631		1630		1629		1628		1627		1626		1625		1624		1623		1622		1621		1620		1619		1618		1617		1616		1615		1614		1613		1612		1611		1610		1609		1608		1607		1606		1605		1604		1603		1602		1601		1600		1599		1598		1597		1596		1595		1594		1593		1592		1591		1590		1589		1588		1587		1586		1585		1584		1583		1582		1581		1580		1579		1578		1577		1576		1575		1574		1573		1572		1571		1570		1569		1568		1567		1566		1565		1564		1563		1562		1561		1560		1559		1558		1557		1556		1555		1554		1553		1552		1551		1550		1549		1548		1547		1546		1545		1544		1543		1542		1541		1540		1539		1538		1537		1536		1535		1534		1533		1532		1531		1530		1529		1528		1527		1526		1525		1524		1523		1522		1521		1520		1519		1518		1517		1516		1515		1514		1513		1512		1511		1510		1509		1508		1507		1506		1505		1504		1503		1502		1501		1500		1499		1498		1497		1496		1495		1494		1493		1492		1491		1490		1489		1488		1487		1486		1485		1484		1483		1482		1481		1480		1479		1478		1477		1476		1475		1474		1473		1472		1471		1470		1469		1468		1467		1466		1465		1464		1463		1462		1461		1460		1459		1458		1457		1456		1455		1454		1453		1452		1451		1450		1449		1448		1447		1446		1445		1444		1443		1442		1441		1440		1439		1438		1437		1436		1435		1434		1433		1432		1431		1430		1429		1428		1427		1426		1425		1424		1423		1422		1421		1420		1419		1418		1417		1416		1415		1414		1413		1412		1411		1410		1409		1408		1407		1406		1405		1404		1403		1402		1401		1400		1399		1398		1397		1396		1395		1394		1393		1392		1391		1390		1389		1388		1387		1386		1385		1384		1383		1382		1381		1380		1379		1378		1377		1376		1375		1374		1373		1372		1371		1370		1369		1368		1367		1366		1365		1364		1363		1362		1361		1360		1359		1358		1357		1356		1355		1354		1353		1352		1351		1350		1349		1348		1347		1346		1345		1344		1343		1342		1341		1340		1339		1338		1337		1336		1335		1334		1333		1332		1331		1330		1329		1328		1327		1326		1325		1324		1323		1322		1321		1320		1319		1318		1317		1316		1315		1314		1313		1312		1311		1310		1309		1308		1307		1306		1305		1304		1303		1302		1301		1300		1299		1298		1297		1296		1295		1294		1293		1292		1291		1290		1289		1288		1287		1286		1285		1284		1283		1282		1281		1280		1279		1278		1277		1276		1275		1274		1273		1272		1271		1270		1269		1268		1267		1266		1265		1264		1263		1262		1261		1260		1259		1258		1257		1256		1255		1254		1253		1252		1251		1250		1249		1248		1247		1246		1245		1244		1243		1242		1241		1240		1239		1238		1237		1236		1235		1234		1233		1232		1231		1230		1229		1228		1227		1226		1225		1224		1223		1222		1221		1220		1219		1218		1217		1216		1215		1214		1213		1212		1211		1210		1209		1208		1207		1206		1205		1204		1203		1202		1201		1200		1199		1198		1197		1196		1195		1194		1193		1192		1191		1190		1189		1188		1187		1186		1185		1184		1183		1182		11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Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

Homes of Hope, Inc. 3 Dunean Street Greenville, SC 29611 \$500.00	2014	501(c)(3) - Nonprofit PC	General Operating Support	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Hope Community Development Agency 715 Howard Avenue Biloxi, MS 39530 \$250,000.00	2014	501(c)(3) - Nonprofit PC	General Operating Support	\$125,000.00	\$0.00	\$0.00	\$125,000.00	\$0.00
Enterprise Corporation Of The Delta 4 Old River Place Suite A Jackson, MS 39202 \$400,000.00	2013	501(c)(3) - Nonprofit PC	General Operating Support	\$100,000.00	\$0.00	\$0.00	\$100,000.00	\$0.00
Enterprise Corporation Of The Delta 4 Old River Place Suite A Jackson, MS 39202 \$600,000.00	2012	501(c)(3) - Charitable PC	Project Support	\$0.00	\$600,000.00	\$0.00	\$450,000.00	\$150,000.00
Institute For Southern Studies Inc PO Box 531 Durham, NC 27702 \$10,000.00	2014	501(c)(3) - Charitable PC	Project Support	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

Kentucky Coalition Inc P O Box 1450 London, KY 40743 \$300,000.00 2011	501(c)3 - Charitable PC	General Operating Support	\$50,000.00	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Kentucky Coalition Inc P O Box 1450 London, KY 40743 \$200,000.00 2014	501(c)3 - Charitable PC	General Operating Support	\$0.00	\$200,000.00	\$0.00	\$0.00	\$50,000.00	\$150,000.00
Louisiana Budget Project 447 Third St Suite 200 Baton Rouge, LA 70802 \$50,000.00 2014	501(c)3 - Charitable PC	General Operating Support	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Louisiana Housing Alliance 412 N 4th Street, Suite 102 Baton Rouge, LA 70802 \$150,000.00 2014	501(c)3 - Charitable PC	General Operating Support	\$0.00	\$150,000.00	\$0.00	\$0.00	\$75,000.00	\$75,000.00
Low Income Housing Coalition Of Alabama P O Box 130159 Birmingham, AL 35213 \$40,000.00 2012	501(c)3 - Charitable PC	General Operating Support	\$10,000.00	\$0.00	\$0.00	\$0.00	\$10,000.00	\$0.00
Low Income Housing Coalition Of Alabama P O Box 130159 Birmingham, AL 35213 \$40,000.00 2012	501(c)3 - Charitable PC	General Operating Support	\$0.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

[illegible]

Mary Reynolds Babcock Foundation, Incorporated
 EIN 56-0690140

Columbia, SC 29203

\$50,000.00

2014

Mississippi Center For Justice

5 Old River Place, Suite 203

Jackson, MS 39202

\$200,000.00

2013

Mississippi Low-Income Child Care Initiative

P O Box 204

Biloxi, MS 39533

\$100,000.00

2013

Moore Community House

684 Walker Street

Biloxi, MS 39530

\$100,000.00

2012

Moore Community House

684 Walker Street

Biloxi, MS 39530

\$100,000.00

2014

Mountain Association For Community Economic Development

433 Chestnut Street

501(c)3 - Charitable
 PC

General Operating Support

\$100,000.00

\$0.00

\$0.00

\$100,000.00

\$0.00

501(c)3 - Charitable
 PC

General Operating Support

\$50,000.00

\$0.00

\$0.00

\$50,000.00

\$0.00

501(c)3 - Charitable
 PC

Project Support

\$25,000.00

\$0.00

\$0.00

\$25,000.00

\$0.00

501(c)3 - Charitable
 PC

Project Support

\$0.00

\$100,000.00

\$0.00

\$25,000.00

\$75,000.00

501(c)3 - Charitable
 PC

General Operating Support

\$0.00

\$450,000.00

\$0.00

\$225,000.00

\$225,000.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

Berea, KY 40403

\$450,000.00

2014

Mountain BizWorks

153 South Lexington Avenue

Asheville, NC 28801

\$150,000.00

2013

National Association For Latino Community Asset Builders

1313 Guadalupe Street
Suite 203

San Antonio, TX 78207

\$100,000.00

2014

Natural Capital Investment Fund Inc

1098 Turner Road

Shepherdstown, WV 25443

\$150,000.00

2014

Neighborhood Housing Services Of New Orleans Inc

4528 Freret Street

New Orleans, LA 70115

\$100,000.00

2012

New Hope Initiatives Inc (New Hope Enterprises)

870 Jefferson Street, NW

Atlanta, GA 30318

\$37,500.00

\$75,000.00

\$0.00

\$0.00

\$112,500.00

General Operating Support

501(c)(3) - Charitable
PC

\$50,000.00

\$50,000.00

\$0.00

\$100,000.00

\$0.00

Project Support

501(c)(3) - Charitable
PC

\$75,000.00

\$75,000.00

\$0.00

\$150,000.00

\$0.00

General Operating

501(c)(3) - Charitable
SO

\$0.00

\$25,000.00

\$0.00

\$0.00

\$25,000.00

General Operating Support

501(c)(3) - Charitable
PC

\$0.00

\$32,500.00

\$0.00

\$0.00

\$32,500.00

General Operating Support

501(c)(3) - Charitable
PC

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

NP-RA

\$65,000.00

2013

Nova Workforce Institute Of Northeast Louisiana Inc

PO Box 15020
 212 Walnut Street, Suite 100

Monroe, LA 71201

\$200,000.00

2013

New Opportunity School For Women Foundation

P O Box 273

Berea, KY 40601

\$8,800.00

2014

New Orleans Neighborhood Development Foundation

1429 South Rampart Street

New Orleans, LA 70113

\$150,000.00

2012

North Carolina Justice Center

224 S Dawson Street
 P O Box 28068

Raleigh, NC 27611-0868

\$200,000.00

2013

North Carolina Justice Center

224 S Dawson Street
 P O Box 28068

501(c)3 - Charitable
 PC

General Operating Support

\$0.00

\$100,000.00

\$0.00

\$100,000.00

\$0.00

501(c)3 - Charitable
 PC

Project Support

\$0.00

\$8,000.00

\$800.00

\$8,800.00

\$0.00

501(c)3 - Charitable
 PC

General Operating Support

\$37,500.00

\$0.00

\$37,500.00

\$0.00

501(c)3 - Charitable
 PC

Project Support

\$150,000.00

\$0.00

\$100,000.00

\$50,000.00

501(c)3 - Charitable
 PC

Organizational Development

\$0.00

\$10,000.00

\$0.00

\$10,000.00

\$0.00

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

Raleigh, NC 27611-0868

\$10,000.00

2014

Ohio River Valley Environmental Coalition Inc

P O Box 6753

Huntington, WV 25773

\$120,000.00

2013

One Voice

13929 Kumbleton Avenue

Baton Rouge, LA 70817

\$150,000.00

2014

ProGeorgia (ProGeorgia State Table Inc)

1530 Dekalb Ave
 Suite A

Atlanta, GA 30307

\$50,000.00

2013

Reynolda House, Museum of American Art

P O Box 7287

Winston-Salem, NC 27109

\$375,000.00

2013

South Carolina Community Loan Fund

1535 Hobby Street, Suite 209

North Charleston, SC 29405

501(c)3 - Charitable
 PC

General Operating Support

\$60,000.00

\$0.00

\$0.00

\$60,000.00

\$0.00

501(c)3 - Charitable
 PC

General Operating Support

\$0.00

\$150,000.00

\$0.00

\$75,000.00

\$75,000.00

501(c)3 - Charitable
 PC

General Operating Support

\$25,000.00

\$0.00

\$0.00

\$25,000.00

\$0.00

501(c)3 - Charitable
 PC

General Operating Support

\$315,833.34

\$0.00

\$0.00

\$126,333.32

\$189,500.02

501(c)3 - Charitable
 PC

General Operating Support

\$150,000.00

\$0.00

\$0.00

\$100,000.00

\$50,000.00

Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

\$200,000.00	2013																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
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Mary Reynolds Babcock Foundation, Incorporated
EIN: 56-0690140

\$150,000.00		2012							
Southern Education Foundation Inc		501(c)(3) - Charitable PC		Project Support					
135 Auburn Avenue, NE 2nd Floor									
Atlanta, GA 30303									
\$100,000.00									
2014									
Southern Mutual Help Association Inc		501(c)(3) - Charitable PC		General Operating Support					
3602 Old Jeanerette Road									
New Iberia, LA 70563									
\$200,000.00									
2013									
Southern Partners Fund Inc		501(c)(3) - Charitable PC		Organizational Development					
1776 Peachtree St., NW Suite 2100 South									
Atlanta, GA 30309									
\$10,000.00									
2014									
Southern Rural Black Women's Initiative c/o Children's Defense Fund		501(c)(3) - Charitable PC		Organizational Development					
Children's Defense Fund (SRO) PO Box 11437									
Jackson, MS 39283									
\$150,000.00									
2012									
Southern Rural Black Women's Initiative c/o Children's Defense Fund		501(c)(3) - Charitable PC		General Operating Support					
Children's Defense Fund (SRO) PO Box 11437									
Jackson, MS 39283									

Mary Reynolds Babcock Foundation, Incorporated
EIN. 56-0690140

\$75,000.00		2014							
Southwest Georgia United Empowerment Zone Inc		501(c)3 - Charitable PC		General Operating Support		\$55,000.00		\$0.00	
1150 Industrial Drive, Suite 137 Vienna, GA 31092						\$0.00		\$0.00	
\$110,000.00						\$55,000.00		\$0.00	
2013									
Step Up Savannah c/o United Way Of The Coastal Empire Inc		501(c)3 - Charitable PC		General Operating Support		\$0.00		\$140,000.00	
428 Bull Street, Suite 208 Savannah, GA 31401						\$0.00		\$70,000.00	
\$140,000.00						\$0.00		\$70,000.00	
2014									
Supporting Emerging Appalachian Leadership c/o Highlander Research and Education Center, Inc		501(c)3 - Charitable PC		General Operating Support		\$0.00		\$25,000.00	
1959 Highlander Way New Market, TN 37820						\$0.00		\$0.00	
\$100,000.00						\$0.00		\$0.00	
2013									
TruFund Financial Services		501(c)3 - Charitable PC		General Operating Support (Alabama Office)		\$112,500.00		\$0.00	
505 North 20th Street Suite 1525 Birmingham, AL 35203						\$0.00		\$75,000.00	
\$150,000.00						\$0.00		\$0.00	
2013									
United Way of Greenville County		501(c)3 - Charitable PC		General Operating Support		\$0.00		\$500.00	
105 Edinburgh Ct Greenville, SC 29607						\$0.00		\$0.00	

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

\$500.00									
2014									
Virginia Community Capital Inc.									
930 Cambria Street, N E									
Christiansburg, VA 24073-1631									
\$10,000.00									
2014									
West Virginia Rivers Coalition									
3501 MacCorkle Ave SE #129									
Charleston, WV 25304									
\$10,000.00									
2014									
West Virginia Center On Budget And Policy Inc									
723 Kanawha Blvd, Suite 300									
Charleston, WV 25301									
\$150,000.00									
2014									
West Virginia Center On Budget And Policy Inc									
723 Kanawha Blvd, Suite 300									
Charleston, WV 25301									
\$5,000.00									
2014									
Community Development Partnership of West Virginia c/o WV Community Development Hub									
137 1/2 East Main Street									
Oak Hill, WV 25901									
\$150,000.00									

Mary Reynolds Babcock Foundation, Incorporated
 EIN: 56-0690140

2013		2014	
West Virginia Healthy Kids and Families Coalition	501(c)3 - Charitable PC	General Operating Support	
1114 Quarrier St - 3rd Floor Charleston, WV 25301			
\$100,000.00	\$0.00	\$100,000.00	\$0.00
			\$50,000.00
Working Together Jackson c/o Steepot Community Services Inc.	501(c)3 - Charitable PC	General Operating Support	
1750 Ellis Ave #100 Jackson, MS 39204			
\$50,000.00	\$0.00	\$50,000.00	\$0.00
			\$50,000.00
WV Food & Farm Coalition c/o WV Community Development Hub, Inc.	501(c)3 - Charitable PC	General Operating Support	
411 Main St., Suite 215 Mt. Hope, WV 25880			
\$50,000.00	\$0.00	\$50,000.00	\$0.00
			\$25,000.00
Grand Total (120 items)	\$4,154,583.34	\$6,865,432.00	\$8,000.00
		\$7,231,315.32	\$0.00
			\$2,789,500.02

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED	Employer identification number (EIN) or 56-0690140
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 2920 REYNOLDA ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WINSTON-SALEM, NC 27106-5123	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SANDRA MIKUSH

- The books are in the care of ► 2920 REYNOLDA ROAD - WINSTON-SALEM, NC 27106-5123
- Telephone No ► (336) 748-9222 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 2014 or
- ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	445,520.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	295,520.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	150,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MARY REYNOLDS BABCOCK FOUNDATION, INCORPORATED	Employer identification number (EIN) or 56-0690140
	Number, street, and room or suite no. If a P.O. box, see instructions. 2920 REYNOLDA ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINSTON-SALEM, NC 27106-5123	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JUSTIN MAXSON

• The books are in the care of **2920 REYNOLDA ROAD - WINSTON-SALEM, NC 27106-5123**

Telephone No. **(336) 748-9222**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2015**.

5 For calendar year **2014**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	445,520.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	445,520.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Tomel L. Lacy**

Title **Agent**

Date **7/23/15**

Form 8868 (Rev. 1-2014)