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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning 10/1/2014, and ending 9/30/2015

Name of foundation ANN & ROBERT BENSON FOUNDATION INC			A Employer identification number 22-3696348	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/country	Foreign postal code	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 643,178		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,971	11,971		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	55,258			
	b Gross sales price for all assets on line 6a	275,089			
	7 Capital gain net income (from Part IV, line 2)		55,258		
	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	67,229	67,229	0		
Operating and Administrative Expenses	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 schedule)	1,500			1,500
	c Other professional fees (attach schedule)	5,601	3,361		2,240
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,513	80		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6	6		
	24 Total operating and administrative expenses. Add lines 13 through 23	9,620	3,447	0	3,740
	25 Contributions, gifts, grants paid	25,000			25,000
26 Total expenses and disbursements. Add lines 24 and 25	34,620	3,447	0	28,740	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	32,609				
b Net investment income (if negative, enter -0-)		63,782			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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SCANNED JAN 29 2016

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	145	150	150	
	2 Savings and temporary cash investments	16,835	25,469	25,469	
	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				
	10a Investments—U S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	487,193	512,149	617,559	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment, basis ▶				
Less accumulated depreciation (attach schedule) ▶					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)					
14 Land, buildings, and equipment basis ▶					
Less accumulated depreciation (attach schedule) ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	504,173	537,768	643,178		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27 Capital stock, trust principal, or current funds	504,173	537,768		
	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)	504,173	537,768			
31 Total liabilities and net assets/fund balances (see instructions)	504,173	537,768			

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	504,173
2 Enter amount from Part I, line 27a	2	32,609
3 Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	986
4 Add lines 1, 2, and 3	4	537,768
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	537,768

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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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

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

(i) FMV 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			0
b			0
c			0
d			0
e			0

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	55,258
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	26,480	629,590	0.042059
2012	21,071	528,849	0.039843
2011	18,004	470,771	0.038244
2010	29,242	468,278	0.062446
2009	20,353	427,512	0.047608

2 Total of line 1, column (d)	2	0.230200
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	0.046040
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	687,009
5 Multiply line 4 by line 3	5	31,630
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	638
7 Add lines 5 and 6	7	32,268
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	28,740

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3	Add lines 1 and 2			1,276
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			1,276
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,594	
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			1,594
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			318
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded			318

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)? <i>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</i>		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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NJ		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ▶ N/A				
14	The books are in care of ▶ U.S. Trust, a division of Bank of America, N.A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ. ZIP+4 ▶ 08534-1501			
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?	16	Yes	No
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 ▶				X

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

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

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

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A
6b	X
7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANN BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	PRESIDENT 2 00	0		
RYAN D. BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	VICE PRESIDENT 2 00	0		
SAMANTHA A. BENSON 304 BERKSHIRE AVENUE NEW MILFORD, NJ 07646	SECRETARY 2 00	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

0

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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		

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	
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	0

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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	1a	673,495
b	Average of monthly cash balances	1b	23,976
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	697,471
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	697,471
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,462
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	687,009
6	Minimum investment return. Enter 5% of line 5	6	34,350

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	34,350
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,276
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,276
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,074
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,074
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	33,074

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	28,740
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	28,740
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,740

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.

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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				33,074
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			24,352	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 28,740				
a Applied to 2013, but not more than line 2a			24,352	
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				4,388
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				28,686
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				
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				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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(i)(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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

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))

Robert D Benson

- 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

Form 990-PF (2014)

ANN & ROBERT BENSON FOUNDATION INC

22-3696348

Page **11****Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	25,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	11,971	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	55,258	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		0		67,229	0
13	Total. Add line 12, columns (b), (d), and (e)				13	67,229

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|-----|---|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| (1) | Cash | 1a |
| (2) | Other assets | 1a |
| b | Other transactions | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b |
| (3) | Rental of facilities, equipment, or other assets | 1b |
| (4) | Reimbursement arrangements | 1b |
| (5) | Loans or loan guarantees | 1b |
| (6) | Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | |

	Yes	No
		
1a(1)		X
1a(2)		X
		
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Robert J Ben
Signature of officer or trustee

1/19/10
Date

► Treasurer / Registered
Title Asst

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD J ROMAN

Preparer's signature

[Handwritten signature]

Date

1/14/2016

Check ☒ if self-employed

PTIN

P00364310

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	412-355-6000
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ANN & ROBERT BENSON FOUNDATION INC

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Englewood Hospital and Medical Center Foundation Inc

Street

350 Engle St

City

Englewood

State

NJ

Zip Code

07631

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

Responsibility

Street

P O Box 431199

City

San Ysidro

State

CA

Zip Code

92143

Foreign Country**Relationship**

None

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Capital Gains/Losses										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
Other sales										275,089		219,831		55,258
										0		0		
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	APPLE INC			8/28/2012		8/28/2015	563	408					155
2	X	AUTOMATIC DATA PROC			5/1/1991		12/1/2014	17,109	998					16,111
3	X	BIOMEN IDEC INC			6/11/2013		10/13/2014	3,653	2,687					966
4	X	BIOMEN IDEC INC			6/11/2013		12/23/2014	3,968	2,687					1,301
5	X	BIOMEN IDEC INC			2/26/2014		12/23/2014	331	350					-19
6	X	BIOMEN IDEC INC			4/16/2014		12/24/2014	340	280					50
7	X	BIOMEN IDEC INC			2/26/2014		12/24/2014	1,898	1,752					-146
8	X	BIOMEN IDEC INC			4/17/2014		12/26/2014	1,715	1,453					262
9	X	AMGEN INC COM PV \$0.0001			10/18/2010		8/28/2015	486	172					294
10	X	BIOMEN IDEC INC			4/16/2014		12/26/2014	1,715	1,449					266
11	X	CVS HEALTH CORP			7/11/2012		9/9/2015	303	141					162
12	X	CARNIVAL CORP PAIRED SHS			2/27/2015		8/28/2015	298	285					31
13	X	CISCO SYSTEMS INC COM			8/8/2013		8/28/2015	384	388					-5
14	X	CITIGROUP INC COM NEW			8/12/2012		8/28/2015	583	302					281
15	X	COGNIZANT TECH SOLUTIONS			4/8/2015		8/28/2015	511	502					9
16	X	COMCAST CORP NEW CL A			9/4/2012		8/28/2015	879	438					241
17	X	DELTA AIR LINES INC			3/14/2014		1/15/2015	5,228	3,956					1,270
18	X	DELTA AIR LINES INC			12/1/2014		1/16/2015	544	548					-4
19	X	DELTA AIR LINES INC			3/14/2014		1/19/2015	2,827	1,995					632
20	X	BROCADE COMMUNICATIONS			5/29/2014		8/28/2015	278	238					38
21	X	CIGNA CORP			4/8/2015		8/28/2015	549	525					24
22	X	CVS HEALTH CORP			7/10/2012		8/28/2015	727	331					396
23	X	CVS HEALTH CORP			7/10/2012		9/9/2015	3,132	1,487					1,665
24	X	E.M.C CORPORATION MASS			8/8/2013		8/6/2015	2,859	2,850					9
25	X	E.M.C CORPORATION MASS			11/2/2012		8/6/2015	828	578					48
26	X	E.M.C CORPORATION MASS			2/28/2014		8/6/2015	1,578	1,532					47
27	X	FACEBOOK INC			5/29/2014		8/28/2015	544	385					159
28	X	FEDER CORP DELAWARE CO			8/10/2015		8/28/2015	308	386					-60
29	X	GENERAL ELECTRIC			11/4/2013		8/10/2015	6,063	5,843					220
30	X	E.M.C CORPORATION MASS			11/1/2012		8/5/2015	2,493	2,393					100
31	X	E.M.C CORPORATION MASS			12/1/2014		8/6/2015	381	425					-44
32	X	GENWORTH FINL INC COM			11/3/2014		11/11/2014	920	1,884					-944
33	X	DISNEY (WALT) CO COM STK			12/13/2012		9/9/2015	3,395	1,629					1,766
34	X	DISNEY (WALT) CO COM STK			12/13/2012		9/9/2015	3,189	1,548					1,843
35	X	DISCOVER FINL SVCS			5/23/2011		7/9/2015	1,939	837					1,102
36	X	DISCOVER FINL SVCS			5/23/2011		7/10/2015	1,549	665					884
37	X	DISCOVER FINL SVCS			5/23/2011		8/28/2015	216	98					118
38	X	DOVER CORP			5/27/2008		1/29/2015	2,126	1,355					771
39	X	DOVER CORP			5/14/2008		1/29/2015	412	272					140
40	X	DOVER CORP			12/1/2014		1/30/2015	277	299					-22
41	X	ALTRIA GROUP INC			8/10/2015		8/28/2015	758	695					63
42	X	AMERICAN INTERNATIONAL			9/17/2012		8/28/2015	547	314					233
43	X	DOVER CORP			5/29/2008		1/30/2015	2,768	1,784					984
44	X	DOVER CORP			5/27/2008		1/30/2015	277	175					102
45	X	DOW CHEMICAL CO			10/21/2013		8/28/2015	351	331					20
46	X	DR PEPPER SNAPPLE GROUP			7/14/2010		1/29/2015	313	158					155
47	X	DR PEPPER SNAPPLE GROUP			7/19/2010		1/29/2015	1,845	817					828
48	X	DR PEPPER SNAPPLE GROUP			7/20/2010		1/30/2015	1,481	749					732
49	X	DR PEPPER SNAPPLE GROUP			7/19/2010		1/30/2015	1,169	583					586
50	X	DR PEPPER SNAPPLE GROUP			7/26/2010		1/30/2015	1,013	522					491
51	X	DR PEPPER SNAPPLE GROUP			7/26/2010		2/2/2015	1,315	683					632
52	X	DR PEPPER SNAPPLE GROUP			7/26/2010		8/5/2015	579	281					298
53	X	DR PEPPER SNAPPLE GROUP			7/26/2010		8/6/2015	1,659	804					855
54	X	DR PEPPER SNAPPLE GROUP			9/15/2014		8/6/2015	83	62					21
55	X	DR PEPPER SNAPPLE GROUP			9/15/2014		8/7/2015	1,229	938					291
56	X	DR PEPPER SNAPPLE GROUP			8/15/2014		8/28/2015	231	188					43
57	X	E.M.C CORPORATION MASS			11/2/2012		8/5/2015	289	277					12
58	X	DISNEY (WALT) CO COM STK			12/12/2012		10/27/2014	89	50					39
59	X	DISNEY (WALT) CO COM STK			12/12/2012		10/27/2014	8,121	3,439					2,682
60	X	DISNEY (WALT) CO COM STK			12/12/2012		8/7/2015	2,057	948					1,109
61	X	DISNEY (WALT) CO COM STK			12/12/2012		8/28/2015	306	150					156
62	X	GENWORTH FINL INC COM			1/10/2014		11/11/2014	1,076	2,199					-1,123
63	X	GENWORTH FINL INC COM			1/9/2014		11/11/2014	1,068	2,174					-1,106
64	X	GOOGLE INC CL A			8/25/2012		8/28/2015	656	281					375
65	X	GOOGLE INC SHS CL C			5/9/2015		5/25/2015	0	0					0
66	X	GOOGLE INC SHS CL C			6/27/2012		8/28/2015	627	285					342
67	X	HALLIBURTON COMPANY			8/8/2013		4/8/2015	6,799	7,066					-287
68	X	HESS CORP			5/29/2014		8/10/2015	2,368	3,284					-896
69	X	HESS CORP			5/30/2014		8/11/2015	1,328	2,012					-484

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals											
Short Term CG Distributions										246		Capital Gains/Losses					Cost, Other Basis and Expenses					Net Gain or Loss	
Check "x" to include in Part IV										CUSIP #		Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X									42809H107				9/29/2014		6/11/2015	903	1,179				0	-278
71	X									43707B102				9/9/2014		8/28/2015	470	359				0	111
72	X									45814D100				10/27/2014		8/28/2015	227					0	-39
73	X									46625H100				9/9/2014		8/28/2015	320	167				0	153
74	X									46825H100				9/11/2012		8/28/2015	383	201				0	182
75	X									50540R409				12/23/2014		8/28/2015	358	322				0	36
76	X									517834107				8/20/2014		6/10/2015	1,043	1,500				0	-457
77	X									517834107				8/19/2014		6/10/2015	1,043	1,500				0	-457
78	X									517834107				6/18/2014		6/10/2015	782	1,110				0	-328
79	X									517834107				6/24/2014		6/10/2015	573	835				0	-262
80	X									517834107				6/23/2014		6/10/2015	1,095	1,574				0	-479
81	X									517834107				12/12/2014		6/11/2015	364	435				0	-71
82	X									517834107				6/23/2014		6/11/2015	416	900				0	-184
83	X									517834107				6/24/2014		6/11/2015	520	759				0	-239
84	X									521865204				9/10/2015		8/28/2015	206	234			28	0	300
85	X									548661107				4/29/2013		8/28/2015	683	383				0	86
86	X									56585A102				10/27/2014		9/9/2015	777	691				0	88
87	X									56585A102				9/9/2015		9/9/2015	3,447	3,186				0	259
88	X									56585A102				10/27/2014		9/10/2015	3,047	2,784				0	283
89	X									57636Q104				12/11/2012		6/10/2015	3,923	1,983				0	1,740
90	X									57636Q104				12/11/2012		8/28/2015	375	193				0	182
91	X									58155Q103				3/9/2009		8/28/2015	598	117				0	482
92	X									585055106				8/5/2013		10/27/2014	2,787	2,325				0	462
93	X									58585A102				5/29/2014		8/9/2015	2,080	1,796				0	284
94	X									58585A102				5/29/2014		8/9/2015	1,398	1,212				0	184
95	X									585055108				8/8/2013		10/27/2014	1,460	1,224				0	236
96	X									585055108				8/6/2013		10/27/2014	3,052	2,547				0	505
97	X									58933Y105				8/28/2012		3/11/2015	2,528	1,822				0	706
98	X									58933Y105				8/5/2013		10/27/2014	398	344				0	54
99	X									58933Y105				3/11/2015		3/11/2015	899	685				0	234
100	X									58933Y105				6/29/2012		3/11/2015	2,472	1,791				0	861
101	X									58933Y105				6/29/2012		3/11/2015	899	841				0	258
102	X									58933Y105				6/29/2012		4/8/2015	1,835	1,330				0	505
103	X									58933Y105				1/14/2013		4/8/2015	2,178	1,951				0	527
104	X									58933Y105				9/24/2012		4/8/2015	3,210	2,530				0	680
105	X									58933Y105				1/14/2013		4/8/2015	1,607	1,607				0	391
106	X									58933Y105				12/1/2014		4/9/2015	574	611				0	-37
107	X									585112103				8/7/2014		8/28/2015	286	547				0	-261
108	X									60871R208				5/29/2014		8/9/2015	1,051	977				0	74
109	X									60871R208				5/29/2014		8/6/2015	1,308	1,172				0	134
110	X									60871R208				5/29/2014		8/28/2015	67	65				0	2
111	X									60871R208				5/30/2014		8/28/2015	201	196				0	5
112	X									628530107				5/28/2014		10/2/2014	4,255	4,253				0	-268
113	X									628530107				5/30/2014		10/3/2014	1,986	2,088				0	-72
114	X									628530107				5/30/2014		10/3/2014	194	199				0	-5
115	X									ORACLE CORP \$0.01 DEL				11/1/2012		10/27/2014	1,816	1,323				0	293
116	X									ORACLE CORP \$0.01 DEL				10/31/2012		10/27/2014	3,002	2,433				0	569
117	X									ORACLE CORP \$0.01 DEL				11/1/2012		8/28/2015	78	485				0	78
118	X									PACKAGING CORP AMERICA				2/20/2013		4/8/2015	915	479				0	438
119	X									PACKAGING CORP AMERICA				2/21/2013		4/9/2015	627	328				0	299
120	X									PACKAGING CORP AMERICA				2/20/2013		4/9/2015	470	239				0	231
121	X									PACKAGING CORP AMERICA				2/21/2013		4/10/2015	708	369				0	339
122	X									PACKAGING CORP AMERICA				2/22/2013		8/28/2015	270	167				0	103
123	X									PACKAGING CORP AMERICA				2/21/2013		8/28/2015	67	41				0	28
124	X									PARKER HANNIFIN CORP				3/14/2014		6/10/2015	2,520	2,457				0	63
125	X									PARKER HANNIFIN CORP				3/17/2014		6/11/2015	1,804	1,794				0	10
126	X									PARKER HANNIFIN CORP				3/14/2014		6/11/2015	721	702				0	19
127	X									PARKER HANNIFIN CORP				3/17/2014		6/12/2015	1,786	1,794				0	-8
128	X									PARKER HANNIFIN CORP				12/1/2014		6/12/2015	357	363				0	-26
129	X									PFRIZER INC				8/16/2012		10/27/2014	610	508				0	104
130	X									PFRIZER INC				8/15/2012		10/27/2014	2,874	2,226				0	448
131	X									PFRIZER INC				8/14/2012		10/27/2014	2,674	2,219				0	455
132	X									PFRIZER INC				8/13/2012		10/27/2014	291	238				0	53
133	X									PFRIZER INC				8/17/2012		6/5/2015	3,340	2,225				0	1,115
134	X									PFRIZER INC				8/16/2012		6/5/2015	2,586	1,735				0	851
135	X									PHILIP MORRIS INTL INC				4/16/2015		4/16/2015	338					0	-9
136	X									THE PRICELESS GROUP INC				4/16/2014		8/28/2015	1,250	1,184				0	66
137	X									QUALCOMM INC				8/17/2014		8/28/2015	458	634				0	-176
138	X									QUALCOMM INC				8/18/2014		9/9/2015	2,628	3,903				0	-1,177

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Short Term CG Distributions		
										246				
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			
											Capital Gains/Losses		Cost, Other Basis and Expenses	
										275,089		219,831		55,258
										0		0		
										Other sales				0
139	X	QUALCOMM INC	747525103		6/17/2014		9/9/2015	3,392	4,913					-1,521
140	X	QUALCOMM INC	747525103		7/2/2014		9/9/2015	328	479					-151
141	X	QUALCOMM INC	747525103		12/1/2014		9/9/2015	547	722					-175
142	X	QUALCOMM INC	747525103		9/23/2014		9/9/2015	4,377	6,122					-1,745
143	X	RAYTHEON CO DELAWARE N	755111507		6/10/2015		8/28/2015	312	305					7
144	X	ROSS STORES INC COM	778298103		5/4/2009		1/29/2015	2,337	485					1,852
145	X	ROSS STORES INC COM	778298103		5/5/2009		1/30/2015	92	19					73
146	X	PFIZER INC	717081103		9/24/2012		8/5/2015	1,652	1,143					509
147	X	PFIZER INC	717081103		9/24/2012		8/5/2015	1,738	1,217					519
148	X	PHILIP MORRIS INTL INC	718172109		10/17/2011		4/16/2015	760	608					152
149	X	PHILIP MORRIS INTL INC	718172109		1/4/2012		4/16/2015	928	881					67
150	X	PHILIP MORRIS INTL INC	718172109		3/14/2012		4/16/2015	253	257					-4
151	X	PHILIP MORRIS INTL INC	718172109		1/3/2012		4/16/2015	2,279	2,143					136
152	X	PHILIP MORRIS INTL INC	718172109		3/13/2012		4/16/2015	1,268	1,279					-13
153	X	PHILIP MORRIS INTL INC	718172109		3/12/2012		4/16/2015	1,013	1,020					-7
154	X	TRW AUTOMOTIVE HLDGS CF	87284S106		2/22/2013		5/15/2015	2,534	1,390					1,144
155	X	TRW AUTOMOTIVE HLDGS CF	87284S106		2/21/2013		5/15/2015	1,267	690					577
156	X	TRW AUTOMOTIVE HLDGS CF	87284S106		2/20/2013		5/15/2015	1,478	851					627
157	X	TRW AUTOMOTIVE HLDGS CF	87284S106		2/26/2013		5/15/2015	739	400					339
158	X	TRW AUTOMOTIVE HLDGS CF	87284S106		12/1/2014		5/15/2015	317	311					6
159	X	TRW AUTOMOTIVE HLDGS CF	87284S106		2/25/2013		5/15/2015	2,429	1,340					1,089
160	X	TEVA PHARMACEUTICALS AD	881824209		7/1/2014		8/28/2015	324	289					55
161	X	3M COMPANY	88579Y101		6/26/2012		8/5/2015	1,361	778					585
162	X	3M COMPANY	88579Y101		6/23/2012		8/5/2015	907	518					391
163	X	3M COMPANY	88579Y101		6/29/2012		8/28/2015	287	172					115
164	X	3M COMPANY	88579Y101		6/28/2012		9/9/2015	284	173					111
165	X	3M COMPANY	88579Y101		6/27/2012		9/9/2015	2,133	1,310					823
166	X	3M COMPANY	88579Y101		6/26/2012		9/9/2015	853	517					336
167	X	US BANCORP (NEW)	902973304		7/23/2012		8/28/2015	594	487					127
168	X	UNION PACIFIC CORP	907818108		4/17/2014		6/10/2015	4,088	3,892					204
169	X	UNION PACIFIC CORP	907818108		4/16/2014		6/10/2015	4,285	4,042					243
170	X	UNION PACIFIC CORP	907818108		4/17/2014		6/11/2015	701	663					38
171	X	UNION PACIFIC CORP	907818108		12/1/2014		8/28/2015	601	582					-81
172	X	UNITED CONTL HLDGS INC	910047109		1/18/2013		8/28/2015	743	340					403
173	X	UNITED CONTL HLDGS INC	910047109		1/29/2013		8/28/2015	57	24					33
174	X	UNIVERSAL HEALTH SVCS B	913903100		1/9/2014		8/28/2015	559	336					223
175	X	VALERO ENERGY CORP NEW	91913Y100		11/15/2011		8/28/2015	294	114					180
176	X	VIACOM INC NEW CL B	92553P201		8/5/2015		8/28/2015	204	257					-53
177	X	WAL-MART STORES INC	931142103		1/29/2015		7/9/2015	4,617	5,493					-876
178	X	WAL-MART STORES INC	931142103		4/18/2015		9/22/2015	5,007	6,296					-1,289
179	X	WAL-MART STORES INC	931142103		1/29/2015		9/22/2015	1,014	1,395					-381
180	X	WELLS FARGO & CO NEW DE	949746101		5/29/2014		6/10/2015	7,281	6,400					881
181	X	WESTN DIGITAL CORP DEL	959102105		1/28/2014		8/28/2015	243	251					-8
182	X	ROSS STORES INC COM	778298103		5/4/2009		1/30/2015	1,940	408					1,532
183	X	ROSS STORES INC COM	778298103		5/5/2009		8/28/2015	247	48					199
184	X	SCHLUMBERGER LTD	806857108		10/10/2013		8/28/2015	758	889				131	0
185	X	SUNCOR ENERGY INC NEW	867224107		1/14/2013		8/28/2015	221	275					-54
186	X	SUNTRUST BKS INC COM	867914103		1/14/2013		8/28/2015	363	254					109
187	X	COST ADJUSTMENT						22						22

Part I, Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		5,601	3,361	0	2,240
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	U S TRUST FEES AS AGENT	5,601	3,361		2,240

Part I, Line 18 (990-PF) - Taxes

		2,513	80	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	80	80		
2	PY EXCISE TAX DUE	839			
3	ESTIMATED EXCISE PAYMENTS	1,594			

Part I, Line 23 (990-PF) - Other Expenses

		6	6	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	6	6		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1						
2	AETNA INC	0		9,473		14,880
3	ALTRIA GROUP INC	0		15,344		16,320
4	AMERICAN INTERNATIONAL	0		8,721		12,784
5	AMGEN INC	0		6,171		11,066
6	APPLE COMPUTER INC COM	0		11,108		14,670
7	ASTRAZENECA PLC SPONS ADR	0		6,605		5,919
8	BP P L C SPONS ADR	0		12,714		9,382
9	BROCADE COMMUNICATIONS	0		6,455		7,193
10	CDW CORP	0		6,753		6,701
11	CIGNA CORP COM	0		14,060		14,042
12	CVS CORP	0		8,598		16,402
13	CARNIVAL CORP	0		10,807		11,779
14	CENTENE CORP DEL	0		7,419		5,260
15	CISCO SYS INC	0		12,226		12,862
16	CITIGROUP INC COM NEW	0		11,486		17,959
17	COGNIZANT TECHNOLOGY SOLUTIONS	0		10,286		10,143
18	COMCAST CORP NEW CL A	0		13,531		20,534
19	DISCOVER FINL SVCS	0		4,939		6,967
20	DOW CHEMICAL COMPANY COMMON	0		7,467		7,590
21	DR PEPPER SNAPPLE GROUP	0		5,926		7,273
22	EXXON MOBIL CORP	0		6,473		5,725
23	FACEBOOK INC	0		7,869		10,159
24	FEDEX CORPORATION	0		10,479		8,207
25	GOLDMAN SACHS GROUP INC	0		8,345		10,773
26	GOOGLE INC	0		7,521		14,683
27	GOOGLE INC SHS CL C	0		5,255		9,735
28	HOME DEPOT INC USD 0 05	0		7,949		10,163
29	HUMANA INC COM	0		8,363		8,055
30	INTEL CORPORATION	0		6,269		5,696
31	J P MORGAN CHASE & CO	0		13,965		20,913
32	LABORATORY CORP AMER HLDGS	0		7,252		7,267
33	LEAR CORP SHS	0		8,718		8,267
34	LENNAR CORP	0		6,805		6,449
35	LOWES COMPANIES INC COM	0		12,106		20,883
36	MASTERCARD INC	0		7,708		13,788
37	MCKESSON CORPORATION	0		4,421		11,102
38	MICROSOFT CORP COM	0		5,195		7,259
39	MICRON TECHNOLOGY	0		14,556		6,906
40	MOLSON COOR BREW CO CL B	0		7,020		8,800
41	ORACLE CORPORATION	0		8,707		9,066
42	PACKAGING CORP AMER	0		3,865		5,294
43	PRICELINE COM INC	0		9,715		9,895
44	PUBLIC SERVICE ENTERPRISE GROUP IN	0		8,400		8,474
45	RAYTHEON CO	0		10,455		11,254
46	ROSS STORES INC	0		1,936		7,610

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
47	SCHLUMBERGER LIMITED COM	0	0	16,613	0	13,173
48	SOUTHWEST AIRLINES CO	0	0	11,852	0	12,858
49	SUNCOR ENERGY INC NEW	0	0	10,625	0	8,337
50	SUNTRUST BANKS INC	0	0	5,469	0	7,227
51	TEVA PHARMACEUTICAL INDS ADR	0	0	13,261	0	13,325
52	3M CO	0	0	8,877	0	12,901
53	TRAVELERS COS INC	0	0	4,362	0	8,560
54	US BANCORP DEL	0	0	11,966	0	14,477
55	UNITED CONTL HLDGS INC	0	0	5,113	0	8,382
56	UNITED HEALTH GROUP INC	0	0	7,915	0	9,977
57	UNIVERSAL HEALTH SVCS INC CL B	0	0	7,896	0	10,484
58	VALERO ENERGY CORP NEW	0	0	6,081	0	10,758
59	VIACOM INC NEW CL B	0	0	3,390	0	2,848
60	WESTERN DIGITAL CORP	0	0	9,293	0	8,103

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	986
2	Total	2	986

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions														Short Term CG Distributions													
Amount														246													
CUSIP #	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Loss														
037031100	APPLE INC		6/26/2012	8/28/2015	563			408	155	0	0	0	155														
030115103	AT&T		5/11/1991	12/10/2014	17,109			998	16,111	0	0	0	16,111														
090824103	BIOMED INC		6/11/2013	10/12/2014	3,653			2,697	956	0	0	0	956														
090824103	BIOMED INC		6/11/2013	12/23/2014	3,988			3,988	0	0	0	0	0														
090824103	BIOMED INC		2/28/2014	12/23/2014	331			350	-19	0	0	0	-19														
090824103	BIOMED INC		4/16/2014	12/24/2014	340			290	50	0	0	0	50														
090824103	BIOMED INC		2/28/2014	12/24/2014	1,898			1,752	146	0	0	0	146														
090824103	BIOMED INC		4/17/2014	12/28/2014	1,715			1,453	262	0	0	0	262														
090824103	BIOMED INC		10/18/2010	8/28/2015	466			1,772	-1,306	0	0	0	-1,306														
090824103	BIOMED INC		4/16/2014	12/28/2014	1,715			1,449	266	0	0	0	266														
090824103	BIOMED INC		7/11/2012	9/9/2015	303			1,411	-1,108	0	0	0	-1,108														
090824103	BIOMED INC		2/27/2012	8/28/2015	286			285	1	0	0	0	1														
090824103	BIOMED INC		6/9/2013	8/28/2015	364			369	-5	0	0	0	-5														
090824103	BIOMED INC		6/12/2012	8/28/2015	583			302	281	0	0	0	281														
090824103	BIOMED INC		4/8/2015	8/28/2015	511			502	9	0	0	0	9														
090824103	BIOMED INC		9/24/2012	8/28/2015	678			436	241	0	0	0	241														
090824103	BIOMED INC		3/14/2014	11/19/2015	5,226			3,956	1,270	0	0	0	1,270														
090824103	BIOMED INC		12/12/2014	11/8/2015	944			648	296	0	0	0	296														
090824103	BIOMED INC		3/14/2014	11/8/2015	2,827			1,935	892	0	0	0	892														
090824103	BIOMED INC		5/28/2014	8/28/2015	276			238	38	0	0	0	38														
090824103	BIOMED INC		4/8/2015	8/28/2015	549			525	24	0	0	0	24														
090824103	BIOMED INC		7/10/2012	9/9/2015	331			1,487	-1,156	0	0	0	-1,156														
090824103	BIOMED INC		12/6/2010	9/9/2015	313			1,487	-1,174	0	0	0	-1,174														
090824103	BIOMED INC		8/8/2013	8/6/2015	2,859			2,850	9	0	0	0	9														
090824103	BIOMED INC		11/22/2012	8/6/2015	626			578	48	0	0	0	48														
090824103	BIOMED INC		2/28/2014	8/6/2015	1,578			1,532	46	0	0	0	46														
090824103	BIOMED INC		6/10/2015	8/28/2015	306			366	-60	0	0	0	-60														
090824103	BIOMED INC		11/4/2013	6/10/2015	6,063			5,843	220	0	0	0	220														
090824103	BIOMED INC		11/12/2012	8/6/2015	2,493			2,393	100	0	0	0	100														
090824103	BIOMED INC		1/21/2014	8/6/2015	381			425	-44	0	0	0	-44														
090824103	BIOMED INC		11/13/2014	11/11/2014	920			1,864	-944	0	0	0	-944														
090824103	BIOMED INC		12/13/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012	9/9/2015	3,395			1,629	1,766	0	0	0	1,766														
090824103	BIOMED INC		12/12/2012																								

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions											246	Amount
Short Term CG Distributions											0	0
	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of F.M.V. Over Adj. Basis	Gain Minus Excess of F.M.V. Over Adjusted Basis or Losses
85	LOWE'S COMPANIES INC	4/29/2013	8/26/2015	853			333	300	300	0	0	55,012
86	MARATHON PETROLEUM CORP	10/27/2014	9/9/2015	777			891	66	66	0	0	0
87	MARATHON PETROLEUM CORP	5/29/2014	9/10/2015	3,447			3,180	268	268	0	0	268
88	MARATHON PETROLEUM CORP	10/27/2014	9/10/2015	3,047			2,784	263	263	0	0	263
89	MASTERCARD INC	12/11/2012	6/10/2015	3,623			1,883	1,740	1,740	0	0	1,740
90	MASTERCARD INC	12/11/2012	8/28/2015	375			193	182	182	0	0	182
91	MCKESSON CORPORATION COM	3/9/2009	8/28/2015	599			117	482	482	0	0	482
92	MEDTRONIC INC COM	5/29/2014	8/5/2015	2,080			2,325	462	462	0	0	462
93	MARATHON PETROLEUM CORP	5/29/2014	8/5/2015	1,396			1,786	284	284	0	0	284
94	MARATHON PETROLEUM CORP	8/6/2013	10/27/2014	1,460			1,224	236	236	0	0	236
95	MEDTRONIC INC COM	8/6/2013	10/27/2014	3,052			1,622	706	706	0	0	706
96	MERCK AND CO INC SHS	6/28/2012	3/11/2015	2,528			344	54	54	0	0	54
97	MERCK AND CO INC SHS	8/5/2013	10/27/2014	398			665	234	234	0	0	234
98	MEDTRONIC INC COM	6/29/2012	3/11/2015	2,472			1,791	681	681	0	0	681
99	MERCK AND CO INC SHS	6/29/2012	3/11/2015	899			641	258	258	0	0	258
100	MERCK AND CO INC SHS	6/28/2012	4/8/2015	1,835			1,330	505	505	0	0	505
101	MERCK AND CO INC SHS	6/29/2012	4/8/2015	2,176			1,851	527	527	0	0	527
102	MERCK AND CO INC SHS	11/14/2013	4/8/2015	3,210			2,530	680	680	0	0	680
103	MERCK AND CO INC SHS	11/14/2013	4/9/2015	1,607			1,216	391	391	0	0	391
104	MERCK AND CO INC SHS	12/1/2014	8/28/2015	574			611	37	37	0	0	37
105	MERCK AND CO INC SHS	8/7/2014	8/5/2015	1,051			977	74	74	0	0	74
106	WOLSON COOR BREW CO CL B	5/29/2014	8/6/2015	1,306			1,172	134	134	0	0	134
107	WOLSON COOR BREW CO CL B	5/29/2014	8/6/2015	67			65	2	2	0	0	2
108	WOLSON COOR BREW CO CL B	5/29/2014	8/28/2015	201			196	5	5	0	0	5
109	WOLSON COOR BREW CO CL B	5/29/2014	8/28/2015	4,255			4,923	-268	-268	0	0	-268
110	WOLSON COOR BREW CO CL B	5/29/2014	8/28/2015	1,986			2,050	-72	-72	0	0	-72
111	WOLSON COOR BREW CO CL B	5/29/2014	8/28/2015	1,986			2,050	-72	-72	0	0	-72
112	MYLAN INC	5/29/2014	10/3/2014	194			189	5	5	0	0	5
113	MYLAN INC	5/29/2014	10/3/2014	194			189	5	5	0	0	5
114	MYLAN INC	5/29/2014	10/3/2014	186			182	4	4	0	0	4
115	ORACLE CORP \$0.01 DEL	11/1/2012	10/27/2014	1,616			1,323	293	293	0	0	293
116	ORACLE CORP \$0.01 DEL	10/31/2012	10/27/2014	3,002			2,433	569	569	0	0	569
117	ORACLE CORP \$0.01 DEL	11/1/2012	8/28/2015	485			409	76	76	0	0	76
118	PACKAGING CORP AMERICA	2/20/2013	4/9/2015	915			479	438	438	0	0	438
119	PACKAGING CORP AMERICA	2/21/2013	4/9/2015	627			528	299	299	0	0	299
120	PACKAGING CORP AMERICA	2/20/2013	4/9/2015	470			238	231	231	0	0	231
121	PACKAGING CORP AMERICA	2/21/2013	4/10/2015	708			369	339	339	0	0	339
122	PACKAGING CORP AMERICA	2/22/2013	8/28/2015	270			167	103	103	0	0	103
123	PACKAGING CORP AMERICA	2/21/2013	8/28/2015	67			41	26	26	0	0	26
124	PARKER HANFNNI CORP	3/14/2014	6/10/2015	2,520			2,457	63	63	0	0	63
125	PARKER HANFNNI CORP	3/17/2014	8/11/2015	1,804			1,794	10	10	0	0	10
126	PARKER HANFNNI CORP	3/14/2014	8/11/2015	721			702	19	19	0	0	19
127	PARKER HANFNNI CORP	3/17/2014	6/12/2015	1,766			1,794	-8	-8	0	0	-8
128	PARKER HANFNNI CORP	12/1/2014	8/12/2015	357			383	-26	-26	0	0	-26
129	PFIZER INC	8/16/2012	10/27/2014	610			506	104	104	0	0	104
130	PFIZER INC	8/15/2012	10/27/2014	2,674			2,228	448	448	0	0	448
131	PFIZER INC	8/14/2012	10/27/2014	2,674			2,219	455	455	0	0	455
132	PFIZER INC	8/13/2012	10/27/2014	291			238	53	53	0	0	53
133	PFIZER INC	8/17/2012	8/5/2015	3,340			2,225	1,115	1,115	0	0	1,115
134	PFIZER INC	8/16/2012	8/5/2015	2,586			1,735	851	851	0	0	851
135	PHILIP MORRIS INTL INC	12/1/2014	4/16/2015	338			347	-9	-9	0	0	-9
136	THE PRICELINE GROUP INC	4/16/2014	8/28/2015	1,250			1,184	66	66	0	0	66
137	QUALCOMM INC	6/17/2014	8/28/2015	458			834	-176	-176	0	0	-176
138	QUALCOMM INC	6/18/2014	9/9/2015	2,626			3,803	-1,177	-1,177	0	0	-1,177
139	QUALCOMM INC	6/17/2014	9/9/2015	3,352			4,913	-1,521	-1,521	0	0	-1,521
140	QUALCOMM INC	7/2/2014	9/9/2015	326			479	-151	-151	0	0	-151
141	QUALCOMM INC	13/1/2014	9/9/2015	547			722	-175	-175	0	0	-175
142	QUALCOMM INC	9/23/2014	9/9/2015	4,377			6,122	-1,745	-1,745	0	0	-1,745
143	ROSS STORES INC COM	6/10/2015	8/28/2015	312			305	7	7	0	0	7
144	ROSS STORES INC COM	5/4/2009	1/29/2015	2,337			489	1,822	1,822	0	0	1,822
145	ROSS STORES INC COM	9/5/2009	1/30/2015	92			19	73	73	0	0	73
146	PFIZER INC	9/24/2012	8/5/2015	1,652			1,143	509	509	0	0	509
147	PFIZER INC	9/24/2012	8/5/2015	1,738			1,217	519	519	0	0	519
148	PHILIP MORRIS INTL INC	10/17/2011	4/16/2015	760			508	192	192	0	0	192
149	PHILIP MORRIS INTL INC	1/4/2012	4/16/2015	928			861	67	67	0	0	67
150	PHILIP MORRIS INTL INC	3/14/2012	4/16/2015	253			257	-4	-4	0	0	-4
151	PHILIP MORRIS INTL INC	1/3/2012	4/16/2015	2,279			2,143	136	136	0	0	136
152	PHILIP MORRIS INTL INC	3/13/2012	4/16/2015	1,266			1,278	-13	-13	0	0	-13
153	PHILIP MORRIS INTL INC	3/12/2012	4/16/2015	1,013			1,020	-7	-7	0	0	-7
154	TRW AUTOMOTIVE HLDGS CRP	2/22/2013	5/15/2015	2,534			1,390	1,144	1,144	0	0	1,144
155	TRW AUTOMOTIVE HLDGS CRP	2/21/2013	5/15/2015	1,267			890	577	577	0	0	577
156	TRW AUTOMOTIVE HLDGS CRP	2/20/2013	5/15/2015	1,478			851	627	627	0	0	627
157	TRW AUTOMOTIVE HLDGS CRP	2/26/2013	5/15/2015	739			400	339	339	0	0	339
158	TRW AUTOMOTIVE HLDGS CRP	12/1/2014	5/15/2015	317			311	6	6	0	0	6
159	TRW AUTOMOTIVE HLDGS CRP	2/25/2013	5/15/2015	2,429			1,340	1,089	1,089	0	0	1,089
160	TEVA PHARMACEUTICALS LTD	7/11/2014	8/28/2015	324			269	55	55	0	0	55
161	3M COMPANY	6/26/2012	8/5/2015	1,361			778	585	585	0	0	585
162	3M COMPANY	6/25/2012	8/5/2015	907			516	391	391	0	0	391
163	3M COMPANY	6/26/2012	8/28/2015	287			172	111	111	0	0	111
164	3M COMPANY	6/28/2012	9/9/2015	2,133			1,310	823	823	0	0	823
165	3M COMPANY	6/26/2012	9/9/2015	853			517	336	336	0	0	336
166	3M COMPANY	7/23/2012	8/28/2015	594			467	127	127	0	0	127
167	US BANCORP (NEW)	4/17/2014	6/10/2015	4,086			3,882	204	204	0	0	204
168	UNION PACIFIC CORP	9/7/818108								0	0	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		274,843		0		159		219,990		55,012		0		Gain Minus Excess of FMV Over Adjusted Basis or Losses	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	0	Gain Minus Excess of FMV Over Adjusted Basis or Losses	0	Gain Minus Excess of FMV Over Adjusted Basis or Losses	0	Gain Minus Excess of FMV Over Adjusted Basis or Losses	
169 UNION PACIFIC CORP	907818108		4/16/2014	8/10/2015	4,285			4,042	243		0	0	243		243		243		243
170 UNION PACIFIC CORP	907818108		4/17/2014	8/11/2015	701			653	38		0	0	38		38		38		38
171 UNION PACIFIC CORP	907818108		12/1/2014	8/11/2015	601			562	40		0	0	40		40		40		40
172 UNITED CONT'L HDGS INC	910047109		1/16/2013	8/28/2015	743			340	403		0	0	403		403		403		403
173 UNITED CONT'L HDGS INC	910047109		1/29/2013	8/28/2015	57			24	33		0	0	33		33		33		33
174 UNIVERSAL HEALTH SVCS B	913903100		1/9/2014	8/28/2015	559			336	223		0	0	223		223		223		223
176 VALERO ENERGY CORP NEW	91913Y100		1/1/52011	8/28/2015	284			114	180		0	0	180		180		180		180
176 VIACOM INC NEW CL B	92553P201		6/5/2015	8/28/2015	204			257	-53		0	0	-53		-53		-53		-53
177 WAL-MART STORES INC	931142103		1/29/2015	7/9/2015	4,617			5,493	-876		0	0	-876		-876		-876		-876
178 WAL-MART STORES INC	931142103		4/18/2015	9/22/2015	5,007			6,296	-1,289		0	0	-1,289		-1,289		-1,289		-1,289
179 WAL-MART STORES INC	931142103		1/29/2015	9/22/2015	1,014			1,395	-381		0	0	-381		-381		-381		-381
180 WELLS FARGO & CO NEW DEL	849746101		5/29/2014	8/10/2015	7,281			6,400	881		0	0	881		881		881		881
181 WESTN DIGITAL CORP DEL	958102105		1/28/2014	8/28/2015	243			251	-8		0	0	-8		-8		-8		-8
182 ROSS STORES INC COM	778296103		5/4/2009	1/30/2015	1,940			408	1,532		0	0	1,532		1,532		1,532		1,532
183 ROSS STORES INC COM	778296103		5/5/2009	8/28/2015	247			48	199		0	0	199		199		199		199
184 SCHLUMBERGER LTD	806657108		10/10/2013	8/28/2015	758		131	889	0		0	0	0		0		0		0
185 SUNCOR ENERGY INC NEW	887224107		1/14/2013	8/28/2015	221			275	-54		0	0	-54		-54		-54		-54
186 SUNTRUST BKS INC COM	867914103		1/14/2013	8/28/2015	363			254	109		0	0	109		109		109		109
187 COST ADJUSTMENT					22			0	22		0	0	22		22		22		22

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	2/15/2015	2	399
3 Second quarter estimated tax payment	3/15/2015	3	399
4 Third quarter estimated tax payment	6/15/2015	4	399
5 Fourth quarter estimated tax payment	9/15/2015	5	397
6 Other payments		6	
7 Total		7	1,594

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	ANN BENSON		304 BERKSHIRE AVENUE	NEW MILFORD	NJ	07646		PRESIDENT	2 00	0	0	0
2	RYAN D BENSON		304 BERKSHIRE AVENUE	NEW MILFORD	NJ	07646		VICE PRESIDENT	2 00	0	0	0
3	SAMANTHA A BENSON		304 BERKSHIRE AVENUE	NEW MILFORD	NJ	07646		SECRETARY	2 00	0	0	0

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	<u>24,352</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>24,352</u>