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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Name of foundation: GEORGE A & MARY E FREDERICK MEM FD. A Employer identification number: 90-0398149. B Telephone number: . C If exemption application is pending, check here: . G Check all that apply: . H Check type of organization: . I Fair market value of all assets at end of year: \$ 6,803,766. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 319,979 and Excess of revenue over expenses of 148,729.

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	109,806	104,358	104,358		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,191,941 <input checked="" type="checkbox"/>	1,204,042	1,593,488		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	4,361,252 <input checked="" type="checkbox"/>	4,534,022	5,105,920		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,662,999	5,842,422	6,803,766			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	5,656,090	5,818,420			
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	6,909	24,002				
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,662,999	5,842,422				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,662,999	5,842,422				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	5,662,999
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	148,729
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	30,694
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	5,842,422
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	5,842,422

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	337,685
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	265,514	6,200,795	0.042819
2012	258,067	5,701,185	0.045266
2011	144,889	5,498,957	0.026348
2010	128,703	5,066,147	0.025405
2009			

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.139838
<b>3</b> 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	<b>3</b>	0.03496
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	6,771,578
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	236,734
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	4,799
<b>7</b> Add lines 5 and 6.	<b>7</b>	241,533
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	319,979

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	4,799
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	4,799
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	4,799
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	6,876
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	6,876
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	2,077
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 2,077 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>		
<b>12</b>	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)	<b>12</b>		<b>No</b>		
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>			
<b>14</b>	The books are in care of ▶ <u>PNC BANK N A</u> Telephone no ▶ _____ Located at ▶ <u>620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA</u> ZIP+4 ▶ <u>15222</u>					
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1"><tr><td><b>15</b></td><td></td></tr></table>	<b>15</b>				
<b>15</b>						
<b>16</b>	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ _____	<b>16</b>	<b>Yes</b>	<b>No</b>		

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ) . . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PNC BANK N A 620 LIBERTY AVENUE PITTSBURGH, PA 152222705	TRUSTEE 3	12,813		

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

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

**Total** number of other employees paid over \$50,000. 0

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	6,874,698
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	0
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	6,874,698
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	6,874,698
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	103,120
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	6,771,578
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	338,579

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	338,579
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	4,799
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	4,799
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	333,780
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	333,780
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	333,780

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	319,979
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	319,979
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	4,799
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	315,180

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				333,780
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .			288,883	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .	0			
<b>b</b> From 2010. . . . .	0			
<b>c</b> From 2011. . . . .	0			
<b>d</b> From 2012. . . . .	0			
<b>e</b> From 2013. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>319,979</u>				
<b>a</b> Applied to 2013, but not more than line 2a			288,883	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2014 distributable amount. . . . .				31,096
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				302,684
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .	0			
<b>b</b> Excess from 2011. . . . .	0			
<b>c</b> Excess from 2012. . . . .	0			
<b>d</b> Excess from 2013. . . . .	0			
<b>e</b> Excess from 2014. . . . .	0			

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

---

**c** Any submission deadlines

---

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

**Part XV** **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> ROMAN CATHOLIC ARCHBISHOP OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE, MD 21201	NONE	PC	GENERAL SUPPORT	159,669
STELLA MARIS INC 2300 DULANEY VALLEY ROAD TIMONIUM, MD 210932739	NONE	PC	GENERAL SUPPORT	159,669
<b>Total . . . . .</b>				<b>3a</b> 319,338
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
291 FORD MTR CO DEL COM PAR \$0.01		2013-09-05	2014-01-01
629 FORD MTR CO DEL COM PAR \$0.01			2014-01-01
47 L BRANDS INC			2014-01-09
270 CAPITAL ONE FINANCIAL CORP			2014-01-21
490 INTEL CORP			2014-01-27
51 PFIZER INC COM		2010-05-20	2014-01-27
195 YAHOO! INC COM		2013-07-02	2014-01-27
85 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-07-02	2014-01-27
125 CITIGROUP INC		2013-05-20	2014-02-06
587 CITIGROUP INC			2014-02-06

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
4,467		5,040	-573
9,611		10,959	-1,348
2,704		1,631	1,073
19,596		18,538	1,058
12,140		10,521	1,619
1,521		788	733
7,229		4,907	2,322
12,028		5,954	6,074
6,004		6,475	-471
28,194		22,921	5,273

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			-573
			-1,348
			1,073
			1,058
			1,619
			733
			2,322
			6,074
			-471
			5,273

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
275 SMITH A O CORP COMMON			2014-02-06
65 WYNN RESORTS LTD			2014-02-19
10 PLUM CREEK TIMBER CO INC		2013-09-16	2014-02-20
29 SAFEWAY INC NEW		2013-04-29	2014-02-20
65 OMNICARE INC		2013-07-31	2014-02-21
300 OMNICARE INC		2012-12-13	2014-02-21
49 PLUM CREEK TIMBER CO INC		2013-09-16	2014-02-21
50 JOHNSON CONTROLS INC		2011-06-28	2014-02-25
18 WYNDHAM WORLDWIDE CORP		2011-10-28	2014-02-25
105 INTERCONTINENTAL EXCHANGE INC			2014-02-28

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
12,624		14,489	-1,865
14,448		9,062	5,386
428		466	-38
1,022		678	344
3,978		3,445	533
18,361		10,783	7,578
2,080		2,285	-205
2,486		2,001	485
1,277		629	648
21,915		13,210	8,705

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-1,865
			5,386
			-38
			344
			533
			7,578
			-205
			485
			648
			8,705

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
110 DELTA AIR LINES INC		2013-07-02	2014-03-04
190 GENERAL ELEC CO COM		2010-01-28	2014-03-04
260 QUESTCOR PHARMACEUTICALS INC			2014-03-04
75 PROCTER & GAMBLE CO		2010-02-05	2014-03-07
150 ROGERS COMMUNICATIONS INC CL B		2013-04-26	2014-03-07
90 ROGERS COMMUNICATIONS INC CL B		2013-04-26	2014-03-07
68 CORNING INC			2014-03-11
45 SAFEWAY INC NEW		2013-04-29	2014-03-11
85 PVH CORP		2012-10-16	2014-03-13
50 PROCTER & GAMBLE CO			2014-03-13

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,770		2,101	1,669
4,862		3,084	1,778
16,964		15,287	1,677
5,870		4,580	1,290
5,841		7,384	-1,543
3,520		4,431	-911
1,306		971	335
1,742		1,052	690
9,910		8,253	1,657
3,971		3,288	683

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,669
			1,778
			1,677
			1,290
			-1,543
			-911
			335
			690
			1,657
			683

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
75 HELMERICH & PAYNE INC COM		2013-02-26	2014-03-19
140 NORFOLK SOUTHN CORP COM		2014-02-06	2014-03-19
20 PPG INDS INC COM		2013-11-08	2014-03-19
55 PPG INDS INC COM		2013-11-08	2014-03-20
1 WACHOVIA CORP		2001-01-01	2014-03-24
190 CHUBB CORP COM			2014-03-27
322 MSCI INC			2014-03-27
83 MSCI INC		2014-01-21	2014-03-27
270 HALLIBURTON CO		2012-08-15	2014-04-01
15 HELMERICH & PAYNE INC COM		2013-08-30	2014-04-02

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
7,712		4,837	2,875
13,648		13,078	570
3,905		3,623	282
10,711		9,962	749
239		25	214
16,544		11,135	5,409
13,448		13,277	171
3,483		3,703	-220
15,986		9,282	6,704
1,616		946	670

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,875
			570
			282
			749
			214
			5,409
			171
			-220
			6,704
			670

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
26 TEVA PHARMA INDS ADR 1 ADR REPRESENTS 10 SHS		2011-08-23	2014-04-02
21 UNITED PARCEL SERVICE INC CL B		2011-06-28	2014-04-02
155 GOLDMAN SACHS GROUP INC COM			2014-04-11
13 ENTERPRISE PRODS PARTNERS L P COM UNIT		2012-02-02	2014-04-17
22 WISCONSIN ENERGY CORP		2009-02-19	2014-04-17
950 FIFTH THIRD BANCORP			2014-04-29
325 FIFTH THIRD BANCORP			2014-04-29
21 HELMERICH & PAYNE INC COM		2013-08-30	2014-05-07
85 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-07-02	2014-05-14
174 FIRST NIAGARA FINL GROUP INC NEW		2011-06-28	2014-05-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,386		1,012	374
2,056		1,509	547
23,724		20,842	2,882
947		603	344
1,049		467	582
19,422		13,759	5,663
6,644		7,169	-525
2,282		1,325	957
10,990		5,954	5,036
1,498		2,288	-790

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			374
			547
			2,882
			344
			582
			5,663
			-525
			957
			5,036
			-790

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
113 FIRST NIAGARA FINL GROUP INC NEW		2013-07-22	2014-05-23
42 WALGREEN CO COM		2012-06-27	2014-05-23
160 CHEVRON CORPORATION			2014-05-27
290 METHANEX CORP SEDOL 2654416			2014-06-04
97 CORNING INC			2014-06-11
30 CORNING INC		2013-05-17	2014-06-11
40 FIDELITY NATIONAL FINANCIAL INC EXCH 6/30/2014 SEE 31620R303 &		2012-12-17	2014-06-11
37 TIME INC-W/I			2014-06-16
5 TIME INC-W/I		2013-12-18	2014-06-18
485 METLIFE INC COM			2014-06-20

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
973		1,195	-222
2,940		1,237	1,703
19,659		10,042	9,617
16,573		17,609	-1,036
2,082		1,403	679
647		478	169
1,321		914	407
858		824	34
11		11	
27,367		17,083	10,284

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-222
			1,703
			9,617
			-1,036
			679
			169
			407
			34
			10,284

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
340 YAHOO! INC COM			2014-06-23
42 APPLE INC			2014-07-02
20 MARATHON PETROLEUM CORP		2012-05-22	2014-07-02
155 APPLE INC		2013-09-24	2014-07-09
35 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-07-09
50 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-07-09
460 VALERO ENERGY CORP NEW COM			2014-07-09
245 VERIZON COMMUNICATIONS COM		2013-04-26	2014-07-09
20 WYNN RESORTS LTD		2013-05-13	2014-07-09
333 FNFV GROUP-W/I		2012-12-17	2014-07-16

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
11,429		9,156	2,273
3,922		2,668	1,254
1,597		717	880
14,781		10,863	3,918
3,816		2,440	1,376
5,468		3,485	1,983
22,638		21,288	1,350
11,974		13,104	-1,130
4,093		2,791	1,302
5		4	1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,273
			1,254
			880
			3,918
			1,376
			1,983
			1,350
			-1,130
			1,302
			1

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
972 VERITIV CORP-W/I			2014-07-16
23 FNFV GROUP-W/I		2012-12-17	2014-07-18
67 BB&T CORP		2013-01-28	2014-07-24
21 METLIFE INC COM			2014-07-24
550 KKR & CO LP			2014-07-28
111 UNITED TECHNOLOGIES CORP COM		2009-08-25	2014-07-28
1 CITIGROUP INC		2001-01-01	2014-07-31
70 WYNN RESORTS LTD			2014-08-01
180 L-3 COMMUNICATIONS HLDGS INC COM			2014-08-04
315 FRANKLIN RES INC COM			2014-08-06

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
37		24	13
369		268	101
2,530		2,073	457
1,160		715	445
13,441		14,728	-1,287
12,058		6,650	5,408
683		25	658
14,693		9,625	5,068
18,806		20,949	-2,143
17,074		12,689	4,385

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			13
			101
			457
			445
			-1,287
			5,408
			658
			5,068
			-2,143
			4,385

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
225 ZIMMER HOLDINGS INC		2014-02-21	2014-08-06
35 DU PONT E I DE NEMOURS & CO			2014-08-07
20 L-3 COMMUNICATIONS HLDGS INC COM		2014-04-02	2014-08-07
18 APPLE INC		2013-09-24	2014-08-11
9 GENERAL DYNAMICS CORP		2013-08-02	2014-08-11
18 LYONDELLBASELL INDUSTRIES N V ISIN NL0009434992 SEDOL B3SPXZ3		2013-05-06	2014-08-11
390 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2			2014-08-13
160 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-07-09	2014-08-13
1 COUNTRYWIDE CAPITAL PFD 7.0% 11/01/36		2001-01-01	2014-08-25
200 SANDISK CORP			2014-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
21,733		21,571	162
2,254		1,696	558
2,033		2,399	-366
1,725		1,261	464
1,062		786	276
1,948		1,116	832
15,068		15,157	-89
6,183		6,848	-665
331			331
19,679		13,659	6,020

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			162
			558
			-366
			464
			276
			832
			-89
			-665
			331
			6,020

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
245 MERCK & CO INC		2014-01-27	2014-08-27
80 VISA INC CLASS A SHARES			2014-08-29
15 SUNTRUST BANKS INC COM		2014-02-06	2014-09-12
299 SUNTRUST BANKS INC COM		2014-02-06	2014-09-12
212 SUNTRUST BANKS INC COM		2014-02-06	2014-09-12
47 SUNTRUST BANKS INC COM			2014-09-15
47 SUNTRUST BANKS INC COM		2014-03-27	2014-09-15
130 SUNTRUST BANKS INC COM			2014-09-15
245 MERCK & CO INC			2014-09-22
58 582 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2013-12-11	2014-09-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
14,778		13,026	1,752
17,061		7,533	9,528
586		563	23
11,695		11,225	470
8,305		7,959	346
1,840		1,826	14
1,835		1,831	4
5,089		4,939	150
14,853		13,156	1,697
637		630	7

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,752
			9,528
			23
			470
			346
			14
			4
			150
			1,697
			7

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
27598 896 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2013-07-09	2014-09-29
355 COCA COLA ENTERPRISES			2014-10-10
80 COCA COLA ENTERPRISES		2014-03-27	2014-10-10
85 HELMERICH & PAYNE INC COM		2013-02-26	2014-10-10
145 HESS CORPORATION		2014-08-13	2014-10-10
240 MANPOWER GROUP INC			2014-10-10
45 WHITING PETROLEUM CORP		2013-04-15	2014-10-10
31 EATON CORP PLC SEDOL B8KQN82		2012-12-03	2014-10-14
40 HANESBRANDS INC - W/I		2014-02-19	2014-10-15
185 WHITING PETROLEUM CORP			2014-10-15

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
300,000		295,308	4,692
14,782		9,647	5,135
3,331		3,714	-383
7,159		5,482	1,677
12,105		14,398	-2,293
15,018		19,144	-4,126
2,869		2,084	785
1,842		1,601	241
4,056		2,929	1,127
10,260		9,225	1,035

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			4,692
			5,135
			-383
			1,677
			-2,293
			-4,126
			785
			241
			1,127
			1,035

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
191 BLACKSTONE GROUP LP THE		2014-07-28	2014-10-17
404 BLACKSTONE GROUP LP THE			2014-10-17
1 COVENTRY HEALTH CARE INC		2001-01-01	2014-10-22
49 FNF GROUP-W/I		2012-12-17	2014-10-30
21 FNF GROUP-W/I		2012-12-17	2014-10-30
27 M&T BK CORP			2014-10-30
2 HALYARD HEALTH INC-W/I		2011-06-28	2014-11-07
103 ROGERS COMMUNICATIONS INC CL B			2014-11-14
13 CAPITAL ONE FINANCIAL CORP		2013-07-22	2014-11-18
20 FOOT LOCKER INC		2013-09-27	2014-11-18

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
5,636		6,608	-972
11,825		13,760	-1,935
36		25	11
1,422		930	492
605		398	207
3,214		2,278	936
74		43	31
3,928		4,274	-346
1,059		899	160
1,097		683	414

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-972
			-1,935
			11
			492
			207
			936
			31
			-346
			160
			414

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
23 GENERAL ELEC CO COM		2009-06-10	2014-11-18
160 HELMERICH & PAYNE INC COM			2014-11-18
335 TRINITY INDUSTRIES INC		2014-07-28	2014-12-03
14 AT&T INC			2014-12-09
35 AETNA INC NEW		2013-05-14	2014-12-09
40 ALLSTATE CORP		2013-02-20	2014-12-09
35 AMERICAN WATER WORKS CO INC		2014-06-23	2014-12-09
25 AMERIPRISE FINANCIAL INC		2014-06-20	2014-12-09
6 AMGEN INC		2013-12-23	2014-12-09
20 AMGEN INC		2013-12-13	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
621		308	313
12,528		10,700	1,828
10,607		15,043	-4,436
459		446	13
3,128		2,080	1,048
2,746		1,868	878
1,848		1,695	153
3,327		2,977	350
1,011		678	333
3,370		2,239	1,131

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			313
			1,828
			-4,436
			13
			1,048
			878
			153
			350
			333
			1,131

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
4 APPLE INC		2013-09-24	2014-12-09
25 APPLE INC			2014-12-09
12 BB&T CORP		2013-01-28	2014-12-09
8 BAXTER INTERNATIONAL INC		2013-08-01	2014-12-09
12 BLACKSTONE GROUP LP THE		2014-04-02	2014-12-09
5 BOEING CO		2012-07-26	2014-12-09
15 BOEING CO		2012-07-30	2014-12-09
45 CDW CORP/DE		2014-07-09	2014-12-09
35 CVS CAREMARK CORP		2013-05-14	2014-12-09
22 CA INC		2012-03-28	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
446		280	166
2,789		1,747	1,042
464		371	93
585		579	6
405		402	3
639		374	265
1,918		1,121	797
1,520		1,439	81
3,168		2,085	1,083
673		612	61

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			166
			1,042
			93
			6
			3
			265
			797
			81
			1,083
			61

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
8 CALIFORNIA RESOURCES CORP		2013-01-07	2014-12-09
8 CAPITAL ONE FINANCIAL CORP		2013-07-22	2014-12-09
20 CAPITAL ONE FINANCIAL CORP		2014-10-10	2014-12-09
13 CHEVRON CORPORATION		2008-12-05	2014-12-09
30 CHEVRON CORPORATION			2014-12-09
9 CHUBB CORP COM		2010-11-01	2014-12-09
54 CISCO SYS INC COM		2011-09-09	2014-12-09
135 CISCO SYS INC COM			2014-12-09
35 COMCAST CORPORATION CL A		2010-01-08	2014-12-09
17 CONOCOPHILLIPS		2012-03-06	2014-12-09

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5		6	-1
662		553	109
1,656		1,626	30
1,392		923	469
3,212		2,676	536
937		525	412
1,469		869	600
3,672		2,287	1,385
1,954		593	1,361
1,095		989	106

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			109
			30
			469
			536
			412
			600
			1,385
			1,361
			106

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
45 CONOCOPHILLIPS		2013-08-30	2014-12-09
15 CONSTELLATION BRANDS INC CL A		2014-07-09	2014-12-09
65 DELTA AIR LINES INC		2013-07-02	2014-12-09
30 DISNEY WALT CO		2012-06-04	2014-12-09
14 DISCOVER FINANCIAL W/I		2011-07-07	2014-12-09
50 DISCOVER FINANCIAL W/I		2011-03-25	2014-12-09
30 EASTMAN CHEM CO		2014-06-04	2014-12-09
8 ENTERPRISE PRODS PARTNERS L P COM UNIT		2012-02-02	2014-12-09
9 EXTRA SPACE STORAGE INC		2014-11-18	2014-12-09
40 EXTRA SPACE STORAGE INC		2013-10-11	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,898		2,986	-88
1,392		1,354	38
2,966		1,241	1,725
2,767		1,333	1,434
904		387	517
3,228		1,208	2,020
2,344		2,706	-362
283		182	101
536		524	12
2,383		1,896	487

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-88
			38
			1,725
			1,434
			517
			2,020
			-362
			101
			12
			487

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
13 EXXON MOBIL CORP			2014-12-09
60 EXXON MOBIL CORP		2012-06-27	2014-12-09
12 FOOT LOCKER INC		2013-09-27	2014-12-09
30 FOOT LOCKER INC		2014-03-13	2014-12-09
25 FORD MTR CO DEL COM PAR \$0.01		2013-01-11	2014-12-09
3 GENERAL DYNAMICS CORP		2013-08-02	2014-12-09
83 GENERAL ELEC CO COM		2009-06-10	2014-12-09
130 GENERAL ELEC CO COM			2014-12-09
13 GLAXO WELLCOME PLC SPONSORED ADR		2013-05-20	2014-12-09
35 HCA HOLDINGS INC		2014-08-06	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,187		1,065	122
5,479		5,002	477
672		410	262
1,681		1,376	305
381		350	31
432		262	170
2,114		1,113	1,001
3,311		2,195	1,116
574		681	-107
2,567		2,357	210

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			122
			477
			262
			305
			31
			170
			1,001
			1,116
			-107
			210

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
11 HCP INC REIT		2014-06-11	2014-12-09
15 HANESBRANDS INC - W/I		2014-02-19	2014-12-09
6 HOME DEPOT INC COM		2011-06-28	2014-12-09
61 HUNTINGTON BANCSHARES INC		2014-07-24	2014-12-09
300 HUNTINGTON BANCSHARES INC			2014-12-09
14 INTEL CORP		2011-06-29	2014-12-09
9 INTERNATIONAL PAPER CO COM		2012-01-12	2014-12-09
33 J P MORGAN CHASE & CO COM			2014-12-09
95 J P MORGAN CHASE & CO COM		2009-03-24	2014-12-09
9 JOHNSON & JOHNSON COM		2010-08-02	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
494		456	38
1,634		1,098	536
595		217	378
630		608	22
3,101		3,030	71
513		301	212
493		280	213
2,049		932	1,117
5,899		2,673	3,226
963		529	434

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			38
			536
			378
			22
			71
			212
			213
			1,117
			3,226
			434

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
45 JOHNSON & JOHNSON COM		2011-05-17	2014-12-09
3 KIMBERLY-CLARK CORP COM		2011-06-28	2014-12-09
40 KROGER CO		2014-07-09	2014-12-09
20 L BRANDS INC		2014-10-15	2014-12-09
45 LEVEL 3 COMMUNICATIONS INC		2014-03-07	2014-12-09
11 LILLY ELI & CO		2011-06-28	2014-12-09
65 LINCOLN NATIONAL CORP		2013-04-15	2014-12-09
2 LOCKHEED MARTIN CORP		2014-10-14	2014-12-09
15 MAGNA INTERNATIONAL ISIN CA5592224011		2013-06-14	2014-12-09
5 MCDONALDS CORP COM		2011-06-28	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
4,817		2,974	1,843
340		188	152
2,433		1,972	461
1,637		1,320	317
2,143		1,694	449
791		409	382
3,679		2,095	1,584
379		353	26
1,611		1,046	565
456		417	39

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,843
			152
			461
			317
			449
			382
			1,584
			26
			565
			39

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
10 MCKESSON HBOC INC COMM		2013-10-14	2014-12-09
29 MERCK & CO INC			2014-12-09
9 METLIFE INC COM		2012-06-27	2014-12-09
60 MICRON TECHNOLOGY INC		2014-08-26	2014-12-09
10 NATIONAL FUEL GAS CO N J COM		2012-11-07	2014-12-09
30 NATIONAL FUEL GAS CO N J COM		2013-05-09	2014-12-09
5 NEXTERA ENERGY INC		2011-06-28	2014-12-09
9 OCCIDENTAL PETE CORP COM		2013-01-07	2014-12-09
30 PACKAGING CORP OF AMERICA COM		2014-03-19	2014-12-09
6 PEPSICO INC COM			2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,090		1,380	710
1,707		803	904
497		268	229
2,115		1,971	144
678		528	150
2,034		1,869	165
518		285	233
697		693	4
2,282		2,128	154
580		399	181

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			710
			904
			229
			144
			150
			165
			233
			4
			154
			181

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
49 PFIZER INC COM		2010-05-20	2014-12-09
65 PFIZER INC COM		2010-08-12	2014-12-09
8 PHILIP MORRIS INTERNAT-W/I		2014-05-23	2014-12-09
16 PINNACLE WEST CAPITAL CORP		2013-10-08	2014-12-09
17 POTASH CORP SASK INC LESS EXCHANGE RATE OF 6921		2014-08-07	2014-12-09
9 PRINCIPAL FINANCIAL GROUP COM		2014-10-30	2014-12-09
45 PRINCIPAL FINANCIAL GROUP COM		2014-08-06	2014-12-09
17 PROCTER & GAMBLE CO			2014-12-09
20 PROCTER & GAMBLE CO		2012-11-30	2014-12-09
4 QUALCOMM		2011-06-28	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,555		757	798
2,062		1,051	1,011
684		694	-10
1,047		879	168
587		584	3
473		466	7
2,364		2,247	117
1,531		1,065	466
1,801		1,395	406
291		222	69

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			798
			1,011
			-10
			168
			3
			7
			117
			466
			406
			69

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
45 QUANTA SVCS INC		2014-03-04	2014-12-09
265 REGIONS FINANCIAL CORP		2013-04-26	2014-12-09
9 REYNOLDS AMERICAN INC		2014-08-11	2014-12-09
40 REYNOLDS AMERICAN INC		2014-10-10	2014-12-09
45 SEI INVESTMENT CO		2014-08-29	2014-12-09
40 ST JUDE MEDICAL INC		2013-01-18	2014-12-09
20 SCHLUMBERGER LTD COM		2014-04-01	2014-12-09
15 SNAP-ON INC COM		2014-08-04	2014-12-09
33 SYMANTEC CORP COM		2014-03-11	2014-12-09
8 TEVA PHARMA INDS ADR 1 ADR REPRESENTS 10 SHS		2013-03-26	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,321		1,608	-287
2,727		2,223	504
593		518	75
2,635		2,399	236
1,808		1,707	101
2,738		1,584	1,154
1,682		1,953	-271
2,027		1,815	212
855		675	180
455		321	134

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-287
			504
			75
			236
			101
			1,154
			-271
			212
			180
			134

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
30 TIME WARNER INC		2013-12-18	2014-12-09
5 THE TRAVELERS COS INC		2014-10-30	2014-12-09
30 THE TRAVELERS COS INC		2014-04-29	2014-12-09
20 US BANCORP DEL COM NEW			2014-12-09
15 UNION PAC CORP COM		2010-04-29	2014-12-09
20 UNITED RENTALS INC COM		2013-01-10	2014-12-09
5 UNITED TECHNOLOGIES CORP COM		2009-08-25	2014-12-09
11 VENTAS INC		2010-08-26	2014-12-09
12 VERIZON COMMUNICATIONS COM		2011-06-28	2014-12-09
40 VOYA FINL INC COM		2014-10-17	2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,464		1,919	545
524		502	22
3,146		2,722	424
897		457	440
1,726		584	1,142
2,150		962	1,188
565		300	265
790		548	242
559		437	122
1,661		1,440	221

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			545
			22
			424
			440
			1,142
			1,188
			265
			242
			122
			221

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
29 WELLS FARGO & CO NEW COM		2009-04-16	2014-12-09
115 WELLS FARGO & CO NEW COM		2009-04-17	2014-12-09
9 WISCONSIN ENERGY CORP		2009-02-19	2014-12-09
60 WISCONSIN ENERGY CORP		2009-02-19	2014-12-09
5 WYNDHAM WORLDWIDE CORP		2011-10-28	2014-12-09
30 WYNDHAM WORLDWIDE CORP		2011-06-28	2014-12-09
14 ENSCO PLC CLASS A SEDOL B4VLR19		2012-07-16	2014-12-09
16 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2013-11-12	2014-12-09
35 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2014-09-22	2014-12-09
8 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6			2014-12-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,574		562	1,012
6,241		2,340	3,901
455		191	264
3,033		1,272	1,761
417		175	242
2,501		1,000	1,501
410		687	-277
651		533	118
1,423		1,422	1
928		777	151

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,012
			3,901
			264
			1,761
			242
			1,501
			-277
			118
			1
			151

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
25 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-02-28	2014-12-09
12 GARMIN LTD ISIN CH0114405324 SEDOL B3Z5T14		2014-02-25	2014-12-09
35 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-01-27	2014-12-09
4 LYONDELLBASELL INDUSTRIES N V ISIN NL0009434992 SEDOL B3SPXZ3		2013-05-06	2014-12-09
20 CALIFORNIA RESOURCES CORP			2014-12-10
12 CAPITAL ONE FINANCIAL CORP			2014-12-10
20 FOOT LOCKER INC		2013-09-27	2014-12-10
19 ENSCO PLC CLASS A SEDOL B4VLR19		2014-04-17	2014-12-10
48 ENSCO PLC CLASS A SEDOL B4VLR19			2014-12-10
405 QUANTA SVCS INC		2014-03-04	2014-12-12

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,899		2,446	453
664		626	38
2,224		2,013	211
309		248	61
112		142	-30
997		822	175
1,123		683	440
534		946	-412
1,348		2,602	-1,254
10,873		14,471	-3,598

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			453
			38
			211
			61
			-30
			175
			440
			-412
			-1,254
			-3,598

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
10 QUANTA SVCS INC		2014-03-04	2014-12-12
CAPITAL GAIN DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
271		357	-86
			135,205

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-86

**TY 2014 Investments Corporate  
Stock Schedule****Name:** GEORGE A & MARY E FREDERICK MEM FD**EIN:** 90-0398149

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCK	1,204,042	1,593,488

**TY 2014 Investments - Other Schedule****Name:** GEORGE A & MARY E FREDERICK MEM FD**EIN:** 90-0398149

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MUTUAL FUNDS - FIXED	AT COST	1,985,912	1,987,709
MUTUAL FUNDS - EQUITY	AT COST	2,311,731	2,941,579
MUTUAL FUNDS - ALTERNATIVE	AT COST	236,379	176,632

## TY 2014 Other Expenses Schedule

**Name:** GEORGE A & MARY E FREDERICK MEM FD

**EIN:** 90-0398149

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PARTNERSHIP - EXPENSE		40		0

## TY 2014 Other Income Schedule

**Name:** GEORGE A & MARY E FREDERICK MEM FD

**EIN:** 90-0398149

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BLACKSTONE GROUP LP THE	95	0	
ENTERPRISE PRODS PARTNERS L P COM UNIT	75	0	
KKR & CO LP	501	0	
MULTIPLE PARTNERSHIPS		852	

## TY 2014 Other Increases Schedule

**Name:** GEORGE A & MARY E FREDERICK MEM FD

**EIN:** 90-0398149

Description	Amount
DIFF BETWEEN CARRYING VALUE AND TAX COST	30,134
ROUNDING ADJ FOR SALES AND TRANSACTIONS	12
PTP COST BASIS ADJUSTMENT	548

# TY 2014 Taxes Schedule

**Name:** GEORGE A & MARY E FREDERICK MEM FD

**EIN:** 90-0398149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	202	202		0
FEDERAL TAX PAYMENT - PRIOR YE	3,676	0		0
FEDERAL ESTIMATES - PRINCIPAL	6,876	0		0