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EXTENDED TO NOVEMBER 15, 2016

OMB No 1545-0052

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

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>THE SPROCKET FOUNDATION</b>		A Employer identification number <b>77-0669399</b>
Number and street (or P O box number if mail is not delivered to street address) <b>7248 GROVELAND ROAD</b>		B Telephone number <b>215-297-8875</b>
City or town, state or province, country, and ZIP or foreign postal code <b>PIPERSVILLE, PA 18947</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/>  2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>19,947,175.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		10,494,222.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,223.	1,223.		STATEMENT 1
4 Dividends and interest from securities		303,903.	303,846.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,296,576.			
b Gross sales price for all assets on line 6a <b>16,468,907.</b>					
7 Capital gain net income (from Part IV, line 2)			2,296,576.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		13,095,924.	2,603,645.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		8,120.	4,720.		4,719.
c Other professional fees STMT 4		1,318.	0.		1,318.
17 Interest		10.	10.		0.
18 Taxes STMT 5		18,289.	7,072.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		50,907.	50,087.		820.
24 Total operating and administrative expenses. Add lines 13 through 23		78,644.	61,889.		6,857.
25 Contributions, gifts, grants paid		435,695.			435,695.
26 Total expenses and disbursements. Add lines 24 and 25		514,339.	61,889.		442,552.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		12,581,585.			
b Net investment income (if negative, enter -0-)			2,539,756.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	15,028.	82,212.	82,212.
	2 Savings and temporary cash investments	255,215.	3,696,149.	3,696,149.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 7</b>	0.	341,598.	337,495.
	b Investments - corporate stock <b>STMT 8</b>	6,897,510.	15,575,235.	15,777,690.
	c Investments - corporate bonds <b>STMT 9</b>	0.	54,144.	53,629.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,167,753.	19,749,338.	19,947,175.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	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	7,167,753.	19,749,338.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 <b>Total net assets or fund balances</b>	7,167,753.	19,749,338.	
31 <b>Total liabilities and net assets/fund balances</b>	7,167,753.	19,749,338.		

**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	7,167,753.
2 Enter amount from Part I, line 27a	2	12,581,585.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,749,338.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,749,338.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> GOLDMAN SACHS - PUBLICLY TRADED STOCK	P		12/31/15
<b>b</b> GOLDMAN SACHS - PUBLICLY TRADED STOCK	D		12/31/15
<b>c</b> CHARLES SCHWAB - PUBLICLY TRADED STOCK	P		12/31/15
<b>d</b> CHARLES SCHWAB - PUBLICLY TRADED STOCK	D		12/31/15
<b>e</b> CAPITAL GAINS DIVIDENDS			

  

(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)
<b>a</b> 1,301,042.		1,324,886.	<23,844.>
<b>b</b> 2,664,103.		2,286,711.	377,392.
<b>c</b> 1,992,648.		1,999,661.	<7,013.>
<b>d</b> 10,332,636.		8,561,073.	1,771,563.
<b>e</b> 178,478.			178,478.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<23,844.>
<b>b</b>			377,392.
<b>c</b>			<7,013.>
<b>d</b>			1,771,563.
<b>e</b>			178,478.

  

<b>2</b> 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	<b>2</b>	2,296,576.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	199,417.	6,793,636.	.029354
2013	120,599.	4,385,345.	.027500
2012	54,639.	2,134,709.	.025596
2011	53,405.	1,163,416.	.045904
2010	4,431.	996,018.	.004449

<b>2</b> Total of line 1, column (d)	<b>2</b>	.132803
<b>3</b> 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	<b>3</b>	.026561
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	<b>4</b>	9,486,256.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	251,964.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	25,398.
<b>7</b> Add lines 5 and 6	<b>7</b>	277,362.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	442,552.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 25,398.
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 25,398.
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 25,398.
6 Credits/Payments:		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 6,400.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 23,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 29,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 4,002.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 4,002. Refunded <input type="checkbox"/>	11 0.	

**Part VII-A Statements Regarding Activities**

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

N/A

STMT 10

**Part VII-A. Statements Regarding Activities** (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► <b>BAKER TILLY VIRCHOW KRAUSE, LLP</b> Telephone no. ► <b>215-972-0701</b> Located at ► <b>1650 MARKET STREET, SUITE 4500, PHILADELPHIA, PA</b> ZIP+4 ► <b>19103</b>		
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		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

5b

6b

7b

X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN MCDONNELL	TRUSTEE			
7248 GROVELAND ROAD				
PIPERSVILLE, PA 18947	4.00	0.	0.	0.
JILL MCDONNELL	TRUSTEE			
7248 GROVELAND ROAD				
PIPERSVILLE, PA 18947	4.00	0.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

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

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

0

**Part IX-A****Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
	0.
2	
3	
4	

**Part IX-B****Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
<b>a</b>	Average monthly fair market value of securities	<b>1a</b> 9,043,173.
<b>b</b>	Average of monthly cash balances	<b>1b</b> 587,544.
<b>c</b>	Fair market value of all other assets	<b>1c</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b> 9,630,717.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b> 0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b> 0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b> 9,630,717.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b> 144,461.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b> 9,486,256.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b> 474,313.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b> 474,313.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b> 25,398.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>
<b>c</b>	Add lines 2a and 2b	<b>2c</b> 25,398.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b> 448,915.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b> 0.
<b>5</b>	Add lines 3 and 4	<b>5</b> 448,915.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b> 0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b> 448,915.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b> 442,552.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b> 0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 442,552.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b> 25,398.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b> 417,154.

**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				448,915.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			328,853.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 442,552.				
a Applied to 2014, but not more than line 2a			328,853.	
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				113,699.
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 instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				335,216.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]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				
PENN FOUNDATION 807 LAWN AVENUE SELLERSVILLE, PA 18960	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
PUTNEY SCHOOL 418 HOUGHTON BROOK RD PUTNEY, VT 05346	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	50,000.
RODALE INSTITUTE INC. 611 SIEGFRIEDALE ROAD KUTZTOWN, PA 19530	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	28,200.
FONKOZE USA 1700 KALORAMA RD NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	50,000.
LOST LIGHT PROJECTS INC 200 LAKE ROAD TARRYTOWN, NY 10591	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	50,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				435,695.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

## Part XVI-A

### Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
<b>1</b> Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments			14	1,223.		
<b>4</b> Dividends and interest from securities			14	303,903.		
<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						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	2,296,576.		
<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 _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		2,601,702.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						

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

**Part XVI-B**

### Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

**Pārt XVII**

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
|--|--|--|-----|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p> | <table border="1"> <tr> <td></td> <td>Yes</td> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> |  | Yes | 1a(1) |  | 1a(2) |  | 1b(1) |  | 1b(2) |  | 1b(3) |  | 1b(4) |  | 1b(5) |  | 1b(6) |  | 1c |  |
|  | Yes  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1a(1)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1a(2)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(1)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(2)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(3)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(4)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(5)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1b(6)  |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |
| 1c   |  |  |     |       |  |       |  |       |  |       |  |       |  |       |  |       |  |       |  |    |  |

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

[illegible]

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

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

**Sign  
Here**

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

Signature of officer or trustee

18/11/16  
Date

**TRUSTEE**  
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

ROWLAND M. SMITH  
III, CPA

Preparer's signature

ROWLAND M. SMITH

Date \_\_\_\_\_

08/16/16

Check ☐ self-employed

PTIN

P00058084

Firm's name ► **BAKER TILLY VIRCHOW KRAUSE, LLP**

Firm's EIN ▶ 39-0859910

Firm's address ► 1650 MARKET STREET, SUITE 4500  
PHILADELPHIA, PA 19103-7341

Phone no. 215.972.0701

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2015**

Name of the organization

THE SPROCKET FOUNDATION

Employer identification number

77-0669399

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

Name of organization

Employer identification number

THE SPROCKET FOUNDATION

77-0669399

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN & JILL MCDONNELL 7248 GROVELAND ROAD PIPERSVILLE, PA 18947	\$ 915,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	STEPHEN & JILL MCDONNELL 7248 GROVELAND ROAD PIPERSVILLE, PA 18947	\$ 2,049,791.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	STEPHEN & JILL MCDONNELL 7248 GROVELAND ROAD PIPERSVILLE, PA 18947	\$ 4,842,796.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	STEPHEN & JILL MCDONNELL 7248 GROVELAND ROAD PIPERSVILLE, PA 18947	\$ 2,686,635.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization	Employer identification number
THE SPROCKET FOUNDATION	77-0669399

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PUBLICLY TRADED STOCK - DETAILS ATTACHED	\$ 2,511,268.	12/03/15
3	PUBLICLY TRADED STOCK - DETAILS ATTACHED	\$ 5,760,256.	12/07/15
4	PUBLICLY TRADED STOCK - DETAILS ATTACHED	\$ 2,738,712.	12/14/15
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE SPROCKET FOUNDATION**

77-0669399

**Part III**

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

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

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

## THE SPROCKET FOUNDATION

77-0669399

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CAMP GARRETT 395 BISHOP HOLLOW ROAD NEWTOWN SQUARE, PA 19073	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	2,495.
NEW JERSEY CONSERVATION FOUNDATION 170 LONGVIEW RD FAR HILLS, NJ 07931	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	1,000.
MAASAI CULTURAL EXCHANGE PROJECT PO BOX 222 POINT PLEASANT, PA 18950	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
BREAD AND PUPPET THEATER 753 HEIGHTS RD GLOVER, VT 05839	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	15,000.
ROLLING HARVEST FOOD RESCUE PO BOX 693 NEW HOPE, PA 18938	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	15,000.
SISTER CITIES GIRL CHOIR PO BOX 15277 PHILADELPHIA, PA 19125	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	25,000.
EQUAL JUSTICE 20 JAY ST STE 808 BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	25,000.
A WOMANS PLACE PO BOX 299 DOYLESTOWN, PA 18901	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
PXE INTERNATIONAL 4301 CONNECTICUT ACENUE WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
PLANNED PARENTHOOD 1144 LOCUST STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
<b>Total from continuation sheets</b>				<b>247,495.</b>

## THE SPROCKET FOUNDATION

77-0669399

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TINICUM CONSERVANCY 965 RIVER ROAD ERWINNA, PA 18920	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	1,500.
BUCKS COUNTY OPPORTUNITY COUNCIL 100 DOYLE STREET DOYLESTOWN, PA 18901	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE, FL 17 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	2,500.
BUCKS COUNTY SPCA 1212 PHOENIXVILLE PIKE WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	7,500.
FOX CHASE CANCER CENTER 333 COTTMAN AVE PHILADELPHIA, PA 19111	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	2,500.
MARINE CORPS SCHOLARSHIP FOUNDATION 909 WASHINGTON STREET, STE 400 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
SISTER BLESSING 1663 BRISTOL PIKE BENSALEM, PA 19020	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
ST CHARLES SEMINARY CL# 5345 PO BOX 95000-5345 PHILADELPHIA, PA 19195	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
USO.ORG PO BOX 96860 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
CENTER FOR COASTAL STUDIES 115 BRADFORD STREET PROVINCETOWN, MA 02657	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
Total from continuation sheets				

## THE SPROCKET FOUNDATION

77-0669399

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNITED WAY IMPACT FUND 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	2,500.
WASHINGTON CROSSING COUNCIL - BOY SCOUTS OF AMERICA 1 SCOUT WAY DOYLESTOWN, PA 18901	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
THE WALNUT THEATRE 825 WALNUT STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	1,250.
THE BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	1,250.
THE WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
PUTNEY SCHOOL 418 HOUGHTON BROOK RD PUTNEY, VT 05346	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
THE PHILADELPHIA FOUNDATION 1234 MARKET-FRANKFORD LINE, #1800 PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
PRISON DHARMA NETWORK 11 SOUTH ANGEL ST #303 PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
SCOUT RESEARCH 420 FIFTH AVENUE NEW YORK, NY 10018	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	10,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 1 COLLEGE HALL, ROOM 211 PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	TO FUND THE RECIPIENT'S OPERATING ACTIVITIES	5,000.
Total from continuation sheets				

77-0669399

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

Quantity	Security	Ticker	Cost Basis Info			Gift Date	High	Low	Average	Market Value
			Purchase Date	Unit Cost	Total Cost					
5,830.00	AMEX Consumer Discretionary Select SPDR	XLV	5/14/2013	\$ 57.10	\$ 332,896	12/3/2015	\$ 81.24	\$ 79.33	\$ 80.29	\$ 468,062
8,115.00	AMEX Consumer Staples Select SPDR	XLP	5/14/2013	\$ 41.41	\$ 336,043	12/3/2015	\$ 49.95	\$ 49.14	\$ 49.55	\$ 402,058
6,562.00	AMEX Industrial Select Sector SPDR	XLI	5/14/2013	\$ 43.26	\$ 283,875	12/3/2015	\$ 54.61	\$ 53.56	\$ 54.09	\$ 354,906
2,375.00	AMEX Materials Select Sector SPDR	XLB	5/14/2013	\$ 40.52	\$ 96,241	12/3/2015	\$ 45.73	\$ 44.80	\$ 45.26	\$ 107,498
6,207.00	AMEX Technology Select Sector SPDR	XLK	5/14/2013	\$ 31.58	\$ 195,987	12/3/2015	\$ 44.32	\$ 43.29	\$ 43.81	\$ 271,898
5,000.00	Vanguard European Vipers	VGK	4/12/2013	\$ 50.16	\$ 250,809	12/3/2015	\$ 51.70	\$ 50.86	\$ 51.28	\$ 256,388
11,405.00	iShares MSCI EAFE Index Fund	EFA	12/15/2011	\$ 48.57	\$ 553,941	12/3/2015	\$ 60.98	\$ 60.10	\$ 60.54	\$ 690,459
	Subtotal				\$ 2,049,791					\$ 2,551,268
464.00	Airgas	ARG	4/11/2013	\$ 97.85	\$ 45,401	12/7/2015	\$ 137.88	\$ 137.40	\$ 137.64	\$ 63,865
30.00	Airgas	ARG	4/10/2014	\$ 104.54	\$ 3,136	12/7/2015	\$ 137.88	\$ 137.40	\$ 137.64	\$ 4,129
40.00	Airgas	ARG	4/11/2014	\$ 105.61	\$ 4,224	12/7/2015	\$ 137.88	\$ 137.40	\$ 137.64	\$ 5,506
5.00	Allegrion PLC	ALLE	1/15/2014	\$ 47.50	\$ 237	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 334
15.00	Allegrion PLC	ALLE	1/15/2014	\$ 47.54	\$ 713	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 1,001
15.00	Allegrion PLC	ALLE	4/10/2014	\$ 50.67	\$ 760	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 1,001
20.00	Allegrion PLC	ALLE	1/15/2014	\$ 47.41	\$ 948	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 1,335
32.00	Allegrion PLC	ALLE	10/9/2014	\$ 46.83	\$ 1,499	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 2,136
55.00	Allegrion PLC	ALLE	1/16/2014	\$ 47.43	\$ 2,609	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 3,672
70.00	Allegrion PLC	ALLE	1/30/2014	\$ 49.43	\$ 3,460	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 4,673
80.00	Allegrion PLC	ALLE	4/11/2014	\$ 50.68	\$ 4,054	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 5,340
95.00	Allegrion PLC	ALLE	1/14/2014	\$ 47.71	\$ 4,533	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 6,342
95.00	Allegrion PLC	ALLE	1/14/2014	\$ 47.57	\$ 4,519	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 6,342
145.00	Allegrion PLC	ALLE	4/8/2014	\$ 51.01	\$ 7,397	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 9,679
175.00	Allegrion PLC	ALLE	1/28/2014	\$ 47.63	\$ 8,335	12/7/2015	\$ 67.15	\$ 66.36	\$ 66.76	\$ 11,682
10.00	Amphenol Corp Cl A	APH	10/28/2014	\$ 48.49	\$ 485	12/7/2015	\$ 54.93	\$ 54.39	\$ 54.66	\$ 547
1,157.00	Amphenol Corp Cl A	APH	4/11/2013	\$ 37.05	\$ 42,862	12/7/2015	\$ 54.93	\$ 54.39	\$ 54.66	\$ 63,242
908.00	Brookfield Asset Management - Cl A	BAM	4/11/2013	\$ 25.32	\$ 22,989	12/7/2015	\$ 34.18	\$ 33.37	\$ 33.78	\$ 30,668
25.00	Dentsply International Inc	XRAY	5/16/2013	\$ 42.10	\$ 1,052	12/7/2015	\$ 63.45	\$ 62.70	\$ 63.08	\$ 1,577
85.00	Dentsply International Inc	XRAY	5/20/2013	\$ 42.12	\$ 3,580	12/7/2015	\$ 63.45	\$ 62.70	\$ 63.08	\$ 5,361
105.00	Dentsply International Inc	XRAY	5/9/2013	\$ 42.42	\$ 4,454	12/7/2015	\$ 63.45	\$ 62.70	\$ 63.08	\$ 6,623
120.00	Dentsply International Inc	XRAY	5/9/2013	\$ 42.25	\$ 5,070	12/7/2015	\$ 63.45	\$ 62.70	\$ 63.08	\$ 7,569
1,715.00	Dentsply International Inc	XRAY	4/11/2013	\$ 42.13	\$ 72,250	12/7/2015	\$ 63.45	\$ 62.70	\$ 63.08	\$ 108,176
95.00	First Republic Bank	FRC	7/30/2014	\$ 46.77	\$ 4,443	12/7/2015	\$ 69.19	\$ 67.72	\$ 68.46	\$ 6,503
155.00	First Republic Bank	FRC	7/17/2014	\$ 48.74	\$ 7,555	12/7/2015	\$ 69.19	\$ 67.72	\$ 68.46	\$ 10,611
841.00	First Republic Bank	FRC	4/11/2013	\$ 39.57	\$ 33,276	12/7/2015	\$ 69.19	\$ 67.72	\$ 68.46	\$ 57,571
165.00	Heico Corp	HEI	7/24/2014	\$ 49.24	\$ 8,125	12/7/2015	\$ 52.38	\$ 51.03	\$ 51.70	\$ 8,531
230.00	Heico Corp	HEI	4/11/2013	\$ 35.29	\$ 8,116	12/7/2015	\$ 52.38	\$ 51.03	\$ 51.70	\$ 11,892
50.00	Idexx Labs Inc	IDXX	7/25/2014	\$ 64.49	\$ 3,224	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 3,511
60.00	Idexx Labs Inc	IDXX	9/19/2014	\$ 59.48	\$ 3,569	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 4,213
80.00	Idexx Labs Inc	IDXX	7/25/2014	\$ 65.75	\$ 5,260	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 5,617
80.00	Idexx Labs Inc	IDXX	7/25/2014	\$ 64.73	\$ 5,179	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 5,617

## THE SPROCKET FOUNDATION

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Quantity	Security	Ticker	Cost Basis Info			Gift Date	High	Low	Average	Market Value
			Purchase Date	Unit Cost	Total Cost					
80.00	Idexx Labs Inc	IDXX	9/23/2014	\$ 57.44	\$ 4,595	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 5,617
96.00	Idexx Labs Inc	IDXX	8/1/2014	\$ 62.39	\$ 5,989	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 6,740
140.00	Idexx Labs Inc	IDXX	7/25/2014	\$ 66.35	\$ 9,289	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 9,829
142.00	Idexx Labs Inc	IDXX	8/12/2014	\$ 63.05	\$ 8,953	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 9,970
170.00	Idexx Labs Inc	IDXX	8/20/2014	\$ 62.47	\$ 10,620	12/7/2015	\$ 70.71	\$ 69.71	\$ 70.21	\$ 11,936
472.00	IHS Inc Class A	IHS	4/11/2013	\$ 100.27	\$ 47,327	12/7/2015	\$ 121.61	\$ 118.30	\$ 119.96	\$ 56,619
10.00	Markel Corp	MKL	4/11/2013	\$ 518.96	\$ 5,190	12/7/2015	\$ 931.25	\$ 916.08	\$ 923.67	\$ 9,237
35.00	Mohawk Industries Inc	MHK	5/6/2014	\$ 136.98	\$ 4,794	12/7/2015	\$ 191.79	\$ 188.20	\$ 190.00	\$ 6,650
65.00	Mohawk Industries Inc	MHK	3/31/2014	\$ 135.42	\$ 8,802	12/7/2015	\$ 191.79	\$ 188.20	\$ 190.00	\$ 12,350
358.00	Mohawk Industries Inc	MHK	4/11/2013	\$ 114.68	\$ 41,055	12/7/2015	\$ 191.79	\$ 188.20	\$ 190.00	\$ 68,018
55.00	Mohawk Industries Inc	MHK	5/24/2013	\$ 113.30	\$ 6,232	12/7/2015	\$ 191.79	\$ 188.20	\$ 190.00	\$ 10,450
294.00	O'Reilly Automotive Inc	ORLY	4/11/2013	\$ 104.21	\$ 30,639	12/7/2015	\$ 259.68	\$ 255.45	\$ 257.57	\$ 75,724
556.00	Paychex Inc	PAYX	4/11/2013	\$ 35.99	\$ 20,013	12/7/2015	\$ 53.81	\$ 53.17	\$ 53.49	\$ 29,740
417.00	PerkinElmer Inc	PKI	4/11/2013	\$ 34.73	\$ 14,483	12/7/2015	\$ 52.22	\$ 51.19	\$ 51.71	\$ 21,561
22.00	Rollins Inc	ROL	4/10/2014	\$ 19.80	\$ 446	12/7/2015	\$ 27.39	\$ 26.94	\$ 27.17	\$ 598
210.00	Rollins Inc	ROL	4/15/2014	\$ 19.71	\$ 4,139	12/7/2015	\$ 27.39	\$ 26.94	\$ 27.17	\$ 5,705
465.00	Rollins Inc	ROL	11/22/2013	\$ 18.85	\$ 8,764	12/7/2015	\$ 27.39	\$ 26.94	\$ 27.17	\$ 12,632
472.00	Rollins Inc	ROL	12/10/2013	\$ 19.35	\$ 9,132	12/7/2015	\$ 27.39	\$ 26.94	\$ 27.17	\$ 12,822
40.00	Sherwin-Williams Co	SHW	7/18/2013	\$ 167.27	\$ 6,691	12/7/2015	\$ 273.92	\$ 268.12	\$ 271.02	\$ 10,841
45.00	Sherwin-Williams Co	SHW	7/18/2013	\$ 165.56	\$ 7,450	12/7/2015	\$ 273.92	\$ 268.12	\$ 271.02	\$ 12,196
133.00	Sherwin-Williams Co	SHW	4/11/2013	\$ 168.79	\$ 22,450	12/7/2015	\$ 273.92	\$ 268.12	\$ 271.02	\$ 36,046
45.00	Signet Jewelers Ltd	SIG	10/27/2014	\$ 116.65	\$ 5,249	12/7/2015	\$ 130.35	\$ 126.65	\$ 128.50	\$ 5,783
60.00	Signet Jewelers Ltd	SIG	10/15/2014	\$ 103.36	\$ 6,201	12/7/2015	\$ 130.35	\$ 126.65	\$ 128.50	\$ 7,710
65.00	Signet Jewelers Ltd	SIG	10/24/2014	\$ 114.57	\$ 7,447	12/7/2015	\$ 130.35	\$ 126.65	\$ 128.50	\$ 8,353
83.00	Signet Jewelers Ltd	SIG	9/3/2014	\$ 117.04	\$ 9,714	12/7/2015	\$ 130.35	\$ 126.65	\$ 128.50	\$ 10,666
211.00	Signet Jewelers Ltd	SIG	4/11/2013	\$ 69.18	\$ 14,598	12/7/2015	\$ 130.35	\$ 126.65	\$ 128.50	\$ 27,114
34.00	SS&C Technologies Holdings Inc	SSNC	9/19/2014	\$ 44.68	\$ 1,519	12/7/2015	\$ 72.39	\$ 69.80	\$ 71.09	\$ 2,417
81.00	SS&C Technologies Holdings Inc	SSNC	7/29/2014	\$ 44.14	\$ 3,575	12/7/2015	\$ 72.39	\$ 69.80	\$ 71.09	\$ 5,758
189.00	Tempur-Pedic Intl	TPX	10/31/2014	\$ 51.91	\$ 9,811	12/7/2015	\$ 80.53	\$ 77.67	\$ 79.10	\$ 14,950
250.00	Transdigm Group Inc	TDG	4/11/2013	\$ 112.09	\$ 28,022	12/7/2015	\$ 238.49	\$ 235.51	\$ 237.00	\$ 59,250
746.00	Williams Sonoma Inc	WSM	4/11/2013	\$ 52.32	\$ 39,033	12/7/2015	\$ 63.60	\$ 62.50	\$ 63.05	\$ 47,035
82.76	DFA U S Sustainability Core 1 Portfolio	DFSIX	12/16/2013	\$ 14.83	\$ 1,227	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 1,376
408.61	DFA U S Sustainability Core 1 Portfolio	DFSIX	3/11/2014	\$ 15.80	\$ 6,456	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 6,795
570.10	DFA U S Sustainability Core 1 Portfolio	DFSIX	12/13/2013	\$ 14.83	\$ 8,455	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 9,481
609.89	DFA U S Sustainability Core 1 Portfolio	DFSIX	9/10/2014	\$ 16.53	\$ 10,082	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 10,143
623.35	DFA U S Sustainability Core 1 Portfolio	DFSIX	6/10/2014	\$ 16.32	\$ 10,173	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 10,366
965.50	DFA U S Sustainability Core 1 Portfolio	DFSIX	12/16/2013	\$ 14.83	\$ 14,318	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 16,056
9,566.33	DFA U S Sustainability Core 1 Portfolio	DFSIX	2/28/2014	\$ 15.68	\$ 150,000	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 159,088
32,383.42	DFA U S Sustainability Core 1 Portfolio	DFSIX	12/27/2013	\$ 15.44	\$ 500,000	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 538,536
32,851.51	DFA U S Sustainability Core 1 Portfolio	DFSIX	11/25/2013	\$ 15.22	\$ 500,000	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 546,321
33,875.34	DFA U S Sustainability Core 1 Portfolio	DFSIX	10/23/2013	\$ 14.76	\$ 500,000	12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 563,347



## THE SPROCKET FOUNDATION

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			Cost Basis Info					Gift				
Quantity	Security	Ticker	Purchase Date	Unit	Cost	Total Cost		Date	High	Low	Average	Market Value
69,637.88	DFA U S Sustainability Core 1 Portfolio	DFSIX	9/20/2013	\$ 14.36	\$ 1,000,000			12/7/2015	\$ 16.63	\$ 16.63	\$ 16.63	\$ 1,158,078
129.22	Dreyfus International Stock Fund CL I	DISRX	12/30/2011	\$ 12.18	\$ 1,574			12/7/2015	\$ 14.85	\$ 14.85	\$ 14.85	\$ 1,919
166.56	Dreyfus International Stock Fund CL I	DISRX	12/31/2012	\$ 14.50	\$ 2,415			12/7/2015	\$ 14.85	\$ 14.85	\$ 14.85	\$ 2,473
4,255.32	Dreyfus International Stock Fund CL I	DISRX	9/22/2011	\$ 11.75	\$ 50,000			12/7/2015	\$ 14.85	\$ 14.85	\$ 14.85	\$ 63,191
5,712.11	Dreyfus International Stock Fund CL I	DISRX	8/9/2011	\$ 13.13	\$ 75,000			12/7/2015	\$ 14.85	\$ 14.85	\$ 14.85	\$ 84,825
817.66	Fairholme Fund	FAIRX	12/16/2011	\$ 23.48	\$ 19,199			12/7/2015	\$ 32.44	\$ 32.44	\$ 32.44	\$ 26,525
49.35	Harbor International Fund - Inst	HAIRX	12/17/2012	\$ 61.27	\$ 3,024			12/7/2015	\$ 63.38	\$ 63.38	\$ 63.38	\$ 3,128
60.92	Harbor International Fund - Inst	HAIRX	12/16/2011	\$ 50.66	\$ 3,086			12/7/2015	\$ 63.38	\$ 63.38	\$ 63.38	\$ 3,861
1,021.66	Harbor International Fund - Inst	HAIRX	9/22/2011	\$ 48.94	\$ 50,000			12/7/2015	\$ 63.38	\$ 63.38	\$ 63.38	\$ 64,753
1,324.15	Harbor International Fund - Inst	HAIRX	8/9/2011	\$ 56.64	\$ 75,000			12/7/2015	\$ 63.38	\$ 63.38	\$ 63.38	\$ 83,925
33.82	Matthews Asia Dividend Fund	MAPIX	3/20/2014	\$ 14.69	\$ 497			12/7/2015	\$ 15.60	\$ 15.60	\$ 15.60	\$ 528
142.93	Matthews Asia Dividend Fund	MAPIX	6/20/2013	\$ 14.63	\$ 2,091			12/7/2015	\$ 15.60	\$ 15.60	\$ 15.60	\$ 2,230
225.46	Matthews Asia Dividend Fund	MAPIX	12/12/2013	\$ 15.33	\$ 3,455			12/7/2015	\$ 15.60	\$ 15.60	\$ 15.60	\$ 3,517
1,971.09	Matthews Asia Dividend Fund	MAPIX	2/28/2014	\$ 15.16	\$ 29,873			12/7/2015	\$ 15.60	\$ 15.60	\$ 15.60	\$ 30,749
15,852.89	Matthews Asia Dividend Fund	MAPIX	4/12/2013	\$ 15.71	\$ 248,979			12/7/2015	\$ 15.60	\$ 15.60	\$ 15.60	\$ 247,305
88.28	Prospector Opportunity Fund	POPFX	12/29/2011	\$ 16.66	\$ 1,471			12/7/2015	\$ 21.44	\$ 21.44	\$ 21.44	\$ 1,893
97.12	Prospector Opportunity Fund	POPFX	1/2/2013	\$ 17.78	\$ 1,727			12/7/2015	\$ 21.44	\$ 21.44	\$ 21.44	\$ 2,082
333.19	Prospector Opportunity Fund	POPFX	12/28/2012	\$ 17.78	\$ 5,924			12/7/2015	\$ 21.44	\$ 21.44	\$ 21.44	\$ 7,144
1,234.20	Prospector Opportunity Fund	POPFX	1/2/2013	\$ 17.78	\$ 21,944			12/7/2015	\$ 21.44	\$ 21.44	\$ 21.44	\$ 26,461
1,278.10	Prospector Opportunity Fund	POPFX	1/3/2012	\$ 16.66	\$ 21,293			12/7/2015	\$ 21.44	\$ 21.44	\$ 21.44	\$ 27,402
28,653.30	Prospector Opportunity Fund	POPFX	12/31/2010	\$ 17.45	\$ 500,000			12/7/2015	\$ 21.44	\$ 21.44	\$ 21.44	\$ 614,327
25,839.79	WCM Focused Intl Growth Fund - Ins	WCMIX	10/8/2014	\$ 11.61	\$ 300,000			12/7/2015	\$ 12.51	\$ 12.51	\$ 12.51	\$ 323,256
	Subtotal				\$ 4,842,796							\$ 5,720,257
89,605.74	Northern Global Sustainability Index Fund	NSRIX	9/23/2013	\$ 11.16	\$ 1,000,000			12/14/2015	\$ 11.66	\$ 11.66	\$ 11.66	\$ 1,044,803
43,516.10	Northern Global Sustainability Index Fund	NSRIX	10/23/2013	\$ 11.49	\$ 500,000			12/14/2015	\$ 11.66	\$ 11.66	\$ 11.66	\$ 507,398
42,918.46	Northern Global Sustainability Index Fund	NSRIX	11/25/2013	\$ 11.65	\$ 500,000			12/14/2015	\$ 11.66	\$ 11.66	\$ 11.66	\$ 500,429
3,216.39	Northern Global Sustainability Index Fund	NSRIX	12/19/2013	\$ 11.39	\$ 36,635			12/14/2015	\$ 11.66	\$ 11.66	\$ 11.66	\$ 37,503
42,955.33	Northern Global Sustainability Index Fund	NSRIX	12/27/2013	\$ 11.64	\$ 500,000			12/14/2015	\$ 11.66	\$ 11.66	\$ 11.66	\$ 500,859
12,668.92	Northern Global Sustainability Index Fund	NSRIX	2/28/2014	\$ 11.84	\$ 150,000			12/14/2015	\$ 11.66	\$ 11.66	\$ 11.66	\$ 147,720
	Subtotal				\$ 2,686,635							\$ 2,738,712
						\$ 9,579,222						
Total						\$ 11,010,236						

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	20.	20.	
CHARLES SCHWAB	1,059.	1,059.	
GOLDMAN SACHS DEPOSITS & MM FUNDS	144.	144.	
TOTAL TO PART I, LINE 3	1,223.	1,223.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	339,756.	178,478.	161,278.	161,221.	
GOLDMAN SACHS	142,625.	0.	142,625.	142,625.	
TO PART I, LINE 4	482,381.	178,478.	303,903.	303,846.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	8,120.	4,720.		4,719.
TO FORM 990-PF, PG 1, LN 16B	8,120.	4,720.		4,719.

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COUNSULTING	1,318.	0.		1,318.
TO FORM 990-PF, PG 1, LN 16C	1,318.	0.		1,318.

## FORM 990-PF

## TAXES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	11,217.	0.		0.
FOREIGN TAXES	7,072.	7,072.		0.
TO FORM 990-PF, PG 1, LN 18	18,289.	7,072.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	49,421.	49,421.		0.
DUES AND FEES	30.	0.		30.
OFFICE EXPENSE	1,332.	666.		666.
TRAVEL EXPENSE	7.	0.		7.
INERTNET & WEBSITE	117.	0.		117.
TO FORM 990-PF, PG 1, LN 23	50,907.	50,087.		820.

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - U.S. TREASURIES	X		206,831.	204,003.
CHARLES SCHWAB - MUNICIPAL BONDS		X	134,767.	133,492.
TOTAL U.S. GOVERNMENT OBLIGATIONS			206,831.	204,003.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			134,767.	133,492.
TOTAL TO FORM 990-PF, PART II, LINE 10A			341,598.	337,495.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GS SPROCKET FDN	1,045,390.	995,899.
CHARLES SCHWAB - MUTUAL FUNDS	14,529,845.	14,781,791.
GS WELLS CAPITAL (HERITAGE) ALL CAP GROWTH	0.	0.
GS EAGLE DYNAMIC EQUITY	0.	0.
GS GSAM LARGE CAP CORE (US RESPONSIBLE EQUITY)	0.	0.
GS ADVISORY	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,575,235.	15,777,690.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - CORPORATE BONDS	54,144.	53,629.
TOTAL TO FORM 990-PF, PART II, LINE 10C	54,144.	53,629.

## FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

## STATEMENT 10

## NAME OF CONTRIBUTOR

## ADDRESS

STEPHEN &amp; JILL MCDONNELL

7748 GROVELAND ROAD  
PIPERSVILLE, PA 18947

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

STEPHEN MCDONNELL

JILL MCDONNELL