Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 06/01 , 2014, and ending 05/31 , 2015

Name of foundation THE ALICE PACK MELLY AND L. THOMAS MELLY FOUNDATION	**A** Employer identification number 23-7059703
Number and street (or P O box number if mail is not delivered to street address) C/O ERNST & YOUNG U.S. LLP 77 WATER STREET, 9TH FL — Room/suite	**B** Telephone number (see instructions) (212) 440-0800
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10005	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,884,679. **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	NONE			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	48.	48.		ATCH 1
	4 Dividends and interest from securities	132,303.	131,649.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	410,724.			
	b Gross sales price for all assets on line 6a 788,226.				
	7 Capital gain net income (from Part IV, line 2)		410,724.		
	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) ATCH 3	11,976.	-280.		
	12 **Total.** Add lines 1 through 11	555,051.	542,141.	0	
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)				
	b Accounting fees (attach schedule) ATCH 4	6,800.	3,400.		3,400.
	c Other professional fees (attach schedule)				
	17 Interest ATCH 5	1,276.	1,276.		
	18 Taxes (attach schedule) (see instructions) [6]	250.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	322.			250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,648.	4,676.		3,650.
	25 Contributions, gifts, grants paid	447,968.			447,968.
	26 **Total expenses and disbursements** Add lines 24 and 25	456,616.	4,676.	0	451,618.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	98,435.			
	b **Net investment income** (if negative, enter -0-)		537,465.		
	c **Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
B105
MAR 1 8 2016
IRS-OSC
OGDEN, UT

ENVELOPE POSTMARK DATE MAR 1 5 2016

SCANNED MAR 2 3 2016

G36 22

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	43,160.	40,860.	40,860.
	2	Savings and temporary cash investments	747.	7,980.	7,980.
	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 8	1,566,493.	1,686,127.	6,526,574.
	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 9)	103,929.	77,798.	309,265.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,714,329.	1,812,765.	6,884,679.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,714,329.	1,812,765.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,714,329.	1,812,765.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,714,329.	1,812,765.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,714,329.
2	Enter amount from Part I, line 27a	2	98,435.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	1.
4	Add lines 1, 2, and 3	4	1,812,765.
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	1,812,765.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE 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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	410,724.
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	476,782.	5,923,423.	0.080491
2012	459,124.	5,527,626.	0.083060
2011	496,384.	5,440,500.	0.091239
2010	383,470.	5,203,361.	0.073697
2009	374,837.	4,610,220.	0.081306

2	**Total** of line 1, column (d)	2	0.409793
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.081959
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,445,238.
5	Multiply line 4 by line 3	5	528,245.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,375.
7	Add lines 5 and 6	7	533,620.
8	Enter qualifying distributions from Part XII, line 4	8	451,618.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,749.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	10,749.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	10,749.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 4,714.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 12,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	16,714.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,965.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 5,965. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT,NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ERNST & YOUNG U.S. LLP Telephone no ▶ 212-440-0800

Located at ▶ 77 WATER STREET, 9TH FL NEW YORK, NY ZIP+4 ▶ 10005

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

			Yes	No
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?	16		
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		N/A
	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?		1c		N/A
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*		3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . [ ] Yes [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) . . . [ ] Yes [X] No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here . . . ▶ [ ]

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 11		0	0	0

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		0	0	0

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	NONE	NONE
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 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER SECTION	NONE
2 501 (C)(3) OF THE INTERNAL REVENUE SERVICE.	
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 N/A	NONE
2 N/A	
All other program-related investments See instructions 3 N/A	
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	6,110,529.
b	Average of monthly cash balances	1b	101,561.
c	Fair market value of all other assets (see instructions)	1c	331,299.
d	**Total** (add lines 1a, b, and c)	1d	6,543,389.
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	6,543,389.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	98,151.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,445,238.
6	**Minimum investment return.** Enter 5% of line 5	6	322,262.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	322,262.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,749.		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,749.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	311,513.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	311,513.
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	311,513.

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	451,618.
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	451,618.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	451,618.

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				311,513.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			NONE	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2014				
a	From 2009: 145,436.				
b	From 2010: 126,414.				
c	From 2011: 229,931.				
d	From 2012: 189,045.				
e	From 2013: 183,655.				
f	**Total** of lines 3a through e	874,481.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 451,618.				
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				311,513.
e	Remaining amount distributed out of corpus	140,105.			
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	1,014,586.			
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			NONE	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
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)	145,436.			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	869,150.			
10	Analysis of line 9				
a	Excess from 2010: 126,414.				
b	Excess from 2011: 229,931.				
c	Excess from 2012: 189,045.				
d	Excess from 2013: 183,655.				
e	Excess from 2014: 140,105.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

ATTACHMENT 12

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 ▶ ☒ 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
a *Paid during the year*				
SEE SCHEDULE ATTACHED				447,968.
Total . . . . ▶ **3a**				447,968.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	48.	
4 Dividends and interest from securities	523000	654.	14	131,649.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	440,235.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13	523000	12,256.	01	-29,791.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		12,910.		542,141.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 555,051.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		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

b If "Yes," complete the following schedule

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

Sign Here

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

L. Thomas Melly | 3/12/16 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM RABETZ	Will Rabetz	3/11/16		P00963994

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 77 WATER STREET, 9TH FL NEW YORK, NY 10005 — Phone no 212-440-0800

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)	
		CAPITAL LOSS ON DISP OF GS MEZZ FD III					VAR	08/05/2014
4,500.		34,291.					-29,791.	
		SEE SCHEDULE - LT GAIN ON SALE OF SECS					VAR	VAR
770,269.		343,211.					427,058.	
		CAPITAL GAIN THRU K-1 ENERGY TRANSFER PT					VAR	VAR
13,457.							13,457.	
TOTAL GAIN(LOSS)							410,724.	

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION 23-7059703

SUPPLEMENTARY STATEMENTS

PART: XV LINE: 2 SUPPLEMENTARY STATEMENTS

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THSE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATION'S ACTIVITIES. NO CONTRIBUTIONS, GRANTS GIFTS LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST ON BDA		48.	48.	
	TOTAL	48.	48.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
GS & CO. - DIVIDENDS	126,540.	126,540.	
DIVIDENDS THRU K-1'S	3,163.	3,163.	
INTEREST THRU K-1'S - UBTI	654.		
INTEREST THRU K-1'S	1,946.	1,946.	
TOTAL	132,303.	131,649.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORDINARY INCOME THRU K-1'S - UBTI	12,253.		
RENTAL REAL ESTATE INCOME THRU K-1-UBTI	3.		
SEC 1231 INCOME(LOSS) THRU K-1'S	-280.	-280.	
TOTALS	11,976.	-280.	

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BCRS ASSOCIATES LLC	6,800.	3,400.		3,400.
TOTALS	6,800.	3,400.		3,400.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INTEREST EXPENSE THRU K-1S	1,276.	1,276.		
TOTALS	1,276.	1,276.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NYS CORPORATION TAX PAID: -BAL DUE W/ EXT CT-13 5/31/14	250.			
TOTALS	250.			

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NYS DEPT. OF LAW - FILING FEE	250.			250.
NON-DEDUCTIBLE EXPS THRU K-1	72.			
TOTALS	322.			250.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE SEC LONG POSITION ATTACHED	1,566,493.	1,686,127.	6,526,574.
TOTALS	1,566,493.	1,686,127.	6,526,574.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GS MEZZANINE OFFSHORE III LP *	34,291.	NONE	NONE
ENERGY TRANSFER PARTNERS, LP	69,638.	77,798.	309,265.
TOTALS	103,929.	77,798.	309,265.

*** INVESTMENT FULLY DISPOSED**

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		1.
	TOTAL	1.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
L. THOMAS MELLY C/O ERNST & YOUNG U.S. LLP 77 WATER STREET,9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
ALICE P. MELLY C/O ERNST & YOUNG U.S. LLP 77 WATER STREET,9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
THOMAS L. MELLY C/O ERNST & YOUNG U.S. LLP 77 WATER STREET,9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
LAURA A. MELLY C/O ERNST & YOUNG U.S. LLP 77 WATER STREET,9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
LEE SCOTT MELLY C/O ERNST & YOUNG U.S. LLP 77 WATER STREET,9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID RANDOLPH MELLY C/O ERNST & YOUNG U.S. LLP 77 WATER STREET,9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

L. THOMAS MELLY; C/O ERNST & YOUNG U.S. LLP
77 WATER STREET,9TH FLOOR, NEW YORK, NY 10005

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORD INCOME THRU K-1'S	523000	12,253.	01		
RENTAL REAL ESTATE INCOME THRU K-1'S	523000	3.	01		
SEC 1231 INCOME(LOSS) THRU K-1'S	523000		01	-29,791.	
TOTALS		12,256.		-29,791.	

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/15
EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
06/25/2014	VANDERBILT UNIVERSITY NASHVILLE, TN	1,000 00
06/03/2014	FIRST PRESBYTERIAN CHURCH SARASOTA, FL	1,000 00
06/10/2014	TRINITY COLLEGE HARTFORD, CT	15,000 00
06/13/2014	KENT SCHOOL KENT, CT	13,000 00
06/30/2014	CAPITAL RESEARCH CENTER WASHINGTON, DC	250 00
06/26/2014	UNITED CHRISTIAN PARISH RESTON, VA	100 00
06/30/2014	NEW COLLEGE FOUNDATION SARASOTA, FL	3,000 00
07/01/2014	FIRST PRESBYTERIAN CHURCH SARASOTA, FL	100 00
07/10/2014	ROCKY MOUNTAIN INSTITUTE BOULDER, CO	10,000 00
07/07/2014	NATIONAL OUTDOOR LEADERSHIP LANDER, WY	7,000 00
07/08/2014	SOLAR ENERGY INTERNATIONAL PAONIA, CO	3,000 00
07/11/2014	INDEPENDENCE MISSION SCHOOLS KING OF PRUSSIA, PA	10,000 00
08/14/2014	JUDICIAL WATCH WASHINGTON, DC	750 00
09/30/2014	TEAM TONY CANCER FOUNDATION INC SARASOTA, FL	100 00
09/29/2014	AN ACHIEVABLE DREAM NEWPORT NEWS, VA	100 00
10/08/2014	JUDICIAL WATCH WASHINGTON, DC	750 00
10/15/2014	WHOI-WOODS HOLE OCEANOGRAPHIC INSTITUTION WOODS HOLE, MA	3,000 00
10/01/2014	HOBART AND WILLIAM SMITH COLLEGES GENEVA, NY	200,000 00
10/20/2014	MEMORIAL HERMANN FOUNDATION HOUSTON, TX	200 00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/15
EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
11/07/2014	CAPITAL RESEARCH CENTER	500 00
	WASHINGTON, DC	
11/10/2014	FIRST PRESBYTERIAN CHURCH	5,000 00
	SARASOTA, FL	
11/18/2014	THE HILL SCHOOL	10,000 00
	POTTSTOWN, PA	
11/25/2014	GREENWICH LAND TRUST	25,000 00
	GREENWICH, CT	
11/26/2014	THE SALVATION ARMY	1,000 00
	ALEXANDRIA, VA	
12/05/2014	THE METROPOLITAN MUSEUM OF ART	10,000 00
	NEW YORK, NY	
12/05/2014	AMERICAN COUNCIL OF TRUSTEES AND ALUMNI	500 00
	WASHINGTON, DC	
12/04/2014	ONE WEST 54TH STREET FOUNDATION	1,000 00
	NEW YORK, NY	
12/01/2014	SARASOTA MEMORIAL HEALTHCARE FOUNDATION	5,000.00
	SARASOTA, FL	
12/02/2014	ALL FAITH FOOD BANK	100 00
	SARASOTA, FL	
12/19/2014	SMITH COLLEGE	10,000 00
	NORTHAMPTON, MA	
12/23/2014	THE MANATEE PLAYERS INC	50 00
	BRADENTON, FL	
12/23/2014	FAMILY CENTER	10,000 00
	GREENWICH, CT	
12/29/2014	PACIFIC LEGAL FOUNDATION	250 00
	SACRAMENTO, CA	
12/26/2014	THE HERITAGE FOUNDATION	2,500.00
	CARBONDALE, CO	
01/20/2015	JUDICIAL WATCH	750.00
	WASHINGTON, DC	
01/12/2015	THE PREGNANCY FOUNDATION	10,000 00
	WASHINGTON, DC	
03/01/2015	DIAL HOPE FOUNDATION	5,000 00
	BRADENTON, FL	
03/13/2015	JUDICIAL WATCH	750 00
	WASHINGTON, DC	
03/13/2015	THE HERITAGE FOUNDATION	2,500 00

THE ALICE PACK MELLY & L. THOMAS MELLY FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 5/31/15
EIN: 13-3385061

DATE	CONTRIBUTION/CITY,STATE	AMOUNT
	CARBONDALE, CO	
03/17/2015	MOTE MARINE LABORATORY	5,000 00
	SARASOTA, FL	
04/10/2015	MILL REEF FUND	7,500 00
	MEMPHIS, TN	
04/10/2015	BOY SCOUTS OF AMERICA	100 00
	NEW YORK, NY	
04/15/2015	MOTE MARINE LABORATORY & AQUARIUM	500 00
	SARASOTA, FL	
04/21/2015	METROPOLITAN MUSEUM OF ARTS	1,500 00
	NEW YORK, NY	
04/22/2015	HOBART AND WILLIAM SMITH COLLEGES	100 00
	GENEVA, NY	
05/20/2015	VANDERBILT UNIVERSITY	1,000 00
	NASHVILLE, TN	
05/20/2015	WELLESLEY COLLEGE	1,000 00
	WELLESLEY, MA	
05/27/2015	TRINITY COLLEGE	18,000 00
	HARTFORD, CT	
05/28/2015	ROCKY MOUNTAIN INSTITUTE	10,000 00
	BOULDER, CO	
05/26/2015	NATIONAL OUTDOOR LEADERSHIP SCHOOL	7,000 00
	LANDER, WY	
05/29/2015	SOLAR ENERGY INTERNATIONAL	3,000 00
	PAONIA, CO	
05/29/2015	WORLD VISION	25,000 00
	FEDERAL WAY, WA	
	THRU ENERGY TRANSFER PARTNERS LP EIN. 73-1493906	18 00
	*TOTAL CONTRIBUTIONS	447,968 00

** ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE*

Alice Pack Melly & L. Thomas Melly Fdn
From 01-Jun-2014 To 31-May-2015

Base Currency USD

Realized Gains/Losses

Description	Trade Date	Date Sold	QUANTITY	PROCEEDS	COST BASIS	GAIN	TYPE
GENTEX CORP CMN	28-Apr-94	19-Jun-14	1,000	28,795.32	3,598 21	25,197 11	Long-Term
BERKSHIRE HATHAWAY INC. CLASS B	1-Jan-10	22-Sep-14	500	69,918.84	1,616.79	68,302 05	Long-Term
CISCO SYSTEMS, INC CMN	17-Mar-97	22-Sep-14	3,000	75,144 28	16,375 00	58,769 28	Long-Term
BERKSHIRE HATHAWAY INC. CLASS B	23-Nov-81	22-Sep-14	700	97,886 38	2,612.53	95,273 85	Long-Term
E.I. DU PONT DE NEMOURS AND CO CMN	27-Dec-10	25-Nov-14	2,500	179,225 96	124,550 50	54,675 46	Long-Term
UNITED TECHNOLOGIES CORP CMN	19-May-06	25-Nov-14	2,300	252,046.69	150,646.55	101,400.14	Long-Term
QUALCOMM INC CMN	1-Jun-09	6-Feb-15	1,000	67,251.81	43,811.70	23,440 11	Long-Term
TOTAL				**770,269.28**	**343,211.28**	**427,058.00**	

Goldman Sachs

ALICE PACK MELLY & L. THOMAS MELLY FDN

Holdings

Period Ended May 31, 2015

CASH, DEPOSITS & MONEY MARKET FUNDS

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
AMAZON COM INC CMN (AMZN)	2,000 00	429 2300	858,460 00	78 3586	156,717 20	701,742 80		
APPLE, INC CMN (AAPL)	9,800 00	130 2800	1,276,744 00	34 6742	339,806 96	936,937 04	1 5966	20,384 00
BERKSHIRE HATHAWAY INC CL-A (DEL) CLASS A (BRKA)	1 00	214,800 0000	214,800 00	5,991 6300	5,991 63	208,808 37		
CISCO SYSTEMS, INC CMN (CSCO)	15,000 00	29 3100	439,650 00	5 4583	81,875 00	357,775 00	2 8659	12,600 00
CUMMINS INC COMMON STOCK (CMI)	1,000 00	135 5500	135,550 00	148 6596	148,659 59	(13,109 59)	2 3017	3,120 00
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	9,000 00	87 4300	786,870 00	11 8144	106,329 19	680,540 81	1 0980	8,640 00
GENTEX CORP CMN (GNTX)	30,000 00	17 1800	515,400 00	2 2353	67,059 93	448,340 07	1 9790	10,200 00
INTEL CORPORATION CMN (INTC)	10,000 00	34 4600	344,600 00	3 9688	39,687 50	304,912 50	2 7858	9,600 00
PEPSICO INC CMN (PEP)	6,000 00	96 4300	578,580 00	31 5845	189,507 22	389,072 78	2 9140	16,860 00
PHILIP MORRIS INTL INC CMN (PM)	10,000 00	83 0700	830,700 00	9 7384	97,384 20	733,315 80	4 8152	40,000 00
UNION PACIFIC CORP CMN (UNP)	2,000 00	100 9100	201,820 00	123 4641	246,928 28	(45,108 28)	2 1802	4,400 00

Goldman Sachs

ALICE PACK MELLY & L. THOMAS MELLY FDN

Holdings (Continued)

Period Ended May 31, 2015

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
VISA INC CMN CLASS A (V)	5,000 00	68 6800	343,400 00	41 2360	206,180 09	137,219 91	0 6989	2,400 00
TOTAL US STOCKS			6,526,574 00		1,686,126 79	4,840,447 21	2 3509	128,204 00

	Market Value	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	6,526,574.00	1,686,126.79	4,840,447.21	1,28,204.00