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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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014, and ending JUN 30, 2015

Name of foundation GILROY AND LILLIAN P. ROBERTS CHARITABLE FOUNDATION		A Employer identification number 23-2219044
Number and street (or P.O. box number if mail is not delivered to street address) C/O ST CLAIR CPAS, 101 WEST ELM STREET	Room/suite 500	B Telephone number (610) 862-1998
City or town, state or province, country, and ZIP or foreign postal code CONSHOHOCKEN, PA 19428		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,565,061.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		379.	379.		STATEMENT 1
4 Dividends and interest from securities		350,666.	350,666.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		67,565.			
b Gross sales price for all assets on line 6a		712,539.			
7 Capital gain net income (from Part IV, line 2)			67,565.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,779.	2,779.		STATEMENT 3
12 Total. Add lines 1 through 11		421,389.	421,389.		
13 Compensation of officers, directors, trustees, etc		48,000.	0.		48,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		7,210.	0.		7,210.
16a Legal fees STMT 4		2,100.	0.		2,100.
b Accounting fees STMT 5		9,480.	4,740.		4,740.
c Other professional fees STMT 6		38,461.	38,461.		0.
17 Interest					
18 Taxes STMT 7		5,805.	0.		1,133.
19 Depreciation and depletion					
20 Occupancy		3,000.	0.		3,000.
21 Travel, conferences, and meetings		4,000.	0.		4,000.
22 Printing and publications					
23 Other expenses STMT 8		2,008.	0.		1,963.
24 Total operating and administrative expenses. Add lines 13 through 23		120,064.	43,201.		72,146.
25 Contributions, gifts, grants paid		559,514.			559,514.
26 Total expenses and disbursements. Add lines 24 and 25		679,578.	43,201.		631,660.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-258,189.			
b Net investment income (if negative, enter -0-)			378,188.		
c Adjusted net income (if negative, enter -0-)				N/A	

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CHARITABLE FOUNDATION**

Form 990-PF (2014)

23-2219044

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,739,171.	1,469,691.	1,469,691.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	6,007,380.	5,986,201.	8,156,267.
	c Investments - corporate bonds STMT 10	1,855,892.	1,889,228.	1,939,103.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,602,443.	9,345,120.	11,565,061.	
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			
	22 Other liabilities (describe ▶ STATEMENT 11)	0.	866.	
23 Total liabilities (add lines 17 through 22)	0.	866.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,602,443.	9,344,254.	
	30 Total net assets or fund balances	9,602,443.	9,344,254.	
	31 Total liabilities and net assets/fund balances	9,602,443.	9,345,120.	

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	9,602,443.
2 Enter amount from Part I, line 27a	2	-258,189.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,344,254.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,344,254.

Form 990-PF (2014)

**GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION**

Form 990-PF (2014)

23-2219044

Page **3**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 712,539.		644,974.	67,565.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			67,565.

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	67,565.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	720,162.	11,787,978.	.061093
2012	699,204.	11,418,536.	.061234
2011	338,956.	10,563,904.	.032086
2010	484,724.	10,785,625.	.044942
2009	498,668.	10,257,947.	.048613

2 Total of line 1, column (d)	2	.247968
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	.049594
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,960,596.
5 Multiply line 4 by line 3	5	593,174.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,782.
7 Add lines 5 and 6	7	596,956.
8 Enter qualifying distributions from Part XII, line 4	8	631,660.

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.

GILROY AND LILLIAN P. ROBERTS

CHARITABLE FOUNDATION

Form 990-PF (2014)

23-2219044

Page 4

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 <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 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		1	3,782.
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	0.
3 Add lines 1 and 2		3	3,782.
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	3,782.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	618.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2014)

**GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION**

Form 990-PF (2014)

23-2219044

Page 5

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► THROUGH ASSOCIATION OF SMALL FOUNDATIONS	13	X	
14 The books are in care of ► ST. CLAIR, CPAS Telephone no. ► 610-862-1998			
Located at ► 101 WEST ELM STREET, SUITE 500, CONSHOHOCKEN, PA ZIP+4 ► 19428			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b		
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? ► <input type="checkbox"/>	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

Form 990-PF (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, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		48,000.	0.	4,000.

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

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

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

0

Form 990-PF (2014)

GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION

Form 990-PF (2014)

23-2219044

Page 7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2014)

**GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION**

Form 990-PF (2014)

23-2219044

Page 8

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	10,373,940.
b	Average of monthly cash balances	1b	1,768,797.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,142,737.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,142,737.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	182,141.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,960,596.
6	Minimum investment return. Enter 5% of line 5	6	598,030.

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	598,030.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,782.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	267.
c	Add lines 2a and 2b	2c	4,049.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	593,981.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	593,981.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	593,981.

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	631,660.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	631,660.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,782.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	627,878.

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

Form **990-PF** (2014)

**GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION**

Form 990-PF (2014)

23-2219044 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				593,981.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			43,022.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 631,660.				
a Applied to 2013, but not more than line 2a			43,022.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				588,638.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				5,343.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form 990-PF (2014)

23-2219044

Page 10

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) on

4942(j)(5)

- [illegible]

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 ☒ 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:

GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION

Form 990-PF (2014)

23-2219044 Page 11

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				
CONTRIBUTIONS - PARTNERSHIP	NONE			19.
SEE SCHEDULE ATTACHED	NONE			559,495.
Total			3a	559,514.
b Approved for future payment				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	379.		
4 Dividends and interest from securities			14	350,666.		
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	211110	2,779.				
8 Gain or (loss) from sales of assets other than inventory			18	67,565.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		2,779.		418,610.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	421,389

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

[illegible]

		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.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Stanley Merv...</i>		Date <i>19-1-15</i>	Title <i>TRUSTEE</i>		
Paid Preparer Use Only	Print/Type preparer's name ALAN B GUBERNICK, CPA		Preparer's signature <i>Alan B Gubernick</i>		Date <i>8/21/15</i>	Check <input type="checkbox"/> if self-employed
	Firm's name ST. CLAIR CPAS, P.C.					P TIN P00445286
	Firm's address 101 W. ELM STREET, STE 500 CONSHOHOCKEN, PA 19428					Firm's EIN 23-2653765 Phone no. 610-8621998

GILROY AND LILLIAN P. ROBERTS
CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
23-2219044 PAGE 1 OF 2

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	1500 SHRS CANADIAN IMPERIAL BANK	P	VARIOUS	04/07/15
b	4100 SHRS INTEL CORP COM	P	VARIOUS	09/04/14
c	375 SHRS HAYLARD HEALTH, INC.	P	09/09/10	03/11/15
d	1500 SHRS TOTAL FINA ELF S A SPONS ADR	P	06/06/13	03/12/15
e	250M OF PNC FUNDING CORP	P	10/20/10	02/09/15
f	100M ROYAL BANK OF SCOTLAND GLOBAL NOTES	P	10/29/09	10/01/14
g	HAYLARD HEALTH CALLS EXP 2/20/15	P	01/12/15	03/03/15
h	MATTEL CALLS EXP 7/19/14	P	07/19/14	07/31/14
i	MCDONALDS CALLS EXP 01/17/15	P	02/01/14	09/25/14
j	MCDONALDS CALLS EXP 01/17/15	P	10/31/14	01/21/15
k	MCDONALDS CALLS EXP 01/17/15	P	02/27/15	06/24/15
l	PRINCIPA PAYMENTS - NORTHWEST AIR	P	12/28/11	11/20/14
m	PRINCIPA PAYMENTS - NORTHWEST AIR	P	12/28/11	02/20/15
n	INTEL CORP COM CALLS EXP 1/17/15	P	01/20/15	01/20/15
o	INTEL CORP COM CALLS EXP 1/17/15	P	01/20/15	01/21/15

(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 108,544.		117,336.	-8,792.
b 142,770.		81,915.	60,855.
c 17,166.		8,006.	9,160.
d 76,021.		74,528.	1,493.
e 250,000.		264,585.	-14,585.
f 100,000.		90,600.	9,400.
g 1,449.			1,449.
h 749.			749.
i 1,600.			1,600.
j 1,030.			1,030.
k 1,250.			1,250.
l 1,033.		1,033.	0.
m 1,841.		1,841.	0.
n 1,049.		950.	99.
o 1,001.			1,001.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-8,792.
b			60,855.
c			9,160.
d			1,493.
e			-14,585.
f			9,400.
g			1,449.
h			749.
i			1,600.
j			1,030.
k			1,250.
l			0.
m			0.
n			99.
o			1,001.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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	INTEL CORP COM CALLS EXP 2/20/15	P	01/29/15	01/29/15
b	INTEL CORP COM CALLS EXP 3/20/15	P	03/26/15	03/26/15
c	NET 1231 GAIN (LOSS) - FERRELGAS	P	VARIOUS	06/30/14
d	NET LONG TERM CAP GAIN - FERRELL GAS	P	VARIOUS	06/30/14
e	NET SHORT TERM CAP GAIN - FERRELL GAS	P	VARIOUS	06/30/14
f	LIGATIONS PROCEEDS	P	VARIOUS	06/30/14
g	4M PENN VIRGINIA	P	05/14/12	07/07/14
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,050.		180.	870.
b 1,120.			1,120.
c 516.			516.
d 8.			8.
e 3.			3.
f 4.			4.
g 4,335.		4,000.	335.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			870.
b			1,120.
c			516.
d			8.
e			3.
f			4.
g			335.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	67,565.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	379.	379.	
TOTAL TO PART I, LINE 3	379.	379.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST	-1,111.	0.	-1,111.	-1,111.	
DIVIDEND INCOME	272,279.	0.	272,279.	272,279.	
INTEREST - CORP BONDS	79,482.	0.	79,482.	79,482.	
INTEREST - PARTNERSHIP	16.	0.	16.	16.	
TO PART I, LINE 4	350,666.	0.	350,666.	350,666.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME - FERRELLGAS	2,491.	2,491.	
RENTAL REAL ESTATE INCOME - FERRELLGAS	1,143.	1,143.	
SECTION 743(B) LOSS - FERRELLGAS	-855.	-855.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,779.	2,779.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	2,100.	0.		2,100.	
TO FM 990-PF, PG 1, LN 16A	2,100.	0.		2,100.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	9,480.	4,740.		4,740.	
TO FORM 990-PF, PG 1, LN 16B	9,480.	4,740.		4,740.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	38,461.	38,461.		0.	
TO FORM 990-PF, PG 1, LN 16C	38,461.	38,461.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	4,672.	0.		0.	
PAYROLL TAXES	1,133.	0.		1,133.	
TO FORM 990-PF, PG 1, LN 18	5,805.	0.		1,133.	

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,238.	0.		1,238.
NON DEDUCTIBLE EXPENSES - PARTNERSHIP	45.	0.		0.
INSURANCE	725.	0.		725.
TO FORM 990-PF, PG 1, LN 23	2,008.	0.		1,963.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS -SEE SCHEDULE	5,986,201.	8,156,267.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,986,201.	8,156,267.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP BONDS -SEE SCHEDULE	1,889,228.	1,939,103.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,889,228.	1,939,103.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	0.	866.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	866.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WALTER G. ARADER 101 WEST ELM STREET, SUITE 500 CONSHOHOCKEN, PA 19428	TRUSTEE 0.50	0.	0.	0.
AUDREY MERVES 101 WEST ELM STREET, SUITE 500 CONSHOHOCKEN, PA 19428	TRUSTEE 0.50	0.	0.	0.
JENNIFER M. ROBBINS 101 WEST ELM STREET, SUITE 500 CONSHOHOCKEN, PA 19428	TRUSTEE 0.50	10,000.	0.	0.
STANLEY MERVES 101 WEST ELM STREET, SUITE 500 CONSHOHOCKEN, PA 19428	TRUSTEE 10.00	38,000.	0.	4,000.
JOHN T. ROBERTS 101 WEST ELM STREET, SUITE 500 CONSHOHOCKEN, PA 19428	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		48,000.	0.	4,000.

Gilroy and Lillian Roberts Charitable Foundation

EIN: 23-2219044

June 30, 2015

FORM 990-PF

Page 2, Part II, Line 10c - Investments - Corporate Bonds

		Beginning of Year	End of Year	c) Fair Market
		a) Book Value	b) Book Value	Value
100,000	AES Corp/VA	-	99,500.00	95,000.00
270,000	Amerigas Finance LLC	273,712.50	273,712.50	286,200.00
100,000	Apple Inc 2.40%	88,456.20	88,456.20	95,662.00
100,000	Berkshire Hathaway	98,363.00	98,363.00	100,734.00
100,000	Comcast Corp 4.2%	-	99,624.00	96,446.00
100,000	DCP Midstream Operating Corp	93,923.00	93,923.00	92,392.00
125,000	Dupont El Nemour 1.95%	124,901.25	124,901.25	125,947.50
100,000	General Electric Cap Corp 4.00%	99,500.00	99,500.00	98,336.00
100,000	JP Morgan Chase	-	99,372.00	98,268.00
100,000	Kinder Morgan Ener Part	97,202.00	97,202.00	94,180.00
100,000	Montgomery County PA 5.05%	106,417.00	106,417.00	107,790.00
100,000	New Hampshire ST Bab 3.75%	99,125.00	99,125.00	106,164.00
100,000	Northrop Grumman Corp 3.25%	97,417.00	97,417.00	97,968.00
30,396.55	Northwest Air 6.264%	30,624.52	27,750.45	28,794.02
70,000	PA Turnpike Convertible ZERO	69,166.53	69,166.53	75,363.40
34,000	Penn Virginia Resource 8.375%	38,000.00	34,000.00	37,400.00
250,000	PNC Funding Corp 3.625%	264,585.00	-	-
100,000	Royal Bank of Scotland Global Notes 5.0%	90,600.00	-	-
100,000	Transocean, Inc.	-	96,899.00	92,625.00
100,000	Verizon Communications 2.45%	84,774.00	84,774.00	93,878.00
100,000	Wilmington Trust Corp Sub Notes 8.500%	99,125.00	99,125.00	115,955.00
		<u>\$ 1,855,892.00</u>	<u>\$ 1,889,227.93</u>	<u>\$ 1,939,102.92</u>

Gilroy and Lillian Roberts Charitable Foundation

EIN: 23-2219044

June 30, 2015

FORM 990-PF

Page 2, Part II, Line 10b - Investments - Corporate Stock

			Beginning of Year	End of Year	c) Fair Market
			a) Book Value	b) Book Value	Value
1,300	Shares	Air Prods & Chems Inc	113,607 97	113,607 97	177,879 00
1,050	Shares	Apple Inc	65,831 85	65,831 85	131,696 25
4,500	Shares	AT&T Inc	142,980 60	142,980 60	159,840 00
	Shares	Canadian Imperial Bank	117,336 15	-	-
1,400	Shares	Chevron Corp	174,151 56	174,151 56	135,058 00
4,700	Shares	Conocophillips	199,077 13	199,077 13	288,627 00
2,200	Shares	Consolidated Edison Inc	117,160 78	117,160 78	127,336 00
4,000	Shares	Dupont E I De Nemours & Co	179,574 60	179,574 60	255,800 00
3,100	Shares	Eaton Corp	170,816 46	170,816 46	209,219 00
4,608	Shares	Ferrell Gas Properties Ltd Partnership	27,947 70	21,975 70	103,818 24
7,900	Shares	General Electric Co Com	166,243 08	166,243 08	209,903 00
3,700	Shares	Genuine Parts Co	167,070 30	167,070 30	331,261 00
6,700	Shares	Glaxosmithkline PC	267,141 76	267,141 76	279,055 00
6,000	Shares	Intel Corp	189,172 30	107,257 80	182,490 00
10	Calls	Intel Corp - Exp 1/15/16	-	(1,229 57)	(575 00)
20	Calls	Intel Corp - Exp 1/15/16	-	(2,239 15)	(1,150 00)
10	Calls	Intel Corp - Exp 1/15/16	-	(1,079 58)	(430 00)
6,000	Shares	Ishares Silver Trust	100,560 00	100,560 00	90,180 00
1,700	Shares	Johnson & Johnson Com	120,366 05	120,366 05	165,682 00
5,000	Shares	JPMorgan Alerian MLP Index	164,396 00	164,396 00	198,000 00
3,000	Shares	JPMorgan Chase & Co	126,489 80	126,489 80	203,280 00
6,000	Shares	Kayne Anderson MLP Investment Company	150,008 70	150,008 70	184,140 00
2,625	Shares	Kimberly Clark Corp	194,171 79	186,165 50	317,910 00
6,366	Shares	Kraft Foods Inc	272,951 29	272,951 29	542,001 24
4,000	Shares	Leggett & Platt Inc	131,198 40	131,198 40	194,720 00
1,500	Shares	Lilly Eli & Co	51,874 00	51,874 00	125,235 00
3,000	Shares	Matel	124,035 90	124,035 90	77,070 00
30	Calls	Matel - Exp 7/19/14	(748 81)	-	-
1,000	Shares	McDonalds Corp	95,830 10	95,830 10	95,070 00
10	Calls	McDonalds - Exp 9/20/14	(1,599 58)	-	-
10	Calls	McDonalds - Exp 9/18/15	-	(1,669 56)	(1,669 56)
10,000	Shares	Merck & Co Inc	353,829 60	353,829 60	569,300 00
8,000	Shares	Microsoft Corp Com	177,893 70	220,352 40	353,200 00
7,100	Shares	Mondelez International Inc	141,949 47	141,949 47	292,094 00
1,000	Shares	Pepsico Inc	66,579 90	66,579 90	93,340 00
2,500	Shares	Philip Morris International	127,017 65	207,308 15	200,425 00
10	Calls	Phillip Morris - Exp 9/18/15	-	(599 58)	(765 00)
5,800	Shares	Royal Dutch Shell PLC	334,026 00	334,026 00	330,658 00
1,700	Shares	Sanofi-Aventis ADR	62,980 85	62,980 85	84,201 00
5,000	Shares	SPDR Gold Trust ETF	457,214 50	457,214 50	561,850 00
1,500	Shares	Total Fina Elf S A	74,528 37	-	-
1,000	Shares	United Parcel Service	79,901 90	79,901 90	96,910 00
9,289	Shares	Verizon Communications Inc	177,597 40	325,895 28	386,350 29
3,000	Shares	Vodafone Group PLC Sponsored ADR New	70,149 25	70,149 25	59,632 20
7,500	Shares	Waste Management Inc Del	256,065 75	256,065 75	347,625 00
			\$ 6,007,380 22	\$ 5,986,200 94	\$ 8,156,266 66

Gilroy and Lillian Roberts Charitable Foundation
EIN: 23-2219044
Contributions Paid
FORM 990-PF
June 30, 2015

<u>ORGANIZATION</u>	<u>CHECK #</u>	<u>FUND STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>	<u>DATE</u>
American Friends of Magen David Adom New York, NY	1378	PUBLIC	RELIGIOUS	\$15,000 00	7/14/2014
Franklin Center for Government & Public Integrity Alexandria, VA	1380	PUBLIC	POLITICAL	\$100 00	7/18/2014
Beth Medrash Harav-Bnai Jacob Philadelphia, PA	1381	PUBLIC	RELIGIOUS	\$500 00	7/29/2014
Adath Israel Merion Station, PA	1382	PUBLIC	RELIGIOUS	\$1,000 00	9/11/2014
CAMERA Boston, MA	1383	PUBLIC	POLITICAL	\$250 00	9/11/2014
Heritage Foundation Washington, DC	1384	PUBLIC	POLITICAL	\$100 00	9/11/2014
United Synagogue of Conservative Judaism New York, NY	1385	PUBLIC	RELIGIOUS	\$150 00	9/11/2014
State Policy Network Arlington, VA	1386	PUBLIC	POLITICAL	\$100 00	9/11/2014
Bill of Rights Institute Arlington, VA	1387	PUBLIC	POLITICAL	\$100 00	9/11/2014
Judicial Watch Washington, DC	1388	PUBLIC	POLITICAL	\$200 00	9/18/2014
Youth Work Foundation Philadelphia, PA	1389	PUBLIC	EDUCATIONAL	\$250 00	9/18/2014
Library Company of Philadelphia Philadelphia, PA	1390	PUBLIC	EDUCATIONAL	\$500 00	9/24/2014
Klein JCC for Stiffel Center City Senior Program Bryn Mawr, PA	1391	PUBLIC	CHARITABLE	\$1,000 00	9/25/2014
Tax Foundation Washington, DC	1392	PUBLIC	POLITICAL	\$250.00	9/25/2014
Law Enforcement Legal Defense Fund Washington, DC	1393	PUBLIC	POLITICAL	\$100 00	9/25/2014
Special Olympics of PA Norristown, PA	1394	PUBLIC	CHARITABLE	\$100 00	9/30/2014
Merion Fire Company of Ardmore Ardmore, PA	1396	PUBLIC	CHARITABLE	\$500.00	10/1/2014
Volunteer Medical Service Corps of Lower Merion, Narberth, Conshohocken & West Conshohocken (VMSC) Ardmore, PA	1397	PUBLIC	CHARITABLE	\$545 00	10/1/2014
Leadership Institute Arlington, VA	1398	PUBLIC	POLITICAL	\$100.00	10/2/2014

Gilroy and Lillian Roberts Charitable Foundation
EIN: 23-2219044
Contributions Paid
FORM 990-PF
June 30, 2015

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Arthntis Foundation Philadelphia, PA	1399	PUBLIC	SCIENTIFIC	\$100 00	10/9/2014
Montgomery Theater Souderton, PA	1400	PUBLIC	CHARITABLE	\$1,000 00	10/9/2014
Jewish Family and Children's Services Philadelphia, PA	1401	PUBLIC	RELIGIOUS	\$180.00	10/9/2014
National Legal and Policy Center Falls Church, VA	1402	PUBLIC	POLITICAL	\$100 00	10/17/2014
Wounded Warrior Project Jacksonville, FL	1403	PUBLIC	CHARITABLE	\$200 00	10/30/2014
Clare Boothe Luce Policy Inst Herndon, VA	1404	PUBLIC	POLITICAL	\$100 00	11/14/2014
Macular Degeneration Research Clarksburg, Md	1405	PUBLIC	SCIENTIFIC	\$100 00	11/17/2014
Salvation Army Philadelphia, PA	1406	PUBLIC	CHARITABLE	\$3,500 00	11/19/2014
Epilepsy Foundation Eastern PA (EFEPA) Bala Cynwyd, PA	1407	PUBLIC	CHARITABLE	\$125 00	11/19/2014
Philabundance Philadelphia, PA	1408	PUBLIC	CHARITABLE	\$500 00	11/19/2014
Lower Merion Township Scholarship Fund Ardmore, PA	1409	PUBLIC	EDUCATIONAL	\$2,000 00	11/20/2014
Masonic Charties Elizabethtown, PA	1410	PUBLIC	CHARITABLE	\$500 00	11/21/2014
American Council on Science and Health New York, NY	1411	PUBLIC	SCIENTIFIC	\$100 00	11/21/2014
Law Enforcement Legal Defense Fund Alexandria, VA	1412	PUBLIC	CHARITABLE	\$100 00	11/21/2014
Leukemia and Lymphoma Society White Plains, NY	1413	PUBLIC	SCIENTIFIC	\$250 00	11/21/2014
Southeastern Legal Foundation Washington, D C.	1414	PUBLIC	POLITICAL	\$100.00	11/21/2014
Alzheimer's Association Alois Society Philadelphia, PA	1415	PUBLIC	SCIENTIFIC	\$1,000 00	12/1/2014
Manna Philadelphia, PA	1416	PUBLIC	CHARITABLE	\$500 00	12/2/2014
Montgomery Countiy Emergency Service, Inc. (MCES) Norristown, PA	1417	PUBLIC	CHARITABLE	\$1,000 00	12/4/2014

Gilroy and Lillian Roberts Charitable Foundation
EIN: 23-2219044
Contributions Paid
FORM 990-PF
June 30, 2015

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Center for Individual Rights Washington, D C	1418	PUBLIC	POLITICAL	\$100 00	12/5/2014
Golden Sliper Center for Seniors Philadelphia, PA	1419	PUBLIC	CHARITABLE	\$1,000 00	12/9/2014
Arthritis Foundation Washington, DC	1420	PUBLIC	SCIENTIFIC	\$100 00	12/9/2014
Habitat for Humanity Philadelphia, PA	1421	PUBLIC	CHARITABLE	\$200 00	12/11/2014
American Red Cross - S E PA Chapter Philadelphia, PA	1422	PUBLIC	CHARITABLE	\$1,000 00	12/11/2014
Abramson Center For Jewish Life North Wales, PA	1423	PUBLIC	RELIGIOUS	\$200 00	12/12/2014
State Policy Network Arlington, VA	1424	PUBLIC	POLITICAL	\$100.00	12/12/2014
Arthritis Foundation Washington, DC	1425	PUBLIC	SCIENTIFIC	\$100.00	12/16/2014
Anti-Defamation League Philadelphia, PA	1426	PUBLIC	CHARITABLE	\$100 00	12/17/2014
Leukemia & Lymphoma Society White Plaines, NY	1427	PUBLIC	SCIENTIFIC	\$100 00	12/17/2014
Friends of Mason Fairfax, VA	1428	PUBLIC	EDUCATIONAL	\$100 00	12/22/2014
Chapad at Temple Philadelphia, PA	1429	PUBLIC	RELIGIOUS	\$1,000.00	12/30/2014
Friedman Foundation Indianapolis, IN	1430	PUBLIC	EDUCATIONAL	\$500 00	12/31/2014
Athenaeum of Philadelphia Philadelphia, PA	1432	PUBLIC	CHARITABLE	\$200 00	1/2/2015
United Way of Greater Philadelphia Philadelphia, PA	1434	PUBLIC	CHARITABLE	\$15,000 00	2/12/2015
Pennsylvania Academy of Fine Arts Philadelphia, PA	1435	PUBLIC	CHARITABLE	\$20,000 00	2/15/2015
AARP Foundation Washington, DC	1436	PUBLIC	CHARITABLE	\$25 00	2/18/2015
University of Pennsylvania Philadelphia, PA	1437	PUBLIC	EDUCATIONAL	\$1,000 00	2/19/2015
Temple Beth Zion Beth Israel Philadelphia, PA	1438	PUBLIC	RELIGIOUS	\$540 00	2/19/2015

Gilroy and Lillian Roberts Charitable Foundation
EIN: 23-2219044
Contributions Paid
FORM 990-PF
June 30, 2015

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Philadelphia Jewish Sports Hall of Fame Philadelphia, PA	1439	PUBLIC	CHARITABLE	\$1,000 00	2/19/2015
Settlement Music School Philadelphia, PA	1440	PUBLIC	EDUCATIONAL	\$1,000 00	2/19/2015
National Center for Public Policy Research Washington, DC	1441	PUBLIC	POLITICAL	\$200 00	2/23/2015
Competitive Enterprise Institute Washington, DC	1442	PUBLIC	POLITICAL	\$100 00	2/23/2015
Franklin Institute Philadelphia, PA	1443	PUBLIC	CHARITABLE	\$5,000 00	2/27/2015
Eldernet Bryn Mawr, PA	1444	PUBLIC	CHARITABLE	\$1,000.00	3/12/2015
Bryn Mawr Hospital Foundation Bryn Mawr, PA	1445	PUBLIC	SCIENTIFIC	\$25,000.00	3/14/2015
Scheie Eye Institute Philadelphia, PA	1446	PUBLIC	SCIENTIFIC	\$4,500 00	3/17/2015
West Philadelphia High School Philadelphia, PA	1447	PUBLIC	EDUCATIONAL	\$5,000.00	3/17/2015
Community College of Philadelphia Philadelphia, PA	1448	PUBLIC	EDUCATIONAL	\$50,000 00	3/17/2015
Harriton Association Bryn Mawr, PA	1449	PUBLIC	CHARITABLE	\$26,000 00	3/20/2015
American Philosophical Society Philadelphia, PA	1450	PUBLIC	EDUCATIONAL	\$2,500 00	3/23/2015
Colonial Williamsburg Foundation Williamsburg, VA	1451	PUBLIC	CHARITABLE	\$100 00	3/24/2015
Institute for Justice Arlington, VA	1452	PUBLIC	POLITICAL	\$200 00	3/24/2015
American Kidney Fund Rockville, MD	1453	PUBLIC	SCIENTIFIC	\$100 00	3/26/2015
Academy of Natural Sciences Philadelphia, PA	1454	PUBLIC	SCIENTIFIC	\$1,500.00	3/26/2015
Hentage Foundation Washington, DC	1455	PUBLIC	CHARITABLE	\$100.00	3/27/2015
Commonwealth Foundation Harrisburg, PA	1456	PUBLIC	EDUCATIONAL	\$100 00	3/27/2015
Friends of the Chapel of Four Chaplains Philadelphia, PA	1457	PUBLIC	RELIGIOUS	\$1,000 00	3/28/2015

Gilroy and Lillian Roberts Charitable Foundation
EIN: 23-2219044
Contributions Paid
FORM 990-PF
June 30, 2015

ORGANIZATION	CHECK #	FUND STATUS	PURPOSE OF GRANT	AMOUNT	DATE
Abramson Center for Jewish Life North Wales, PA	1458	PUBLIC	RELIGIOUS	\$5,000 00	4/1/2015
Institute for Energy Research Washington, DC	1459	PUBLIC	SCIENTIFIC	\$100 00	4/1/2015
St Labre Indian School Ashland, MT	1460	PUBLIC	EDUCATIONAL	\$100 00	4/2/2015
National Legal and Policy Center Falls Church, VA	1461	PUBLIC	POLITICAL	\$100 00	4/3/2015
Taney Youth Baseball Association Philadelphia, PA	1462	PUBLIC	CHARITABLE	\$400 00	4/3/2015
Please Touch Museum Philadelphia, PA	1463	PUBLIC	CHARITABLE	\$1,000 00	4/3/2015
Jewish Federation of Greather Philadelphia Philadelphia, PA	1464	PUBLIC	RELIGIOUS	\$1,000 00	4/9/2015
Federation Housing Philadelphia, PA	1465	PUBLIC	CHARITABLE	\$1,000 00	4/9/2015
Jewish Family & Children's Services Philadelphia, PA	1466	PUBLIC	RELIGIOUS	\$10,000 00	4/9/2015
Female Hebrew Benevolent Society Philadelphia, PA	1467	PUBLIC	RELIGIOUS	\$8,000 00	4/9/2015
Jewish Learning Venture Melrose Park, PA	1468	PUBLIC	RELIGIOUS	\$6,000 00	4/9/2015
Hillel of Greater Philadelphia Philadelphia, PA	1469	PUBLIC	RELIGIOUS	\$6,000 00	4/9/2015
Jewish Relief Agency Bala Cynwyd, PA	1470	PUBLIC	RELIGIOUS	\$1,000.00	4/9/2015
Devon Country Fair Berwyn, PA	1471	PUBLIC	CHARITABLE	\$50.00	4/15/2015
Jewish War Veterans of the United States of America, Inc Washington, DC	1472	PUBLIC	CHARITABLE	\$50 00	4/17/2015
Radio America Washington, DC	1473	PUBLIC	CHARITABLE	\$100 00	4/17/2015
Temple University Philadelphia, PA	1475	PUBLIC	EDUCATIONAL	\$150,000.00	4/21/2015
Devon Horse Show Foundation Bryn Mawr, PA	1476	PUBLIC	CHARITABLE	\$50 00	4/22/2015
PICPA Philadelphia, PA	1477	PUBLIC	EDUCATIONAL	\$60 00	4/23/2015

Gilroy and Lillian Roberts Charitable Foundation
EIN: 23-2219044
Contributions Paid
FORM 990-PF
June 30, 2015

ORGANIZATION	CHECK #	FUND STATUS	PURPOSE OF GRANT	AMOUNT	DATE
Friends of the Philadelphia Zoo Philadelphia, PA	1478	PUBLIC	CHARITABLE	\$1,000.00	4/23/2015
Little Friends of Rittenhouse Square Philadelphia, PA	1479	PUBLIC	CHARITABLE	\$500.00	4/30/2015
Exponent Philanthropy Washington, DC	1480	PUBLIC	CHARITABLE	\$750 00	5/1/2015
World Wildlife Fund Washington, DC	1481	PUBLIC	CHARITABLE	\$50.00	5/11/2015
New Cnterion New York, NY	1482	PUBLIC	CHARITABLE	\$2,000.00	5/12/2015
Eldernet of Lower Merion and Narberth Bryn Mawr, PA	1502	PUBLIC	CHARITABLE	\$1,000 00	3/12/2015
Temple University Philadelphia, PA	1483	PUBLIC	EDUCATIONAL	\$150,000.00	5/15/2015
Free Library of Philadelphia Philadelphia, PA	1484	PUBLIC	EDUCATIONAL	\$1,000.00	6/2/2015
Delaware Valley University Doylestown, PA 18901	1485	PUBLIC	EDUCATIONAL	\$12,500.00	6/3/2015
Eldernet Bryn Mawr, PA	1486	PUBLIC	CHARITABLE	\$20 00	6/4/2015
Adath Israel Merion Station, PA	1488	PUBLIC	RELIGIOUS	\$100.00	6/29/2015
Jefferson Foundation Philadelphia, PA	1489	PUBLIC	CHARITABLE	\$2,500.00	6/29/2015
Total				\$559,495.00	TB