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 instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014 , and ending 06-30-2015

Name of foundation
WILLIAM & MARY MITCHELL FDN

A Employer identification number
35-6536740

Number and street (or P O box number if mail is not delivered to street address)
PNC BANK NA 620 LIBERTY AVENUE 10

Room/suite

B Telephone number (see instructions)
(412) 762-2950

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 152222705

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)*▶$ 20,069,155

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))*

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	489,400	489,400		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	991,135			
	b	Gross sales price for all assets on line 6a 5,379,763				
	7	Capital gain net income (from Part IV, line 2)		991,135		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,480,535	1,480,535		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	115,526	57,763		57,763
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	32,491	562		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	148,017	58,325	0	57,763
	25	Contributions, gifts, grants paid	857,741			857,741
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,005,758	58,325	0	915,504
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	474,777			
	b	**Net investment income** (if negative, enter -0-)		1,422,210		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	687,859	378,484	378,484
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	461,610	256,216	273,144
b	Investments—corporate stock (attach schedule)	6,448,015	6,670,841	9,191,169
c	Investments—corporate bonds (attach schedule)	2,324,276	2,200,459	2,257,868
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	6,533,666	7,208,873	7,968,490
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,455,426	16,714,873	20,069,155
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	
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	16,417,896	16,627,625	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	37,530	87,248	
30	**Total net assets or fund balances** (see instructions)	16,455,426	16,714,873	
31	**Total liabilities and net assets/fund balances** (see instructions)	16,455,426	16,714,873	

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	16,455,426
2	Enter amount from Part I, line 27a	2	474,777
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	16,930,203
5	Decreases not included in line 2 (itemize) ▶	5	215,330
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,714,873

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	991,135
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	865,136	18,948,007	0 045658
2012	823,754	17,703,737	0 04653
2011	843,143	16,868,931	0 049982
2010	769,459	16,823,931	0 045736
2009	732,340	15,621,854	0 046879

2	**Total** of line 1, column (d).	2	0 234785
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 046957
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,077,321
5	Multiply line 4 by line 3.	5	942,771
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	14,222
7	Add lines 5 and 6.	7	956,993
8	Enter qualifying distributions from Part XII, line 4.	8	915,504

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

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

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	28,444
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	28,444
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	28,444
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	26,210		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	26,210
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,234
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 0 **Refunded** ▶			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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PNC BANK NA Telephone no ▶(412) 762-2950

Located at ▶620 LIBERTY AVENUE PITTSBURGH PA ZIP+4 ▶152222705

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 |

		Line	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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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.

		Line	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		No
	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	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? ☐ 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			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PNC BANK NA 620 LIBERTY AVENUE PITTSBURGH, PA 15222	TRUSTEE 23	115,526		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
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	20,383,067
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	20,383,067
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	20,383,067
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	305,746
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,077,321
6	**Minimum investment return.** Enter 5% of line 5	6	1,003,866

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	1,003,866
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 28,444		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	28,444
3	Distributable amount before adjustments Subtract line 2c from line 1	3	975,422
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	975,422
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	975,422

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	915,504
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	915,504
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	915,504

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					975,422
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				857,151	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	0				
b From 2010.	0				
c From 2011.	0				
d From 2012.	0				
e From 2013.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 915,504					
a Applied to 2013, but not more than line 2a				857,151	
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.					58,353
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 instructions				0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					917,069
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 (see instructions) . . .		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. . . .	0				
b Excess from 2011. . . .	0				
c Excess from 2012. . . .	0				
d Excess from 2013. . . .	0				
e Excess from 2014. . . .	0				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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

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 email 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 Additional Data Table				
Total . . . . ▶ **3a**				857,741
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					
4 Dividends and interest from securities. . . .			14	489,400	
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	991,135	
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). .				1,480,535	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,480,535

(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)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

******	2015-10-30	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name			Firm's EIN	
Firm's address			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2500 YAHOO! INC COM		2013-07-23	2014-07-01
510 ALLERGAN INC		2007-09-18	2014-07-23
890 CHEVRON CORPORATION		2010-08-25	2014-07-23
70 SHIRE PLC SPONSORED ADR		2014-04-14	2014-07-23
1020 SHIRE PLC SPONSORED ADR		2011-06-30	2014-07-23
5 56 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-07-25
131 45 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-07-25
5 59 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-07-31
99 88 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-07-31
1830 FRANKLIN RES INC COM		2013-06-05	2014-08-11

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
83,150		68,500	14,650
87,872		31,373	56,499
118,786		65,993	52,793
17,816		10,010	7,806
259,608		93,337	166,271
6		6	
131		133	-2
6		6	
100		101	-1
99,748		93,436	6,312

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			14,650
			56,499
			52,793
			7,806
			166,271
			-2
			-1
			6,312

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
890 ZIMMER HOLDINGS INC		2014-03-14	2014-08-11
100000 ALLSTATE CORP NTS		2007-04-30	2014-08-15
1060 LAS VEGAS SANDS CORP		2013-10-31	2014-08-15
2130 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-07-23	2014-08-15
5 63 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-08-31
143 02 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-08-31
1 PHARMACIA CORPORATION MERGED 04/16/2003 SEE 717081103		2001-01-01	2014-09-02
160 HELMERICH & PAYNE INC COM		2013-02-26	2014-09-04
1160 MICROSOFT CORP		2014-03-07	2014-09-04
480 MICROSOFT CORP		2002-07-30	2014-09-04

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
85,730		84,517	1,213
100,000		98,477	1,523
72,124		74,877	-2,753
81,620		90,057	-8,437
6		6	
143		145	-2
158			158
16,384		10,144	6,240
52,431		45,486	6,945
21,696		11,624	10,072

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			1,213
			1,523
			-2,753
			-8,437
			-2
			158
			6,240
			6,945
			10,072

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1790 DELTA AIR LINES INC		2013-07-26	2014-09-15
2240 SUNTRUST BANKS INC COM		2014-03-07	2014-09-15
1020 UNITED TECHNOLOGIES CORP COM		2010-12-08	2014-09-15
1770 CROWN HOLDINGS INC		2014-06-10	2014-09-23
1570 CBS CORP CLASS B WI		2013-05-16	2014-09-30
210 97 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-09-30
89 18 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-09-30
22 505 ARTISAN MID CAP VALUE FUND FD 1464		2013-11-21	2014-10-09
206 451 ARTISAN MID CAP VALUE FUND FD 1464		2013-11-21	2014-10-09
5016 722 ARTISAN MID CAP VALUE FUND FD 1464		2013-04-25	2014-10-09

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
70,219		38,241	31,978
87,829		88,816	-987
110,455		79,315	31,140
81,528		90,128	-8,600
84,358		79,155	5,203
211		219	-8
89		90	-1
588		593	-5
5,397		5,444	-47
131,137		120,000	11,137

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			31,978
			-987
			31,140
			-8,600
			5,203
			-8
			-1
			-5
			-47
			11,137

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2240 COCA COLA ENTERPRISES		2014-03-07	2014-10-30
1 DELL COMPUTER CORP NAME CHG 7/22/03 SEE 24702R101		2001-01-01	2014-10-30
322 537 DRIEHAUS ACTIVE INCOME FUND FUND 640		2014-06-26	2014-10-30
282 661 DRIEHAUS ACTIVE INCOME FUND FUND 640		2013-12-19	2014-10-30
25349 995 DRIEHAUS ACTIVE INCOME FUND FUND 640		2013-06-28	2014-10-30
160 EOG RES INC		2014-04-04	2014-10-30
310 EOG RES INC		2013-07-26	2014-10-30
9648 133 EATON VANCE FLOATING RATE FUND CLASS I		2012-10-25	2014-10-30
534 94 EATON VANCE FLOATING RATE FUND CLASS I		2014-06-02	2014-10-30
928 039 EATON VANCE FLOATING RATE FUND CLASS I		2013-10-31	2014-10-30

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
96,373		106,396	-10,023
552			552
3,396		3,435	-39
2,976		3,038	-62
266,935		271,245	-4,310
14,745		15,947	-1,202
28,569		22,688	5,881
86,833		87,890	-1,057
4,814		4,882	-68
8,352		8,514	-162

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-10,023
			552
			-39
			-62
			-4,310
			-1,202
			5,881
			-1,057
			-68
			-162

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
650 017 FIDELITY ADVISOR FLOATING HIGH INCOME FUND I		2013-11-01	2014-10-30
588 417 FIDELITY ADVISOR FLOATING HIGH INCOME FUND I		2014-05-01	2014-10-30
10981 525 FIDELITY ADVISOR FLOATING HIGH INCOME FUND I		2012-09-30	2014-10-30
1230 MANPOWER GROUP INC		2013-11-25	2014-10-30
190 MANPOWER GROUP INC		2014-07-23	2014-10-30
1140 ORACLE CORP		2013-10-31	2014-10-30
2840 ORACLE CORP		2005-07-19	2014-10-30
4 81 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-10-31
86 81 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-10-31
125 HALYARD HEALTH INC-W/I		2013-04-09	2014-11-05

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,383		6,480	-97
5,778		5,853	-75
107,839		109,175	-1,336
81,141		100,586	-19,445
12,534		15,662	-3,128
43,867		39,509	4,358
109,284		41,822	67,462
5		5	
87		88	-1
4,511		4,097	414

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-97
			-75
			-1,336
			-19,445
			-3,128
			4,358
			67,462
			-1
			414

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
265 11 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-11-30
91 38 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-11-30
1060 HELMERICH & PAYNE INC COM		2013-02-26	2014-12-22
2450 QUANTA SVCS INC		2014-04-04	2014-12-22
7 32 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2014-12-31
90 8 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2014-12-31
240 DISCOVER FINANCIAL W/I		2014-10-30	2015-01-29
1780 DISCOVER FINANCIAL W/I		2012-07-31	2015-01-29
7120 REGIONS FINANCIAL CORP		2013-07-02	2015-01-29
4 01 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-01-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
265		275	-10
91		92	-1
73,734		67,203	6,531
66,993		89,534	-22,541
7		8	-1
91		92	-1
12,987		15,112	-2,125
96,319		64,070	32,249
61,920		70,058	-8,138
4		4	

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-10
			-1
			6,531
			-22,541
			-1
			-1
			-2,125
			32,249
			-8,138

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
86 91 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-01-31
4030 GENERAL ELEC CO COM		2010-08-25	2015-02-04
810 UNITED RENTALS INC COM		2014-09-15	2015-02-04
1 SCHERING-PLOUGH CORP		2001-01-01	2015-02-10
1670 GILEAD SCIENCES INC COM		2014-05-16	2015-02-13
1290 AMERICAN EXPRESS CO		2010-12-08	2015-02-20
240 BOEING CO		2012-07-31	2015-02-20
160 LOCKHEED MARTIN CORP		2013-11-25	2015-02-20
950 SOUTHWEST AIRLINES COM		2014-06-10	2015-02-20
203 56 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-02-28

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
87		88	-1
98,249		73,922	24,327
72,064		94,276	-22,212
3,043		25	3,018
169,385		136,125	33,260
102,299		58,914	43,385
37,912		17,908	20,004
32,438		22,584	9,854
42,208		26,125	16,083
204		210	-6

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-1
			24,327
			-22,212
			3,018
			33,260
			43,385
			20,004
			9,854
			16,083
			-6

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
78 33 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-02-28
920 EASTMAN CHEM CO		2014-06-05	2015-03-03
810 LYONDELLBASELL INDUSTRIES N V ISIN NL0009434992 SEDOL B3SPXZ3		2014-09-23	2015-03-03
1 AMERICAN INTERNATIONAL GROUP INC		2001-01-01	2015-03-04
910 EOG RES INC		2013-07-26	2015-03-31
3 55 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-03-31
122 56 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-03-31
2520 MICRON TECHNOLOGY INC		2014-10-30	2015-03-31
540 SKYWORKS SOLUTIONS INC COM		2014-04-04	2015-03-31
480 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-03	2015-03-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
78		79	-1
68,244		82,680	-14,436
69,618		89,476	-19,858
3,173		25	3,148
82,763		66,600	16,163
4		4	
123		124	-1
67,081		79,746	-12,665
53,918		19,475	34,443
48,791		20,678	28,113

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-1
			-14,436
			-19,858
			3,148
			16,163
			-1
			-12,665
			34,443
			28,113

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
200000 FEDERAL NATL MTG ASSN NTS SERIES $		2007-03-15	2015-04-15
5 2 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-04-30
108 27 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-04-30
120 AETNA INC NEW		2013-05-31	2015-05-27
90 ALLSTATE CORP		2014-10-30	2015-05-27
70 AMGEN INC		2014-08-11	2015-05-27
230 APPLE INC		2013-10-31	2015-05-27
110 BECTON DICKINSON & CO		2013-03-28	2015-05-27
90 CIGNA CORP		2014-07-23	2015-05-27
110 CVS CAREMARK CORP		2013-02-22	2015-05-27

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
200,000		200,000	
5		5	
108		109	-1
13,830		7,406	6,424
6,084		5,744	340
11,243		8,926	2,317
30,295		18,033	12,262
15,530		10,468	5,062
12,148		8,726	3,422
11,384		5,663	5,721

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			-1
			6,424
			340
			2,317
			12,262
			5,062
			3,422
			5,721

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
360 CISCO SYS INC COM		2015-03-31	2015-05-27
170 COMCAST CORPORATION CL A		2014-07-23	2015-05-27
100 CONOCOPHILLIPS		2014-07-23	2015-05-27
90 CONSTELLATION BRANDS INC CL A		2014-07-23	2015-05-27
130 DISNEY WALT CO		2014-03-07	2015-05-27
90 EXXON MOBIL CORP		2014-12-22	2015-05-27
110 FOOT LOCKER INC		2014-04-04	2015-05-27
120 HCA HOLDINGS INC		2014-08-11	2015-05-27
270 HANESBRANDS INC - W/I		2014-03-14	2015-05-27
70 HOME DEPOT INC COM		2012-01-12	2015-05-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,566		9,864	702
10,047		9,323	724
6,400		8,660	-2,260
10,613		7,856	2,757
14,334		10,691	3,643
7,662		8,415	-753
6,954		5,089	1,865
9,859		7,918	1,941
8,635		5,059	3,576
7,855		3,030	4,825

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			702
			724
			-2,260
			2,757
			3,643
			-753
			1,865
			1,941
			3,576
			4,825

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
160 J P MORGAN CHASE & CO COM		2014-10-30	2015-05-27
100 JOHNSON & JOHNSON COM		2011-06-30	2015-05-27
170 KROGER CO		2014-05-07	2015-05-27
70 L BRANDS INC		2014-09-30	2015-05-27
140 LINCOLN NATIONAL CORP		2014-09-15	2015-05-27
150 MAGNA INTERNATIONAL ISIN CA5592224011		2013-12-31	2015-05-27
40 MCKESSON HBOC INC COMMN		2013-12-23	2015-05-27
40 NORTHROP GRUMMAN CORPORATION		2015-02-20	2015-05-27
1880 PACKAGING CORP OF AMERICA COM		2014-04-04	2015-05-27
140 PRINCIPAL FINANCIAL GROUP COM		2014-08-15	2015-05-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,631		9,496	1,135
10,106		6,641	3,465
12,598		7,897	4,701
6,118		4,701	1,417
8,077		7,596	481
8,649		6,159	2,490
9,563		6,415	3,148
6,359		6,841	-482
131,671		133,724	-2,053
7,255		7,136	119

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			1,135
			3,465
			4,701
			1,417
			481
			2,490
			3,148
			-482
			-2,053
			119

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1890 PROCTER & GAMBLE CO		2005-07-19	2015-05-27
100 QUALCOMM		2015-03-31	2015-05-27
210 ST JUDE MEDICAL INC		2014-03-07	2015-05-27
100 SKYWORKS SOLUTIONS INC COM		2014-04-04	2015-05-27
40 SNAP-ON INC COM		2014-12-22	2015-05-27
70 THE TRAVELERS COS INC		2014-05-02	2015-05-27
140 UNION PAC CORP COM		2010-08-25	2015-05-27
220 VISA INC CLASS A SHARES		2013-02-15	2015-05-27
230 WELLS FARGO & CO NEW COM		2005-03-28	2015-05-27
180 WISCONSIN ENERGY CORP		2010-12-08	2015-05-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
150,158		104,481	45,677
6,933		6,870	63
15,554		14,073	1,481
10,666		3,607	7,059
6,275		5,516	759
7,148		6,375	773
14,344		5,066	9,278
15,244		8,596	6,648
12,933		6,797	6,136
8,665		5,281	3,384

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			45,677
			63
			1,481
			7,059
			759
			773
			9,278
			6,648
			6,136
			3,384

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 WYNDHAM WORLDWIDE CORP		2013-03-28	2015-05-27
170 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2014-09-15	2015-05-27
240 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-12-22	2015-05-27
960 ACE LIMITED ISIN CH0044328745 SEDOL B3BQMF6		2014-04-14	2015-05-27
130 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-06-26	2015-05-27
60 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-03	2015-05-27
1560 ROYAL CARRIBEAN CRUISES LTD SEDOL 2754907 ISIN LR0008862868		2014-08-15	2015-05-27
2280 DELTA AIR LINES INC		2013-07-26	2015-05-29
270 33 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-05-31
90 21 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-05-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,558		6,440	2,118
6,856		6,880	-24
25,673		27,624	-1,951
102,694		95,476	7,218
8,997		7,900	1,097
6,531		2,585	3,946
120,185		97,235	22,950
98,154		48,709	49,445
270		279	-9
90		91	-1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,118
			-24
			-1,951
			7,218
			1,097
			3,946
			22,950
			49,445
			-9
			-1

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
560 QUALCOMM		2015-03-31	2015-06-04
1570 QUALCOMM		2007-10-02	2015-06-04
2360 SOUTHWEST AIRLINES COM		2014-06-10	2015-06-12
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
38,685		38,472	213
108,457		64,731	43,726
82,716		64,900	17,816
			101,005

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) 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	
			213
			43,726
			17,816

Form 990PF Part XV Line 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*				
MARY E WILSON MEMORIAL UNION CH 7 VALLEY RD WATCHUNG, NJ 070696034	NONE	PC	GENERAL SUPPORT	142,956
FROST VALLEY YMCA 2000 FROST VALLEY RD CLARYVILLE, NY 127255221	NONE	PC	GENERAL SUPPORT	142,956
PEACE MEMORIAL PRESBYTERIAN CH 110 S FORT HARRISON AVE CLEARWATER, FL 337565107	NONE	PC	GENERAL SUPPORT	142,956
THE FLORIDA ORCHESTRA INC 244 2ND AVE NORTH 421 ST PETERSBURG, FL 337013306	NONE	PC	GENERAL SUPPORT	142,956
MORTON PLANT MEASE FDN 1200 DRUID RD SOUTH BELLEAIR, FL 337561995	NONE	PC	GENERAL SUPPORT	142,956
MUHLENBERG FOUNDATION INC 80 JAMES STREET EDISON, NJ 088203938	NONE	PC	GENERAL SUPPORT	142,961
Total . . . . ▶ **3a**				857,741

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TY 2014 Investments Corporate Bonds Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	2,200,459	2,257,868

TY 2014 Investments Corporate Stock Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	6,670,841	9,191,169

TY 2014 Investments Government Obligations Schedule

Name:	WILLIAM & MARY MITCHELL FDN
EIN:	35-6536740
US Government Securities - End of Year Book Value:	256,216
US Government Securities - End of Year Fair Market Value:	273,144
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2014 Investments - Other Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED	AT COST	3,140,344	3,114,254
MUTUAL FUNDS - EQUITY	AT COST	3,665,237	4,496,445
ALTERNATIVE INVESTMENTS	AT COST	403,292	357,791

TY 2014 Other Decreases Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Description	Amount
DIFF BETWEEN CARRYING VALUE AND TAX COST	199,400
PY AMORTIZATION POSTING ADJ	15,927
ROUNDING ADJ FOR SALES AND TRANSACTIONS	3

TY 2014 Taxes Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	562	562		0
FEDERAL TAX PAYMENT - PRIOR YE	5,719	0		0
FEDERAL ESTIMATES - PRINCIPAL	26,210	0		0