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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052





2015


Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

| | | | |
|--|--|---|--|
| Name of foundation FREAS FND 1871001360 | | A Employer identification number 22-1714810 | |
| Number and street (or P O box number if mail is not delivered to street address) 1340 BROADCASTING ROAD SUITE 100 | | B Telephone number (see instructions) (215) 412-8572 | |
| City or town, state or province, country, and ZIP or foreign postal code WYOMISSING, PA 19610 | | 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 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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 | | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,804,753 | | J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i> | | Revenue and expenses per books (a) | Net investment income (b) | Adjusted net income (c) | Disbursements for charitable purposes (d) (cash basis only) |
|---|---|---------------------------------------|------------------------------|----------------------------|--|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 205 | 205 | 205 | |
| | 4 Dividends and interest from securities | 79,725 | 79,904 | 73,594 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 158,716 | | | |
| | b Gross sales price for all assets on line 6a 762,706 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 158,716 | | |
| | 8 Net short-term capital gain | | | 0 | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 7,929 | 7,929 | 7,929 | |
| | 12 Total. Add lines 1 through 11 | 246,575 | 246,754 | 81,728 | |
| | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | 0 | 0 | 0 |
| | 15 Pension plans, employee benefits | | 0 | 0 | |
| | 16a Legal fees (attach schedule). | | | | 0 |
| | b Accounting fees (attach schedule). | 500 | 0 | 0 | 0 |
| | c Other professional fees (attach schedule) | 16,157 | 16,157 | 16,157 | 0 |
| | 17 Interest | | | | 0 |
| | 18 Taxes (attach schedule) (see instructions) . . . | 4,698 | 576 | | 0 |
| | 19 Depreciation (attach schedule) and depletion . . | 0 | 0 | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings. | | 0 | 0 | |
| | 22 Printing and publications | | 0 | 0 | |
| | 23 Other expenses (attach schedule). | 924 | | 924 | |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 22,279 | 16,733 | 17,081 | 0 |
| | 25 Contributions, gifts, grants paid | 199,800 | | | 199,800 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 222,079 | 16,733 | 17,081 | 199,800 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 24,496 | | | |
| | b Net investment income (if negative, enter -0-) | | 230,021 | | |
| | c Adjusted net income (if negative, enter -0-) . . . | | | 64,647 | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|---|--|-------------------|---|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 10 | 47 | 47 |
| | 2 | Savings and temporary cash investments | 90,952 | 93,080 | 93,080 |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | 0 | 0 |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0 | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | 372 | 720 | 720 |
| | 10a | Investments—U S and state government obligations (attach schedule) | 694,674 |  674,784 | 674,192 |
| | b | Investments—corporate stock (attach schedule) | 1,198,286 |  1,231,432 | 1,724,038 |
| | c | Investments—corporate bonds (attach schedule) | 416,920 |  421,137 | 421,752 |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans. | | | |
| | 13 | Investments—other (attach schedule) | 746,179 |  750,688 | 890,924 |
| | 14 | Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| 15 | Other assets (describe ▶ _____) | | | | |
| 16 | Total assets(to be completed by all filers—see the instructions Also, see page 1, item I) | 3,147,393 | 3,171,888 | 3,804,753 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule). | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities(add lines 17 through 22) | | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | 3,147,393 | 3,171,888 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances(see instructions) | 3,147,393 | 3,171,888 | |
| 31 | Total liabilities and net assets/fund balances(see instructions) | 3,147,393 | 3,171,888 | | |

| 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 | 3,147,393 |
| 2 | Enter amount from Part I, line 27a | 2 | 24,496 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 3,171,889 |
| 5 | Decreases not included in line 2 (itemize) ▶  _____ | 5 | 1 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 3,171,888 |

Part IV

Capital Gains and Losses for Tax on Investment Income

| | | | | |
|--|---------------------------|--|--------------------------------------|----------------------------------|
| List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | | How acquired P—Purchase (b) D—Donation | Date acquired (c) (mo , day, yr) | Date sold (d) (mo , day, yr) |
| 1a | See Additional Data Table | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | | | |
|---|--------------------------------------|---|--|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h)) |
| (i) F M V as of 12/31/69 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|---|--|--|---|---------|
| 2 | Capital gain net income or (net capital loss) | <div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div> | 2 | 158,716 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div> | | 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 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 | 181,954 | 4,096,555 | 0 044416 |
| 2013 | 170,676 | 3,736,275 | 0 045681 |
| 2012 | 162,337 | 3,465,932 | 0 046838 |
| 2011 | 152,297 | 3,360,637 | 0 045318 |
| 2010 | 135,348 | 3,153,174 | 0 042924 |

| | | | |
|---|---|---|-----------|
| 2 | Total of line 1, column (d). | 2 | 0 225177 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 045035 |
| 4 | Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. | 4 | 3,967,820 |
| 5 | Multiply line 4 by line 3. | 5 | 178,691 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 2,300 |
| 7 | Add lines 5 and 6. | 7 | 180,991 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 199,800 |

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2.

3

2,300

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

2,300

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

4,672

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

0

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

4,672

8

Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

0

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

2,372

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 2,300 **Refunded** ☒ 72

11

72

Part VII-AStatements Regarding Activities

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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

2

No

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

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

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

Yes

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

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
☒ PA _____

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

Yes

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

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

| | | | | |
|----|--|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 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 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address | 13 | Yes | |
| 14 | The books are in care of NATIONAL PENN INVESTORS TRUST CO Telephone no (610) 372-6414 Located at 1340 BROADCASTING ROAD SUITE 100 WYOMISSING PA ZIP+4 19610 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year. | 15 | | |
| 16 | At any time during calendar year 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country | 16 | Yes | No |

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 | | |
| 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 | | No |
| 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 20 , 20 , 20 , 20 | <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 | | No |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20 | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <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 | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| 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 | | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A) ? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☒ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes ☒ No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

5b

6b

7b

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|---|---|---|---------------------------------------|
| LAWRENCE FREAS 4425 EDGEHAM COURT EARLYSVILLE, VA 22936 | TREASURER 0 | 0 | | |
| NANCY PRATT 2811 St Regis Dr North Chesterfield, VA 23236 | VICE PRESIDENT 0 | 0 | | |
| SUSAN MAGARGEE 484 STEELE HOLLOW JULIAN, PA 16844 | SECRETARY 0 | 0 | | |
| DONALD FREAS 515 Flora Vista Rd NE Olympia, WA 985062856 | PRESIDENT 0 | 0 | | |

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

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

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

0

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Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 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 |
|--|----------|
| 1COMMONS OF FERTILE GROUND / TEDX OLYMPIA 120 STATE AVENUE NE OLYMPIA, WA 98501 | 5,000 |
| 2HYPATIA IN THE WOODS PO BOX 58 SHELTON, WA 98584 | 2,950 |
| 3HEARTS FOR THE HOMELESS STATE COLLEGE STATE COLLEGE, PA 16801 RICHMOND, VA 23230 | 5,000 |
| 4TAYLOR WATKINS CERAMIC AWARD 107 BORLAND BUILDING UNIVERSITY PARK, PA 16802 | 1,000 |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | |

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 | 3,888,574 |
| b | Average of monthly cash balances. | 1b | 139,670 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 4,028,244 |
| 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 | 4,028,244 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 60,424 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 3,967,820 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 198,391 |

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 | 198,391 |
| 2a | Tax on investment income for 2015 from Part VI, line 5. | 2a | 2,300 |
| b | Income tax for 2015 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 2,300 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 196,091 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 196,091 |
| 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 | 196,091 |

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 | 199,800 |
| 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 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 199,800 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | 2,300 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 197,500 |

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 | | | | 196,091 |
| 2 Undistributed income, if any, as of the end of 2015 | | | | |
| a Enter amount for 2014 only. | | | 199,798 | |
| b Total for prior years 2013 , 20____ , 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2015 | | | | |
| a From 2010. | 0 | | | |
| b From 2011. | 0 | | | |
| c From 2012. | 0 | | | |
| d From 2013. | 0 | | | |
| e From 2014. | 0 | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ _____ 199,800 | | | | |
| a Applied to 2014, but not more than line 2a | | | 199,798 | |
| 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. | | | | 2 |
| 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).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 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 instructions | | | 0 | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. | | | | 196,089 |
| 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 (see instructions). . . | 0 | | | |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2011. | 0 | | | |
| b Excess from 2012. | 0 | | | |
| c Excess from 2013. | 0 | | | |
| d Excess from 2014. | 0 | | | |
| e Excess from 2015. | 0 | | | |

Part XIV

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

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

NONE

NONE

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

a The name, address, and telephone number or email 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

Form **990-PF** (2015)

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 Paid during the year See Additional Data Table | | | | |
| Total | | | 3a | 199,800 |
| b Approved for future payment | | | | |
| Total | | | 3b | |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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) | | No |
| (2) Other assets. | 1a(2) | | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | 1b(3) | | No |
| (4) Reimbursement arrangements. | 1b(4) | | No |
| (5) Loans or loan guarantees. | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | | No |

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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

**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.

* * * * *

2016-04-22

* * * * *

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 2016-04-22 | Check if self-employed <input checked="" type="checkbox"/> | PTIN |
| Firm's name <input checked="" type="checkbox"/> NATIONAL PENN INVESTORS TRUST CO | | | Firm's EIN <input checked="" type="checkbox"/> | |
| Firm's address <input checked="" type="checkbox"/> 1340 BROADCASTING ROAD SUITE 100 WYOMISSING, PA 19610 | | | Phone no (610) 372-6414 | |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 15 ADVANCE AUTO PARTS INC | | 2011-09-20 | 2015-10-16 |
| 50 AMETEK INC COM | | 2010-09-13 | 2015-05-04 |
| 25 AMETEK INC COM | | 2010-09-13 | 2015-10-16 |
| 125 APPLE INC COM | | 2011-04-07 | 2015-05-08 |
| 5 ARCHER DANIELS MIDLAND CO COM | | 2015-02-12 | 2015-10-16 |
| 405 ARCHER DANIELS MIDLAND CO COM | | 2015-02-12 | 2015-11-11 |
| 540 BB&T CORPORATION COM | | 2015-02-12 | 2015-08-25 |
| 405 BB&T CORPORATION COM | | 2015-05-08 | 2015-08-25 |
| 30 BALL CORP | | 2011-03-07 | 2015-10-16 |
| 55 BAXALTA INC COM | | 2014-07-21 | 2015-07-17 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 2,871 | | 946 | 1,925 |
| 2,652 | | 1,017 | 1,635 |
| 1,345 | | 508 | 837 |
| 15,818 | | 6,024 | 9,794 |
| 228 | | 237 | -9 |
| 16,315 | | 19,180 | -2,865 |
| 19,223 | | 20,641 | -1,418 |
| 14,417 | | 15,781 | -1,364 |
| 1,996 | | 1,075 | 921 |
| 1,762 | | 1,925 | -163 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 1,925 |
| | | | 1,635 |
| | | | 837 |
| | | | 9,794 |
| | | | -9 |
| | | | -2,865 |
| | | | -1,418 |
| | | | -1,364 |
| | | | 921 |
| | | | -163 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 385 BAXALTA INC COM | | 2011-07-05 | 2015-07-17 |
| 55 BAXTER INTL INC COM | | 2014-07-21 | 2015-07-17 |
| 385 BAXTER INTL INC COM | | 2011-07-05 | 2015-07-17 |
| 15 BEMIS COMPANY COM | | 2015-01-09 | 2015-10-16 |
| 15 BIG LOTS INC | | 2013-12-02 | 2015-10-16 |
| 30 BROADRIDGE FINL SOL LLC COM | | 2010-09-13 | 2015-10-16 |
| 35 BROWN & BROWN INC COM | | 2014-08-25 | 2015-10-16 |
| 50 CADENCE DESIGN SYSTEMS, INC COM | | 2012-11-28 | 2015-10-16 |
| 213 CHEVRONTEXACO CORP COM | | 2009-06-06 | 2015-02-12 |
| 20 CHURCH AND DWIGHT CO INC COM | | 2011-05-05 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 12,331 | | 10,657 | 1,674 |
| 2,073 | | 2,258 | -185 |
| 14,513 | | 12,505 | 2,008 |
| 623 | | 685 | -62 |
| 718 | | 580 | 138 |
| 1,741 | | 675 | 1,066 |
| 1,092 | | 1,133 | -41 |
| 1,064 | | 645 | 419 |
| 23,425 | | 14,993 | 8,432 |
| 1,763 | | 823 | 940 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 1,674 |
| | | | -185 |
| | | | 2,008 |
| | | | -62 |
| | | | 138 |
| | | | 1,066 |
| | | | -41 |
| | | | 419 |
| | | | 8,432 |
| | | | 940 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 55 CISCO SYSTEMS INC COM | | 2013-02-25 | 2015-10-16 |
| 25 COLGATE PALMOLIVE CO COM | | 2013-05-08 | 2015-10-16 |
| 40 COMMERCE BANCSHARES INC COM | | 2013-02-25 | 2015-10-16 |
| 9 COMMERCE BANCSHARES INC COM | | 2013-02-25 | 2015-12-14 |
| 17 967 CONESTOGA SMALL CAP INSTITUTIONAL | | 2010-08-02 | 2015-10-16 |
| 30000 COSTCO WHSL CORP NEW DTD 02/20/2007 5 5% | | 2011-04-15 | 2015-03-24 |
| 15 CRANE CO COM | | 2014-07-08 | 2015-10-16 |
| 100 CRANE CO COM | | 2014-01-08 | 2015-12-16 |
| 30 DELUXE CORPORATION COM | | 2013-04-01 | 2015-10-16 |
| 10 DICK'S SPORTING GOODS INC | | 2015-05-04 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 1,543 | | 1,156 | 387 |
| 1,669 | | 1,508 | 161 |
| 1,764 | | 1,530 | 234 |
| 37 | | 30 | 7 |
| 640 | | 335 | 305 |
| 32,740 | | 34,409 | -1,669 |
| 721 | | 1,089 | -368 |
| 4,621 | | 6,801 | -2,180 |
| 1,817 | | 1,240 | 577 |
| 477 | | 557 | -80 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 387 |
| | | | 161 |
| | | | 234 |
| | | | 7 |
| | | | 305 |
| | | | -1,669 |
| | | | -368 |
| | | | -2,180 |
| | | | 577 |
| | | | -80 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 30 DISCOVER FINANCIAL SERVICES COM | | 2011-07-05 | 2015-10-16 |
| 130 EXXON MOBIL CORPORATION COM | | 1983-12-22 | 2015-05-08 |
| 5 EXXON MOBIL CORPORATION COM | | 1983-12-22 | 2015-10-16 |
| 110 EXXON MOBIL CORPORATION COM | | 1983-12-22 | 2015-11-11 |
| 15 FACTSET RESEARCH SYSTEMS INC COM | | 2010-09-13 | 2015-10-16 |
| 25000 FNMA NOTE DTD 04/16/2007 5% 05/11/2017 | | 2010-12-02 | 2015-01-27 |
| 10 FOOT LOCKER INC COM | | 2015-01-09 | 2015-10-16 |
| 15 ARTHUR J GALLAGHER & CO COM | | 2011-12-05 | 2015-10-16 |
| 25 GENUINE PARTS CO COM | | 2014-08-25 | 2015-10-16 |
| 25000 GLAXOSMITHKLINE CAP INC DTD 05/13/2008 5 | | 2010-12-02 | 2015-03-17 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 1,671 | | 805 | 866 |
| 11,480 | | 12,103 | -623 |
| 410 | | 13 | 397 |
| 8,974 | | 295 | 8,679 |
| 2,476 | | 1,245 | 1,231 |
| 27,400 | | 28,440 | -1,040 |
| 701 | | 568 | 133 |
| 640 | | 481 | 159 |
| 2,074 | | 2,208 | -134 |
| 28,154 | | 28,623 | -469 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 866 |
| | | | -623 |
| | | | 397 |
| | | | 8,679 |
| | | | 1,231 |
| | | | -1,040 |
| | | | 133 |
| | | | 159 |
| | | | -134 |
| | | | -469 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 100 GLOBAL PAYMENTS INC COM | | 2014-03-07 | 2015-01-09 |
| 5 HSN INC COM | | 2015-01-09 | 2015-10-16 |
| 40 HANCOCK HOLDING CO COM | | 2014-01-08 | 2015-10-16 |
| 235 HANCOCK HOLDING CO COM | | 2014-01-08 | 2015-12-09 |
| 30 HANCOCK HOLDING CO COM | | 2015-07-17 | 2015-12-09 |
| 60 HANESBRANDS INC COM | | 2013-06-25 | 2015-10-16 |
| 215 HANESBRANDS INC COM | | 2013-06-25 | 2015-11-11 |
| 20 HARRIS CORPORATION COM | | 2010-09-13 | 2015-10-16 |
| 145 HEALTH NET INC COM | | 2014-08-25 | 2015-07-17 |
| 426 079 HENDERSON INTERNATIONAL OPPORTUNITIES FU | | 2012-11-08 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 8,525 | | 7,271 | 1,254 |
| 297 | | 381 | -84 |
| 1,068 | | 1,465 | -397 |
| 6,033 | | 8,277 | -2,244 |
| 770 | | 886 | -116 |
| 1,724 | | 759 | 965 |
| 6,747 | | 2,721 | 4,026 |
| 1,530 | | 1,113 | 417 |
| 9,917 | | 6,431 | 3,486 |
| 11,487 | | 9,318 | 2,169 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 1,254 |
| | | | -84 |
| | | | -397 |
| | | | -2,244 |
| | | | -116 |
| | | | 965 |
| | | | 4,026 |
| | | | 417 |
| | | | 3,486 |
| | | | 2,169 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 15 HOLLYFRONTIER CORP COM | | 2014-08-25 | 2015-10-16 |
| 20 HORMEL FOODS CORP COM | | 2010-09-13 | 2015-10-16 |
| 15 HUBBELL INC CL B COM | | 2010-09-13 | 2015-10-16 |
| 55 INTEL CORP COM | | 2012-02-08 | 2015-10-16 |
| 200 INTERNATIONAL BUS MACHS CORP COM | | 2005-09-25 | 2015-05-08 |
| 5 JOHNSON & JOHNSON COM | | 2015-07-17 | 2015-10-16 |
| 30 J2 GLOBAL INC | | 2014-07-08 | 2015-10-16 |
| 45 J2 GLOBAL INC | | 2010-09-13 | 2015-11-11 |
| 10 L-3 COMMUNICATIONS HOLDINGS COM | | 2010-09-13 | 2015-10-16 |
| 20 LABORATORY CRP OF AMER HLDGS COM | | 2014-08-25 | 2015-05-08 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 756 | | 763 | -7 |
| 1,311 | | 445 | 866 |
| 1,304 | | 725 | 579 |
| 1,811 | | 1,476 | 335 |
| 34,477 | | 12,408 | 22,069 |
| 490 | | 501 | -11 |
| 2,214 | | 1,515 | 699 |
| 3,554 | | 1,162 | 2,392 |
| 1,104 | | 667 | 437 |
| 2,372 | | 2,143 | 229 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | -7 |
| | | | 866 |
| | | | 579 |
| | | | 335 |
| | | | 22,069 |
| | | | -11 |
| | | | 699 |
| | | | 2,392 |
| | | | 437 |
| | | | 229 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 30 LABORATORY CRP OF AMER HLDGS COM | | 2013-05-23 | 2015-05-08 |
| 80 LABORATORY CRP OF AMER HLDGS COM | | 2013-05-23 | 2015-07-17 |
| 300 LABORATORY CRP OF AMER HLDGS COM | | 2010-11-29 | 2015-11-11 |
| 10 LABORATORY CRP OF AMER HLDGS COM | | 2015-10-16 | 2015-11-11 |
| 40 MSCI INC COM | | 2014-01-08 | 2015-03-26 |
| 100 MSCI INC COM | | 2014-01-08 | 2015-05-04 |
| 30 MACYS INC | | 2013-03-13 | 2015-10-16 |
| 35 MARSH & MCLENNAN CO COM | | 2012-08-27 | 2015-10-16 |
| 15 MCCORMICK & COMPANY INC NON VTG SHS COM | | 2014-12-11 | 2015-10-16 |
| 10 MCKESSON HBOC INC COM | | 2011-03-15 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 3,559 | | 3,006 | 553 |
| 9,791 | | 8,017 | 1,774 |
| 36,588 | | 26,171 | 10,417 |
| 1,220 | | 1,170 | 50 |
| 2,383 | | 1,750 | 633 |
| 6,233 | | 4,374 | 1,859 |
| 1,514 | | 1,763 | -249 |
| 1,881 | | 1,201 | 680 |
| 1,242 | | 1,100 | 142 |
| 1,945 | | 764 | 1,181 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 553 |
| | | | 1,774 |
| | | | 10,417 |
| | | | 50 |
| | | | 633 |
| | | | 1,859 |
| | | | -249 |
| | | | 680 |
| | | | 142 |
| | | | 1,181 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 20 MEDNAX INC COM | | 2014-03-07 | 2015-10-16 |
| 20 MEREDITH CORP COM | | 2015-05-21 | 2015-10-16 |
| 50 MICROSOFT CORP COM | | 2010-11-29 | 2015-10-16 |
| 245 MICROSOFT CORP COM | | 2010-11-29 | 2015-11-11 |
| 60 MINERALS TECHNOLOGIES INC COM | | 2012-09-05 | 2015-03-26 |
| 45 OLIN CORP COM | | 2014-08-25 | 2015-01-09 |
| 355 OLIN CORP COM | | 2014-04-04 | 2015-01-09 |
| 130 OMNICARE INC COM | | 2012-04-10 | 2015-05-21 |
| 45 ORACLE CORP COM | | 2011-03-15 | 2015-10-16 |
| 5 PANERA BREAD COMPANY CL A COM | | 2010-09-13 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 1,607 | | 1,241 | 366 |
| 890 | | 1,064 | -174 |
| 2,363 | | 1,272 | 1,091 |
| 13,153 | | 6,233 | 6,920 |
| 4,307 | | 2,068 | 2,239 |
| 999 | | 1,247 | -248 |
| 7,877 | | 9,922 | -2,045 |
| 12,495 | | 4,443 | 8,052 |
| 1,673 | | 1,387 | 286 |
| 943 | | 435 | 508 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 366 |
| | | | -174 |
| | | | 1,091 |
| | | | 6,920 |
| | | | 2,239 |
| | | | -248 |
| | | | -2,045 |
| | | | 8,052 |
| | | | 286 |
| | | | 508 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 15 PAREXEL INTERNATIONAL CORP COM | | 2015-07-17 | 2015-10-16 |
| 15 PEPSICO INC COM | | 2012-02-08 | 2015-10-16 |
| 15 QUALCOMM INC COM | | 2014-01-06 | 2015-10-16 |
| 15 RAYTHEON CO COM NEW | | 2012-08-27 | 2015-10-16 |
| 140 ROSS STORES COM | | 2010-09-13 | 2015-01-09 |
| 34 715 T ROWE PRICE INTERNATIONAL DISCOVERY FUN | | 2014-02-06 | 2015-10-16 |
| 140 SCHLUMBERGER LTD COM | | 2014-07-21 | 2015-02-12 |
| 15 SILGAN HOLDINGS INC COM | | 2015-03-26 | 2015-10-16 |
| 10 SIRONA DENTAL SYSTEMS INC COM | | 2015-05-21 | 2015-10-16 |
| 10 SYNOPSYS INC COM | | 2015-07-17 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 946 | | 1,003 | -57 |
| 1,495 | | 1,001 | 494 |
| 893 | | 1,091 | -198 |
| 1,660 | | 848 | 812 |
| 13,351 | | 3,707 | 9,644 |
| 1,921 | | 1,900 | 21 |
| 12,103 | | 15,869 | -3,766 |
| 833 | | 857 | -24 |
| 1,035 | | 981 | 54 |
| 483 | | 507 | -24 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | -57 |
| | | | 494 |
| | | | -198 |
| | | | 812 |
| | | | 9,644 |
| | | | 21 |
| | | | -3,766 |
| | | | -24 |
| | | | 54 |
| | | | -24 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 30 TJX COMPANIES INC COM | | 2011-04-08 | 2015-10-16 |
| 130 TORCHMARK CORP COM | | 2013-04-18 | 2015-02-12 |
| 5 TORCHMARK CORP COM | | 2013-04-18 | 2015-10-16 |
| 25 TORO CO COM | | 2010-09-13 | 2015-10-16 |
| 40 TRUSTMARK CORP COM | | 2015-05-04 | 2015-10-16 |
| 15 TUPPERWARE BRANDS CORP COM | | 2010-09-13 | 2015-10-16 |
| 50 U S BANCORP COM | | 2012-11-02 | 2015-10-16 |
| 15 UNION PACIFIC CORP COM | | 2013-02-25 | 2015-10-16 |
| 35000 US TREASURY NOTE DTD 12/02/2013 1 25% 11 | | 2013-12-23 | 2015-12-09 |
| 25000 US TREASURY NOTE DTD 12/31/2014 2 125% 1 | | 2015-01-27 | 2015-12-09 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 2,166 | | 762 | 1,404 |
| 6,936 | | 5,087 | 1,849 |
| 290 | | 196 | 94 |
| 1,818 | | 673 | 1,145 |
| 954 | | 959 | -5 |
| 832 | | 647 | 185 |
| 2,050 | | 1,675 | 375 |
| 1,395 | | 1,030 | 365 |
| 34,989 | | 34,348 | 641 |
| 25,266 | | 25,824 | -558 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 1,404 |
| | | | 1,849 |
| | | | 94 |
| | | | 1,145 |
| | | | -5 |
| | | | 185 |
| | | | 375 |
| | | | 365 |
| | | | 641 |
| | | | -558 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 30000 US TREASURY NOTE DTD 08/16/2010 2 625% 0 | | 2011-08-18 | 2015-12-09 |
| 25000 US TREASURY NOTE DTD 03/31/2011 2 875% 0 | | 2011-04-15 | 2015-12-09 |
| 15 UNITED TECHNOLOGIES CORP COM | | 2011-03-15 | 2015-10-16 |
| 85 UNITED THERAPEUTICS CORP COM | | 2013-09-25 | 2015-05-04 |
| 155 V F CORPORATION COM | | 2011-03-15 | 2015-05-08 |
| 80 V F CORPORATION COM | | 2010-11-29 | 2015-11-11 |
| 35 V F CORPORATION COM | | 2015-10-16 | 2015-11-11 |
| 20 VALSPAR CORPORATION COM | | 2011-03-24 | 2015-10-16 |
| 25 WADDELL & REED FINANCIAL INC CL A COM | | 2013-09-25 | 2015-10-16 |
| 20 WALGREENS BOOTS ALLIANCE INC COM | | 2009-06-09 | 2015-10-16 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 31,261 | | 31,589 | -328 |
| 26,012 | | 26,022 | -10 |
| 1,392 | | 1,181 | 211 |
| 14,489 | | 6,539 | 7,950 |
| 11,150 | | 3,681 | 7,469 |
| 5,300 | | 1,870 | 3,430 |
| 2,319 | | 2,543 | -224 |
| 1,550 | | 980 | 570 |
| 844 | | 1,302 | -458 |
| 1,759 | | 625 | 1,134 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | -328 |
| | | | -10 |
| | | | 211 |
| | | | 7,950 |
| | | | 7,469 |
| | | | 3,430 |
| | | | -224 |
| | | | 570 |
| | | | -458 |
| | | | 1,134 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| List and describe the kind(s) of property sold (e g , real estate, (a) 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) |
|--|---|---|-------------------------------------|
| 15 WATSCO INC COM | | 2013-02-25 | 2015-10-16 |
| 35 WEBSTER FINANCIAL CORP COM | | 2015-05-21 | 2015-10-16 |
| 15 WORLD FUEL SERVICES CORP COM | | 2010-09-13 | 2015-10-16 |
| 30 ZEBRA TECHNOLOGIES CORP CL A COM | | 2013-02-25 | 2015-05-21 |
| 85 ZEBRA TECHNOLOGIES CORP CL A COM | | 2013-02-25 | 2015-07-17 |
| 715 MEDTRONIC PLC COM | | 2014-07-21 | 2015-07-17 |
| 20 TE CONNECTIVITY LTD COM | | 2013-05-08 | 2015-10-16 |
| CAPITAL GAIN DIVIDENDS | P | | |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 1,901 | | 1,161 | 740 |
| 1,230 | | 1,332 | -102 |
| 590 | | 580 | 10 |
| 3,231 | | 1,347 | 1,884 |
| 9,570 | | 3,816 | 5,754 |
| 54,570 | | 44,779 | 9,791 |
| 1,267 | | 899 | 368 |
| | | | 6,722 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | 740 |
| | | | -102 |
| | | | 10 |
| | | | 1,884 |
| | | | 5,754 |
| | | | 9,791 |
| | | | 368 |
| | | | |

Form 990PF Part XV Line 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 Paid during the year | | | | |
| ALBEMARLE HIGH SCHOOL ATHLETIC DEPARTMENT 2775 HYDRAULIC ROAD CHARLOTTESVILLE,VA 22901 | NONE | 501(C)(3) | GENERAL FUND | 5,000 |
| CAPON BRIDGE ELEMENTARY SCHOOL PO BOX 127 CAPON BRIDGE,WV 26711 | NONE | 501(C)(3) | GENERAL FUND | 2,500 |
| CENTRE COUNTY LAW ENFORCEMENT CAMP CADET INC 118 S FRASER STREET STATE COLLEGE,PA 168013899 | NONE | 501(C)(3) | GENERAL FUND | 2,000 |
| CENTER COUNTY WOMEN'S RESOURCE CENTER 140 W NITTANY AVENUE STATE COLLEGE,PA 168024811 | NONE | 501(C)(3) | GENERAL FUND | 5,000 |
| CENTRE VOLUNTEERS IN MEDICINE 251 EASTERLY PKWY SUITE 102 STATE COLLEGE,PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 3,600 |
| FORT EDWARDS FOUNDATION PO BOX 623 CAPON BRIDGE,WV 26711 | NONE | 501(C)(3) | GENERAL FUND | 4,600 |
| ORCH OF ALBERMALE HIGH JOUETT & SUTHERLAND SCHS 2775 HYDRAULIC ROAD CHARLOTTESVILLE,VA 22901 | NONE | 501(C)(3) | GENERAL FUND | 5,000 |
| SCHLOW CENTRE COUNTY LIBRARY 211 S ALLEN STREET STATE COLLEGE,PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 11,000 |
| HOUSE OF CARE 515 W BEAVER AVE STATE COLLEGE,PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 2,400 |
| STATE THEATRE INC 130 W COLLEGE AVE STATE COLLEGE,PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 3,500 |
| GLOBAL EMERGENCY HEALTH CARE CENTER 2033 W IOWA ST 3 CHICAGO,IL 60622 | NONE | 501(C)(3) | GENERAL | 8,000 |
| YMCA OF CENTRE COUNTY 677 W WHITEHALL ROAD STATE COLLEGE,PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 3,000 |
| BENEDICTINE PROGRAMS AND SERVICES 14299 BENEDICTINE LANE REIGELY,MD 21660 | NONE | 501(C)(3) | GENERAL FUND | 5,000 |
| INSTITUTE OF AWAKENED MUTUALITY 3930 NE 105TH AVE PORTLAND,OR 97220 | NONE | 501(C)(3) | GENERAL FUND | 10,000 |
| OLYMPIA ARTSPACE ALLIANCE 3400 CAPITAL BLVD STE 101 OLYMPIA,WA 985013351 | NONE | 501(C)(3) | GENERAL FUND | 8,000 |
| Total | | | | 199,800 |

Form 990PF Part XV Line 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 Paid during the year | | | | |
| PIEDMONT VIRGINIA COMMUNITY COLLEGE 501 COLLEGE DRIVE CHALROTTSVILLE,VA 229027589 | NONE | EXEMPT | GENERAL FUND | 12,850 |
| CENTRE COUNTY PAWS 1401 TROUT ROAD STATE COLLEGE,PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 250 |
| FIRST UNITARIAN UNIVERSALIST CHURCH OF RICHMOND 1000 BLANTON AVENUE RICHMOND,VT 23221 | NONE | 501(C)(3) | GENERAL FUND | 10,000 |
| LEWIS GINTER BOTANIC GARDEN 1800 LAKESIDE AVENUE RICHMOND,VA 232284700 | NONE | 501(C)(3) | GENERAL FUND | 9,150 |
| MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND,VA 23220 | NONE | 501(C)(3) | GENERAL FUND | 9,300 |
| TOM HARPSTREITH MEMORIAL YOUTH HUNT 1096 E 28TH STREET TORRINGTON,WY 82240 | NONE | 501(C)(3) | GENERAL FUND | 1,000 |
| ACE MONTOR PROGRAM OF FREDERIOCK MD 5275 BUCKEYSTOWN PIKE 204 FREDERICK,MD 21701 | NONE | 501(C)(3) | GENERAL FUND | 2,000 |
| FEEDMORE INC 1415 ROADMILLER STREET RICHMOND,VA 23220 | NONE | 501(C)(3) | GENERAL FUND | 6,000 |
| INTERFAITH WORKS PO BOX 12121 RICHMOND,VA 98507 | NONE | 501(C)(3) | GENERAL FUND | 7,000 |
| MILTON POLICE DEPARTMENT 7 TOWNHOUSE ROAD MILTON,NH 03851 | NONE | 501(C)(3) | GENERAL FUND | 2,360 |
| SOUTH SOUND ESTUARY ASSOCIATION PO BOX 2182 OLYMPIA,WA 98507 | NONE | 501(C)(3) | GENERAL FUND | 10,000 |
| 8 FLAGS PLAYSCAPES INC PO BOX 15158 FERNANDINA BEACH,FL 23035 | NONE | 501(C)(3) | GENERAL FUND | 15,000 |
| BELLEFONTE ART MUSEUM 133 ALLEGHENY STREET BELLEFONTE,PA 16823 | NONE | 501(C)(3) | GENERAL FUND | 2,840 |
| BENNINGTON COLLEGE IN WRITING ONE COLLEGE DRVE BENNINGTON,VT 50201 | NONE | 501(C)(3) | GENERAL FUND | 7,000 |
| CHESTERFIELD COOPERATIVE EXTENSION MASTER GARDENER PROGRAM 6807 MIMMS LOOP CHESTERFIELD,VA 23832 | NONE | 501(C)(3) | GENERAL FUND | 10,000 |
| Total | | | | 199,800 |

Form 990PF Part XV Line 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> | | | | |
| HYPATIA IN THE WOODS PO BOX 58 SHELTON, WA 98584 | NONE | 501(C)(3) | GENERAL FUND | 2,950 |
| SCIENCE MUSEUM OF VIRGINIA FOUNDATION PO BOX 1162 RICHMOND, VA 23230 | NONE | 501(C)(3) | GENERAL FUND | 2,500 |
| TAYLOR WATKINS CERAMIC AWARD 107 BORLAND BUILDING UNIVERSITY PARK, PW 16802 | NONE | 501(C)(3) | GENERAL FUND | 1,000 |
| COMMONS AT FERTILE GROUND TEDXOLYMPIA 120 STATE AVENUE NE OLYMPIA, WA 98501 | NONE | 501(C)(3) | GENERAL FUND | 5,000 |
| HEARTS FOR THE HOMELESS STATE COLLEGE 1000 FRASER ST STATE COLLEGE, PA 16801 | NONE | 501(C)(3) | GENERAL FUND | 5,000 |
| Total. | | | 3a | 199,800 |

TY 2015 Accounting Fees Schedule

Name: FREAS FND 1871001360

EIN: 22-1714810

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------------------|--------|--------------------------|------------------------|---|
| TAX PREPARATION FEE (NON-ALLOC | 500 | | | |

TY 2015 Investments Corporate Bonds Schedule

Name: FREAS FND 1871001360

EIN: 22-1714810

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| JP MORGAN CHASE & CO 1/29/08 | 35,003 | 34,886 |
| WELLS FARGO CO 12/12/11 2.625 | 40,337 | 40,224 |
| TARGET CORP DTD 6/26/2014 | 37,244 | 36,318 |
| GEN ELEC CAP 1/7/11 4.625% | 37,613 | 38,443 |
| BANK OF NY MELLON 9/23/11 3.55 | 35,963 | 36,715 |
| PEPSICO INC 10/26/10 3.125% | 24,522 | 25,884 |
| MERCK & CO 12/10/10 3.875% | 25,841 | 26,802 |
| OCCIDENTAL PETE CORP | 26,141 | 26,229 |
| CON EDISON CO NY 4/1/08 5.85% | 23,224 | 21,626 |
| DEERE & CO 6/8/12 2.6% | 24,816 | 24,650 |
| CHEVRON CORP 6/24/13 1.718% | 24,723 | 24,872 |
| WAL-MART STORES 4/11/13 2.55% | 35,290 | 34,517 |
| APPLE INC DTD 5/6/14 | 25,433 | 25,899 |
| ABBOTT LABS | 24,987 | 24,687 |
| COSTCO WHSL CORP NEW DTD 2/20/ | | |
| GLAXOSMITHKLINE CAP INC DTD 5/ | | |

TY 2015 Investments Corporate Stock Schedule

Name: FREAS FND 1871001360
EIN: 22-1714810

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| EXXON MOBIL CORP | 698 | 20,267 |
| JOHNSON & JOHNSON | 24,849 | 47,457 |
| MICROSOFT CORP | 27,880 | 61,028 |
| SYNOPSYS INC | 6,849 | 6,157 |
| WALGREEN CO | 14,978 | 40,789 |
| PEPSICO INC COM | 31,426 | 48,961 |
| APPLE, INCORPORATED | 22,473 | 51,998 |
| DELUXE CORPORATION | 7,970 | 10,908 |
| L3 COMMUNICATIONS HLDG | 3,252 | 5,976 |
| U.S.BANCORP | 42,366 | 56,964 |
| BIG LOTS INC | 3,092 | 3,083 |
| CISCO SYSTEMS INC | 35,026 | 45,349 |
| COLGATE PALMOLIVE CO | 32,969 | 46,967 |
| BANK HAWAII | 6,791 | 6,605 |
| DOVER CORP | 40,597 | 34,947 |
| INTEL CORP | 37,283 | 49,608 |
| MACYS INC | 34,639 | 28,684 |
| MAN POWER GROUP | 4,733 | 4,636 |
| AMETEK INC | 3,701 | 9,753 |
| BROADRIDGE FINL SOL LLC | 3,712 | 8,865 |
| CH ROBINSON WORLDWID INC | 36,711 | 32,561 |
| CADENCE DESIGN SYSTEMS INC | 4,002 | 6,451 |
| FACTSET RESEARCH SYSTEMS INC | 5,810 | 11,380 |
| HARRIS CORPORATION | 5,243 | 10,428 |
| HORMEL FOODS CORP | 2,894 | 10,280 |
| HUBBELL INC | 2,899 | 6,062 |
| J2 GLOBAL COMMUNICATIONS INC | 2,500 | 9,055 |
| MCCORMICK & COMPANY INC | 20,766 | 38,930 |
| MCKESSON HBOC INC | 15,056 | 45,363 |
| MARSH & MCLENNAN | 32,093 | 51,846 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| ORACLE CORP | 33,260 | 42,557 |
| PANERA BREAD COMPANY | 3,047 | 6,817 |
| PAREXEL INTL GROUP | 9,699 | 9,877 |
| HANESBRANDS INC | 2,088 | 4,856 |
| QUALCOMM INC | 22,975 | 22,993 |
| SIRONA DENTAL SYSTEMS | 9,322 | 10,409 |
| SILGAN HOLDINGS INC COM | 8,221 | 7,789 |
| TORCHMARK CORP | 16,825 | 24,579 |
| UNION PACIFIC CORP | 27,799 | 31,671 |
| TORO CO | 4,310 | 11,691 |
| TUPPERWARE BRANDS CORP | 3,018 | 3,896 |
| VF CORPORATION | 11,018 | 32,993 |
| MCDONALDS | 38,161 | 44,303 |
| UNITED HEALTH GROUP | 46,001 | 43,527 |
| WORLD FUEL SERVICES CORP | 3,398 | 5,000 |
| ADVANCE AUTO PARTS INC | 3,783 | 9,031 |
| BALL CORP | 25,132 | 52,002 |
| CHURCH & DWIGHT CO INC | 4,733 | 9,761 |
| COMMERCE BANCSHARES | 7,163 | 9,699 |
| DISCOVER FINL SERVICES | 21,474 | 42,896 |
| UNITED THERAPEUTICS CORP | 3,077 | 6,264 |
| ARTHUR J GALLAGHER | 4,493 | 5,732 |
| TJX COS INC | 18,663 | 52,119 |
| UNITED TECHNOLOGIES CORP | 25,239 | 32,183 |
| VARIAN MEDICAL SYSTEMS | 28,375 | 28,280 |
| WADDELL & REED FINL INC CL A | 7,515 | 5,159 |
| WATSCO INC | 6,271 | 9,370 |
| RAYTHEON CO COM NEW | 21,765 | 47,944 |
| TRUSTMARK CORP | 8,155 | 7,834 |
| TE CONNECTIVITY LTD | 26,978 | 38,766 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------------|------------------------|-------------------------------|
| VALSPAR | 5,162 | 11,198 |
| BROWN AND BROWN INC COM | 9,325 | 9,309 |
| GENUINE PARTS CO COM | 49,737 | 49,387 |
| DR PEPPER AND SNAPPLE GROUP | 27,520 | 28,892 |
| FOOT LOCKER INC | 4,263 | 4,882 |
| LEIDO HOLDINGS | 6,405 | 6,470 |
| HOLLY FRONTIER CORP | 6,129 | 4,986 |
| MEDNAX | 7,995 | 9,316 |
| MEREDITH CORP | 7,141 | 6,055 |
| SCHLUMBERGER LTD COM | 28,761 | 21,971 |
| BEMIS COMPANY | 7,534 | 7,374 |
| FRANKLIN RESOURCES INC | 35,388 | 32,586 |
| GILEAD SCIENCES | 45,870 | 39,464 |
| HSN INC | 7,627 | 5,067 |
| WEBSTER FINANCIAL CORP COM | 9,290 | 10,599 |
| DICKS SPORTING GOODS | 8,069 | 5,126 |
| INTL BUSINESS MACHINE CORP | | |
| LAB CORP OF AMERICAN HOLDING | | |
| OMNICARE INC COM | | |
| CHEVRON | | |
| MINERAL TECHNOLOGIES | | |
| ROSS STORES | | |
| BAXTER INC | | |
| ZEBRA TECHNOLOGIES | | |
| CRANE CO | | |
| GLOBAL PAYMENTS | | |
| HANCOCK HOLDINGS | | |
| HEALTH NET INC | | |
| MSCI INC COM | | |
| MEDTRONIC INC | | |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------|------------------------|-------------------------------|
| OLIN CORP | | |

TY 2015 Investments Government Obligations Schedule

Name: FREAS FND 1871001360

EIN: 22-1714810

**US Government Securities - End of
Year Book Value:**

674,784

**US Government Securities - End of
Year Fair Market Value:**

674,192

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2015 Investments - Other Schedule**Name:** FREAS FND 1871001360**EIN:** 22-1714810

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------|-----------------------|------------|-------------------------------|
| ARTISAN INTERNATIONAL | AT COST | 151,966 | 200,828 |
| CONESTOGA SMALL CAP | AT COST | 55,845 | 107,311 |
| GOLDMAN SACHS SATELLITE STRAT | AT COST | 268,652 | 253,989 |
| HENDERSON INTL OPPORTUNITIES | AT COST | 137,812 | 194,172 |
| T ROWE PRICE INTL DISCOVERY FU | AT COST | 136,413 | 134,624 |

TY 2015 Other Decreases Schedule

Name: FREAS FND 1871001360

EIN: 22-1714810

| Description | Amount |
|-------------|--------|
| ROUNDING | 1 |

TY 2015 Other Expenses Schedule

Name: FREAS FND 1871001360

EIN: 22-1714810

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------------------|-----------------------------------|--------------------------|---------------------|--|
| OTHER ALLOCABLE EXPENSE- PRINCI | 924 | 0 | 924 | 0 |

TY 2015 Other Professional Fees Schedule

Name: FREAS FND 1871001360

EIN: 22-1714810

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------------------|--------|--------------------------|------------------------|---|
| INVESTMENT MGMT FEES- SUBJECT T | 16,157 | 16,157 | 16,157 | |

TY 2015 Taxes Schedule**Name:** FREAS FND 1871001360**EIN:** 22-1714810

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|--------|--------------------------|------------------------|---|
| FEDERAL ESTIMATES - PRINCIPAL | 4,122 | 0 | | 0 |
| FOREIGN TAXES ON QUALIFIED FOR | 301 | 301 | | 0 |
| FOREIGN TAXES ON NONQUALIFIED | 275 | 275 | | 0 |