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EXTENDED TO AUGUST 17, 2015

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.

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE JOYCE CHARITABLE FUND		A Employer identification number 65-1259920
Number and street (or P.O. box number if mail is not delivered to street address) 37 SEMINARY ROAD	Room/suite	B Telephone number 914-949-2700
City or town, state or province, country, and ZIP or foreign postal code BEDFORD, NY 10506-1227		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,057,444.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		42,885.	42,885.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		108,821.			
b Gross sales price for all assets on line 6a 423,742.					
7 Capital gain net income (from Part IV, line 2)			108,821.		
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		-12,241.	60.		STATEMENT 2
12 Total. Add lines 1 through 11		139,465.	151,766.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		1,505.	0.		1,505.
b Accounting fees STMT 4		3,067.	0.		3,067.
c Other professional fees STMT 5		23,549.	23,549.		0.
17 Interest					
18 Taxes STMT 6		3,819.	819.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		60.	0.		60.
22 Printing and publications					
23 Other expenses STMT 7		8,892.	2,116.		6,716.
24 Total operating and administrative expenses. Add lines 13 through 23		40,892.	26,484.		11,348.
25 Contributions, gifts, grants paid		169,650.			169,650.
26 Total expenses and disbursements. Add lines 24 and 25		210,542.	26,484.		180,998.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-71,077.			
b Net investment income (if negative, enter -0-)			125,282.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED JUL 29 2015

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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					
	2 Savings and temporary cash investments			561.	71,538.	71,538.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			1,598,877.	1,522,042.	1,522,042.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 9			475,461.	463,864.	463,864.
	14 Land, buildings, and equipment; basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,074,899.	2,057,444.	2,057,444.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24 Unrestricted			2,074,899.	2,057,444.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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			2,074,899.	2,057,444.	
	31 Total liabilities and net assets/fund balances			2,074,899.	2,057,444.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,074,899.
2 Enter amount from Part I, line 27a	2	-71,077.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN	3	53,622.
4 Add lines 1, 2, and 3	4	2,057,444.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,057,444.

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 SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b CAPITAL GAINS THRU K-1'S	P	VARIOUS	VARIOUS
c OTHER GAINS THRU K-1'S	P	VARIOUS	VARIOUS
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 423,742.		317,881.	105,861.
b			2,937.
c			23.
d			
e			

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			105,861.
b			2,937.
c			23.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	108,821.
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	192,813.	1,962,135.	.098267
2012	218,552.	1,938,334.	.112752
2011	248,188.	2,109,066.	.117677
2010	166,935.	2,178,596.	.076625
2009	201,690.	2,203,770.	.091520

2 Total of line 1, column (d)	2	.496841
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	.099368
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,065,241.
5 Multiply line 4 by line 3	5	205,219.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,253.
7 Add lines 5 and 6	7	206,472.
8 Enter qualifying distributions from Part XII, line 4	8	180,998.

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

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

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

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

1,299. Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b 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

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

d 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.

e 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?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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)

DE

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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

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

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address ► **N/A**

14 The books are in care of ► **THE FOUNDATION** Telephone no. ► **914-949-2700**
 Located at ► **37 SEMINARY ROAD, BEDFORD, NY** ZIP+4 ► **10506-1227**

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? **Yes** **No**
 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 ► **X**

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
TIMOTHY J. JOYCE	PRESIDENT			
37 SEMINARY ROAD				
BEDFORD, NY 10506	1.00	0.	0.	0.
NANCY D. JOYCE	SECRETARY/TREASURER			
37 SEMINARY ROAD				
BEDFORD, NY 10506	1.00	0.	0.	0.
TIMOTHY C. JOYCE	ASSISTANT SECRETARY/TREASURER			
37 SEMINARY ROAD				
BEDFORD, NY 10506	1.00	0.	0.	0.

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
NONE				

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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	2,060,086.
b	Average of monthly cash balances	1b	36,605.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,096,691.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,096,691.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,450.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,065,241.
6	Minimum investment return. Enter 5% of line 5	6	103,262.

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	103,262.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,506.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,506.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,756.
4	Recoveries of amounts treated as qualifying distributions	4	500.
5	Add lines 3 and 4	5	101,256.
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	101,256.

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	180,998.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	180,998.
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	180,998.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				101,256.
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	92,259.			
b From 2010	58,841.			
c From 2011	144,341.			
d From 2012	122,011.			
e From 2013	93,634.			
f Total of lines 3a through e	511,086.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 180,998.				
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				101,256.
e Remaining amount distributed out of corpus	79,742.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	590,828.			
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	92,259.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	498,569.			
10 Analysis of line 9:				
a Excess from 2010	58,841.			
b Excess from 2011	144,341.			
c Excess from 2012	122,011.			
d Excess from 2013	93,634.			
e Excess from 2014	79,742.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALFRED E. SMITH FOUNDATION 1011 FIRST AVENUE NEW YORK, NY 10022	N/A	PC	GENERAL	25,500.
ALZHEIMERS ASSOCIATION 225 N. MICHIGAN AVE 17TH FL CHICAGO, IL 60601	N/A	PC	GENERAL	100.
ANDREW K DWYER FOUNDATION 756 GUARD HILL RD BEDFORD, NY 10506	N/A	PC	GENERAL	1,500.
BEDFORD FIRE DEPARTMENT 34 VILLAGE GREEN BEDFORD, NY 10506	N/A	PC	GENERAL	250.
BEDFORD FREE LIBRARY 34 VILLAGE GREEN BEDFORD, NY 10506	N/A	PC	GENERAL	250.
Total SEE CONTINUATION SHEET(S) ▶ 3a				169,650.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

THE JOYCE CHARITABLE FUND

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BEDFORD HISTORICAL SOCIETY 612 OLD POST ROAD BEDFORD, NY 10506	N/A	PC	GENERAL	1,250.
BEDFORD VILLAGE LIONS CLUB FOUNDATION INC PO BOX 260 BEDFORD, NY 10506	N/A	PC	GENERAL	100.
BEST BUDDIES INTERNATIONAL 100 SOUTHEAST 2ND ST, SUITE 2200 MIAMI, FL 33131-2154	N/A	PC	GENERAL	250.
CAMP AMERIKIDS, INC. 88 HAMILTON AVE STAMFORD, CT 06902	N/A	PC	GENERAL	1,500.
CARDINAL MCCLOSKEY SERVICES 115 E STEVENS AVE. VALHALLA, NY 10595	N/A	PC	GENERAL	11,000.
CARDINAL'S ANNUAL STEWARDSHIP APPEAL 1011 FIRST AVENUE 14TH FLOOR NEW YORK, NY 10022	N/A	PC	GENERAL	10,000.
CATHOLIC BIG BROTHERS AND BIG SISTERS 1530 JAMES M. WOOD, 2ND FLOOR LOS ANGELES, CA 90015	N/A	PC	GENERAL	500.
CATHOLICS UNITED FOR THE FAITH 601 GRANARD PARKWAY STEUBENVILLE, OH 43952	N/A	PC	GENERAL	500.
CHURCH WORLD SERVICE 475 RIVERSIDE DR #700 NEW YORK, NY 10115	N/A	PC	GENERAL	100.
COLLEGE OF THE HOLY CROSS 1 COLLEGE STREET WORCESTER, MA 01610	N/A	PC	GENERAL	15,200.
Total from continuation sheets				142,050.

THE JOYCE CHARITABLE FUND

65-1259920

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY CENTER OF NORTHERN WESTCHESTER 84 BEDFORD ROAD KATONAH, NY 10536	N/A	PC	GENERAL	2,500.
EACH ONE COUNTS FOUNDATION, INC. 2 BAYBERRY WAY, C/O BRIAN F. HARRINGTON POUND RIDGE, NY 10576	N/A	PC	GENERAL	12,000.
EPISCOPAL CHARITIES 1047 AMSTERDAM AVE. NEW YORK, NY 10025	N/A	PC	GENERAL	500.
FRANCISCAN BREAD FOR THE POOR INC 129 W 31ST ST NEW YORK, NY 10001	N/A	PC	GENERAL	750.
FRANCISCAN FRIARS OF THE ATONEMENT GRAYMOOR PO BOX 301 GARRISON, NY 10524	N/A	PC	GENERAL	2,000.
GEORGETOWN UNIVERSITY 37TH AND O STREET, NW WASHINGTON, DC 20057	N/A	PC	GENERAL	12,260.
GREENWICH HOSPITAL FOUNDATION 5 PERRYRIDGE ROAD GREENWICH, CT 06830	N/A	PC	GENERAL	500.
HOOR CHILDREN, INC. 36-11 12TH STREET LONG ISLAND CITY, NY 11106	N/A	PC	GENERAL	250.
INNER-CITY SCHOLARSHIP FUND, INC. 1011 FIRST AVE., SUITE 1400 NEW YORK, NY 10022-4134	N/A	PC	GENERAL	2,750.
INTERNATIONAL ASSOCIATION OF MINISTER'S WIVES 564 NAVARRE DRIVE STONE MOUNTAIN, GA 30087	N/A	PC	GENERAL	1,000.
Total from continuation sheets				

THE JOYCE CHARITABLE FUND

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KOMERA INC PO BOX 1491 JAMAICA PLAIN, MA 02130	N/A	PC	GENERAL	250.
LATINO U COLLEGE ACCESS 15 BENJAMIN GREEN LN MAHOPAC, NY 10541	N/A	PC	GENERAL	250.
LINCOLN CENTER FOR THE PERFORMING ARTS INC 70 LINCOLN CENTER PLAZA NO 9TH FL NEW YORK, NY 10023	N/A	PC	GENERAL	3,500.
LITTLE SISTERS OF THE POOR 140 SHEPARDS LANE TOTOWA, NJ 10465	N/A	PC	GENERAL	2,500.
LUKE O'BRIAN FOUNDATION 85 CHESTNUT HILL ROAD WILTON, CT 06897	N/A	PC	GENERAL	2,500.
MAGNIFICAT PO BOX 822 PO BOX 822 YONKERS, NY 10702	N/A	PC	GENERAL	125.
MARCH OF DIMES FOUNDATION 1275 MAMARONECK AVE WHITE PLAINS, NY 10605	N/A	PC	GENERAL	50.
MARIA REGINA HIGH SCHOOL C/O R SANOSSIAN 500 W HARTSDALE AVE HARTSDALE, NY 10530	N/A	PC	GENERAL	1,000.
NEIGHBOR TO NEIGHBOR 248 E PUTNAM AVE GREENWICH, CT 06830	N/A	PC	GENERAL	250.
NEWBURGH SAN MIGUEL PROGRAM PO BOX 284 CHAPPAQUA, NY 10514	N/A	PC	GENERAL	5,000.
Total from continuation sheets				

THE JOYCE CHARITABLE FUND

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NY CATHOLIC FOUNDATION 1011 FIRST AVENUE, SUITE 1400 NEW YORK, NY 10022	N/A	PC	GENERAL	5,000.
ONE ACRE FUND 2355 FAIRVIEW AVE., #140 ROSEVILLE, MN 55113	N/A	PC	GENERAL	2,500.
OUR LADY OF GUADALUPE MONASTERY 142 JOSEPH BLANE RD SILVER CITY, NM 88061	N/A	PC	GENERAL	1,000.
PINE TREE SOCIETY FOR HANDICAPPED CHILDREN & ADULTS P.O. BOX 518, 149 FRONT STREET BATH, ME 04530	N/A	PC	GENERAL	500.
PROJECT REBIRTH 41 PARK ROW, ROOM 312 NEW YORK, NY 10038	N/A	PC	GENERAL	1,000.
RUSTICUS GARDEN CLUB 1450 EAST SUMMITRY CIRCLE KATY, TX 77449	N/A	PC	GENERAL	850.
SAN MIGUEL ACADEMY OF NEWBURGH 15 CHESTER AVENUE WHITE PLAINS, NY 10601	N/A	PC	GENERAL	7,750.
SEMPER FI FUND PO BOX 555193 CAMP PENDLETON, CA 92055	N/A	PC	GENERAL	1,000.
SISTERS OF LIFE 1955 NEEDHAM AVENUE BROXN, NY 10466	N/A	PC	GENERAL	6,500.
SPECIAL OLYMPICS FLORIDA 1915 DON WICKHAM DRIVE CLERMONT, FL 34711	N/A	PC	GENERAL	500.
Total from continuation sheets				

THE JOYCE CHARITABLE FUND

65-1259920

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. MARY'S HEALTHCARE 73 NORTH MAIN STREET STE 224 GLOVERSVILLE, NY 12078	N/A	PC	GENERAL	1,000.
ST. MATTHEW'S CHURCH 382 CANTITOE STREET BEDFORD, NY 10507	N/A	PC	GENERAL	15,350.
ST. TIMOTHY'S MEMORIAL CHAPEL P.O. BOX 235 MEDINA, WA 98039	N/A	PC	GENERAL	150.
ST. VINCENT'S HOSPITAL 275 NORTH STREET HARRISON, NY 10528	N/A	PC	GENERAL	2,000.
SWIM ACROSS AMERICA PO BOX 217 LARCHMONT, NY 10538	N/A	PC	GENERAL	250.
THE FRICK COLLECTION 1 E 70TH ST NEW YORK, NY 10021	N/A	PC	GENERAL	650.
UBUNTU AFRICA NFP PO BOX 7906, C/O WHITNEY JOHNSON GREENWICH, CT 06836	N/A	PC	GENERAL	3,000.
WECYCLE PAULDING 151 CLEBURNE PARKWAY #1212 HIRAM, GA 30141	N/A	PC	GENERAL	500.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BROXN, NY 10460	N/A	PC	GENERAL	1,175.
WORLD AFFAIRS FORUM 30 OAK ST, SUITE 105 STAMPFORD, CT 06905	N/A	PC	GENERAL	1,040.
Total from continuation sheets				

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

- | | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

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.

May the IRS discuss this return with the preparer shown below (see instr) ?

☒ Yes ☐ No

~~Sign Here~~

Signature of officer or trustee

7-24-15
Date

President
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name
THOMAS F. BLANEY,
CPA, CFE

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name ► O'CONNOR DAVIES, LLP

Firm's EIN ► 27-1728945

Firm's address ► 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no. (212) 286-2600

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONCEPT CAPITAL MARKETS	40,633.	0.	40,633.	40,633.	
THRU K-1'S	2,252.	0.	2,252.	2,252.	
TO PART I, LINE 4	42,885.	0.	42,885.	42,885.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES THRU K-1'S	60.	60.	
OTHER LOSS THRU K-1'S	-12,801.	0.	
GRANT RECOVERIES	500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-12,241.	60.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BLEAKLEY PLATT & SCHMIDT, LLP	1,505.	0.		1,505.
TO FM 990-PF, PG 1, LN 16A	1,505.	0.		1,505.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	3,067.	0.		3,067.
TO FORM 990-PF, PG 1, LN 16B	3,067.	0.		3,067.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONCEPT CAPITAL - INVESTMENT MANAGEMENT FEES	23,549.	23,549.		0.
TO FORM 990-PF, PG 1, LN 16C	23,549.	23,549.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	671.	671.		0.
FOREIGN TAXES THRU K-1'S	148.	148.		0.
EXCISE TAX	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,819.	819.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PENALTY	60.	0.		0.
GRANTEE SITE VISITS	6,619.	0.		6,619.
BANK FEES	282.	282.		0.
OTHER EXPENSES THRU K-1'S	1,834.	1,834.		0.
POSTAGE	97.	0.		97.
TO FORM 990-PF, PG 1, LN 23	8,892.	2,116.		6,716.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT A	1,522,042.	1,522,042.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,522,042.	1,522,042.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS - SEE ATTACHMENT A	FMV	399,318.	399,318.
REAL ESTATE INVESTMENT TRUSTS - SEE ATTACHMENT A	FMV	64,546.	64,546.
TOTAL TO FORM 990-PF, PART II, LINE 13		463,864.	463,864.

The Joyce Charitable Fund
 Portfolio Holdings
 December 31, 2014
 EIN: 65-1259920

Tickmark Legend:

Total (A) = Market Value of Partnerships = \$399,318
 Total (B) = Market Value of Common Stock = \$1,522,042
 Total (C) = Market Value of Real Estate Investment Trusts = \$64,546

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities 96.00% of Portfolio					
Common Stocks					
EATON CORP PLC SHS					
ISIN#IE00B8QN827				Security Identifier: ETN CUSIP: G29183103	
Dividend Option: Cash					
12/04/12	1,000,000	51.2790	51,279.34	67.9600	(B) 67,960.00
AT&T INC COM					
Dividend Option: Cash				Security Identifier: T CUSIP: 00206R102	
07/13/04	127,000	19.8940	2,501.09	33.5900	4,265.93
Total Noncovered	127,000		2,501.09		4,265.93
04/05/11	673,000	30.8750	20,778.65	33.5900	22,606.07
Total Covered	673,000		20,778.65		22,606.07
Total	800,000		\$23,279.74		\$26,872.00
ANADARKO PETE CORP COM					
Dividend Option: Cash				Security Identifier: APC CUSIP: 032511107	
12/10/09	300,000	58.2870	17,486.14	82.5000	24,750.00
Total Noncovered	300,000		17,486.14		24,750.00
03/03/11	300,000	82.3200	24,696.00	82.5000	24,750.00
Total Covered	300,000		24,696.00		24,750.00
Total	600,000		\$42,182.14		\$49,500.00
APACHE CORP COM					
Dividend Option: Cash				Security Identifier: APA CUSIP: 037411105	
02/24/04	350,000	39.2440	13,735.30	62.6700	21,934.50
APPLE INC COM					
Dividend Option: Cash				Security Identifier: AAPL CUSIP: 037833100	
03/21/11	1,050,000	48.3310	50,747.60	110.3800	115,899.00

The Joyce Charitable Fund
Portfolio Holdings
December 31, 2014
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Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities (continued)					
Common Stocks (continued)					
ATLAS PIPELINE L P UNIT LP PARTNERSHIP INT			Security Identifier: APL CUSIP: 049392103		
Dividend Option: Cash					(A) 36,801.00
02/24/12 *	1,350,000	37.7360	19,744.00	27.2600	
BLACKSTONE GROUP L P COM UNIT REPSTG LTD PARTNERSHIP INT			Security Identifier: BX CUSIP: 09253U108		
Dividend Option: Cash					(A) 84,575.00
03/26/13 *	2,500,000	19.8570	49,646.00	33.8300	
CNOOC LTD SPONSORED ADR ISIN#US1261321095			Security Identifier: CEO CUSIP: 126132109		
Dividend Option: Cash					(B) 27,088.00
11/06/08 *	200,000	70.1090	14,021.76	135.4400	
CUR PARTNERS LP COM			Security Identifier: UAN CUSIP: 126633106		
Dividend Option: Cash					14,610.00
04/07/11 *	1,500,000	16.0070	24,010.00	9.7400	19,480.00
04/08/11 *	2,000,000	18.0350	36,070.00	9.7400	34,090.00
Total Noncovered	3,500,000		66,974.00		(A) \$34,090.00
Total	3,500,000		\$66,974.00		
CANADIAN NATL RY CO COM ISIN#CA1363751027			Security Identifier: CNI CUSIP: 136375102		
Dividend Option: Cash					(B) 96,474.00
05/18/05 *	1,400,000	15.0060	21,008.86	68.9100	
CHEVRON CORP NEW COM			Security Identifier: CVX CUSIP: 166764100		
Dividend Option: Cash					28,045.00
07/31/02 *	250,000	43.1290	10,782.36	112.1800	
DANAHER CORP COM			Security Identifier: DHR CUSIP: 235851102		
Dividend Option: Cash					34,284.00
06/02/10 *	400,000	40.2150	16,085.96	85.7100	34,284.00
Total Noncovered	400,000		16,085.96		51,426.00
03/03/11	600,000	51.2160	30,729.48	85.7100	

The Joyce Charitable Fund
Portfolio Holdings
December 31, 2014
EIN: 65-1259920

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities (continued)					
<i>Common Stocks (continued)</i>					
<i>DANAHER CORP COM (continued)</i>					
Total Covered	600,000		30,729.48		51,426.00
Total	1,000,000		\$46,815.44		(B) \$85,710.00
<i>DISCOVERY COMMUNICATIONS INC</i>					
NEW COM SER A					
Dividend Option: Cash				Security Identifier: DISCA CUSIP 25470F104	
07/16/14	650,000	42.0990	27,364.24	34.4500	22,392.50
<i>DISCOVERY COMMUNICATIONS INC</i>					
NEW COM SER C					
Dividend Option: Cash				Security Identifier: DISCK CUSIP 25470F302	
07/16/14	650,000	41.0020	26,651.22	33.7200	21,918.00
<i>DIRECTV COM</i>					
Dividend Option: Cash				Security Identifier: DTV CUSIP 25490A309	
11/13/09 *	550,000	29.8280	16,405.50	86.7000	47,685.00
<i>ENTERPRISE PRODS PARTNERS L P COM</i>					
UNIT					
Dividend Option: Cash				Security Identifier: EPD CUSIP 293792107	
11/07/08 *	1,300,000	12.1120	15,745.80	36.1200	46,956.00
03/03/11 *	1,000,000	21.6610	21,660.80	36.1200	36,120.00
Total Noncovered	2,300,000		9,617.00		83,076.00
Total	2,300,000		\$9,617.00		(A) \$83,076.00
<i>GOOGLE INC CL A</i>					
Dividend Option: Cash				Security Identifier: GOOGL CUSIP 38259P508	
10/09/07 *	10,000	307.7050	3,077.05	530.6600	5,306.60
02/12/08 *	10,000	261.6420	2,616.42	530.6600	5,306.60
Total Noncovered	20,000		5,693.47		10,613.20
05/21/14	50,000	549.1150	27,455.77	530.6600	26,533.00
Total Covered	50,000		27,455.77		26,533.00
Total	70,000		\$33,149.24		(B) \$37,146.20
<i>GOOGLE INC CL C</i>					
Dividend Option: Cash				Security Identifier: GOOG CUSIP 38259P706	
10/09/07 *	10,000	306.7210	3,067.21	526.4000	5,264.00
02/12/08 *	10,000	260.8050	2,608.05	526.4000	5,264.00
Total Noncovered	20,000		5,675.26		10,528.00
Total	20,000		\$5,675.26		\$10,528.00
<i>HCA HLDGS INC COM</i>					
Dividend Option: Cash				Security Identifier: HCA CUSIP 40412C101	

The Joyce Charitable Fund
Portfolio Holdings
December 31, 2014
EIN: 65-1259920

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities (continued)					
Common Stocks (continued)					
HCA HLDGS INC COM (continued)	1,050,000	46.2540	48,566.18	73.3900	
12/18/13					(B) 77,059.50
INTERNATIONAL BUSINESS MACHS CORP COM					
Dividend Option: Cash				Security Identifier: IBM CUSIP: 459200101	
08/28/08 *	150,000	125.0200	18,753.02	160.4400	24,066.00
Total Noncovered	150,000		18,753.02		24,066.00
03/03/11	200,000	163.7550	32,750.92	160.4400	32,088.00
Total Covered	200,000		32,750.92		32,088.00
Total	350,000		\$51,503.94		\$56,154.00
JOHNSON & JOHNSON COM					
Dividend Option: Cash				Security Identifier: JNJ CUSIP: 478160104	
07/31/02 *	400,000	46.1350	18,454.17	104.5700	41,828.00
LOCKHEED MARTIN CORP COM					
Dividend Option: Cash				Security Identifier: LMT CUSIP: 539830109	
04/10/13	250,000	96.1970	24,049.37	192.5700	48,142.50
MADISON SQUARE GARDEN CO CL A					
Dividend Option: Cash				Security Identifier: MSG CUSIP: 55826PT00	
02/14/14	425,000	59.8200	25,423.54	75.2600	31,985.50
03/19/14	425,000	58.8440	25,008.83	75.2600	31,985.50
Total Covered	850,000		50,432.37		63,971.00
Total	850,000		\$50,432.37		\$63,971.00
MAGELLAN MIDSTREAM PARTNERS LP COM UNIT					
REPSTG LTD PARTNER INT				Security Identifier: MMP CUSIP: 559080106	
Dividend Option: Cash					
03/03/11 *	1,200,000	29.7300	43,645.00	82.6600	(A) 99,192.00
MCKESSON CORP COM					
Dividend Option: Cash				Security Identifier: MCK CUSIP: 58155Q103	
04/10/13	450,000	107.7140	48,471.39	207.5800	(B) 93,411.00

The Joyce Charitable Fund
Portfolio Holdings
December 31, 2014
EIN: 65-1259920

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities (continued)					
Common Stocks (continued)					
MONOTYPE IMAGING HLDGS INC COM					
Dividend Option: Cash					
04/05/11	1,825,000	14.0480	25,637.49	Security Identifier: TYPE CUSIP: 61022P100	(B) 52,614.75
Pfizer Inc COM					
Dividend Option: Cash					
10/21/08 *	1,000,000	17.7930	17,792.70	Security Identifier: PFE CUSIP: 717081103	(B) 31,150.00
PLAINS ALL AMERICAN PIPELINE L P UNIT					
LTD PARTNERSHIP INT					
Dividend Option: Cash					
03/16/09 *	400,000	19.1670	7,666.90	Security Identifier: PAA CUSIP: 726503105	20,528.00
03/03/11 *	800,000	32.7550	26,203.68		41,056.00
Total Noncovered	1,200,000		43,274.00		61,584.00
Total	1,200,000		\$43,274.00		(A) \$61,584.00
ROCHE HLDGS LTD SPONSORED ADR					
ISIN#US7711951043					
Dividend Option: Cash					
02/28/13	1,800,000	28.7250	51,704.46	Security Identifier: RHHBY CUSIP: 771195104	(B) 61,115.40
SIRIUS XM HLDGS INC COM					
Dividend Option: Cash					
03/14/14	6,116,000	3.4640	21,183.38	Security Identifier: SIRI CUSIP: 829688103	21,406.00
3M CO COM					
Dividend Option: Cash					
09/09/10 *	200,000	82.9450	16,589.04	Security Identifier: MMM CUSIP: 88579Y101	32,864.00
Total Noncovered	200,000		16,589.04		32,864.00
03/07/11	350,000	92.5160	32,380.43		57,512.00
Total Covered	350,000		32,380.43		57,512.00
Total	550,000		\$48,969.47		\$90,376.00
TWENTY-FIRST CENTY FOX INC CL A					
Dividend Option: Cash					
03/21/14	500,000	32.8350	16,417.65	Security Identifier: FOXA CUSIP: 90730A101	19,202.50
UNION PACIFIC CORP COM					
Dividend Option: Cash					
07/31/02 *	900,000	16.2000	14,580.00	Security Identifier: UNP CUSIP: 907818108	107,217.00
UNITED TECHNOLOGIES CORP COM					
Dividend Option: Cash					
07/31/02 *	125,000	37.4900	4,686.19	Security Identifier: UTX CUSIP: 913017109	14,375.00

The Joyce Charitable Fund
Portfolio Holdings
December 31, 2014
EIN: 65-1259920

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value
Equities (continued)					
Common Stocks (continued)					
UNITED TECHNOLOGIES CORP COM (continued)					
Total Noncovered	125.000		4,686.19		14,375.00
01/27/11	100.000	82.8400	8,283.96	115.0000	11,500.00
04/09/13	50.000	94.5740	4,728.69	115.0000	5,750.00
Total Covered	150.000		13,012.65		17,250.00
Total	275.000		\$17,698.84		\$31,625.00
UNITEDHEALTH GROUP INC COM					
Dividend Option Cash				Security Identifier: UNH CUSIP: 91324P102	
08/19/14	300.000	83.7490	25,124.55	101.0900	30,327.00
09/18/14	150.000	87.9190	13,187.87	101.0900	15,163.50
Total Covered	450.000		38,312.42		45,490.50
Total	450.000		\$38,312.42		\$45,490.50
VERIZON COMMUNICATIONS INC COM					
Dividend Option Cash				Security Identifier: VZ CUSIP: 92343V104	
02/27/14	473.000	48.1150	22,758.40	46.7800	22,126.94
Real Estate Investment Trusts					
URSTADT BIDDLE PPTYS INC CL A					
Dividend Option Cash				Security Identifier: UBA CUSIP: 917286205	
03/03/11	1,350.000	18.7000	25,245.41	21.8800	29,538.00
03/03/11	1,600.000	18.6630	29,861.44	21.8800	35,008.00
Total Covered	2,950.000		55,106.85		64,546.00
Total	2,950.000		\$55,106.85		\$64,546.00
Total Real Estate Investment Trusts			\$55,106.85		\$64,546.00
Total Equities			\$1,187,637.08		\$1,985,906.29

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE JOYCE CHARITABLE FUND	65-1259920
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	37 SEMINARY ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BEDFORD, NY 10506-1227	

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-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

THE FOUNDATION

- The books are in the care of ► 37 SEMINARY ROAD - BEDFORD, NY 10506-1227
Telephone No ► 914-949-2700 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.

- 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

- 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	\$	3,865.
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	\$	3,865.
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	\$	0.

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.