Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: THE DAYDREAMS FOUNDATION, INC.

A Employer identification number: 20-8119196

Number and street (or P O box number if mail is not delivered to street address): 231 11TH AVENUE S.

Room/suite

B Telephone number: 301-469-6195

City or town, state or province, country, and ZIP or foreign postal code: NAPLES, FL 34102

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,439,976.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	11,738.		N/A	
	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	55,313.	55,313.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,797.			
	b Gross sales price for all assets on line 6a 765,435.				
	7 Capital gain net income (from Part IV, line 2)		27,797.		
	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	94,848.	83,110.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,535.	0.		0.
	c Other professional fees STMT 3	9,123.	9,123.		0.
	17 Interest				
	18 Taxes STMT 4	7,201.	13.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	15.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	20,874.	9,136.		0.
	25 Contributions, gifts, grants paid	125,000.			125,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	145,874.	9,136.		125,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-51,026.			
	b **Net investment income** (if negative, enter -0-)		73,974.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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			
	2	Savings and temporary cash investments	470,008.	420,152.	420,152.
	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			
	10a	Investments - U.S and state government obligations STMT 6	20,061.	0.	0.
	b	Investments - corporate stock STMT 7	1,613,144.	1,692,459.	1,820,705.
	c	Investments - corporate bonds STMT 8	258,983.	98,731.	93,959.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	10,172.	110,000.	101,364.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)	0.	0.	3,796.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,372,368.	2,321,342.	2,439,976.
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			
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,372,368.	2,321,342.	
	30	**Total net assets or fund balances**	2,372,368.	2,321,342.	
	31	**Total liabilities and net assets/fund balances**	2,372,368.	2,321,342.	

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	2,372,368.
2	Enter amount from Part I, line 27a	2	-51,026.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,321,342.
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	2,321,342.

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	CAPITAL GAINS DIVIDENDS			
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	745,428.		737,638.	7,790.
b	20,007.			20,007.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				7,790.
b				20,007.
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	27,797.
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	N/A

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	125,000.	2,650,798.	.047156
2013	120,000.	2,464,500.	.048691
2012	140,000.	2,264,453.	.061825
2011	100,000.	2,307,435.	.043338
2010	116,500.	2,396,251.	.048618

2 Total of line 1, column (d)	2	.249628
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	.049926
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,566,919.
5 Multiply line 4 by line 3	5	128,156.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	740.
7 Add lines 5 and 6	7	128,896.
8 Enter qualifying distributions from Part XII, line 4	8	125,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,479.
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	1,479.
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	1,479.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	4,160.		
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	4,160.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	2,681.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶		2,681. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d 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?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD, FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	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 ▶ THE FOUNDATION Telephone no. ▶ 301-469-6195

Located at ▶ 231 11TH STREET S., NAPLES, FL ZIP+4 ▶ 34102

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(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
MARY GRACE DAY 231 11TH AVENUE SOUTH NAPLES, FL 34102	PRESIDENT 2.00	0.	0.	0.
LYNN MARIE BROWN 8511 RAPLEY PRESERVE CIRCLE POTOMAC, MD 20854	VICE-PRESIDENT 1.00	0.	0.	0.
GARY WAYNE DAY 8511 RAPLEY PRESERVE CIRCLE POTOMAC, MD 20854	VICE-PRESIDENT 1.00	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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2015)

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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	2,157,371.
b	Average of monthly cash balances	1b	448,638.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,606,009.
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	2,606,009.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,090.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,566,919.
6	**Minimum investment return** Enter 5% of line 5	6	128,346.

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	128,346.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 1,479.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,479.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	126,867.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	126,867.
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	126,867.

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	125,000.
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	125,000.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	125,000.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				126,867.
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				
b From 2011				
c From 2012 27,959.				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	27,959.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 125,000.				
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)	0.			
d Applied to 2015 distributable amount				125,000.
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).)	1,867.			1,867.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	26,092.			
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	26,092.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012 26,092.				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
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					
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BARNESVILLE SCHOOL 21830 PEACH TREE ROAD BARNESVILLE, MD 20838		CHARITABLE	EDUCATIONAL	25,000.
JOHNS HOPKINS SCHOOL OF MEDICINE 3400 N. CHARLES STREET BALTIMORE, MD 21218		CHARITABLE	MEDICAL RESEARCH	100,000.
Total			▶ 3a	125,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2015)

523611
11-24-15

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	55,313.	
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	27,797.	
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.		83,110.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 83,110.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

▶ Mary Brady | 7/30/16 | ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIC COHEN, CPA	E Cohen, CPA	6/30/16		P00501016

Firm's name ▶ E. COHEN AND COMPANY, CPAS — Firm's EIN ▶ 52-1754364

Firm's address ▶ ONE RESEARCH COURT, SUITE 101
ROCKVILLE, MD 20850 — Phone no. 301-917-6200

Form **990-PF** (2015)

523622
11-24-15

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	Employer identification number
THE DAYDREAMS FOUNDATION, INC.	20-8119196

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)

Name of organization	Employer identification number
THE DAYDREAMS FOUNDATION, INC.	20-8119196

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	MARY GRACE DAY 231 11TH AVENUE S. NAPLES, FL 34102	$ 11,738.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE DAYDREAMS FOUNDATION, INC.	20-8119196

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
THE DAYDREAMS FOUNDATION, INC.	20-8119196

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

(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

(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

(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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BNY MELLON	75,320.	20,007.	55,313.	55,313.	
TO PART I, LINE 4	75,320.	20,007.	55,313.	55,313.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,535.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,535.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES	9,121.	9,121.		0.
ADR FEES	2.	2.		0.
TO FORM 990-PF, PG 1, LN 16C	9,123.	9,123.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	13.	13.		0.
FEDERAL EXCISE TAX	7,188.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,201.	13.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNDERPAYMENT PENALTY	15.	0.		0.
TO FORM 990-PF, PG 1, LN 23	15.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY SECURITIES	1,692,459.	1,820,705.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,692,459.	1,820,705.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME SECURITIES	98,731.	93,959.
TOTAL TO FORM 990-PF, PART II, LINE 10C	98,731.	93,959.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	110,000.	101,364.
TOTAL TO FORM 990-PF, PART II, LINE 13		110,000.	101,364.

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
420,151 73	CRA (BNY Mellon, N A , Member FDIC) (Principal Holding)	$ 420,151.73	$ 420,151 73		$ 0 00	0 0%	17 3%
	Principal Cash	-308,075 29					
	Income Cash	308,075 29					
Total cash and cash equivalents		$ 420,151 73	$ 420,151 73	$ 0.00	$ 0.00		17 3%

Fixed income

Taxable

Individual securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,000	Metlife Inc DTD 5/29/2009 6 75% 6/1/2016 Moody's A3 S&P A-	$ 102 2910	$ 20,458 20	$ 23,730 80	$ -3,272 60	$ 1,350 00	6 6%	0 8%
Total taxable individual securities			$ 20,458 20	$ 23,730 80	$ -3,272 60	$ 1,350 00		0 8%

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,995 204	Dreyfus Inflation Adjusted Securities Fund	$ 12 2600	$ 73,501 20	$ 75,000 00	$ -1,498 80	$ 365 23	0 5%	3 0%
Total taxable pooled vehicle			$ 73,501 20	$ 75,000 00	$ -1,498 80	$ 365 23		3 0%
Total taxable fixed income			$ 93,959 40	$ 98,730 80	$ -4,771 40	$ 1,715 23		3 9%
Total fixed income			$ 93,959 40	$ 98,730 80	$ -4,771 40	$ 1,715 23		3 9%

Equities

U S large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
10	Allergan PLC (AGN)	$ 312 5000	$ 3,125 00	$ 1,930 35	$ 1,194 65	$ 0 00	0 0%	0 1%
16	Accenture PLC (ACN)	104 5000	1,672.00	1,549 32	122 68	35 20	2 1	0 1
332	Eaton Corp PLC (ETN)	52.0400	17,277 28	17,261 87	15 41	730 40	4 2	0 7
60	Ingersoll-Rand PLC (IR)	55 2900	3,317 40	1,947 70	1,369 70	69 60	2 1	0 1
120	Invesco Limited (IVZ)	33 4800	4,017 60	2,649 83	1,367 77	129 60	3 2	0 2
18	Avago Technologies (AVGO)	145 1500	2,612 70	991 47	1,621 23	31 68	1 2	0 1
930	AT&T Inc (T)	34 4100	32,001 30	31,960 07	41 23	1,785 60	5 6	1 3
30	Abbott Laboratories (ABT)	44 9100	1,347 30	1,312 97	34 33	31 20	2 3	0 1
190	Abbvie Inc (ABBV)	59 2400	11,255 60	10,229 73	1,025 87	433 20	3 9	0 5
20	Activision Blizzard Inc (ATVI)	38 7100	774 20	640 47	133 73	4 60	0 6	0 0
30	Adobe Systems Inc (ADBE)	93 9400	2,818 20	1,147 66	1,670 54	0 00	0 0	0 1
20	Agilent Technologies Inc (A)	41 8100	836 20	824 86	11 34	9 20	1 1	0 0
100	Ally Financial Inc (ALLY)	18 6400	1,864 00	2,213 49	-349 49	0 00	0 0	0 1
5	Alphabet, Inc (GOOGL)	778 0100	3,890 05	2,531 56	1,358 49	0 00	0 0	0 2
270	Altria Group Inc (MO)	58 2100	15,716 70	14,308 68	1,408 02	610 20	3 9	0 7
7	Amazon Com Inc (AMZN)	675 8900	4,731 23	1,804 10	2,927 13	0 00	0 0	0 2
10	American Tower Corporation (AMT)	96 9500	969 50	945 43	24 07	19 60	2 0	0 0
68	Amgen Inc (AMGN)	162 3300	11,038 44	10,198 44	840 00	272 00	2 5	0 5
3	Anacor Pharmaceuticals Inc (ANAC)	112.9700	338.91	401.26	-62.35	0.00	0 0	0 0
160	Analog Devices Inc (ADI)	55.3200	8,851 20	8,944 32	-93 12	256 00	2 9	0 4
114	Apple Inc (AAPL)	105 2600	11,999 64	8,192 63	3,807 01	237 12	2 0	0 5
1,090	Ares Capital Corporation (ARCC)	14 2500	15,532 50	19,500 79	-3,968.29	1,656 80	10 7	0 6
240	Bank Of America Corporation (BAC)	16.8300	4,039 20	3,960 77	78 43	48 00	1 2	0 2
9	Biomarin Pharmaceutical Inc (BMRN)	104.7600	942.84	960 16	-17 32	0 00	0 0	0 0
6	Biogen Idec Inc (BIIB)	306 3500	1,838 10	1,928 62	-90 52	0 00	0 0	0 1
340	Block H & R Inc (HRB)	33 3100	11,325 40	11,463 10	-137 70	272 00	2 4	0 5

Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
220	Bristol-Myers Squibb Company (BMY)	68 7900	15,133 80	10,531 47	4,602 33	334 40	2 2	0 6
17	CVS Caremark Corporation (CVS)	97 7700	1,662 09	1,736 35	-74 26	28 90	1 7	0 1
30	Capital One Financial Corporation (COF)	72.1800	2,165 40	1,613.82	551 58	48 00	2.2	0 1
20	Cardinal Health Inc (CAH)	89 2700	1,785 40	1,420 93	364 47	30 96	1 7	0 1
50	Celanese Corp (CE) Series A	67 3300	3,366.50	1,707.87	1,658.63	60 00	1 8	0 1
7	Celgene Corp (CELG)	119 7600	838 32	719 75	118 57	0 00	0 0	0 0
30	The Cheesecake Factory (CAKE)	46 1100	1,383 30	1,477 68	-94 38	24 00	1 7	0 1
172	Chevron Corporation (CVX)	89.9600	15,473 12	14,352.47	1,120.65	736.16	4 8	0 6
30	Cognizant Technology Solutions Corp (CTSH) Cl A	60 0200	1,800 60	1,847 82	-47 22	0 00	0 0	0 1
400	Comcast Corp Cl A (CMCSA)	56 4300	22,572 00	18,051 97	4,520 03	400 00	1 8	0 9
290	Conocophillips (COP)	46 6900	13,540 10	17,529 60	-3,989 50	858 40	6 3	0 6
13	Constellation Brands Inc-A (STZ)	142 4400	1,851 72	1,658 08	193 64	16 12	0 9	0 1
8	Costco Whsl Corp New (COST)	161 5000	1,292 00	700 93	591 07	12 80	1 0	0 1
20	The Walt Disney Company (DIS)	105 0800	2,101 60	708 67	1,392 93	28 40	1 4	0 1
110	Dominion Res Inc VA New (D)	67 6400	7,440 40	7,470 19	-29 79	284 90	3 8	0 3
380	Dow Chemical Co (DOW)	51 4800	19,562 40	14,079 73	5,482 67	699 20	3 6	0 8
240	DU Pont (E I) De Nemours And (DD) Company	66 6000	15,984 00	11,554 30	4,429 70	364 80	2 3	0 7
180	Duke Energy Corporation (DUK)	71 3900	12,850 20	10,909 20	1,941 00	594 00	4 6	0 5
20	Electronic Arts Inc (EA)	68 7200	1,374 40	730 41	643 99	0 00	0 0	0 1
50	Exelon Corp (EXC)	27 7700	1,388 50	1,707 79	-319 29	62 00	4 5	0 1
71	Exxon Mobil Corp (XOM)	77 9500	5,534 45	4,754 54	779 91	207 32	3 8	0 2
50	Facebook Inc (FB)	104 6600	5,233 00	3,175 40	2,057 60	0 00	0 0	0 2
440	Gallagher Arthur J & Co (AJG)	40 9400	18,013 60	17,245.65	767 95	651 20	3 6	0 7
760	General Electric Company (GE)	31 1500	23,674 00	12,846.99	10,827 01	699 20	3.0	1 0
50	Halliburton Co (HAL)	34 0400	1,702 00	1,594 48	107 52	36 00	2 1	0 1

Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
30	Harley Davidson Inc (HOG)	45 3900	1,361 70	1,751 50	-389 80	37 20	2 7	0 1
60	Hartford Finl Svcs Group Inc (HIG)	43 4600	2,607 60	2,188 78	418 82	50 40	1 9	0 1
22	Hershey Co (HSY)	89 2700	1,963 94	2,300 76	-336 82	51 30	2 6	0 1
30	Home Depot Inc (HD)	132 2500	3,967 50	978 50	2,989 00	70 80	1 8	0 2
40	Honeywell Intl Inc (HON)	103 5700	4,142 80	1,808 77	2,334 03	95 20	2 3	0 2
30	Illinois Tool Wks Inc (ITW)	92 6800	2,780 40	2,603 80	176 60	66 00	2 4	0 1
150	Intel Corp (INTC)	34 4500	5,167 50	4,363 77	803 73	144 00	2 8	0 2
14	Intercontinentalexchange Group, Inc.(ICE)	256 2600	3,587 64	1,834 75	1,752 89	42 00	1 2	0 2
158	Johnson & Johnson (JNJ)	102 7200	16,229 76	15,648 55	581 21	474 00	2 9	0 7
288	Kimberly Clark Corp (KMB)	127 3000	36,662 40	24,668 07	11,994 33	1,013 76	2 8	1 5
200	Lilly Eli & Co (LLY)	84 2600	16,852 00	16,352 84	499 16	408 00	2 4	0 7
176	Lockheed Martin Corp (LMT)	217 1500	38,218 40	13,080 33	25,138.07	1,161 60	3 0	1 6
180	Lowe's Companies Inc (LOW)	76 0400	13,687 20	6,794 65	6,892 55	201 60	1 5	0 6
20	Marathon Petroleum Corp (MPC)	51 8400	1,036.80	1,094 47	-57 67	25 60	2 5	0 0
202	Mc Donald's Corporation (MCD)	118 1400	23,864 28	21,117 14	2,747 14	719 12	3 0	1 0
230	Merck & Co Inc (MRK)	52.8200	12,148 60	12,324 75	-176 15	423 20	3 5	0 5
180	Microsoft Corporation (MSFT)	55.4800	9,986.40	7,820 39	2,166 01	259 20	2 6	0 4
16	Monster Beverage Corporation (MNST)	148 9600	2,383 36	1,352 90	1,030 46	0 00	0 0	0 1
250	National Grid PLC-SP ADR (NGG)	69 5400	17,385 00	11,860.33	5,524 67	822 25	4 7	0 7
780	Navient Corporation (NAVI)	11 4500	8,931 00	12,777 12	-3,846 12	499 20	5 6	0 4
157	Nextera Energy Inc (NEE)	103 8900	16,310 73	12,486 08	3,824 65	483 56	3 0	0 7
30	Nike Inc Class B Stock (NKE)	62 5000	1,875 00	1,663 66	211 34	19 20	1 0	0 1
310	Nucor Corp (NUE)	40 3000	12,493 00	14,448 42	-1,955 42	465 00	3 7	0 5
260	Occidental Petroleum Corp (OXY)	67 6100	17,578 60	20,027 09	-2,448 49	780 00	4 4	0 7
30	PNC Financial Services Group (PNC)	95 3100	2,859 30	1,729 18	1,130 12	61 20	2 1	0 1
379	Ppl Corp (PPL)	34 1300	12,935 27	10,854 19	2,081 08	572 29	4 4	0 5

Equities

U S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
10	Palo Alto Networks Inc (PANW)	176 1400	1,761 40	1,535 33	226 07	0 00	0 0	0 1
290	Pepsico Inc (PEP)	99.9200	28,976.80	20,568 98	8,407 82	814 90	2 8	1 2
770	Pfizer Inc (PFE)	32 2800	24,855 60	23,860 18	995 42	924 00	3 7	1 0
430	Philip Morris International Inc (PM)	87 9100	37,801 30	30,988 57	6,812 73	1,754 40	4 6	1 6
10	Phillips 66 (PSX)	81 8000	818 00	776.67	41 33	22 40	2 7	0 0
13	Pioneer Natural Resources Company (PXD)	125 3800	1,629 94	1,986 19	-356 25	1 04	0 1	0 1
150	The Procter & Gamble Company (PG)	79 4100	11,911 50	10,170 86	1,740 64	397 80	3 3	0 5
1,430	Regions Fin! Corp New (RF)	9 6000	13,728 00	13,768 76	-40 76	343 20	2 5	0 6
36	Salesforce Com Inc (CRM)	78 4000	2,822 40	846 36	1,976 04	0 00	0 0	0 1
220	Schlumberger Ltd (SLB)	69 7500	15,345 00	17,396 72	-2,051 72	440 00	2 9	0 6
70	Schwab Charles Corp New (SCHW)	32 9300	2,305 10	2,239 16	65 94	16 80	0 7	0 1
204	Sempra Energy (SRE)	94 0100	19,178 04	20,221 58	-1,043 54	571 20	3 0	0 8
30	Servicenow, Inc (NOW)	86 5600	2,596 80	1,300 31	1,296 49	0 00	0 0	0 1
12	3M Co (MMM)	150 6400	1,807 68	1,710 39	97 29	49 20	2 7	0 1
350	Time Warner Inc (TWX)	64 6700	22,634 50	26,474 69	-3,840 19	490 00	2 2	0 9
31	Union Pac Corp (UNP)	78 2000	2,424 20	1,809 92	614 28	68 20	2 8	0 1
130	United Parcel Service Cl B (UPS)	96 2300	12,509 90	9,297 60	3,212 30	379 60	3 0	0 5
30	United Technologies Corp (UTX)	96 0700	2,882 10	2,206 50	675 60	76 80	2 7	0 1
11	Universal Health Services Inc Cl B (UHS)	119 4900	1,314 39	1,526 80	-212 41	4 40	0 3	0 1
290	Valero Energy Corp New (VLO)	70 7100	20,505 90	13,942 36	6,563 54	580 00	2 8	0 8
380	Verizon Communications Inc (VZ)	46 2200	17,563.60	16,558 19	1,005 41	858.80	4.9	0 7
30	Visa Inc-Class A Shrs (V)	77.5500	2,326 50	2,298.43	28 07	16 80	0 7	0 1
30	Voya Financial Inc (VOYA)	36 9100	1,107 30	1,205 05	-97 75	1.20	0 1	0 1
50	Wells Fargo & Company (WFC)	54 3600	2,718 00	1,775 81	942 19	75.00	2 8	0 1
290	Yum! Brands Inc (YUM)	73.0500	21,184 50	20,891.84	292.66	533 60	2 5	0 9
Total U S large cap			$ 931,580 02	$ 789,213 78	$ 142,366 24	$ 30,173.78		38 3%

U S mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
12,936 1	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	$ 13 9200	$ 180,070 51	$ 160,000 00	$ 20,070 51	$ 236 73	0 1%	7 4%
Total U.S mid cap			$ 180,070 51	$ 160,000 00	$ 20,070 51	$ 236 73		7 4%

U S small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,052 131	Dreyfus Select Managers Small Cap (DSGYX) Growth Fund	$ 21 7800	$ 88,255 41	$ 90,000 00	$ -1,744 59	$ 0 00	0 0%	3 6%
1,490 169	Dreyfus Select Managers Small Cap (DMVYX) Value Fund	19 5000	29,058 30	32,000 00	-2,941 70	94 92	0 3	1 2
Total U S small cap			$ 117,313 71	$ 122,000 00	$ -4,686 29	$ 94 92		4 8%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
13	Anheuser Busch Inbev Spn (BUD)	$ 125.0000	$ 1,625 00	$ 1,403 28	$ 221 72	$ 41 91	2 6%	0 1%
5,015 045	Dreyfus Diversified International (DFPIX) Fund	10 8500	54,413 24	50,000 00	4,413 24	501 50	0 9	2 2
12,949 494	Dreyfus International Stock Fund (DISYX)	14.2300	184,271 30	175,000.00	9,271.30	2,991 33	1.6	7 6
Total developed international			$ 240,309 54	$ 226,403 28	$ 13,906 26	$ 3,534 74		9 9%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
15,069 206	BNY Mellon Emerging Markets Fund (MEMKX)	$ 7 7200	$ 116,334 27	$ 170,000 00	$ -53,665 73	$ 1,122 66	1 0%	4 8%
Total emerging markets			$ 116,334 27	$ 170,000 00	$ -53,665 73	$ 1,122 66		4 8%

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
13,927 576	Dreyfus Global Real Estate (DRLYX) Securities Fund	$ 8 5900	$ 119,637 88	$ 100,000.00	$ 19,637 88	$ 2,896 94	2 4%	4 9%
1,230	New Residential Investment Corp (NRZ)	12 1600	14,956 80	16,276 94	-1,320 14	2,263 20	15 1	0 6
900	Starwood Property Trust Inc (STWD)	20 5600	18,504 00	19,633 81	-1,129 81	1,728 00	9 3	0 8
Total equity reits			$ 153,098 68	$ 135,910 75	$ 17,187 93	$ 6,888 14		6 3%

Adj. basis is 15,974 due to spin-off

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
113	American Tower Corp Preferred Convertible Until 5/15/2017	$ 102 2600	$ 11,555 38	$ 12,200 12	$ -644 74	$ 593 25	5 1%	0 5%
108	American Tower Corp Preferred Convertible Until 02/15/2018	101 0000	10,908 00	10,784 43	123 57	594 00	5 5	0 5
330	Anadarko Petroleum Corp Preferred Convertible Until 6/7/2018	33 9500	11,203 50	13,854 72	-2,651 22	1,237 50	11 1	0 5
320	Dominion Res Inc VA Preferred	53 6700	17,174 40	16,769 24	405 16	960 00	5 6	0 7
110	Dynegy Inc	50 6700	5,573 70	11,227 11	-5,653 41	591 25	10 6	0 2
310	Exelon Corppreferred Convertible Until 6/1/2017	40 4700	12,545 70	16,190 87	-3,645 17	1,007 50	8 0	0 5
111	Stanley Black & Decker I Preferred Convertible Until 11/17/2016	117 4600	13,038 06	11,564 83	1,473 23	693 75	5 3	0 5
Total other equity			$ 81,998 74	$ 92,591 32	$ -10,592 58	$ 5,677 25		3 4%
Total equities			$ 1,820,705 47	$ 1,696,119.13	$ 124,586 34	$ 47,728 22		74 7%

Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,683 857	Dreyfus Global Real Return Fund	$ 13 9500	$ 51,389 81	$ 55,000 00	$ -3,610 19	$ 2,670 80	5 2%	2 1%

Alternative investments
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,696 84	ASG Global Alternatives Fund-Y	10 6400	49,974 38	55,000 00	-5,025 62	0 00	0 0	2 1
Total alternative investments			$ 101,364 19	$ 110,000 00	$ -8,635.81	$ 2,670 80		4 2%
Total assets			$ 2,436,180 79	$ 2,325,001 66	$ 111,179 13	$ 52,114 25		100 0%

1 - 0		
1 - 1	FMV per above	2,436,180.00 +
1 - 2	Accrued income	3,796.00 +
1 - T	Total	2,439,976.00 *

1 - 0		
1 - 1	Book value per above	2,325,002.00 +
1 - 2	Adj. basis for spin-off	3,660.00 -
1 - T	Total	2,321,342.00 *