

2015

Open to Public  
Inspection

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 instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

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

Name of foundation Withington Foundation Inc c/o Andrew K Roone		A Employer identification number 22-3291812			
Number and street (or P O box number if mail is not delivered to street address) 7029 Sheaff Lane		B Telephone number (see instructions) (610) 940-1660			
City or town, state or province, country, and ZIP or foreign postal code Ft Washington, PA 19034		C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►			
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change					
<b>H</b> 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					
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 19,293,914		<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis )</i>			
<b>Part I</b> <b>Analysis of Revenue and Expenses</b> <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)
<b>Revenue</b> <b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .					
<b>2</b> Check ► <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .		3,261	3,261		
<b>4</b> Dividends and interest from securities . . . . .		356,570	356,570		
<b>5a</b> Gross rents . . . . .					
<b>b</b> Net rental income or (loss) _____					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . .		856,579			
<b>b</b> Gross sales price for all assets on line 6a 6,862,920					
<b>7</b> Capital gain net income (from Part IV, line 2) . . .			856,579		
<b>8</b> Net short-term capital gain . . . . .					
<b>9</b> Income modifications . . . . .					
<b>10a</b> Gross sales less returns and allowances <b>b</b> Less Cost of goods sold . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . .					
<b>11</b> Other income (attach schedule) . . . . .		► -9,263	-9,263		
<b>12</b> <b>Total</b> .Add lines 1 through 11 . . . . .		1,207,147	1,207,147		
<b>Operating and Administrative Expenses</b> <b>13</b> Compensation of officers, directors, trustees, etc		0	0	0	
<b>14</b> Other employee salaries and wages . . . . .					
<b>15</b> Pension plans, employee benefits . . . . .					
<b>16a</b> Legal fees (attach schedule). . . . . <b>b</b> Accounting fees (attach schedule). . . . . <b>c</b> Other professional fees (attach schedule) . . . .		186,455	186,455	0	
<b>17</b> Interest . . . . .					
<b>18</b> Taxes (attach schedule) (see instructions) . . .		25,018	6,375	0	
<b>19</b> Depreciation (attach schedule) and depletion . . .					
<b>20</b> Occupancy . . . . .		29,648	29,648	0	
<b>21</b> Travel, conferences, and meetings. . . . .					
<b>22</b> Printing and publications . . . . .					
<b>23</b> Other expenses (attach schedule). . . . .		60,995	60,995	0	
<b>24</b> <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .		302,116	283,473	0	
<b>25</b> Contributions, gifts, grants paid . . . . .		1,015,200		1,015,200	
<b>26</b> <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . .		1,317,316	283,473	1,015,200	
<b>27</b> Subtract line 26 from line 12 <b>a</b> <b>Excess of revenue over expenses and disbursements</b>		-110,169			
<b>b</b> <b>Net investment income</b> (if negative, enter -0-) <b>c</b> <b>Adjusted net income</b> (if negative, enter -0-)			923,674		

	<b>Part II Balance Sheets</b> 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
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	513,777	250,689	250,689
	3 Accounts receivable ► _____			
	Less allowance for doubtful accounts ► _____			
	4 Pledges receivable ► _____			
	Less allowance for doubtful accounts ► _____			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ► _____			
	Less allowance for doubtful accounts ► _____			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .	45,356	26,713	26,713
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . . . . .	12,545,458	12,449,502	15,808,416
	c Investments—corporate bonds (attach schedule) . . . . .			
	11 Investments—land, buildings, and equipment basis ► _____			
Less accumulated depreciation (attach schedule) ► _____				
12 Investments—mortgage loans . . . . .				
13 Investments—other (attach schedule) . . . . .				
14 Land, buildings, and equipment basis ► _____				
Less accumulated depreciation (attach schedule) ► _____				
15 Other assets (describe ► _____)	3,268,839	3,208,096	3,208,096	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	16,373,430	15,935,000	19,293,914	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .	18,025		
	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	18,025	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	16,355,405	15,935,000	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	16,355,405	15,935,000	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	16,373,430	15,935,000	

**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	16,355,405
2	Enter amount from Part I, line 27a . . . . .	2	-110,169
3	Other increases not included in line 2 (itemize) ► _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	16,245,236
5	Decreases not included in line 2 (itemize) ► _____	5	310,236
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	15,935,000

**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  
(b) P—Purchase  
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      (f) Depreciation allowed (or allowable)      (g) Cost or other basis plus expense of sale      (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 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	(l)
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	856,579
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )  
If section 4940(d)(2) applies, leave this part blank

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

Yes  No

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

1 Enter the appropriate amount in each column for each year, see 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	1,090,330	20,631,742	0 052847
2013	1,000,496	16,428,070	0 060902
2012	1,019,909	18,431,741	0 055334
2011	947,097	17,145,119	0 055240
2010	1,038,152	18,887,103	0 054966

2	Total of line 1, column (d).	2	0 279289
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 055858
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	20,702,391
5	Multiply line 4 by line 3.	5	1,156,394
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,237
7	Add lines 5 and 6.	7	1,165,631
8	Enter qualifying distributions from Part XII, line 4.	8	1,015,200

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	18,473
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	18,473
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	18,473
6	<b>Credits/Payments</b>		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .	6a	45,186
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	45,186
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> If Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►	10	26,713
11	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> ► 26,713 <b>Refunded</b> ►	11	0

**Part VII-A Statements 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? . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
1a		<input type="checkbox"/>	<b>No</b>	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
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? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
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? . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NJ	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
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? <i>If "No," attach explanation</i> . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
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)? <i>If "Yes," complete Part XIV</i> . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<input type="checkbox"/>	<b>Yes</b>	<b>No</b>

**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 ►N/A	13	Yes
14	The books are in care of ►ANDREW K ROOKE Located at ►7029 SHEAFF LANE FT WASHINGTON PA	Telephone no ►(610) 940-1660 ZIP+4 ►19034	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <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 <b>any</b> 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?. . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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)? . . . . .**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . Yes  No*If "Yes," attach the statement required by Regulations section 53.4945-5(d)***6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . Yes  No**6b****No****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .*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? . . . . .**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
ANDREW K ROOKE 7029 SHEAFF LANE FORT WASHINGTON, PA 19034	PRESIDENT 20 00	0	0	0
WILLIAM W ROOKE 10617 E TAMARISK WY SCOTTSDALE, AZ 85262	VICE PRESIDENT 5 00	0	0	0
CHARLES C ROOKE 2134 SOUTH JACKSON DENVER, CO 80210	SECRETARY TREASURER 10 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	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

**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".**

**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.

1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	_____
	_____
	_____
2	_____
	_____
	_____
All other program-related investments See instructions 3	

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	17,155,902
b	Average of monthly cash balances. . . . .	1b	623,286
c	Fair market value of all other assets (see instructions). . . . .	1c	3,238,468
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	21,017,656
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	21,017,656
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	315,265
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,702,391
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	1,035,120

**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	1,035,120
2a	Tax on investment income for 2015 from Part VI, line 5. . . . .	2a	18,473
b	Income tax for 2015 (This does not include the tax from Part VI). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	18,473
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,016,647
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,016,647
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,016,647

**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	1,015,200
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,015,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	1,015,200

**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
<b>1</b> Distributable amount for 2015 from Part XI, line 7				1,016,647
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only. . . . .				156,829
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010. . . . .				
<b>b</b> From 2011. . . . .				
<b>c</b> From 2012. . . . .				
<b>d</b> From 2013. . . . .				
<b>e</b> From 2014. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>1,015,200</u>				
<b>a</b> Applied to 2014, but not more than line 2a				156,829
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2015 distributable amount. . . . .				858,371
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .	0			
<b>c</b> 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			
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .	0			
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .	0			
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				158,276
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2016.</b> Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011. . . . .				
<b>b</b> Excess from 2012. . . . .				
<b>c</b> Excess from 2013. . . . .				
<b>d</b> Excess from 2014. . . . .				
<b>e</b> Excess from 2015. . . . .				

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

1a	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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	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 organization 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))

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

**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 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

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
<b>a Paid during the year</b> See Additional Data Table				
<b>Total . . . . .</b>			► 3a	1,015,200
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
			(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue							
a							
b							
c							
d							
e							
f							
<b>g</b> Fees and contracts from government agencies							
<b>2</b> Membership dues and assessments.							
<b>3</b> Interest on savings and temporary cash investments					14	3,261	
<b>4</b> Dividends and interest from securities.					14	356,570	
<b>5</b> Net rental income or (loss) from real estate							
a Debt-financed property.							
b Not debt-financed property.							
<b>6</b> Net rental income or (loss) from personal property							
<b>7</b> Other investment income.					14	2,293	
<b>8</b> Gain or (loss) from sales of assets other than inventory					18	856,579	
<b>9</b> Net income or (loss) from special events							
<b>10</b> Gross profit or (loss) from sales of inventory							
<b>11</b> Other revenue	a ORDINARY INCOME/ (LOSS) FROM K-1						
b NET RENTAL REAL ESTATE INCOME/(LOSS) FROM K-1'S					14	-11,554	
c					14	-2	
d							
e							
<b>12</b> Subtotal Add columns (b), (d), and (e).				0		1,207,147	0
<b>13</b> Total Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)				0		1,207,147	1,207,147

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



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

(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)
BARCLAYS-2775	P	2015-01-01	2015-07-17
BARCLAYS-2775	P	2015-08-11	2015-08-17
BARCLAYS-2775	P	2015-01-01	2015-12-31
NORTHERN TRUST-9714	P	2015-01-01	2015-12-31
NORTHERN TRUST-9714	P	2015-01-01	2015-12-31
MERRILL LYNCH-3311	P	2015-01-01	2015-12-31
MERRILL LYNCH-3311	P	2015-01-01	2015-12-31
MERRILL LYNCH-3311	P	2015-01-01	2015-12-31
MERRILL LYNCH-4493	P	2015-01-01	2015-12-31
MERRILL LYNCH-4493	P	2015-01-01	2015-12-31

**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)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,615		1,615	0
22		20	2
6,720		3,603	3,117
1,991,860		2,054,998	-63,138
3,006,116		2,396,489	609,627
459,112		468,968	-9,856
1,179,278		941,389	237,889
52,669		37,784	14,885
69,720		69,003	717
34,349		25,084	9,265

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

(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	Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
			0
			2
			3,117
			-63,138
			609,627
			-9,856
			237,889
			14,885
			717
			9,265

**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.)	How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	(d) Date sold (mo, day, yr)
LT CAPITAL GAINS FROM K-1'S	P	2015-01-01	2015-12-31
GALLERIA NORTH CORP	P	2015-01-01	2015-12-31
Capital Gains 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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
48,212			48,212
		7,388	-7,388
13,247			13,247

**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	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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			48,212
			-7,388
			13,247

**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
<b>a Paid during the year</b>				
Alzheimer's San Diego 6632 Convoy Ct San Diego, CA 92111			ALZHEIMERS SUPPORT	25,000
Amos Tuck Annual Giving 100 Turk Hall Hanover, NH 03755			EDUCATIONAL SUPPORT	1,000
Arizona Community Foundation 2201 E Camelback Rd Suite 405B Phoenix, AZ 85016			GENERAL SUPPORT	10,000
Bancroft 1255 Caldwell Rd Cherry Hill, NJ 08034			GENERAL SUPPORT	5,000
Boys & Girls Club SD 3800 Mykonos Ln San Diego, CA 92130			GENERAL SUPPORT	5,000
Bucknell University 301 Market St Suite 2 Lewisburg, PA 17837			GENERAL UNIVERSITY FUNDING SUPPORT	10,000
Camperdown Academy 501 Howell Rd Greenville, SC 29615			DYSLEXIA IN CHILDREN	2,500
Cancer Research Center 55 Broadway Suite 1802 New York, NY 10006			CANCER SUPPORT RESEARCH	500
Cancer Society of Greenville County 113 Mills Ave Greenville, SC 29605			CANCER SUPPORT RESEARCH	3,500
Children's Hospital San Diego 3020 Childrens Way San Diego, CA 92123			PEDIATRIC HEALTH CENTER	10,000
Christ Church Episcopal 10 N Church St Greenville, SC 29601			GENERAL SUPPORT	5,000
Christ Church Episcopal School 245 Cavalier Dr Greenville, SC 29607			UNDERGRADUATE EDUCATIONAL FUNDING	155,000
Coast Youth Foundation 225 Broadway Suite 1460 San Diego, CA 92101			FINANCIAL SUPPORT UNDERSERVED YOUTH	1,500
Community Foundation of Greenville 60 E Washington St Suite A Greenville, SC 29601			SUPPORT GREENVILLE COMMUNITY	2,500
Community Partnership School 1936 N Judson St Philadelphia, PA 19121			INDEPENDENT ELEMENTARY SCHOOL	297,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,015,200</b>

## 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
<b>a Paid during the year</b>				
Computer to SD Kids 8324 Miramar Mall San Diego, CA 92121			COMPUTERS FOR UNDERPRIVILEGED CHILDREN	15,000
Culver Military Academy 1300 Academt Rd Culver, IN 46511			EDUCATIONAL SUPPORT	5,000
Dartmouth College 6066 Development Office Hanover, NH 03755			EDUCATIONAL SUPPORT	20,000
DU Athletic Foundation 2199 University Blvd Denver, CO 80208			EDUCATIONAL SUPPORT	10,000
Fairfield University 1073 N Benson Rd Fairfield, CT 06824			GENERAL UNIVERSITY FUNDING SUPPORT	5,000
Fairfield Varsity Athletics 1073 N Benson Rd Fairfield, CT 06824			GENERAL SUPPORT	5,000
First Tee of Greenville 1409 Edwards Rd Greenville, SC 29615			GENERAL SUPPORT	2,500
Furman University 3300 Poinsett Hwy Greenville, SC 29613			EDUCATIONAL SUPPORT	10,000
Highland Historical Society 7001 Sheaff Ln Fort Washington, PA 19034			PRESERVATION OF HISTORICAL SITES	2,500
HonorHealth Foundation fna Scottsdale Healthcare Foundation 10001 N 92nd St Scottsdale, AZ 85258			GENERAL SUPPORT	50,000
Hope and a Future PO Box 61172 Phoenix, AZ 85082			EDUCATION FOR FUTURE SUCCESS	10,700
Kanawha Valley Fellowship Home 1121 Virginia St E Charleston, WV 25301			GENERAL SUPPORT	10,000
La Jolla Country Day 9490 Genesee Ave La Jolla, CA 92037			COLLEGE PREP TO DEVELOP SCHOLARS	7,500
La Jolla Playhouse 2910 La Jolla Village Dr La Jolla, CA 92037			SUPPORT INNOVATIVE COMPELLING THEATER	5,000
Miracle Babies 8745 Aero Dr 111 San Diego, CA 92123			GENERAL SUPPORT	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,015,200</b>

**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)				
<b>a Paid during the year</b>				
Morristown Beard School 70 Whippny Rd Morristown, NJ 07960			EDUCATIONAL SUPPORT	5,000
Morristown Medical Center 475 South St Morristown, NJ 07960			GENERAL SUPPORT	10,000
National Foundation for Celiac Awareness PO Box 544 Ambler, PA 19002			SUPPORT CELIAC DISEASE	2,500
Peace Center 101 W Broad St Greenville, SC 29601			SUPPORT PERFORMING ARTS	5,000
Rollins College 1000 Holt Ave Winter Park, FL 32789			EDUCATIONAL SUPPORT	5,000
Sassie Geisel Leukemia Fund 3535 Market St Suite 705 Philadelphia, PA 19104			GENERAL SUPPORT	25,000
SC Junior Golf Fund PO Box 286 Irmo, SC 29063			SUPPORT JUNIOR SPORTS	2,500
Scripps Health Foundation 4275 Campus Point Ct San Diego, CA 92121			CARIOVASCULAR TREATMENT	30,000
SD Youth Services Heels2Heal PO Box 99192 San Diego, CA 92169			GENERAL SUPPORT	2,500
SNAP 1600 Pacific Hwy San Diego, CA 92101			SOLUTION FOR PET OVER POPULATION	15,000
Sphinx Foundation PO Box 213 Hanover, NH 03755			EDUCATIONAL SUPPORT	1,000
St Andrews Priory 224 Queen Emma Square Honolulu, HI 96813			SUPPORT OF ALL GIRLS EDUCATION	25,000
St Thomas' Church Whitemarsh PO Box 247 Fort Washington, PA 19034			SUPPORT THE CHURCH	8,000
St Thomas's Church PO Box 247 Fort Washington, PA 19034			SUPPORT THE CHURCH	56,000
TGen Foundation 400 E Van Buren St Suite 850 Phoenix, AZ 85004			PANCREATIC CANCER RESEARCH	50,000
<b>Total . . . . .</b>				► 3a 1,015,200

**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)				
<b>a Paid during the year</b>				
The Community School PO Box 2118 Sun Valley, ID 83353			EDUCATIONAL FUNDING	3,000
Trustees of the University of PA PO Box 70259 Philadelphia, PA 19176			SUPPORT THE ANNUAL FUND	55,000
University of Denver 2199 S University Blvd Denver, CO 80208			SUPPORT THE ANNUAL FUND	10,000
West Virginia University PO Box 1650 Morgantown, WV 26507			SUPPORT WV UNIVERSITY	5,000
YMCA of Greenville 721 Cleveland St Greenville, SC 29601			SUPPORT YOUNG MEN'S HEALTH & ATHLETE	2,500
<b>Total . . . . .</b>			► 3a	1,015,200

**TY 2015 Investments Corporate Stock Schedule**

**Name:** Withington Foundation Inc  
 c/o Andrew K Rooke  
**EIN:** 22-3291812

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
595CVR986 - CVR ADR MIDATECH PHARMA PLC	163	0
DFCEX - MFO DFA INV DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PO	100,755	80,293
DISVX - MFO DFA INV DIMENSIONS GROUP INC INTL SMALL CAP VALUE PORTFOLIO	710,206	688,075
GUNR - MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD	150,732	100,125
LQD - MFC ISHARES TR IBOXX USD INV GRADE CORPBD ETF	55,112	57,005
MIEIX - MFO MFS INSTL INTL EQTY FD	1,400,768	1,298,611
MTP - MIDATECH PHARMA PLC SPONSORED ADR	499,437	1,416
NGREX - MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	347,497	375,713
NHFIX - MFB NORTHERN HIGH YIELD FIXED INCOME FUND	529,748	543,519
SOGFF - STRATEGIC OIL & GAS LTD COM STK	0	14,375
ABBV - ABBVIE INC COM USD0.01	19,075	30,449
ABT - ABBOTT LAB COM	5,983	6,108
ADI - ANALOG DEVICES INC COM	13,559	18,477
ADP - AUTOMATIC DATA PROCESSING INC COM	7,062	13,216
AJG - GALLAGHER ARTHUR J & CO COM	11,181	12,732
BBT - BB&T CORP COM	25,024	24,501
BLK - BLACKROCK INC COM STK	19,526	27,923
CCI - CROWN CASTLE INTL CORP NEW COM	27,129	28,010
CSCO - CISCO SYSTEMS INC	19,724	26,558
EMR - EMERSON ELECTRIC CO COM	25,133	22,097
FAST - FASTENAL CO COM	21,771	20,859
GE - GENERAL ELECTRIC CO	16,057	23,986
HAS - HASBRO INC COM	13,064	16,166
HCN - WELLTOWER INC COM	19,620	25,307
HD - HOME DEPOT INC COM	29,182	33,327
JNJ - JOHNSON & JOHNSON COM USD1	18,971	25,269
JPM - JPMORGAN CHASE & CO COM	30,684	33,609
KMB - KIMBERLY-CLARK CORP COM	17,425	33,607
KO - COCA COLA CO COM	12,242	16,067
LMT - LOCKHEED MARTIN CORP COM	13,997	24,755

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LYB - LYONDELLBASELL IND N V COM USD0.01 CL 'A'	16,953	18,336
MMM - 3M CO COM	29,995	33,894
MO - ALTRIA GROUP INC COM	10,178	21,596
MRK - MERCK & CO INC NEW COM	22,274	26,357
MSFT - MICROSOFT CORP COM	22,928	40,556
MXIM - MAXIM INTEGRATED PRODS INC COM	15,750	17,974
NEE - NEXTERA ENERGY INC COM	23,028	28,674
OXY - OCCIDENTAL PETROLEUM CORP	28,096	26,638
PAYX - PAYCHEX INC COM	29,758	36,706
PEP - PEPSICO INC COM	29,266	31,375
PFE - PFIZER INC COM	30,508	29,924
PM - PHILIP MORRIS INTL COM STK NPV	7,827	10,198
PNC - PNC FINANCIAL SERVICES GROUP COM STK	25,654	28,116
PSA - PUB STORAGE COM	15,475	19,073
QCOM - QUALCOMM INC COM	17,732	13,896
SE - SPECTRA ENERGY CORP COM STK	29,377	22,121
SJM - SMUCKER J M CO COM NEW	12,252	12,827
TGT - TARGET CORP COM STK	20,192	17,281
TROW - T ROWE PRICE GROUP INC	20,407	18,087
VTR - VENTAS INC REIT	26,435	25,168
WEC - WEC ENERGY GROUP INC COM	21,814	25,655
AAPL - APPLE INC COM STK	24,257	83,471
ABT - ABBOTT LAB COM	24,306	30,718
ADBE - ADOBE SYS INC COM	25,792	40,206
AGN - ALLERGAN PLC. COMMON STOCK	19,555	25,938
ALXN - ALEXION PHARMACEUTICALS INC COM	17,348	35,480
AMT - AMERICAN TOWER CORP	12,404	19,778
AMZN - AMAZON COM INC COM	8,640	93,273
ARMH - ARM HLDGS PLC SPONSORED ADR	12,980	17,236
BA - BOEING CO COM	17,316	31,665

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BABA - ALIBABA GROUP HLDG LTD-SP A	31,870	30,314
BIIB - BIOGEN INC COMMON STOCK	11,101	25,121
BMRN - BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010	16,661	23,257
BMY - BRISTOL MYERS SQUIBB CO COM	29,117	43,200
C - CITIGROUP INC COM NEW COM NEW	14,037	12,368
CELG - CELGENE CORP COM	24,419	40,120
COST - COSTCO WHOLESALE CORP NEW COM	9,952	31,977
CRM - SALESFORCE COM INC COM STK	12,027	46,178
CXO - CONCHO RES INC COM STK	14,417	11,793
DIS - WALT DISNEY CO	10,425	38,564
FB - FACEBOOK INC CL A CL A	29,509	84,984
FLT - FLEETCOR TECHNOLOGIES INC COM	13,635	17,437
GOOG - ALPHABET INC CAP STK CL C CAP STK CL C	35,099	66,023
GOOGL - ALPHABET INC CAP STK CL A CAP STK CL A	33,794	64,575
HD - HOME DEPOT INC COM	13,073	12,961
ILMN - ILLUMINA INC COM	4,911	28,216
JD - JD COM INC SPONSORED ADR REPSTG COM CL A	23,115	23,069
KR - KROGER CO COM	26,528	31,038
LNUK - LINKEDIN CORP CL A	14,467	38,489
MA - MASTERCARD INC CL A	39,875	119,461
MAR - MARRIOTT INTL INC NEW COM STK CL A	23,872	26,950
MCD - MC DONALDS CORP COM	18,570	19,493
MHFI - #REORG/MCGRAW HILL NAME CHANGE S&P GLOBAL INC 211FAQ1 04-28-2016	8,565	9,562
MNST - MONSTER BEVERAGE CORP NEW COM	17,732	18,620
MON - MONSANTO CO NEW COM	9,288	13,694
MS - MORGAN STANLEY COM STK USD0.01	11,986	18,068
MSFT - MICROSOFT CORP COM	25,626	26,076
NFLX - NETFLIX INC COM STK	16,803	48,497
NKE - NIKE INC CL B	15,914	55,000
NVO - NOVO-NORDISK A S ADR	8,363	21,373

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NXPI - NXP SEMICONDUCTORS N V COM STK	11,550	10,026
ORLY - O REILLY AUTOMOTIVE INC NEW COM USD0.01	18,899	31,424
PANW - PALO ALTO NETWORKS INC COM USD0.0001	9,227	8,631
PCLN - THE PRICELINE GROUP INC	11,801	33,149
REGN - REGENERON PHARMACEUTICALS INC COM	28,697	31,486
RHT - RED HAT INC COM	14,998	29,232
SBUX - STARBUCKS CORP COM	24,669	45,503
SHAK - SHAKE SHACK INC CL A CL A	7,929	5,623
SHPG - SHIRE PLC ADR	38,785	36,285
SHW - SHERWIN-WILLIAMS CO COM	20,425	18,691
SPLK - SPLUNK INC COMSTK COM USD0.001	11,287	17,643
TIF - TIFFANY & CO COM	18,413	15,639
TJX - TJX COS INC COM NEW	15,518	21,202
TSLA - TESLA MTRS INC COM	15,813	23,761
TWX - TIME WARNER INC USD0.01	24,483	18,366
UA - UNDER ARMOR INC CL A	18,042	28,858
WDAY - WORKDAY INC CL A COM USD0.001	19,525	23,028
ADM - ARCHER-DANIELS-MIDLAND CO COM	38,277	35,470
ALL - ALLSTATE CORP COM	24,119	44,208
BBT - BB&T CORP COM	42,353	39,511
BK - BANK NEW YORK MELLON CORP COM STK	39,403	49,175
BXLT - BAXALTA INC COM	35,540	54,837
CA - CA INC COM	46,198	41,955
CAH - CARDINAL HLTH INC	41,856	55,883
COP - CONOCOPHILLIPS COM	42,285	39,360
CSCO - CISCO SYSTEMS INC	42,260	50,997
CVS - CVS HEALTH CORP COM	37,661	55,240
CVX - CHEVRON CORP COM	46,708	44,800
DD - DU PONT E I DE NEMOURS & CO COM STK	44,916	51,815
DGX - QUEST DIAGNOSTICS INC COM	38,389	48,589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EIX - EDISON INTL COM	33,160	40,263
ESRX - EXPRESS SCRIPTS HLDG CO COM	47,203	44,929
HAL - HALLIBURTON CO COM	45,702	40,167
INTC - INTEL CORP COM	29,624	47,541
JCI - JOHNSON CTL INC COM	48,003	42,175
JNJ - JOHNSON & JOHNSON COM USD1	38,372	44,889
KHC - KRAFT HEINZ CO COM	30,647	43,001
LOW - LOWES COS INC COM	37,718	62,277
MDLZ - MONDELEZ INTL INC COM	39,513	54,525
MMC - MARSH & MCLENNAN CO'S INC COM	43,391	53,177
MRK - MERCK & CO INC NEW COM	36,858	36,921
MRO - MARATHON OIL CORP COM	39,661	16,153
NOC - NORTHROP GRUMMAN CORP COM	34,102	56,265
OXY - OCCIDENTAL PETROLEUM CORP	46,291	40,836
PFE - PFIZER INC COM	42,518	43,804
RTN - RAYTHEON CO USD0.01	42,712	56,661
T - AT&T INC COM	34,129	40,638
VZ - VERIZON COMMUNICATIONS COM	34,214	33,879
WM - WASTE MGMT INC DEL COM STK	37,721	48,620
XRX - XEROX CORP COM	32,156	31,816
ABM - ABM INDS INC COM	9,186	8,911
AEL - AMERICAN EQUITY INV LIFE HLDG CO COM	10,586	11,198
AL - AIR LEASE CORP CL A CL A	8,178	9,642
ALE - ALLETE INC COM NEW	3,870	6,862
ALR - ALERE INC COM	5,948	6,606
AOS - SMITH A O CORP COM	4,065	13,637
AXL - AMERICAN AXLE & MFG HLDGS INC COM	5,665	4,716
BLMN - BLOOMIN BRANDS INC COM	7,828	5,827
BXS - BANCORPSOUTH INC COM	6,688	8,468
CHMT - CHEMTURA CORP COM NEW	5,127	8,590

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CMC - COML METALS CO COM	5,624	4,600
CST - CST BRANDS INC COM USD0.01	9,117	11,272
DBD - DIEBOLD INC COM	8,162	7,312
DENN - DENNYS CORP COM	3,763	9,633
ESE - ESCO TECHNOLOGIES INC	6,076	6,361
FBHS - FORTUNE BRANDS HOME & SEC INC COM	1,986	6,161
FCS - FAIRCHILD SEMICONDUCTOR INTL INC COM	7,348	10,666
FLO - FLOWERS FOODS INC COM	4,515	10,423
FMER - FIRSTMERIT CORP COM	6,657	7,329
FOR - FORESTAR GROUP INC	5,827	3,873
FTD - FTD COS INC COM	5,661	4,501
GLPI - GAMING & LEISURE PPTYS INC COM	8,940	6,950
GNRC - GENERAC HLDGS INC COM STK	6,319	5,865
GWR - GENESEE & WYO INC CL A CL A	3,936	3,812
HI - HILLENBRAND INC COM STK	8,808	9,096
HMHC - HOUGHTON MIFFLIN HARCOURT CO COM	8,042	8,429
IBKC - IBERIABANK CORP COM	5,698	7,214
ITT - #REORG/ITT CORPORATION PLAN OF REORG ITT INC COM 2A11AG2 05-16-2016	5,945	10,097
JBT - JOHN BEAN TECHNOLOGIES CORP COM STK	3,701	11,112
KALU - KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	5,299	11,461
KN - KNOWLES CORP COM	8,239	3,639
KS - KAPSTONE PAPER & PACKAGING CORP KAPSTONEPAPER AND PACKAGING CORP COMMON	9,037	7,500
LTXB - LEGACY TEXAS FINANCIAL GROUP INC COM	5,080	9,207
MEG - MEDIA GEN INC NEW COM USD5	9,192	8,737
MITL - MITEL NETWORKS CORP COM STK	9,980	8,521
MTN - VAIL RESORTS INC COM	4,055	11,647
NPO - ENPRO INDS INC COM	5,115	6,357
NWE - NORTHWESTERN CORP COM NEW COM NEW	6,159	9,277
OGS - ONE GAS INC COM	5,864	8,077
PAG - PENSKE AUTOMOTIVE GROUP INC COM STK	4,614	8,849

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PE - PARSLEY ENERGY INC CL A CL A	5,662	5,535
PFS - PROVIDENT FINL SVCS INC COM	9,211	10,337
RBA - RITCHIE BROS AUCTIONEERS INC COM	8,563	8,945
RBC - REGAL BELOIT CORP COM	7,538	7,374
RHP - RYMAN HOSPITALITY PPTYS INC COM	7,186	8,572
SBRA - SABRA HEALTH CARE REIT INC COM	8,544	7,869
SJI - SOUTH JERSEY INDS INC COM	7,548	6,303
SLM - SLM CORP COM	9,898	7,726
SNV - SYNOVUS FINL CORP COM NEW COM NEW	7,878	10,038
SRC - SPIRIT RLTY CAP INC NEW COM	6,781	7,234
SSP - SCRIPPS E W CO OHIO CL A NEW COM STK	7,194	7,277
SXT - SENSIENT TECHNOLOGIES CORP COM	7,105	7,978
SYRG - SYNERGY RES CORP COM	9,355	6,927
TCBI - TX CAP BANCSHARES INC COM	7,920	7,561
THG - HANOVER INS GROUP INC COM	5,343	11,713
TIME - TIME INC NEW COM	9,117	6,346
TPH - TRI POINTE GROUP INC COM	10,032	7,716
UBNK - UNITED FINANCIAL BANCORP INC	5,514	5,384
UBSH - UNION BANKSHARES CORP NEW COM	5,936	6,386
UE - URBAN EDGE PPTYS COM	6,094	6,191
UMB - UMB FINL CORP COM STK	9,499	8,146
VRNT - VERINT SYS INC COM	5,640	7,585
VSTO - VISTA OUTDOOR INC COM	7,262	7,433
WEX - WEX INC COM	2,329	6,807
WMGI - WRIGHT MEDICAL GROUP NV EURO.03	8,865	8,028
WTFC - WINTRUST FINL CORP COM	5,835	8,442
XHR - XENIA HOTELS & RESORTS INC COM	7,819	5,411
MIMEDX GROUP INC	12,473	12,837
AGL RESOURCES INC COM	35,480	63,810
AIR PRODUCTS & CHEM	40,008	65,055

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN PLC	72,000	156,250
ALPHABET INC SHS CL C	54,762	113,832
ALPHABET INC SHS CL A	54,938	116,702
AMAZON COM INC COM	94,634	202,767
AMERICAN INTERNATIONAL	69,972	123,940
ANADARKO PETE CORP	41,677	24,290
APPLE INC	74,426	294,728
AT&T INC	31,621	34,410
BAIDU INC SPON ADR	25,782	56,712
BAXTER INTERNTL INC	14,513	19,075
BECTON DICKINSON CO	41,641	77,045
BERKSHIRE HATHAWAYINC	35,937	66,020
BLACK HILLS CORP	26,980	46,430
BOEING COMPANY	32,314	72,295
BRANDYWNE RLTY T SBI NEW	26,993	27,320
BRISTOL-MYERS SQUIBB CO	17,763	34,395
BROWN FORMAN CORP CL A	30,885	55,055
CANADIAN PACIFIC RAILWAY	60,991	51,040
CATERPILLAR INC DEL	46,104	67,960
CELGENE CORP COM	33,858	119,760
CERNER CORP COM	26,872	96,272
CHEVRON CORP	44,072	53,976
CITIGROUP INC COM NEW	33,589	46,575
COCA COLA COM	22,410	42,960
COGNIZANT TECH SOLUTNS A	12,425	60,020
COLGATE PALMOLIVE	31,900	66,620
COMCAST CORP NEW CL A	26,009	39,501
CONSOLIDATED EDISON INC	20,400	32,135
CONSTELLATION BRANDS INC	61,620	71,220
DAVITA HEALTHCARE	24,756	41,826

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIAGEO PLC SPSD ADR NEW	75,599	65,442
DISNEY (WALT) CO COM STK	14,010	52,540
DUPONT E I DE NEMOURS	18,795	33,300
ENTERPRISE PRDTS PRTN LP	67,082	140,178
EOG RESOURCES INC	25,518	21,237
EVERSOURCE ENERGY COM	15,010	25,535
EXXON MOBIL CORP COM	38,080	77,950
FACEBOOK INC	47,113	52,330
FACTSET RESH SYS INC	30,255	81,285
FEDEX CORP DELAWARE COM	43,801	74,495
GENERAL ELECTRIC	66,138	93,450
GENERAL MILLS	23,117	40,362
GOLAR LNG LIMITED	37,885	15,790
GOODYEAR TIRE RUBBER	30,299	32,670
HDFC BANK LTD ADR	31,596	30,800
HEINEKEN N V ADR	42,524	42,750
HERSHEY COMPANY	53,342	71,416
HOLLY ENERGY PARTNERS	20,933	31,140
HOME DEPOT INC	30,000	105,800
HONEYWELL INTL INC DEL	11,702	51,785
ILLUMINA INC COM	42,729	57,584
INGERSOLL-RAND PLC	40,069	55,290
INTL BUSINESS MACHINES	107,481	137,620
INTL PAPER CO	54,630	75,400
JOHNSON AND JOHNSON COM	0	102,720
JPMORGAN CHASE & CO	33,413	59,427
KELLOGG CO	23,728	28,908
L-3 COMMNCNTNS HLDGS	56,760	59,755
LAM RESEARCH CORP COM	72,597	79,420
MCDONALDS CORP COM	30,415	59,070

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCKESSON CORPORATION COM	29,428	118,338
MEAD JOHNSON NUTRTION CO	22,323	39,475
MRI INTERVENTIONS INC	61,110	30,312
NESTLE S A REP RG SH ADR	54,940	111,630
NIKE INC CL B	32,975	31,250
NIPPON TELG&TEL SPDN ADR	23,658	23,844
NORFOLK SOUTHERN CORP	38,155	42,295
ORACLE CORP \$0.01 DEL	36,454	45,663
PENTAIR PLC SHS	20,919	24,765
PEPSICO INC	32,445	49,960
PIEDMONT NATRL GAS N C	17,390	57,020
PLAINS ALL AMERN PIPL LP	20,865	24,902
PPL CORPORATION	30,628	64,847
PROCTER & GAMBLE CO	32,060	79,410
RESTORATION HARDWARE	50,030	39,725
ROCHE HLDG LTD SPN ADR	24,615	34,470
SCHLUMBERGER LTD	33,189	34,875
SIEMENS AG ADR	51,331	48,088
SIMON PROPERTY GROUP DEL	30,669	120,747
STANLEY BLACK & DECKER	29,870	53,365
STARBUCKS CORP	17,685	60,030
STRYKER CORP	44,917	65,058
T-MOBILE US INC SHS	32,390	31,296
TELUS CORP COM	28,454	27,650
TOYOTA MOTOR CORP ADR	28,009	49,216
TRACTOR SUPPLY CO	44,821	42,750
TYCO INTL PLC SHS	9,773	15,945
UGI CORP NEW	30,075	75,960
UNION PACIFIC CORP	38,462	93,840
UNITED PARCEL SVC CL B	104,315	122,693

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHS CORP COM	20,200	48,035
URBAN EDGE PROPERTIES	47,647	46,900
VERIZON COMMUNICATNS COM	35,414	46,220
VISA INC CL A SHRS	54,612	54,285
WAL-MART STORES INC	45,089	45,975
WP GLIMCHER INC	10,637	10,610
3M COMPANY	76,530	150,640
HEALTH CARE SELECT SPDR	60,917	72,030
ISHARES NASDAQ BIOTECH	53,788	236,831
ISHARES TR S&P GSSI	36,619	41,524
ISHARES MSCI EAFE	47,061	46,976
ISHARES 1-3 YEAR	315,518	315,085
ISHARES INDIA 50 ETF	37,507	40,785
SPDR S P BIOTECH	60,208	140,400
UBS E-TRACS ALERIAN MLP	28,435	26,160
VANGUARD INFORMATION	30,675	54,145
VANGUARD TOTAL BOND MKT	410,824	403,800
WISDOMTREE EUROPE HEDGED	35,662	32,286
ENLINK MIDSTREAM LLC	23,964	17,172
TALLGRASS ENERGY GP CL A	27,796	18,381
TARGA RESOURCES CORP	28,441	8,389
WILLIAMS COMPANIES DEL	15,509	6,889
PLAINS GP HOLDINGS	26,704	9,724

## TY 2015 Other Assets Schedule

**Name:** Withington Foundation Inc

c/o Andrew K Rooke

**EIN:** 22-3291812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GALLERIA NORTH CORP	8,888	0	0
FSP ENERGY TOWER I CORP	79,932	79,932	79,932
ESP PARK TEN DEV CORP	78,203	78,203	78,203
HORSECREEK LAND AND MINE	22,800	22,800	22,800
BOONE COAL AND TIMBER	7,290	7,290	7,290
NB CROSSROADS FUND XVII	269,303	214,269	214,269
HUFF ENERGY FUND	1,700,487	1,673,244	1,673,244
CARDIO VASCULAR INC	479,700	479,700	479,700
MRI INVERVENTIONS	290,411	340,412	340,412
CORMATRIX I LLC	6,188	5,601	5,601
CORMATRIX II LLC	12,613	12,345	12,345
MLP INVESTMENTS	313,024	294,300	294,300

## TY 2015 Other Decreases Schedule

**Name:** Withington Foundation Inc

c/o Andrew K Rooke

**EIN:** 22-3291812

Description	Amount
PRIOR PERIOD ADJUSTMENTS	310,236

## TY 2015 Other Expenses Schedule

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
N/D EXPENSES FROM K-1'S	130	130		0
EXPENSES FROM K-1'S	39,605	39,605		0
OTHER FEES	170	170		0
ROCKIT FEE	6,093	6,093		0
BONUSES	5,000	5,000		0
MISCELLANOUS FEES	9,997	9,997		0

## TY 2015 Other Income Schedule

**Name:** Withington Foundation Inc  
c/o Andrew K Rooke

**EIN:** 22-3291812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
1231 LOSS FROM K-1'S	-352	-352	-352
OTHER LOSS FROM K-1'S	-2,272	-2,272	-2,272
NON DIVIDEND DISTRIBUTIONS	4,917	4,917	4,917
ORDINARY INCOME/(LOSS) FROM K-1	-11,554	-11,554	-11,554
NET RENTAL REAL ESTATE INCOME/(LOSS) FROM K-1'S	-2	-2	-2

## TY 2015 Other Professional Fees Schedule

**Name:** Withington Foundation Inc

c/o Andrew K Rooke

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	186,324	186,324		0
LEGAL FEES	131	131		0

## TY 2015 Taxes Schedule

**Name:** Withington Foundation Inc

c/o Andrew K Rooke

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	6,120	6,120		0
FOREIGN TAXES PAID FROM K-1'S	255	255		0
EXCISE TAX	18,643	0		0