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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	99,736.	509,895.	509,895.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 5	23,712,965.	23,106,875.	27,577,227.	
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)	23,812,701.	23,616,770.	28,087,122.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	23,812,701.	23,616,770.	
30	Total net assets or fund balances (see instructions)	23,812,701.	23,616,770.		
31	Total liabilities and net assets/fund balances (see instructions)	23,812,701.	23,616,770.		

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	23,812,701.
2	Enter amount from Part I, line 27a	2	-195,931.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,616,770.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,616,770.

Form 990-PF (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,372,840.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

(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	1,341,930.	28,535,094.	0.047027
2012	482,621.	24,130,704.	0.020000
2011			
2010			
2009			
2 Total of line 1, column (d)			2 0.067027
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 0.033514
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 27,647,572.
5 Multiply line 4 by line 3			5 926,581.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,912.
7 Add lines 5 and 6			7 943,493.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,867,467.

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		1	16,912.	
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				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	16,912.	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
3 Add lines 1 and 2				
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	16,912.	
6 Credits/Payments		7	33,700.	
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a			33,700.
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	33,700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	16,788.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 16,788. Refunded <input type="checkbox"/>		11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
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"/> \$ _____		
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"/> GA, _____		
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

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?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> FOUNDATION SOURCE Telephone no <input type="checkbox"/> 800-839-1754			
Located at <input type="checkbox"/> 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 <input type="checkbox"/> 19809-1377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
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 <input type="checkbox"/>				

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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 <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
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) <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** X

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) **ATCH 6**

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870 **6b** X

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? ☐ Yes ☒ No **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
ATCH 7		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 8		55,916.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2014)

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	
b	Average of monthly cash balances	1b	644,888.
c	Fair market value of all other assets (see instructions)	1c	27,423,713.
d	Total (add lines 1a, b, and c)	1d	28,068,601.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	28,068,601.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	421,029.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,647,572.
6	Minimum investment return. Enter 5% of line 5	6	1,382,379.

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	1,382,379.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,912.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	764.
c	Add lines 2a and 2b	2c	17,676.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,364,703.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,364,703.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,364,703.

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	1,867,467.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,867,467.
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	16,912.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,850,555.

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				1,364,703.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			638,745.	
b Total for prior years 20 12 , 20 11 , 20 10				
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				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,867,467.				
a Applied to 2013, but not more than line 2a			638,745.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				1,228,722.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				135,981.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
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				

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

NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 9

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 10				
Total			▶ 3a	1,793,521.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

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)

[illegible]

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Passthrough K-1 Capital Gain/(Loss) - non UBI						\$ 1,372,840
Total included in Part IV				\$ -	\$ -	\$ 1,372,840
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 4,515
Part I, Line 6a Total						<u>\$ 1,377,355</u>

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS NEW PROVIDENCE BALANCED POR	637,346.	635,200.
TOTALS	<u>637,346.</u>	<u>635,200.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ADMINISTRATION OF FOUNDATION	18,000.
TOTALS	<u>18,000.</u>

CHARITABLE PURPOSES	18,000.
	<u>18,000.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2015	26,300.
TOTALS	<u>26,300.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	55,916.		55,916.
K-1 EXP NEW PROVIDENCE BALANCE	320,791.	320,774.	
STATE OR LOCAL FILING FEES	30.		30.
TOTALS	<u>376,737.</u>	<u>320,774.</u>	<u>55,946.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEW PROVIDENCE BALANCED PORTFO	23,106,875.	27,577,227.
TOTALS	<u>23,106,875.</u>	<u>27,577,227.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PASSTHROUGH K1 CAPITAL GAIN					1,372,840.	
TOTAL GAIN (LOSS)							<u>1,372,840.</u>	

ATTACHMENT 6FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ONE WORLD UNITED AND VIRTUOUS, INC.
GRANTEE'S ADDRESS: 163 N MAIN STREET, SUITE 203
CITY, STATE & ZIP: PORT CHESTER, NY 10573
GRANT DATE: 04/28/2015
GRANT AMOUNT: 20,000.
GRANT PURPOSE: TO SUPPORT THE GLOBAL CHARACTER EDUCATION PROGRAM.
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: REPORT EXPECTED IN 2016
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	55,916.
TOTAL COMPENSATION		<u>55,916.</u>

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JOHN L CONNOLLY
LEIGH Z CONNOLLY

CONNOLLY FAMILY FOUNDATION, INC.

46-0809078

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AGAPE COMMUNITY CENTER INC 2353 BOLTON RD STE 100 ATLANTA, GA 30318	N/A PC		GINGER KANEY MENTORING INSTITUTE FOR HIGH SCHOOL STUDENTS	10,000.
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOC 41 PERIMETER CENTER E STE 550 ATLANTA, GA 30346	N/A PC		GENERAL OPERATING FUND	50,000.
ANGEL FLIGHT SOARS INC 2000 AIRPORT RD CHAMBLEE, GA 30341	N/A PC		FLY A SOUTHERN CHILD PROGRAM	10,000
ATLANTA COMMUNITY FOOD BANK INC 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	N/A PC		INCREASED FOOD STORAGE. NEW RACKING SYSTEM	25,000
ATLANTA HISTORICAL SOCIETY INC 130 W PACES FERRY RD NW ATLANTA, GA 30305	N/A PC		ATLANTA HISTORY CENTER STUDENT EDUCATION PROGRAMS - TITLE 1 STUDENT ACCESS PROGRAM	10,000
ATLANTA UNION MISSION CORPORATION PO BOX 1807 ATLANTA, GA 30301	N/A PC		GENERAL & UNRESTRICTED	10,000

ATTACHMENT 10

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ATLANTA UNION MISSION CORPORATION PO BOX 1807 ATLANTA, GA 30301	N/A PC		FOR NEW FLOORING AT MY SISTER'S HOUSE	21,458.
ATLANTA URBAN SQUASH INC 3370 VALLEY CIR NW ATLANTA, GA 30305	N/A PC		A+ SQUASH EXPANSION PROJECT	10,000
ATLANTA YOUTH ACADEMIES INC PO BOX 18237 ATLANTA, GA 30316	N/A PC		GENERAL & UNRESTRICTED	1,000.
ATLANTA-FULTON COUNTY ZOO INC 800 CHEROKEE AVE SE ATLANTA, GA 30315	N/A PC		ZOO ATLANTA'S SPONSORED ADMISSIONS PROGRAM	10,000.
AUTISM SPEAKS INC 900 CIR 75 PKWY STE 445 ATLANTA, GA 30339	N/A PC		CHARITABLE EVENT	1,000.
BITSY GRANT TENNIS ASSOCIATION INC 1266 W PACES FERRY RD BOX 113 ATLANTA, GA 30327	N/A PC		PLATFORM TENNIS PROJECT	1,000

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUBS OF METRO ATLANTA INC 1275 PEACHTREE ST NE STE 50 ATLANTA, GA 30309	N/A PC		OPEN THE DOOR CAMPAIGN: TECHNOLOGY	10,000
CAMP TWIN LAKES INC 600 MEANS ST NW, STE 110 ATLANTA, GA 30318	N/A PC		CAMPER SCHOLARSHIP PROGRAM	25,000.
CHARLESTON JUNIOR GOLF FDN-FIRST TEE OF GREATER CH 109 WAPPOO CREEK DR, STE 3C CHARLESTON, SC 29412	N/A PC		GENERAL & UNRESTRICTED	2,500.
CITY OF REFUGE INC 1300 JOSEPH E BOONE BLVD NW ATLANTA, GA 30314	N/A PC		KINDRED SPIRIT TEEN PREGNANCY HOME PROGRAM	55,000
CURE CHILDHOOD CANCER INC 1117 PERIMETER CENTER W STE N4 ATLANTA, GA 30338	N/A PC		GENERAL & UNRESTRICTED	227,000
CYSTIC FIBROSIS FOUNDATION 2302 PARKLAKE DR NE STE 210 ATLANTA, GA 30345	N/A PC		CHARITABLE EVENT	500

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CYSTIC FIBROSIS FOUNDATION 2302 PARKLAKE DR NE STE 210 ATLANTA, GA 30345	N/A PC		CHARITABLE EVENT	1,000
EAGLE RANCH INC PO BOX 7200 CHESTNUT MTN, GA 30502	N/A PC		2014 PROGRAM AND OPERATIONAL SUPPORT FOR AT-RISK CHILDREN	25,000
ECHOING GREEN FOUNDATION 494 8TH AVE, #2 NEW YORK, NY 10001	N/A PC		HUMANURE POWER PROJECT	10,000
ECHOING GREEN FOUNDATION 494 8TH AVE, #2 NEW YORK, NY 10001	N/A PC		HUMANURE POWER COMMUNITY SANITATION FACILITY PROJECT	10,000.
ELAINE CLARK CTR FOR GROWTH &DEVEL EXCEPTIONAL CHI 5130 PEACHTREE IND BLVD CHAMBLEE, GA 30341	N/A PC		GENERAL & UNRESTRICTED	1,000
FREESTORE-FOODBANK INC 1141 CENTRAL PKWY CINCINNATI, OH 45202	N/A PC		GENERAL & UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGE ROGERS FOUNDATION OF THE CAROLINAS INC PO BOX 205 COLUMBIA, SC 29202	N/A PC		GENERAL & UNRESTRICTED	2,000
GEORGE WEST MENTAL HEALTH FOUNDATION INC 1961 N DRUID HILLS RD NE ATLANTA, GA 30329	N/A PC		FINANCIAL AID PROGRAM	15,000
GEORGIA JUSTICE PROJECT INC 438 EDGEWOOD AVE SE ATLANTA, GA 30312	N/A PC		OPERATING SUPPORT	50,000.
GEORGIA METH PROJECT 3715 NORTHSIDE PKWY STE 1-320 ATLANTA, GA 30327	N/A PC		GEORGIA PREVENTION PROJECT	100,000.
KIPP METRO ATLANTA COLLABORATIVE INC 350 TEMPLE ST NW ATLANTA, GA 30314	N/A PC		GENERAL & UNRESTRICTED	50,000.
KYLE PEASE FOUNDATION INC 711 COSMOPOLITN DR NE UNIT 126 ATLANTA, GA 30324	N/A PC		CHARITABLE EVENT	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARION MEDICAL MISSION 1412 SHAWNEE DR MARION, IL 62959	N/A PC		FIELD OFFICER SPONSORSHIP PROJECT	13,500
ONE WORLD UNITED AND VIRTUOUS INC 163 N MAIN ST STE 203 PORT CHESTER, NY 10573	N/A POF		EXPENDITURE RESPONSIBILITY	20,000
POSSE FOUNDATION - ATLANTA 101 MARIETTA ST, N W., STE 1040 ATLANTA, GA 30303	N/A PC		POSSE ATLANTA'S COLLEGE ACCESS AND YOUTH LEADERSHIP DEVELOPMENT PROGRAM	10,000
SHEPHERD HIGHER EDUCATION POVERTY CONSORTIUM INC 204 W WASHINGTON ST LEXINGTON, VA 24450	N/A PC		TO FUND STRATEGIC PLAN WITH CONSULTANT FROM CUSTOM EVALUATIONS SERVICES PROJECT	50,000.
SOCCER IN THE STREETS INC 3845 GREEN INDUSTRIAL WAY ATLANTA, GA 30341	N/A PC		INCREASING PROGRAMMING DEPTH	10,000.
SPIRIT SERIES INC 605 SAN VICENTE BLVD APT 310 SANTA MONICA, CA 90402	N/A PC		CAPACITY BUILDING INITIATIVE	25,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ATLANTA OPERA INC 1575 NORTHSIDE DR NW BLDG 300 STE 3 ATLANTA, GA 30318	N/A PC		EDUCATION PROGRAM	25,000.
THE SALVATION ARMY METRO AREA COMMAND 1000 CENTER PL STE 150 NORCROSS, GA 30093	N/A PC		SHELTERING, YOUTH SERVICES & ANTI-TRAFFICKING EFFORTS IN METRO ATLANTA	10,000
TULANE UNIVERSITY -A B. FREEMAN SCHOOL OF BUSINESS P.O. BOX 61075 NEW ORLEANS, LA 70161	N/A PC		GENERAL & UNRESTRICTED	10,000.
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450	N/A PC		ANNUAL FUND	2,920
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450	N/A PC		SHEPHERD PROGRAM	143,000.
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450	N/A PC		JL CONNOLLY CENTER FOR ENTREPRENEURSHIP	357,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450	N/A PC		J/L CONNOLLY CENTER FOR ENTREPRENEURSHIP	337,143.
WMP INC - WOUNDED WARRIOR PROJECT INC 4899 BELFORT RD, STE 300 JACKSONVILLE, FL 32256	N/A PC		PROJECT ODYSSEY (MIND)	10,000
YEAR UP INC 45 MILK ST, 9TH FL BOSTON, MA 02109	N/A PC		GENERAL & UNRESTRICTED	25,000.
TOTAL CONTRIBUTIONS PAID				<u>1,793,521</u>