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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation Frederick H. Bedford Jr. & Margaret S. Bedford Charitable Foundation		A Employer identification number 13-3544702
Number and street (or P.O. box number if mail is not delivered to street address) 4901 Kesslersville Road		B Telephone number 610-559-3300
City or town, state or province, country, and ZIP or foreign postal code Easton, PA 18040		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,779,748.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,000,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		163,201.	163,201.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,163,201.	163,201.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 1		62.	0.	0.	62.
c Other professional fees Stmt 2		2,277.	0.	0.	2,277.
17 Interest					
18 Taxes Stmt 3		1,632.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		3,971.	0.	0.	2,339.
25 Contributions, gifts, grants paid		542,650.			542,650.
26 Total expenses and disbursements. Add lines 24 and 25		546,621.	0.	0.	544,989.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		616,580.			
b Net investment income (if negative, enter -0-)			163,201.		
c Adjusted net income (if negative, enter -0-)				0.	

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED MAY 24 2016

Frederick H. Bedford Jr. & Margaret S.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	130,926.	332,930.	332,930.
	2 Savings and temporary cash investments	5,139,373.	5,552,574.	8,446,818.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,368.	
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,270,299.	5,886,872.	8,779,748.
17 Accounts payable and accrued expenses		7.		
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	7.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,270,292.	5,886,872.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	5,270,292.	5,886,872.	
	31 Total liabilities and net assets/fund balances	5,270,299.	5,886,872.	

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	5,270,292.
2 Enter amount from Part I, line 27a	2	616,580.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,886,872.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,886,872.

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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				
b NONE				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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

Part 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))
2014	481,294.	7,967,161.	.060410
2013	351,658.	6,644,429.	.052925
2012	379,671.	5,482,292.	.069254
2011	372,010.	5,390,828.	.069008
2010	323,299.	4,899,964.	.065980

2 Total of line 1, column (d)	2	.317577
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	.063515
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	8,446,771.
5 Multiply line 4 by line 3	5	536,497.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,632.
7 Add lines 5 and 6	7	538,129.
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	544,989.

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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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,632.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,632.
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	1,632.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,000.	
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	1,368.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 1,368. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>DE</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of John F. Malloy Telephone no. 610-559-3300 Located at P.O. Box 31, Easton, PA ZIP+4 18044		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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. <div> <input type="checkbox"/> _____, _____, _____, _____ </div>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	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 2015?	4b	X

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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 **N/A** **5b**

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 **N/A**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **X**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Statement 4				
	0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**

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

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	
	0.
2	
All other program-related investments. See instructions.	
3 None	
	0.
	0.
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	8,255,164.
b	Average of monthly cash balances	1b	320,238.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,575,402.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,575,402.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,631.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,446,771.
6	Minimum investment return. Enter 5% of line 5	6	422,339.

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	422,339.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,632.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,632.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	420,707.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	420,707.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	420,707.

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	544,989.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	544,989.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,632.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	543,357.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				420,707.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	287,012.			
b From 2011	352,381.			
c From 2012	75,083.			
d From 2013	351,658.			
e From 2014	481,294.			
f Total of lines 3a through e	1,547,428.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	544,989.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	544,989.			
d Applied to 2015 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	420,707.			420,707.
6 Enter the net total of each column as indicated below:	1,671,710.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,671,710.			
10 Analysis of line 9:				
a Excess from 2011	218,686.			
b Excess from 2012	75,083.			
c Excess from 2013	351,658.			
d Excess from 2014	481,294.			
e Excess from 2015	544,989.			

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 2015, 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) ☐ 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	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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).)

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Statement 5				542,650.
Total			▶ 3a	542,650.
b <i>Approved for future payment</i>				
None				
Total			▶ 3b	0.

Part XVI-A

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B[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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input type="checkbox"/> No
		May 16 2016	President			
	Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	

Form 990-PF (2015)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

Frederick H. Bedford Jr. & Margaret S.
Bedford Charitable Foundation

Employer identification number

13-3544702

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Frederick H. Bedford Jr. & Margaret S.
Bedford Charitable Foundation

Employer identification number

13-3544702

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Victaulic Company 4901 Kesslersville Road Easton, PA 18040	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Frederick H. Bedford Jr. & Margaret S. Bedford Charitable Foundation	Employer identification number 13-3544702
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization Frederick H. Bedford Jr. & Margaret S. Bedford Charitable Foundation	Employer identification number 13-3544702
---	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF	Accounting Fees			Statement	1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting Fee	62.	0.	0.	62.	
To Form 990-PF, Pg 1, ln 16b	62.	0.	0.	62.	

Form 990-PF	Other Professional Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fee	2,277.	0.	0.	2,277.	
To Form 990-PF, Pg 1, ln 16c	2,277.	0.	0.	2,277.	

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal Tax	1,632.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	1,632.	0.	0.	0.	

FORM 990PF, PART VIII – LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

<u>NAME & ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	CONTRIBUTIONS	EXPENSE ACCOUNT
			<u>TO EMPLOYEE BENEFIT PLANS</u>	<u>AND OTHER ALLOWANCES</u>
John F. Malloy PO Box 31 Easton, PA 18044-0031	President	None	None	None
Pierre D'Arenberg PO Box 31 Easton, PA 18044-0031	Vice President	None	None	None
Muffie B. Murray PO Box 31 Easton, PA 18044-0031	Treasurer	None	None	None
Mark Van De Voorde PO Box 31 Easton, PA 18044-0031	Secretary	None	None	None
GRAND TOTALS		<u>None</u>	<u>None</u>	<u>None</u>

STATEMENT 4

2015 Bedford Foundation Grants

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	Check
				Amount
ACE MENTOR PROGRAM OF AMERICA INC 400 MAIN STREET SUITE 600 STAMFORD, CT 06901	NON-PF		GENERAL CHARITABLE CONTRIBUTION	10,000
ALBURTIS AREA COMMUNITY CENTER INC P O BOX 381 ALBURTIS PA 18011	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,000
ALBURTIS VOLUNTEER FIRE DEPT 328 SOUTH MAIN STREET ALBURTIS, PA 18011	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,250
ALEXANDER HAMILTON FRIENDS 811 FIRST AVENUE, SUITE 350 SEATTLE WA 98104	NON-PF		GENERAL CHARITABLE CONTRIBUTION	2,500
ALZHEIMER'S NORTH CAROLINA, INC 1305 NAVAHO DRIVE, STE 101 RALEIGH, NC 27609	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,000
AMERICAN CANCER SOCIETY RELAY FOR LIFE OF EASTON 3893 ADLER PLACE SUITE 170 BETHLEHEM PA 18017	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1,000
AMERICAN CANCER SOCIETY 3893 ADLAR PLACE SUITE 170 BETHLEHEM, PA 18017	NON PF		GENERAL CHARITABLE CONTRIBUTION	1,000
AMERICAN CANCER SOCIETY RELAY FOR LIFE CHRIS PORCELLI COMMUNITY MANAGER 1626 LOCUST STREET PHILADELPHIA PA 19103	NON-PF		GENERAL CHARITABLE CONTRIBUTION	50
AMERICAN CANCER SOCIETY 2202 Wrightsville Ave Suite 111 Wilmington NC 28401	NON PF		GENERAL CHARITABLE CONTRIBUTION	1,000
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 Wall Street 29th Floor New York, NY 10005	NON-PF		GENERAL CHARITABLE CONTRIBUTION	500
AMERICAN FRIENDS MUSEE' D ORSAY C/O PJSC LP 1345 AVENUE OF THE AMERICAS, 31ST FLOOR NEW YORK NY 10105	NON PF		GENERAL CHARITABLE CONTRIBUTION	5,000
AMERICAN HEART ASSOCIATION 968 POSTAL ROAD, SUITE 100 ALLENTOWN, PA 18109	NON PF		GENERAL CHARITABLE CONTRIBUTION	1,000
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 424 EAST 92ND STREET NEW YORK, NY 10128	NON PF		GENERAL CHARITABLE CONTRIBUTION	5,000
ARTS OVATION ALLENTOWN ARTS COMMISSION THE 27TH ANNUAL ARTS OVATION AWARDS ALLENTOWN ART MUSEUM 31 N FIFTH STREET ALLENTOWN, PA 18101	NON PF		GENERAL CHARITABLE CONTRIBUTION	1,250
AUTISM SPEAKS (LV WALK NOW) 216 HADDON AVENUE, SUITE 403 WESTMONT, NJ 08108	NON PF		GENERAL CHARITABLE CONTRIBUTION	1 000
BOUTIQUE AT THE RINK PO BOX 1231 BETHLEHEM, PA 18016	NON PF		GENERAL CHARITABLE CONTRIBUTION	1 000
BOYS & GIRLS CLUB OF EASTON, INC P O BOX 741 EASTON PA 18042	NON-PF		GENERAL CHARITABLE CONTRIBUTION	2,500
CANCER SUPPORT COMMUNITY OF GREATER LEHIGH VALLEY 944 MARCON BLVD, SUITE 100 ALLENTOWN PA 18109	NON PF		GENERAL CHARITABLE CONTRIBUTION	2 000
CARAYES FOUNDATION 10850 WILSHIRE BLVD SUITE 100 LOS ANGELES, CA 90024	NON PF		GENERAL CHARITABLE CONTRIBUTION	10,000
CASITA MARIA CENTER FOR ARTS & EDUCATION 928 SIMPSON STREET BRONX, NY 10459	NON-PF		GENERAL CHARITABLE CONTRIBUTION	1 000

CHILD ADVOCACY CENTER OF LV 740 HAMILTON STREET ALLENTOWN PA 18101	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
CHILDREN'S HOME OF EASTON PA 25TH STREET & LEHIGH DRIVE EASTON PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	14,000
COMMUNITIES IN SCHOOLS OF THE LEHIGH VALLEY, INC P O BOX 772 ALLENTOWN PA 18105	NON PF	GENERAL CHARITABLE CONTRIBUTION	3,000
COMMUNITY FIRE COMPANY OF FORKS TOWNSHIP P O BOX 584 EASTON PA 18040	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,500
COMMUNITY SERVICES FOR CHILDREN INC 1520 HANOVER AVENUE ALLENTOWN PA 18109	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034	NON PF	GENERAL CHARITABLE CONTRIBUTION	2 500
EASD (WALKING WEEK) 723 COAL STREET EASTON PA 18042	NON PF	GENERAL CHARITABLE CONTRIBUTION	500
EQUI-LIBRIUM, INC 524 FEHR ROAD NAZARETH PA 18064	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD SUITE 625 PALMETTO BAY FL 33157	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
THE FOUNDATION FOR EASTON SCHOOLS 1801 BUSHKILL DRIVE EASTON PA 18040	NON-PF	GENERAL CHARITABLE CONTRIBUTION	300
FOUNDRY EDUCATIONAL FOUNDATION 1695 NORTH PENNY LANE SCHAUMBURG, IL 60173	NON PF	GENERAL CHARITABLE CONTRIBUTION	1 000
FRANKLIN TOWNSHIP VOLUNTEER FIRE CO 1 & 2 P O BOX 43 BROADWAY, NJ 08808	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
FRANKLIN TOWNSHIP RESCUE SQUAD P O BOX 224 BROADWAY, NJ 08808	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
GARRISON FOREST SCHOOL INC 300 GARRISON FOREST ROAD OWINGS MILLS, MD 21117	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,000
GIRL SCOUTS OF EASTERN PENNSYLVANIA 2633 MORAVIAN AVENUE ALLENTOWN PA 18103	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
GOOD SHEPHERD CENTER 811 MARTIN STREET WILMINGTON NC 28401	NON PF	GENERAL CHARITABLE CONTRIBUTION	250
GOOD SHEPHERD REHAB (GALA IN THE GARDEN) 650 SOUTH FIFTH STREET ALLENTOWN PA 18103	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,500
GREENS FARMS ACADEMY, INC 35 BEACHSIDE AVENUE PO BOX 998 GREENS FARMS CT 06838	NON PF	GENERAL CHARITABLE CONTRIBUTION	3 000
HUGH MOORE HISTORICAL PARK & MUSEUMS, INC 2750 HUGH MOORE PARK ROAD EASTON, PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
IRISH PUB CHILDREN'S FOUNDATION 2007 WALNUT STREET PHILADELPHIA PA 19103	NON-PF	GENERAL CHARITABLE CONTRIBUTION	50
LAFAYETTE COLLEGE 316 MARKLE HALL EASTON, PA 18042	NON PF	GENERAL CHARITABLE CONTRIBUTION	10,000
LEHIGH UNIVERSITY 27 MEMORIAL DRIVE WEST BETHLEHEM PA 18015	NON PF	GENERAL CHARITABLE CONTRIBUTION	10,000
LEHIGH VALLEY CHARTER HIGH SCHOOL FOR THE ARTS 675 EAST BROAD STREET BETHLEHEM, PA 18018	NON PF	GENERAL CHARITABLE CONTRIBUTION	500

LEHIGH VALLEY CHILD CARE, INC 1501 LEHIGH STREET, SUITE 208 ALLENTOWN, PA 18103-3892	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
LEHIGH VALLEY ECONOMIC DEVELOPMENT (LVEDC) 2158 AVENUE C SUITE 200 BETHLEHEM PA 18017	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,500
LEHIGH VALLEY HEALTH NETWORK 1247 SOUTH CEDAR CREST BOULEVARD SUITE 200 ALLENTOWN PA 18103	NON PF	GENERAL CHARITABLE CONTRIBUTION	5,000
LVRR KIDS SERIES 2480 FRESH MEADOW DRIVE MACUNGIE PA 18062	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
LEHIGH BAJA SAE - JONATHAN WHITCRAFT LEHIGH UNIVERSITY PACKARD LAB ROOM 367 19 MEMORIAL DRIVE WEST BETHLEHEM PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
LELAND RESCUE SQUAD 9866 WAYNE STREET NE LELAND NC 28451	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
LELAND VOLUNTEER FIRE-RESCUE DEPARTMENT INC 1004 VILLAGE ROAD NE LELAND NC 28451	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
LVCIL ATTN JESSICA DEMAIO 713 NORTH 13TH STREET ALLENTOWN PA 18102	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
MACUNGIE AMBULANCE CORPS P O BOX 114 MACUNGIE, PA 18062	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NON-PF	GENERAL CHARITABLE CONTRIBUTION	10,000
MECA (MISSION FOR EDUCATING CHILDREN WITH AUTISM) 640 HERRS LANE DOWNTOWN PA 19335	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
MEALS ON WHEELS OF NORTHAMPTON COUNTY 4240 FRITCH DRIVE BETHLEHEM, PA 18020	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK NY 10021	NON PF	GENERAL CHARITABLE CONTRIBUTION	5,000
MILLER-KEYSTONE BLOOD CENTER 1465 VALLEY CENTER PARKWAY BETHLEHEM, PA 18017	NON PF	GENERAL CHARITABLE CONTRIBUTION	1 000
MINSI TRAILS COUNCIL BSA P O BOX 20624 LEHIGH VALLEY, PA 18002-0624	NON PF	GENERAL CHARITABLE CONTRIBUTION	5,000
MULTIPLE SCLEROSIS SOCIETY 30 SOUTH 17TH STREET, SUITE 800 PHILADELPHIA, PA 19103	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
THE MUSEUM OF MODERN ART 11 West 53rd Street New York NY 10019-5497	NON PF	GENERAL CHARITABLE CONTRIBUTION	25,000
NATURE CONSERVANCY 32 SOUTH EWING STREET HELENA MT 59601	NON PF	GENERAL CHARITABLE CONTRIBUTION	5,000
NAVASSA VOLUNTEER FIRE DEPARTMENT 336 MAIN STREET NAVASSA, NC 28451	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
EPISCOPAL MINISTRIES OF THE DIOCESE OF BETHLEHEM INC 337 WEST WYANDOTTE STREET BETHLEHEM PA 18015	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
NEW YORK AND PRESBYTERIAN HOSPITAL 177 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NON-PF	GENERAL CHARITABLE CONTRIBUTION	35 000
NORTHAMPTON COMMUNITY COLLEGE 3835 GREEN POND ROAD BETHLEHEM, PA 18020	NON PF	GENERAL CHARITABLE CONTRIBUTION	2 500
NORTHEASTERN UNIVERSITY 716 COLUMBUS AVENUE, SUITE 598 BOSTON MA 02120	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
PAN MASSACHUSETTS CHALLENGE TRUST 77 4TH AVENUE NEEDHAM, MA 02494	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,500

PARKLAND HIGH SCHOOL 2700 NORTH CEDAR CREST BLVD ALLENTOWN, PA 18104	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
PEF/MATHCOUNTS (LEHIGH VALLEY PSPE CHAPTER) BARRY ISETT & ASSOCIATES 85 S ROUTE 100 ALLENTOWN, PA 18106	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
PEGGY ADAMS ANIMAL RESCUE LEAGUE IN WEST PALM BEACH 3100/3200 N MILITARY TRAIL WEST PALM BEACH FL 33409	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000
THE PENNSYLVANIA STATE UNIVERSITY 221 LEONHARD BUILDING UNIVERSITY PARK, PA 16802	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
PENNSYLVANIA COLLEGE OF TECHNOLOGY FOUNDATION INC 1 COLLEGE AVENUE WILLIAMSPORT PA 17701	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
ProJeCt of Easton 320 FERRY STREET EASTON PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
ROCA OF CHELSEA, MASSACHUSETTS 101 PARK STREET CHELSEA, MA 02150	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
ST BALDRICK'S FOUNDATION INC 1333 SOUTH MAYFLOWER AVENUE MONROVIA CA 91016	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
ST LUKES HOSPITAL 801 OSTRUM STREET BETHLEHEM PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	6,500
ST MATTHEWS HOUSE 2601 AIRPORT ROAD SOUTH NAPLES, FL 34112	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
SAFE HARBOR EASTON 536 BUSHKILL DRIVE EASTON PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	4,000
SECOND HARVEST FOOD BANK (CACLV) COMMUNITY ACTION COMMITTEE OF LEHIGH VALLEY 1337 EAST 5TH STREET BETHLEHEM PA 18015	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000
SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN PA 18101	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
SISTERS OF ST. JOSEPH 1020 WEST STATE STREET BADEN, PA 15005-1342	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
SKILLS USA COUNCIL 555 UNION BOULEVARD ALLENTOWN, PA 18109	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,000
SOCIETY OF WOMEN ENGINEERS (LEHIGH VALLEY SECTION) PPL COMPANY 2 NORTH 9TH STREET MAIL STOP GEN - N1B ALLENTOWN PA 18101	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
STATE THEATRE CENTER FOR THE ARTS INC 453 NORTHAMPTON STREET EASTON PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5,450
STATE THEATRE - LADIES GOLF & GOURMET 453 NORTHAMPTON STREET EASTON PA 18042	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
STEAMFITTER'S L U 420 WISH 1022 ROSEMONT TERRACE PENNSBURG PA 18073	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
SUBURBAN EMERGENCY MEDICAL SERVICES P O BOX 3339 PALMER, PA 18043-3339	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,000
SUFFOLK UNIVERSITY 8 ASHBURTON PLACE BOSTON, MA 02108	NON-PF	GENERAL CHARITABLE CONTRIBUTION	2,500
TATE AMERICAS FOUNDATION - LATIN AMERICA ACQUISITIONS COMMITTEE 520 WEST 27TH STREET, UNIT #404 NEW YORK NY 10001-5548	NON-PF	GENERAL CHARITABLE CONTRIBUTION	15,000

THIRD STREET ALLIANCE FOR WOMEN & CHILDREN 41 NORTH THIRD STREET EASTON, PA 18042-3694	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,000
TURNING POINT OF LEHIGH VALLEY INC P O BOX 5355 BETHLEHEM, PA 18015	NON PF	GENERAL CHARITABLE CONTRIBUTION	1,000
TWO RIVERS HEALTH & WELLNESS FOUNDATION 1101 NORTHAMPTON STREET, SUITE 101 EASTON PA 18042	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,000
FOX VALLEY UNITED WAY 40 WEST DOWNER PLACE AURORA IL 60506	NON PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF BRISTOL TENN VA INC P O BOX 696 BRISTOL TN 37621-0696	NON PF	GENERAL CHARITABLE CONTRIBUTION	500
UNITED WAY OF CAPE FEAR AREA P O BOX 1503 WILMINGTON, NC 28402-1503	NON-PF	GENERAL CHARITABLE CONTRIBUTION	7,800
THE UNITED WAY OF CENTRAL MARYLAND INC 100 SOUTH CHARLES ST 5TH FLOOR BALTIMORE MD 21201	NON-PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF GREATER HOUSTON P O BOX 3247 HOUSTON TX 77253	NON PF	GENERAL CHARITABLE CONTRIBUTION	700
UNITED WAY OF GREATER KANSAS CITY INC 801 WEST 47TH STREET SUITE 500 KANSAS CITY, MO 64112	NON-PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A 3RD FLOOR BETHLEHEM, PA 18017	NON PF	GENERAL CHARITABLE CONTRIBUTION	190,000
UNITED WAY OF GREATER LEHIGH VALLEY - COMMUNITY SCHOOL, CHESTON ELEMENTARY 2200 AVENUE A, 3RD FLOOR BETHLEHEM PA 18017	NON PF	GENERAL CHARITABLE CONTRIBUTION	10,000
UNITED WAY OF GREATER PLYMOUTH COUNTY 928 WEST CHESTNUT STREET 2ND FLOOR BROCKTON, MA 02301	NON-PF	GENERAL CHARITABLE CONTRIBUTION	500
UNITED WAY OF INLAND EMPIRE 9644 HERMOSA AVENUE RANCHO CUCAMONGA CA 91730	NON-PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF KING COUNTY 720 2ND AVENUE SEATTLE, WA 98104	NON PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF METROPOLITAN ATLANTA INC 100 EDGEWOOD AVENUE, NE ATLANTA, GA 30303-3026	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,200
UNITED WAY OF NORTHEAST FLORIDA INC 1301 RIVERPLACE BLVD SUITE 400 JACKSONVILLE, FL 32207	NON PF	GENERAL CHARITABLE CONTRIBUTION	400
UNITED WAY OF ODESSA INC P O BOX 632 ODESSA TX 79760-0632	NON PF	GENERAL CHARITABLE CONTRIBUTION	500
UNITED WAY OF WARREN COUNTY, INC 22 KYHARTS LANE 2ND FLOOR WASHINGTON, NJ 07882-4301	NON PF	GENERAL CHARITABLE CONTRIBUTION	400
THE UNIVERSITY FOUNDATION, CSU CHICO CALIFORNIA STATE UNIVERSITY, CHICO DEPARTMENT OF FINANCE & MARKETING 400 WEST FIRST STREET CHICO CA 95929-0051	NON PF	GENERAL CHARITABLE CONTRIBUTION	3,000
UW-EAU CLAIRE FOUNDATION KEVIN MEINHOLZ SCHNEIDER HALL 215 105 GARFIELD AVENUE PO BOX 4004 EAU CLAIRE, WI 54702 4004	NON-PF	GENERAL CHARITABLE CONTRIBUTION	3,000
VALLEY YOUTH HOUSE COMMITTEE 827-829 LINDEN STREET ALLENTOWN, PA 18101	NON-PF	GENERAL CHARITABLE CONTRIBUTION	5 000
VOLUNTEER CENTER OF THE LEHIGH VALLEY 2121 CITY LINE ROAD BETHLEHEM PA 18017	NON PF	GENERAL CHARITABLE CONTRIBUTION	200
VS CANCER FOUNDATION 3701 NATIONAL DRIVE SUITE 100 RALEIGH, NC 27612	NON PF	GENERAL CHARITABLE CONTRIBUTION	250

WATER FOR PEOPLE PA (AWWA) GRACE MEDIA SERVICES, INC PO BOX 415 BLOOMING GLEN, PA 18911	NON PF	GENERAL CHARITABLE CONTRIBUTION	600
LEHIGH VALLEY COMMUNITY BROADCASTERS ASSOCIATION, INC 301 BROADWAY BETHLEHEM, PA 18018	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
THE CARL & EMILY WELLER CENTER FOR HEALTH EDUCATION 325 NORTHAMPTON STREET EASTON, PA 18042	NON PF	GENERAL CHARITABLE CONTRIBUTION	2,500
ZION UNITED CHURCH OF CHRIST 14 NORTH EIGHTH STREET STROUDSBURG PA 18360	NON-PF	GENERAL CHARITABLE CONTRIBUTION	1,000
TOTAL CONTRIBUTIONS			(paid) <u>542,650</u>

Frederick H. Bedford, Jr. and Margaret S. Bedford Charitable Foundation

Federal I.D. No. 13-3544702

For the Year Ended December 31, 2014

Statement Pursuant to Regulation Section 53.4942(a)-3(d)2

The Bedford Foundation is hereby electing to designate all current year qualifying distributions as distributions out of Foundation's corpus in accordance with Regulation Section 53.4942(a)-3(d)2.