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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.

1502

2014

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

Open to Public Inspection

For calendar year 2014 or tax year beginning

03/01, 2014, and ending

02/28, 2015

Name of foundation
CHELONIA INSTITUTE, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
15800 DARNESTOWN ROAD

City or town, state or province, country, and ZIP or foreign postal code
GERMANTOWN, MD 20874

A Employer identification number
52-1081407

B Telephone number (see instructions)
(301) 670-9458

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

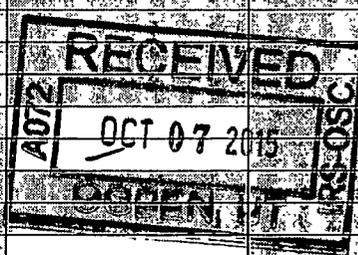
G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation **03**

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 22,935.**

J Accounting method
 Cash
 Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants etc., received (attach schedule)				
2	Check <input 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	1,126.	1,126.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	12,299			
b	Gross sales price for all assets on line 6a	65,815.			
7	Capital gain net income (from Part IV, line 2)		12,299.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	13,425.	13,425.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	2,500.	1,250.		1,250.
b	Accounting fees (attach schedule) ATCH 2	5,913.	3,500.		2,413.
c	Other professional fees (attach schedule) [3]	5,870.	5,870.		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	3,004.	1,864.		1,140.
24	Total operating and administrative expenses. Add lines 13 through 23.	17,287.	12,484.		4,803.
25	Contributions, gifts, grants paid	60,000.			60,000.
26	Total expenses and disbursements. Add lines 24 and 25	77,287.	12,484.	0	64,803.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-63,862.			
b	Net investment income (if negative, enter -0-)		941.		
c	Adjusted net income (if negative, enter -0-)				



SCANNED OCT 15 2015

SCANNED FEB 09 2016

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	2,619.			
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5	66,393.	14,626.	18,280.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 6)	4,655.	4,655.	4,655.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	73,667.	19,281.	22,935.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ATCH 7)		9,476.		
	23	Total liabilities (add lines 17 through 22)	0	9,476.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	73,667.	9,805.		
	30	Total net assets or fund balances (see instructions)	73,667.	9,805.		
31	Total liabilities and net assets/fund balances (see instructions)	73,667.	19,281.			

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	73,667.
2	Enter amount from Part I, line 27a	2	-63,862.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	9,805.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,805.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,299.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }	3	0

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	127,245.	138,897.	0.916110
2012	144,756.	255,410.	0.566759
2011	119,947.	398,609.	0.300914
2010	481,625.	503,270.	0.956991
2009	118,293.	943,520.	0.125374
2	Total of line 1, column (d)		2.866148
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		0.573230
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		45,869.
5	Multiply line 4 by line 3		26,293.
6	Enter 1% of net investment income (1% of Part I, line 27b)		9.
7	Add lines 5 and 6		26,302.
8	Enter qualifying distributions from Part XII, line 4 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		64,803.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, and total tax due. Total tax due is 9.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and reporting requirements. Includes Yes/No columns.

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of THE INSTITUTE Telephone no 301-670-9458 Located at 15800 DARNESTOWN ROAD GERMANTOWN, MD ZIP+4 20874
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
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-221) If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
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? 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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income...

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).

Table with 5 columns: (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. Row 1: ATCH 8, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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		0

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

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	40,625.
b	Average of monthly cash balances	1b	1,288.
c	Fair market value of all other assets (see instructions)	1c	4,655.
d	Total (add lines 1a, b, and c)	1d	46,568.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	46,568.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	699.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,869.
6	Minimum investment return. Enter 5% of line 5	6	2,293.

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	2,293.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,284.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,284.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,284.

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	64,803.
b	Program-related investments - total from Part IX-B	1b	
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	64,803.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	64,794.

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				2,284.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009	71,339.			
b From 2010	461,165.			
c From 2011	100,117.			
d From 2012	132,397.			
e From 2013	120,658.			
f Total of lines 3a through e	885,676.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 64,803.				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				2,284.
e Remaining amount distributed out of corpus	62,519.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	948,195.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	71,339.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	876,856.			
10 Analysis of line 9				
a Excess from 2010	461,165.			
b Excess from 2011	100,117.			
c Excess from 2012	132,397.			
d Excess from 2013	120,658.			
e Excess from 2014	62,519.			

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

NOT APPLICABLE

1 a 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2a Adjusted net income (2293), 2b 85% of line 2a, 2c Qualifying distributions, 2d Amounts included in line 2c, 2e Qualifying distributions made directly, 3 Complete 3a, b, or c for the alternative test, 3a Assets alternative test (1) Value of all assets (1), (2) Value of assets qualifying under section 4942(j)(3)(B)(i), 3b Endowment alternative test, 3c Support alternative test (1) Total support other than gross investment income, (2) Support from general public, (3) Largest amount of support from an exempt organization, (4) Gross investment income.

Part XV Supplementary Information (Complete this part only if the foundation 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))

NONE

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

NONE

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

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

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

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
<p>a <i>Paid during the year</i></p> <p>ATCH 9</p>				
Total ▶ 3a				60,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with columns Yes and No for items 1a(1) through 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All cells contain 'N/A'.

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 [X]

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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.

Sign Here: Signature of officer or trustee [Signature], Date 9.30.15, Title President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name Charan Wilcox, CPA-MD, Preparer's signature CL Wilcox, CPA-MD, Date 9/24/15, Firm's name ARONSON LLC, Firm's address 805 KING FARM BLVD., 3RD FLOOR ROCKVILLE, MD 20850, Firm's EIN 37-1611326, Phone no 301-231-6200

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
65,815.		MERRILL LYNCH PROPERTY TYPE: SECURITIES 53,516.				P	VAR 12,299.	VAR
TOTAL GAIN (LOSS)							<u>12,299.</u>	

CAPITAL GAINS

Description	Shares	Date of sale	Sales Price	Cost	Gain/(loss)	s/l
Ishares MSCI Eafe	90 00	3/20/14	\$ 5,929 51	\$ 4,837 80	\$ 1,091 71	L
Columbia Mid Cap Index	215 36	4/3/14	3,374 64	1,541 95	1,832 69	L
Pimco Total Return Fund	474 83	4/3/14	5,104 38	5,341 79	(237 41)	L
Vanguard FTSE Emerging	22 00	4/7/14	902 97	904 09	(1 12)	S
Metro West T/R BD	178 32	4/17/14	1,913 35	1,895 52	17 83	L
Pimco Total Return Fund	135 63	4/17/14	1,468 83	1,525 79	(56 96)	L
Prudential Global Real Estate	39 66	4/17/14	918 97	873 75	45 22	S
Ishares Russell 1000 Value	16 00	5/21/14	1,542 44	1,061 70	480 74	L
Ishares Russell 1000 Growth	16 00	5/21/14	1,380 84	759 85	620 99	L
Ishares Russell 2000 Value	22 00	5/21/14	2,101 28	1,359 62	741 66	L
Vanguard FTSE Emerging	17 00	5/21/14	722 31	698 62	23.69	S
Metro West T/R BD	198 87	6/18/14	2,143 83	2,114 00	29 83	L
Ishares MSCI Eafe	34 00	6/17/14	2,366.94	1,827 61	539 33	L
Ishares Russell 1000 Growth	18 00	6/17/14	1,616.63	854 83	761 80	L
columbia Intermediate Bond	227 72	7/2/14	2,097 29	2,013 04	84.25	L
Metro West T/R BD	194 58	7/2/14	2,105 30	2,068 33	36.97	L
Pimco Total Return Fund	54 74	7/2/14	599 41	615 84	(16.43)	L
prudential Global Real Estate	64 73	7/2/14	1,601 51	1,426.09	175.42	S
Ishares MSCI Eafe	14 00	7/7/14	965 76	752 55	213 21	L
Ishares Russell Mid-Cap	15 00	7/7/14	1,096 24	559 76	536 48	L
Ishares Russell 2000 Value	2 00	7/7/14	209 94	123 60	86.34	L
Ishares Russell 1000 Growth	20 00	8/20/14	1,824 45	949.82	874 63	L
Metro West T/R BD	83 30	10/3/14	903 00	885 51	17 49	L
Pimco Total Return Fund	352 78	10/3/14	3,845.28	3,968.76	(123 48)	L
Ishares MSCI Eafe	8 00	10/7/14	500 18	430 03	70 15	L
Ishares Russell 1000 Value	25 00	10/7/14	2,459 06	1,658 90	800 16	L
Ishares Russell 1000 Growth	18 00	10/7/14	1,616 63	854.83	761 80	L
Vanguard FTSE Emerging	15 00	10/7/14	611 30	616 42	(5.12)	S
Ishares Russell Mid-Cap	4 00	11/24/14	292 65	149 27	143 38	L
Ishares Russell 1000 Value	2 00	11/24/14	207 62	132.71	74 91	L
Ishares Russell 1000 Growth	3 00	11/24/14	285 90	142 47	143 43	L
Metro West T/R BD	79 33	12/17/14	866 23	843.23	23.00	L
Pimco Total Return Fund	38 16	12/17/14	414 78	429 28	(14 50)	L
Ishares MSCI Eafe	10 00	12/19/14	611 23	537 53	73 70	L
Ishares Russell Mid-Cap	4 00	12/19/14	287 77	149 27	138 50	L
Ishares Russell 1000 Value	9 00	12/19/14	919 00	597 21	321 79	L
Ishares Russell 2000 Value	4 00	12/19/14	392 61	247 20	145 41	L
columbia Intermediate Bond	44 58	12/30/14	409 22	394 06	15 16	L
Credit Suisse Commodity	23 57	12/30/14	143 99	168 26	(24 27)	L
Metro West T/R BD	65 93	12/30/14	717 96	700 81	17 15	L
Pimco Total Return Fund	38 02	12/30/14	404 58	427 77	(23 19)	L
Prudential Global Real Estate	6 74	12/30/14	166 96	148 37	18 59	L

CAPITAL GAINS

Description	Shares	Date of sale	Sales Price	Cost	Gain/(loss)	s/l	
Ishares MSCI Eafe	5 00	1/2/15	309 76	268 77	40 99	L	
Ishares Russell Mid-Cap	5 00	1/2/15	374 46	186 59	187 87	L	
Ishares Russell 1000 Value	5 00	1/2/15	530 05	331 78	198.27	L	
Ishares Russell 1000 Growth	5 00	1/2/15	485 70	237 45	248 25	L	
Vanguard FTSE Emerging	5 00	1/2/15	200 71	205 48	(4.77)	L	
columbia Intermediate Bond	71 29	1/20/15	663 69	630 19	33 50	L	
Credit Suisse Commodity	48 75	1/20/15	289 58	348 08	(58 50)	L	
Metro West T/R BD	47 45	1/20/15	522 84	504 34	18 50	L	
Pimco Total Return Fund	54 58	1/20/15	590 60	614 07	(23 47)	L	
Ishares Russell 1000 Value	2 00	1/22/15	202 52	132 71	69 81	L	
Ishares Russell 1000 Growth	3 00	1/22/15	279 60	142 47	137 13	L	
Credit Suisse Commodity	6 57	2/6/15	38 76	46 90	(8 14)	L	
Prudential Global Real Estate	3.50	2/6/15	90 94	77 00	13 94	L	
ishares russell 1000 value	3 00	2/10/15	311 04	199 07	111 97	L	
Ishares Russell 2000 Value	6 00	2/10/15	606 43	370 80	235 63	L	
Vanguard FTSE Emerging	5 00	2/10/15	206 61	205 47	1.14	L	
Credit Suisse Commodity	73.49	2/19/15	435 80	524 73	(88 93)	L	
prudential Global Real Estate	4 32	2/19/15	111 20	95 10	16 10	L	
ishares russell 1000	5 00	2/23/15	527 11	331 78	195 33	L	
Ishares Russell 1000 Growth	10 00	2/23/15	994 73	474.91	519.82	L	
					<u>\$ 65,814.90</u>	<u>\$ 53,515.53</u>	<u>\$ 12,299.37</u>

CHELONIA INSTITUTE, INC.
 FORM 990-PF - FY 2-28-15
 INVESTMENTS

52-1081407

	<u>Cost Basis</u>	<u>Value</u>	<u>Average</u>
Cash	\$ (9,476.86)	\$ (9,476.86)	\$ 1,287.54
Equities:			
US Large Cap	\$ 2,751.86	\$ 5,113.80	\$ 12,567.45
US Mid Cap	597.08	1,210.88	2,477.04
US Small Cap	370.81	611.22	1,870.61
Emerging Markets	657.52	668.80	1,603.08
International Developed	1,290.08	1,562.40	3,567.13
Commodities	0.00	0.00	935.69
Public REIT's	643.61	743.52	1,596.58
Miscellaneous	93.80		
Total Equities	\$ 6,404.76	\$ 9,910.62	\$ 24,617.59
Fixed Income	8,221.67	8,368.89	16,007.67
Total Investments	<u>\$ 14,626.43</u>	<u>\$ 18,279.51</u>	<u>\$ 40,625.25</u>

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	1,126.	1,126.
TOTAL	<u>1,126.</u>	<u>1,126.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	5,913.	3,500.		2,413.
TOTALS	<u>5,913.</u>	<u>3,500.</u>		<u>2,413.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	5,870.	5,870.
TOTALS	<u>5,870.</u>	<u>5,870.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	2,281.	1,141.	1,140.
MISCELLANEOUS	723.	723.	
TOTALS	<u>3,004.</u>	<u>1,864.</u>	<u>1,140.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS - SCHEDULE ATTACHED	66,393.	14,626.	18,280.
TOTALS	<u>66,393.</u>	<u>14,626.</u>	<u>18,280.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ARTWORK	4,655.	4,655.	4,655.
TOTALS	<u>4,655.</u>	<u>4,655.</u>	<u>4,655.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
BANK OVERDRAFT	9,476.
TOTALS	<u>9,476.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT W. TRULAND 15800 DARNESTOWN ROAD GERMANTOWN, MD 20874	PRESIDENT/DIRECTOR .50	0	0	0
MARY W. TRULAND 15800 DARNESTOWN ROAD GERMANTOWN, MD 20874	SECRETARY/DIRECTOR .50	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHELONIAN RESEARCH INSTITUTE 402 S. CENTRAL AVE OVIDO, FL 32765	NONE PC	GENERAL OPERATING SUPPORT	60,000.
TOTAL CONTRIBUTIONS PAID			<u>60,000.</u>