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**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

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2014

Open to Public Inspection

For calendar year 2014, or tax year beginning Jul 1 , 2014, **and ending** Jun 30 , 2015

Name of foundation The Mental Wellness Foundation, Inc.		A Employer identification number 52-2287352
Number and street (or P O box number if mail is not delivered to street address) 8171 Maple Lawn Blvd		B Telephone number (see instructions) (240) 295-1600
Room/suite 375		C If exemption application is pending, check here. ▶ <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code Fulton MD 20759		
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 4,028,341.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 CK ▶ <input checked="" type="checkbox"/> If the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments	25,970.	25,970.		
4 Dividends and interest from securities	70,904.	70,904.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	178,885.	L-6a Stmt		
b Gross sales price for all assets on line 6a	2,669,492.			
7 Capital gain net income (from Part IV, line 2)		178,885.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	275,759.	275,759.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) . L-16b Stmt	8,820.	923.		7,897.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	23,170.	21,677.		1,242.
24 Total operating and administrative expenses. Add lines 13 through 23	31,990.	22,600.		9,139.
25 Contributions, gifts, grants paid	202,800.			202,800.
26 Total expenses and disbursements. Add lines 24 and 25	234,790.	22,600.		211,939.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	40,969.			
b Net investment income (if negative, enter -0-)		253,159.		
c Adjusted net income (if negative, enter -0-)				

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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		106,152.	219,710.	219,710.
	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 sch) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule) L-10a. Stmt		304,437.	299,276.	299,276.
	b	Investments — corporate stock (attach schedule) . L-10b. Stmt		3,237,675.	306,224.	306,224.
	c	Investments — corporate bonds (attach schedule) . L-10c. Stmt		571,079.	3,203,131.	3,203,131.
	11	Investments — land, buildings, and equipment: basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		4,219,343.	4,028,341.	4,028,341.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		4,219,343.	4,028,341.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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				
30	Total net assets or fund balances (see instructions)		4,219,343.	4,028,341.		
31	Total liabilities and net assets/fund balances (see instructions)		4,219,343.	4,028,341.		

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	4,219,343.
2	Enter amount from Part I, line 27a	2	40,969.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,260,312.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	231,971.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,028,341.

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 bnck warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Attached	P	09/04/13	12/31/14
b See Attached	P	11/28/07	06/24/15
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 926,232.		959,844.	-33,612.
b 1,743,260.		1,530,763.	212,497.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-33,612.
b			212,497.
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	178,885.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	229,562.	4,062,826.	0.056503
2012	236,420.	3,913,517.	0.060411
2011	277,316.	4,014,984.	0.069070
2010	241,872.	4,281,013.	0.056499
2009	204,184.	4,046,316.	0.050462

2 Total of line 1, column (d)	2	0.292945
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	0.058589
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,158,565.
5 Multiply line 4 by line 3	5	243,646.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,532.
7 Add lines 5 and 6	7	246,178.
8 Enter qualifying distributions from Part XII, line 4	8	211,939.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,063.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,063.
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	5,063.
6	Credits/Payments:		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	4,919.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	7,000.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	11,919.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,856.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 6,856. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of Realty Investment Co, Inc. Telephone no (240) 295-1600
Located at 8171 Maple Lawn Blvd #375, Fulton MD ZIP +4 20759
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country

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

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

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

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

5 a 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)?

5 b Yes No

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)

6 a 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?

6 b Yes No

If 'Yes' to 6b, file Form 8870.

7 a 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?

7 b Yes No

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
Barbara Bainum 8171 Maple Lawn Blvd, #375, Fulton MD 20759	President/Chairman 0.50	0.	0.	0.
Christine A. Shreve 8171 Maple Lawn Blvd, #375, Fulton MD 20759	Sec/Treas 0.50	0.	0.	0.
Wilfried Busse 8171 Maple Lawn Blvd, #375, Fulton MD 20759	Director 0.50	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		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 None

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		None

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 None ----- -----	0.
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 ----- -----	0.
2 ----- -----	
All other program-related investments. See instructions. 3 ----- -----	
Total. Add lines 1 through 3	None

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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	1 a	4,001,498.
b	Average of monthly cash balances	1 b	220,395.
c	Fair market value of all other assets (see instructions)	1 c	0.
d	Total (add lines 1a, b, and c)	1 d	4,221,893.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,221,893.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	63,328.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,158,565.
6	Minimum investment return. Enter 5% of line 5	6	207,928.

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	207,928.
2 a	Tax on investment income for 2014 from Part VI, line 5	2 a	5,063.
b	Income tax for 2014. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	5,063.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	202,865.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	202,865.
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	202,865.

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	1 a	211,939.
b	Program-related investments — total from Part IX-B.	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	211,939.
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	211,939.

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				202,865.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			11,734.	
b Total for prior years 20__ , 20__ , 20__				
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 191,070.				
f Total of lines 3a through e	191,070.			
4 Qualifying distributions for 2014 from Part XII, line 4. \blacktriangleright \$ 211,939.				
a Applied to 2013, but not more than line 2a			11,734.	
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				200,205.
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))	2,660.			2,660.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	188,410.			
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				
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				0.
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)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	188,410.			
10 Analysis of line 9				
a Excess from 2010 0.				
b Excess from 2011 0.				
c Excess from 2012 0.				
d Excess from 2013 188,410.				
e Excess from 2014 0.				

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Pnor 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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).)

See Attached

See Information Regarding Foundation Managers

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> See Attached Schedule 2</p>				202,800.
<p>Total ▶ 3 a</p>				202,800.
<p><i>b Approved for future payment</i></p>				
<p>Total ▶ 3 b</p>				

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment Fees	21,677.	21,677.		
Domain Name	60.			60.
Dues	500.			500.
Website/Computer	535.			535.
License	251.			
Telephone/Supplies	147.			147.
Total	<u>23,170.</u>	<u>21,677.</u>		<u>1,242.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Change in unrealized loss on investment	231,971.
Total	<u>231,971.</u>

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Scott Renschler 8171 Maple Lawn Blvd, #375, Fulton MD 20759	Director 0.50	0.	0.	0.
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Katherine Renschler 8171 Maple Lawn Blvd, #375, Fulton MD 20759	Director 0.50	0.	0.	0.
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Todd Renschler 8171 Maple Lawn Blvd, #375, Fulton MD 20759	Director 0.50	0.	0.	0.
Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Amanda Renschler 8171 Maple Lawn Blvd #375 Fulton MD 20759	Director 0.50	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 10, Part XV, Line 1a

Information Regarding Foundation Managers

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).)

Barbara Bainum; Wilfried Busse; Realty Investment Co, Inc.

Contributed >2% of the total contributions to the Foundation.

Barbara Bainum is a stockholder of Realty as well as a Director.

Scott and Todd Renschler are stockholders of Realty. Ms. Christine Shreve (Treasurer) is a Director of Realty. All Directors have a family relationship.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Realty Investment Co, Inc	Accounting Services	7,345.	923.		6,422.
Esky Fischer	Accounting Services	1,475.			1,475.
Total		<u>8,820.</u>	<u>923.</u>		<u>7,897.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Chevy Chase Trust- See Attached	274,246.	274,246.	25,030.	25,030.
Total	<u>274,246.</u>	<u>274,246.</u>	<u>25,030.</u>	<u>25,030.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Chevy Chase Trust - See Attached Details	306,224.	306,224.
Total	<u>306,224.</u>	<u>306,224.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
<u>Chevy Chase Trust - See Attached Details</u>	<u>3,203,131.</u>	<u>3,203,131.</u>
Total	<u><u>3,203,131.</u></u>	<u><u>3,203,131.</u></u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
Chevy Chase Trust	25,969.
Wells Fargo Bank	1.
Total	<u>25,970.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Chevy Chase Trust	70,904.
Total	<u>70,904.</u>

The Mental Wellness Foundation - EIN 52-2287352
Form 990-PF - July 1, 2014- June 30, 2015
Part XV, Line 3 (a)
Grants and Contributions paid during the year

SCHEDULE 2

Recipient Name	Recipient Address	Status of Recipient	Purpose of Grant	Amount
Inner Child Resource Center	2095 Harrison Street San Francisco, CA 94110	501(c)(3)	Outreach program	\$ 30,000.00
Live It Learn It	735 8th Street, SE #300 Washington, DC 20003	501(c)(3)	Academic enrichment programs	\$ 5,000.00
Pride Foundation	2014 E Madison Street #300 Seattle, WA 98122	501(c)(3)	Scholarship Funding	\$ 3,180.00
Seattle University College of Education	901 12th Avenue, PO Box 2220000 Seattle, WA 98122	501(c)(3)	Academic enrichment programs	\$ 67,020.00
St. Francis Neighborhood Center	2405 Linden Avenue Baltimore, MD 21217	501(c)(3)	Summer and academic enrichment programs	\$ 28,800.00
Trauma Center at JRI	1269 Beacon Street Brookline, MA 02446	501(c)(3)	Trauma recovery resources	\$ 33,800.00
Women Organized to Make Abuse Non Existent, Inc.	333 Valencia Street, Suite 450 San Francisco, CA 94103	501(c)(3)	Outreach programs	\$ 35,000.00
			TOTAL GRANTS	\$ 202,800.00

0.*

330,257.23+

595,975.03+

002

926,232.26*

Sales Price

ST

0.*

310,261.72+

649,581.79+

002

959,843.51*

Cost

ST

0.*

1,506,097.54+

237,162.26+

002

1,743,259.8*

Sales Price^{0.*}

LT

1,296,612.52+

234,151.43+

002

1,530,763.95*

Cost

LT

Mental Wellness

Realized G/L - 7.1.14 - 12.31.14

ASSET.Ticker_Sy ar_Value_Q mboI_ID	LShares_P ty	ASSET.Asset_Short_Nm	Acquisition Date	TAX_DETAIL.Federal _Tax_Cost_Amt	Sale Date	TAX_DETAIL.Sale_Pr c	Realized G/L
KO	25000	FHLB V-S 1.000% 8/14/19	7/28/2014	25,000.00	11/14/2014	25,000.00	0.00
OCBC SP	300	COCA COLA CO	9/4/2013	11,588.85	8/19/2014	12,395.72	806.87
HSIC	4000	OVERSEA-CHINESE BANKING CORP	9/11/2013	31,836.48	8/20/2014	32,980.91	1,144.43
SLB	200	HENRY SCHEIN INC	3/13/2014	23,923.60	9/9/2014	23,732.95	(190.65)
AIG	175	SCHLUMBERGER LTD	10/28/2013	16,278.48	10/24/2014	16,946.62	668.14
CVS	75	AMERICAN INTERNATIONAL GROUP	9/4/2014	4,192.49	12/16/2014	3,966.66	(225.83)
DFS	75	CVS HEALTH CORP	4/1/2014	5,615.92	12/16/2014	6,964.35	1,348.43
LH	75	DISCOVER FINL SVCS	10/30/2014	4,734.14	12/16/2014	4,528.39	(205.75)
NVDA	600	HEALTH CARE REIT INC	3/13/2014	35,248.98	12/16/2014	44,771.06	9,522.08
PNC	400	LABORATORY CORP AMERICA HLDGS	5/28/2014	40,308.59	12/16/2014	40,731.12	422.53
PX	500	NVIDIA CORP	6/4/2014	9,514.40	12/16/2014	9,694.99	180.59
SBUX	400	PNC FINANCIAL SERVICES GROUP	5/28/2014	33,907.96	12/16/2014	34,923.26	1,015.30
UTX	25	PRAXAIR INC	3/13/2014	3,311.57	12/16/2014	3,102.18	(209.39)
VFC	100	STARBUCKS CORP	3/13/2014	7,534.32	12/16/2014	7,920.83	386.51
VGT	100	UNITED TECHNOLOGIES CORP	8/27/2014	10,952.98	12/16/2014	11,186.77	233.79
	150	V F CORP	8/27/2014	9,629.64	12/16/2014	10,744.28	1,114.64
	400	VANGUARD INFO TECH ETF	3/13/2014	36,683.32	12/16/2014	40,667.14	3,983.82
				310,261.72		330,257.23	19,995.51
SPY	1150	SPDR S&P 500 ETF TRUST	2/27/2013	175,099.00	10/14/2014	216,497.93	41,398.93
SLB	50	SCHLUMBERGER LTD	11/28/2007	4,525.72	10/24/2014	4,841.89	316.17
CL	25	SCHLUMBERGER LTD	1/12/2012	1,753.88	10/24/2014	2,420.95	667.07
CL	300	COLGATE-PALMOLIVE	2/27/2013	17,212.50	10/24/2014	19,658.60	2,446.10
SE	300	COLGATE-PALMOLIVE	12/27/2012	15,766.27	10/24/2014	19,658.59	3,892.32
SE	150	SPECTRA ENERGY CORP WI	4/8/2013	4,531.49	10/24/2014	5,810.89	1,279.40
SE	350	SPECTRA ENERGY CORP WI	3/26/2013	10,475.92	10/24/2014	13,558.73	3,082.81

Mental Wellness

Realized G/L - 7.1.14 - 12.31.14

ASSET_Ticker_Sy ar_Value_Q mbol_ID	L.Shares_P ty	ASSET.Asset_Short_Nm	Acquisition Date	TAX_DETAIL.Federal _Tax_Cost_Amt	Sale Date	TAX_DETAIL.Sale_Pr c	Realized G/L
V	125	VISA INC	8/4/2011	10,709.66	10/24/2014	26,664.43	15,954.77
V	25	VISA INC	9/28/2012	3,353.23	10/24/2014	5,332.88	1,979.65
V	75	VISA INC	12/27/2012	11,105.76	10/24/2014	15,998.65	4,892.89
V	175	VISA INC	2/19/2013	27,566.00	10/24/2014	37,330.19	9,764.19
CVX	100	CHEVRON CORPORATION	9/9/2013	12,191.99	10/28/2014	11,555.74	(636.25)
MCD	250	MCDONALDS CORP	2/27/2013	23,962.47	10/29/2014	23,044.49	(917.98)
MCD	100	MCDONALDS CORP	8/19/2013	9,560.95	10/29/2014	9,217.80	(343.15)
KO	500	COCA COLA CO	12/20/2012	18,374.75	10/29/2014	20,454.59	2,079.84
KO	400	COCA COLA CO	2/27/2013	15,413.00	10/29/2014	16,363.68	950.68
USB	550	US BANCORP	10/10/2012	19,011.69	10/30/2014	23,014.02	4,002.33
USB	400	US BANCORP	2/19/2013	13,627.96	10/30/2014	16,737.47	3,109.51
USB	450	US BANCORP	9/11/2013	16,483.41	10/30/2014	18,829.65	2,346.24
SLB	50	SCHLUMBERGER LTD	4/9/2010	3,329.38	12/16/2014	4,015.42	686.04
SLB	50	SCHLUMBERGER LTD	12/22/2011	3,397.38	12/16/2014	4,015.42	618.04
SLB	50	SCHLUMBERGER LTD	10/8/2010	3,165.96	12/16/2014	4,015.42	849.46
SLB	25	SCHLUMBERGER LTD	1/12/2012	1,753.88	12/16/2014	2,007.71	253.83
PEP	250	PEPSICO INC	12/20/2012	17,449.98	12/16/2014	23,334.51	5,884.53
PEP	200	PEPSICO INC	2/27/2013	15,113.98	12/16/2014	18,667.61	3,553.63
EMR	175	EMERSON ELECTRIC	4/30/2012	9,166.98	12/16/2014	10,300.95	1,133.97
EMR	50	EMERSON ELECTRIC	9/28/2012	2,410.15	12/16/2014	2,943.13	532.98
EMR	350	EMERSON ELECTRIC	2/27/2013	20,044.46	12/16/2014	20,601.91	557.45
UTX	200	UNITED TECHNOLOGIES CORP	12/31/2012	16,190.11	12/16/2014	22,373.55	6,183.44
UTX	200	UNITED TECHNOLOGIES CORP	4/24/2013	18,401.94	12/16/2014	22,373.55	3,971.61
NVS	150	NOVARTIS AG SPONSORED ADR	4/23/2013	11,002.49	12/16/2014	13,730.71	2,728.22
SPY	1150	SPDR S&P 500 ETF TRUST	2/27/2013	175,099.00	12/16/2014	228,603.58	53,504.58
NSRGY	200	NESTLE SA SPONS ADRS	4/8/2013	14,566.00	12/16/2014	14,383.68	(182.32)
ATO	450	ATMOS ENERGY CORP	12/27/2012	15,520.45	12/16/2014	23,624.54	8,104.09

Mental Wellness

Realized G/L - 7.1.14 - 12.31.14

ASSET_Ticker_Sy ar_Value_Q mbol_ID	L.Shares_P ty	ASSET.Asset_Short_Nm	Acquisition Date	TAX_DETAIL.Federal _Tax_Cost_Amt	Sale Date	TAX_DETAIL.Sale_Pr c	Realized G/L
ATO	800	ATMOS ENERGY CORP	2/27/2013	30,307.77	12/16/2014	41,999.17	11,691.40
CVX	150	CHEVRON CORPORATION	12/20/2012	16,492.44	12/16/2014	15,151.99	(1,340.45)
CVX	150	CHEVRON CORPORATION	2/27/2013	17,489.92	12/16/2014	15,151.99	(2,337.93)
CVX	100	CHEVRON CORPORATION	9/9/2013	12,191.99	12/16/2014	10,101.33	(2,090.66)
	10	GOOGLE INC-CL A	3/1/2010	2,651.77	12/16/2014	5,100.49	2,448.72
	12	GOOGLE INC-CL A	2/6/2008	3,045.07	12/16/2014	6,120.59	3,075.52
	25	GOOGLE INC-CL A	7/23/2008	6,025.17	12/16/2014	12,751.22	6,726.05
	5	GOOGLE INC-CL A	11/21/2011	1,433.20	12/16/2014	2,550.24	1,117.04
	5	GOOGLE INC-CL A	5/17/2012	1,566.21	12/16/2014	2,550.24	984.03
	8	GOOGLE INC-CL A	3/29/2011	2,316.21	12/16/2014	4,080.39	1,764.18
	35	GOOGLE INC-CL A	2/27/2013	14,048.10	12/16/2014	17,851.71	3,803.61
RRC	75	RANGE RESOURCES CORP	5/28/2014	6,791.24	12/16/2014	4,344.66	(2,446.58)
T	425	AT & T INC	4/7/2011	12,954.89	12/16/2014	13,727.25	772.36
T	514	AT & T INC	12/20/2012	17,517.07	12/16/2014	16,601.88	(915.19)
T	450	AT & T INC	2/19/2013	16,037.96	12/16/2014	14,534.72	(1,503.24)
T	500	AT & T INC	9/10/2013	17,069.94	12/16/2014	16,149.69	(920.25)
NTG	1500	TORTOISE MLP FUND-A	2/28/2013	39,660.15	12/16/2014	38,303.58	(1,356.57)
	20000	AMAZON.COM INC 3.300%	12/2/2014	19,925.60	12/2/2014	19,925.60	0.00
MCD	350	MCDONALDS CORP	2/27/2013	33,547.47	8/19/2014	33,046.51	(500.96)
KO	300	COCA COLA CO	5/1/2013	12,725.96	8/19/2014	12,395.73	(330.23)
DEO	300	DIAGEO PLC ADR	2/27/2013	35,564.88	8/19/2014	35,790.35	225.47
FMC	300	FMC CORP	2/27/2013	17,970.06	8/19/2014	19,868.56	1,898.50
DEO	50	DIAGEO PLC ADR	4/5/2013	6,142.00	8/19/2014	5,965.06	(176.94)
DEO	150	DIAGEO PLC ADR	12/21/2012	17,635.70	8/19/2014	17,895.17	259.47
FMC	250	FMC CORP	3/13/2013	15,259.83	8/19/2014	16,557.14	1,297.31
VFSUX	13941	VANGUARD S/T INVGRADE FD-ADM	11/16/2012	151,672.86	8/19/2014	150,000.00	(1,672.86)
HSIC	300	HENRY SCHEIN INC	8/19/2013	31,231.27	9/9/2014	35,599.42	4,368.15

Mental Wellness

Realized G/L - 7.1.14 - 12.31.14

L:Shares_P

ASSET.Ticker_Sy ar_Value_Q

mbol_ID ty

ASSET.Asset_Short_Nrm	Acquisition Date	TAX_DETAIL.Federal _Tax_Cost_Amt	Sale Date	TAX_DETAIL.Sale_Pr c	Realized G/L
		1,296,612.52		1,506,097.54	209,485.02
		1,606,874.24		1,836,354.77	229,480.53

Mental Wellness

Realized G/L - 2015 YTD

TAX_DETAIL_Shar	TAX_DETAIL_Sale	TAX_DETAIL_Federal_Tax_	TAX_DETAIL_Sale	Realized G/L			
ASSET_Ticker_Sy	es_Par_Value_Qt	Cost_Amnt	_Prc				
mbol_ID	y						
	ASSET_Asset_Short_Nm	Acquisition Date	Sale Date				
RRC	325	RANGE RESOURCES CORP	5/28/2014	29,428.72	1/12/2015	15,844.72	(13,584.00)
RRC	100	SANDISK CORP COM	12/18/2014	51,923.29	4/20/2015	35,047.56	(16,875.73)
	40000	SANDISK CORP COM	8/27/2014	39,503.96	4/20/2015	26,702.91	(12,801.05)
	20000	SANDISK CORP COM	5/28/2015	59,343.76	6/16/2015	54,464.15	(4,879.61)
	20000	T ROWE PRICE GROUP INC.	12/18/2014	64,275.00	5/14/2015	61,208.10	(3,066.90)
	40000	RANGE RESOURCES CORP	8/27/2014	7,897.18	1/12/2015	4,875.30	(3,021.88)
TGBAX	1493.652	AMERICAN ELEC POWER	12/18/2014	16,150.25	5/14/2015	15,102.72	(1,047.53)
DHR	100	CALIFORNIA ST HSG 2.966% 8/01/22	4/8/2015	20,000.00	6/24/2015	19,618.00	(382.00)
DHR	100	SOUTH SAN ANTONIO TX 5.190% 8/15/27	10/28/2014	22,877.56	6/24/2015	22,500.00	(377.56)
DHR	25	Short Term Wash Sale Gain		232.79		0.00	(232.79)
DHR	150	KENTUCKY ST PPTY 6.164% 8/01/23	11/13/2014	23,310.84	6/24/2015	23,081.00	(229.84)
SAP	450	MEDSTAR HEALTH INC 2.899% 8/15/23	1/30/2015	75,000.00	6/24/2015	74,812.50	(187.50)
SAP	450	SAP SE SPONS ADR	8/20/2014	34,724.34	5/14/2015	34,583.40	(140.94)
TROW	750	FHLB 2.100% 3/30/20	4/14/2015	40,062.28	5/20/2015	40,027.26	(35.02)
	0.6176	FFCB 2.940% 7/07/22	6/30/2014	40,000.00	1/14/2015	40,000.00	0.00
	20000	ANHEUSER-BUSCH 4.125% 1/15/15	5/8/2014	20,000.00	1/15/2015	20,000.00	0.00
	40000	FIFTH THIRD BK MTN 4.750% 2/01/15	3/5/2014	20,000.00	2/1/2015	20,000.00	0.00
VFSUX	7467.829	FFCB 2.690% 7/14/22	1/8/2015	40,000.00	4/14/2015	40,000.00	0.00
	20000	GOOGLE INC CLASS C	12/18/2014	313.29	5/19/2015	333.02	19.73
	20000	DANAHER CORP	12/19/2014	12,914.37	5/14/2015	13,191.00	276.63
	20000	SAP SE SPONS ADR	12/18/2014	31,624.16	5/14/2015	34,583.39	2,959.23
				649,581.79		595,975.03	-53,606.76

Mental Wellness

Realized G/L - 2015 YTD

ASSET.Ticker_Sy mbol_ID	TAX_DETAIL.Shar es_Par_Value_Qt y	ASSET.Asset_Short_Nm	Acquisition Date	TAX_DETAIL.Federal_Tax_ Cost_Amt	Sale Date	TAX_DETAIL.Sale _Prc	Realized G/L
SNDK	400	TEMPLETON GLOBAL BOND FUND-AD	11/16/2012	19,985.07	5/7/2015	18,476.48	(1,508.59)
	75000	AMERICAN ELEC POWER	5/6/2013	14,409.56	5/14/2015	15,651.91	1,242.35
	20000	DANAHER CORP	2/23/2012	5,344.18	5/14/2015	8,794.00	3,449.82
	20000	DANAHER CORP	3/13/2014	7,554.97	5/14/2015	8,794.00	1,239.03
	20000	DANAHER CORP	3/24/2011	1,289.29	5/14/2015	2,198.49	909.20
	20000	BANK OF AMER CRP MTN 1.250% 1/11/16	1/10/2013	19,963.20	5/20/2015	20,038.40	75.20
SNDK	525	VANGUARD S/T INVESTMENT GRADE FD-ADM	11/16/2012	81,249.98	5/21/2015	79,980.45	(1,269.53)
AEP	275	BANK OF AMER CORP 5.750% 8/15/16	7/23/2013	21,965.00	6/4/2015	20,980.00	(985.00)
AEP	285	MORGAN STAN MTN V-Q 3.000% 8/31/15	5/13/2013	20,670.00	6/4/2015	20,080.00	(590.00)
	20000	ROPER INDUSTRIES 1.850% 11/15/17	11/15/2012	19,982.00	6/4/2015	20,090.00	108.00
SNDK	845	VERIZON COMM INC 5.150% 9/15/23	4/8/2014	21,738.18	6/24/2015	21,864.80	126.62
				0.00		213.73	213.73
				234,151.43		237,162.26	3,010.83

883,733.22	833,137.29	-50,595.93
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Asset Detail

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Holdings By Category

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Cash & Equivalents						
SEI Daily Income Gov T Fund CL A #36 CUSIP: 783965593	218,527.48	\$ 1.00	\$218,527.48	\$218,527.48	\$0.00	\$43.71

Total Cash & Equivalents

\$218,527.48 \$218,527.48 \$0.00 \$43.71

Equities

Consumer Discretionary						
Marriott International Inc CUSIP: 571903202	900.00	\$74.39	\$66,951.00	\$69,845.00	-\$2,894.00	\$900.00
Starbucks Corp CUSIP: 855244109	1,600.00	\$53.62	\$85,784.00	\$43,003.03	\$42,780.97	\$1,024.00
TJX Companies CUSIP: 872540109	1,075.00	\$66.17	\$71,132.75	\$55,798.58	\$15,334.17	\$903.00
V F Corp Com CUSIP: 918204108	1,150.00	\$69.74	\$80,201.00	\$73,814.85	\$6,386.15	\$1,472.00
Walt Disney Company CUSIP: 254687106	1,050.00	\$114.14	\$119,847.00	\$49,714.90	\$70,132.10	\$1,386.00

\$423,915.75 \$292,176.36 \$131,739.39 \$5,685.00

Consumer Staples

Costco Whsl Corp New CUSIP: 22160K105	500.00	\$135.06	\$67,530.00	\$70,639.25	-\$3,109.25	\$800.00
CVS Health Corp CUSIP: 126650100	800.00	\$104.88	\$83,904.00	\$52,518.93	\$31,385.07	\$1,120.00
Nestle SA SPONS Adrs CUSIP: 641069406	1,150.00	\$72.16	\$82,984.00	\$81,929.00	\$1,055.00	\$2,031.59

Asset Detail (continued)**Statement of Value and Activity**

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Tyson Foods Inc Class A CUSIP: 902494103	1,100.00	\$42.63	\$46,893.00	\$42,778.38	\$4,114.62	\$440.00
Unilever N V-Ny Shares American Depository Receipt CUSIP: 904784709	1,575.00	\$41.84	\$65,898.00	\$60,347.09	\$5,550.91	\$1,945.79
			\$347,209.00	\$308,212.65	\$38,996.35	\$6,337.38
Energy						
EOG RES Inc CUSIP: 26875P101	425.00	\$87.55	\$37,208.75	\$44,921.97	-\$7,713.22	\$284.75
Exxon Mobil Corporation CUSIP: 30231G102	350.00	\$83.20	\$29,120.00	\$32,791.46	-\$3,671.46	\$1,022.00
Schlumberger LTD CUSIP: 806857108	325.00	\$86.19	\$28,011.75	\$16,801.35	\$11,210.40	\$650.00
Spectra Energy Corp WI CUSIP: 847560109	2,250.00	\$32.60	\$73,350.00	\$70,139.44	\$3,210.56	\$3,330.00
Suncor Energy Inc CUSIP: 867224107	1,275.00	\$27.52	\$35,088.00	\$39,039.64	-\$3,951.64	\$1,158.98
			\$202,778.50	\$203,693.86	-\$915.36	\$6,445.73
Financials						
American International Group CUSIP: 026874784	1,250.00	\$61.82	\$77,275.00	\$70,383.61	\$6,891.39	\$625.00
Banco Latinoamericano DE Comercio Exterior, S.A. CUSIP: P16994132	2,400.00	\$32.18	\$77,232.00	\$56,121.18	\$21,110.82	\$3,696.00
Berkshire Hathaway Inc-CI B CUSIP: 084670702	825.00	\$136.11	\$112,290.75	\$93,180.96	\$19,109.79	\$0.00

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Citigroup Inc CUSIP: 172967424	625.00	\$55.24	\$34,525.00	\$34,140.09	\$384.91	\$125.00
CME Group Inc. CUSIP: 12572Q105	365.00	\$93.06	\$33,966.90	\$34,749.07	-\$782.17	\$730.00
Discover Finl Svcs CUSIP: 254709108	800.00	\$57.62	\$46,096.00	\$50,190.60	-\$4,094.60	\$896.00
Goldman Sachs Group Inc CUSIP: 38141G104	350.00	\$208.79	\$73,076.50	\$67,450.94	\$5,625.56	\$910.00
Nasdaq Omx Group, Inc. CUSIP: 631103108	630.00	\$48.81	\$30,750.30	\$32,859.54	-\$2,109.24	\$630.00
Starwood Property Trust Inc Real Estate Investment Trust CUSIP: 85571B105	2,925.00	\$21.57	\$63,092.25	\$58,421.37	\$4,670.88	\$5,616.00
Washington Fed Inc CUSIP: 938824109	2,325.00	\$23.35	\$54,288.75	\$50,465.81	\$3,822.94	\$1,209.00
			\$602,593.45	\$547,963.17	\$54,630.28	\$14,437.00
Healthcare						
Henry Schein Inc CUSIP: 806407102	475.00	\$142.12	\$67,507.00	\$64,300.23	\$3,206.77	\$0.00
Illumina Inc CUSIP: 452327109	250.00	\$218.36	\$54,590.00	\$44,442.04	\$10,147.96	\$0.00
Johnson & Johnson CUSIP: 478160104	850.00	\$97.46	\$82,841.00	\$61,366.51	\$21,474.49	\$2,550.00
Merck & Co Inc CUSIP: 58933Y105	1,350.00	\$56.93	\$76,855.50	\$78,929.92	-\$2,074.42	\$2,430.00

Asset Detail (continued)**Statement of Value and Activity**

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Novartis AG Sponsored ADR American Depository Receipt CUSIP: 66987Y109	375.00	\$98.34	\$36,877.50	\$28,233.96	\$8,643.54	\$846.96
Quintiles Transnational Holdings Inc CUSIP: 74876Y101	800.00	\$72.61	\$58,088.00	\$45,613.92	\$12,474.08	\$0.00
Roche Hldg LTD Sponsored American Depository Receipt CUSIP: 771195104	2,500.00	\$35.07	\$87,675.00	\$73,759.50	\$13,915.50	\$2,824.12
			\$464,434.00	\$396,646.08	\$67,787.92	\$8,651.08
Industrials						
Danaher Corp CUSIP: 235851102	375.00	\$85.59	\$32,096.25	\$15,782.95	\$16,313.30	\$202.50
Delta Air Lines Inc CUSIP: 247361702	675.00	\$41.08	\$27,729.00	\$31,905.90	-\$4,176.90	\$243.00
Kuka AG CUSIP: 5529191	850.00	\$83.25	\$70,765.07	\$52,087.01	\$18,678.06	\$378.83
Roper Technologies Inc CUSIP: 776696106	400.00	\$172.46	\$68,984.00	\$62,582.04	\$6,401.96	\$400.00
Siemens A G Sponsored American Depository Receipt CUSIP: 826197501	600.00	\$101.53	\$60,918.00	\$73,208.39	-\$12,290.39	\$1,656.00
3M Co CUSIP: 88579Y101	450.00	\$154.30	\$69,435.00	\$51,992.95	\$17,442.05	\$1,845.00
			\$329,927.32	\$287,559.24	\$42,368.08	\$4,725.33
Information Technology						
Accenture PLC CL A CUSIP: G1151C101	575.00	\$96.78	\$55,648.50	\$55,692.89	-\$44.39	\$1,173.00

Asset Detail (continued)**Statement of Value and Activity**

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Apple Computer CUSIP: 037833100	1,250.00	\$125.43	\$156,781.25	\$67,864.46	\$88,916.79	\$2,600.00
Cisco Systems Inc CUSIP: 17275R102	2,500.00	\$27.46	\$68,650.00	\$69,857.59	-\$1,207.59	\$2,100.00
Google Inc Class C CUSIP: 38259P706	225.00	\$520.51	\$117,114.75	\$94,435.94	\$22,678.81	\$0.00
Micron Technology Inc Com CUSIP: 595112103	1,000.00	\$18.84	\$18,840.00	\$31,626.73	-\$12,786.73	\$0.00
Microsoft Corp CUSIP: 594918104	2,150.00	\$44.15	\$94,922.50	\$84,532.78	\$10,389.72	\$2,666.00
NVIDIA Corp CUSIP: 67066G104	3,350.00	\$20.11	\$67,368.50	\$63,199.34	\$4,169.16	\$1,306.50
Red Hat Inc Com CUSIP: 756577102	460.00	\$75.93	\$34,927.80	\$36,040.58	-\$1,112.78	\$0.00
			\$614,253.30	\$503,250.31	\$111,002.99	\$9,845.50
Materials						
Ecolab Inc CUSIP: 278865100	275.00	\$113.07	\$31,094.25	\$28,927.80	\$2,166.45	\$363.00
Praxair Inc CUSIP: 74005P104	475.00	\$119.55	\$56,786.25	\$62,436.63	-\$5,650.38	\$1,358.50
			\$87,880.50	\$91,364.43	-\$3,483.93	\$1,721.50
Telecomm Services						
Verizon Communications CUSIP: 92343V104	2,150.00	\$46.61	\$100,211.50	\$105,290.91	-\$5,079.41	\$4,730.00
			\$100,211.50	\$105,290.91	-\$5,079.41	\$4,730.00

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Utilities						
American Elec Power CUSIP: 025537101	565.00	\$52.97	\$29,928.05	\$26,146.46	\$3,781.59	\$1,197.80
Total Equities						
			\$29,928.05	\$26,146.46	\$3,781.59	\$1,197.80
Fixed Income						
Government/Agency						
Federal Home Loan Bank DTD 11/26/2014 Var Cpn 11/26/2019 Callable CUSIP: 3130A3JG0	25,000.00	\$100.12	\$25,029.75	\$25,000.00	\$29.75	\$250.00
Municipal						
Wisconsin State HSG & Econ Dev Auth Single Family Housing Revenue DTD 12/18/2007 5 125% 03/01/2024 Callable GO of Auth CUSIP: 97689P6N3	5,000.00	\$102.23	\$5,111.35	\$5,146.69	-\$35.34	\$256.25
			\$5,111.35	\$5,146.69	-\$35.34	\$256.25

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Corporates/CDS						
MetLife Inc	20,000.00	\$100.44	\$20,087.80	\$20,184.53	-\$96.73	\$492.60
DTD 09/15/2014 Var Cpn 12/15/2017						
Non Callable						
CUSIP: 59156RBK3						
Goldman Sachs Group Inc	30,000.00	\$109.93	\$32,978.40	\$33,545.10	-\$566.70	\$1,785.00
DTD 01/18/2008 5.950% 01/18/2018						
Non Callable						
CUSIP: 38141GFG4						
Goldman Sachs Group Inc	20,000.00	\$117.46	\$23,492.20	\$24,212.60	-\$720.40	\$1,500.00
Medium Term Note						
DTD 02/05/2009 7.500% 02/15/2019						
Non-Callable						
CUSIP: 38141EA25						
Citigroup Inc	20,000.00	\$100.15	\$20,029.40	\$19,987.80	\$41.60	\$500.00
DTD 07/29/2014 2.500% 07/29/2019						
Non Callable						
CUSIP: 172967HU8						
American Intl Group	20,000.00	\$103.51	\$20,701.40	\$20,716.81	-\$15.41	\$675.00
DTD 08/09/2013 3.375% 08/15/2020						
Non Callable						
CUSIP: 026874CX3						
Rensselaer Polytechnic	20,000.00	\$113.72	\$22,743.20	\$23,341.40	-\$598.20	\$1,120.00
DTD 04/20/2010 5.600% 09/01/2020						
Non Callable						
CUSIP: 76009XAA6						

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Borgwarner Inc DTD 09/16/2010 4.625% 09/15/2020 Non Callable CUSIP: 099724AG1	20,000.00	\$109.64	\$21,928.20	\$21,878.80	\$49.40	\$925.00
Prologis LP DTD 11/01/2013 3.350% 02/01/2021 Callable CUSIP: 74340XAY7	20,000.00	\$102.15	\$20,429.60	\$19,996.80	\$432.80	\$670.00
Tupperware Corp DTD 12/01/2011 4.750% 06/01/2021 Callable CUSIP: 899896AC8	20,000.00	\$105.49	\$21,097.80	\$20,386.60	\$711.20	\$950.00
eBay Inc DTD 07/28/2014 2.875% 08/01/2021 Callable CUSIP: 278642AK9	20,000.00	\$98.70	\$19,739.80	\$19,955.80	-\$216.00	\$575.00
Amazon.Com Inc DTD 12/05/2014 3.300% 12/05/2021 Callable CUSIP: 023135AM8	20,000.00	\$101.32	\$20,263.60	\$19,925.60	\$338.00	\$660.00
Bank of America Corp DTD 01/24/2012 5.700% 01/24/2022 Non Callable CUSIP: 06051GEM7	20,000.00	\$113.52	\$22,703.20	\$22,043.40	\$659.80	\$1,140.00
Dun & Bradstreet Corp DTD 12/03/2012 4.375% 12/01/2022 Non Callable CUSIP: 26483EAG5	20,000.00	\$99.64	\$19,928.60	\$19,805.40	\$123.20	\$875.00

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
General Elec Cap Corp Medium Term Note DTD 03/14/2013 Var Cpn 03/15/2023 Non Callable CUSIP: 36966THT2	20,000.00	\$100.51	\$20,101.20	\$20,000.00	\$101.20	\$257.20
<hr/>						
Taxable Municipal			\$306,224.40	\$305,980.64	\$243.76	\$12,124.80
Louisiana Stadium & Expo Louisiana Facilities Revenue DTD 01/30/2013 1.309% 07/01/2015 Non Callable CUSIP: 546410CA7	20,000.00	\$100.00	\$20,000.20	\$20,000.00	\$0.20	\$261.80
Wise Crty Virginia Incl Dev Pub Development Revenue DTD 12/19/2012 1.700% 02/01/2017 Callable CUSIP: 977229AB9	20,000.00	\$100.00	\$20,000.40	\$19,897.20	\$103.20	\$340.00
Philadelphia Pennsylvania Auth General Obligation DTD 02/03/1999 Zero Cpn 04/15/2017 Non Callable Agc-Icc AMBAC CUSIP: 71781LBJ7	20,000.00	\$97.43	\$19,485.00	\$18,567.92	\$917.08	\$0.00

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Atlanta Georgia Dev Auth Higher Education DTD 06/26/2014 2.600% 01/01/2018 Non Callable CUSIP: 04780NHF7	20,000.00	\$101.02	\$20,203.60	\$20,000.00	\$203.60	\$520.00
New Jersey State Revenue Bond DTD 06/30/1997 Zero Cpn 02/15/2018 Non Callable Agm CUSIP: 645913AW4	20,000.00	\$92.30	\$18,459.40	\$18,104.41	\$354.99	\$0.00
Stratford Connecticut General Obligation DTD 10/29/2013 3.418% 08/15/2019 Non Callable CUSIP: 8628113U8	20,000.00	\$105.54	\$21,107.40	\$20,000.00	\$1,107.40	\$683.60
District of Columbia Higher Education DTD 04/27/2011 5.741% 10/01/2019 Non Callable CUSIP: 25483VEA8	20,000.00	\$101.10	\$20,220.00	\$22,793.00	-\$2,573.00	\$1,148.20
State Public Sch Bldg Pennsylvania Education Revenue DTD 06/30/2014 2.836% 12/01/2019 Non Callable Barn CUSIP: 85732TGG1	20,000.00	\$101.84	\$20,368.80	\$20,000.00	\$368.80	\$567.20

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Virginia State HSG Dev Auth Multifamily Housing Revenue DTD 12/22/2011 3.504% 03/01/2020 Callable GO of Auth CUSIP: 92812QW37	20,000.00	\$102.98	\$20,596.20	\$20,628.80	-\$32.60	\$700.80
Morris County New Jersey Impt Auth Revenue Bond DTD 12/08/2011 3.585% 06/15/2021 Non Callable Cnty Gtd CUSIP: 618027BK1	20,000.00	\$100.95	\$20,190.40	\$20,080.00	\$110.40	\$717.00
Portland Oregon Urban Renewal Development DTD 05/17/2012 3.723% 06/15/2021 Non Callable CUSIP: 736746XS2	25,000.00	\$103.95	\$25,986.75	\$25,950.00	\$36.75	\$930.75
Hillsborough County Florida Utility Utilities Revenue DTD 11/16/2010 4.200% 08/01/2022 Callable CUSIP: 432347LH3	20,000.00	\$108.08	\$21,615.80	\$20,275.00	\$1,340.80	\$840.00

Asset Detail (continued)

Statement of Value and Activity

June 1, 2015 - June 30, 2015

Description	Quantity	Market Price	Market Value	Cost Basis	Unrealized G/L	Est. Annl Income
Battle Creek Michigan General Obligation DTD 12/17/2013 5.000% 05/01/2025 Callable Bam CUSIP: 071365E55	20,000.00	\$104.51	\$20,901.40	\$20,390.07	\$511.33	\$1,000.00
			\$269,135.35	\$266,686.40	\$2,448.95	\$7,709.35
Total All Assets			\$4,027,159.70	\$3,583,644.68	\$443,515.02	\$84,160.43