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*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

Name of foundation
WILLIAM & MARY MITCHELL FDN

A Employer identification number
35-6536740

Number and street (or P O box number if mail is not delivered to street address)
620 LIBERTY AVENUE 10TH FLOOR

Room/suite

B Telephone number (see instructions)
(412) 762-0861

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 152222705

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 18,881,300

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	453,550	453,550		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	583,083			
	b	Gross sales price for all assets on line 6a 5,776,283				
	7	Capital gain net income (from Part IV, line 2)		583,083		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,036,633	1,036,633		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	110,785	55,392		55,393
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	24,878	1,333		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	135,663	56,725	0	55,393
	25	Contributions, gifts, grants paid	929,334			929,334
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,064,997	56,725	0	984,727
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-28,364			
	b	**Net investment income** (if negative, enter -0-)		979,908		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	378,484	498,010	498,010
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	256,216	254,990	262,051
	b	Investments—corporate stock (attach schedule)	6,670,841	6,547,063	8,308,668
	c	Investments—corporate bonds (attach schedule)	2,200,459	2,258,959	2,346,772
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,208,873	7,126,459	7,465,799
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,714,873	16,685,481	18,881,300
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	16,627,625	16,629,292	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	87,248	56,189	
	30	**Total net assets or fund balances** (see instructions)	16,714,873	16,685,481	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,714,873	16,685,481	

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	16,714,873
2	Enter amount from Part I, line 27a	2	-28,364
3	Other increases not included in line 2 (itemize) ▶	3	4
4	Add lines 1, 2, and 3	4	16,686,513
5	Decreases not included in line 2 (itemize) ▶	5	1,032
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,685,481

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	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	583,083
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	915,504	20,077,321	0 045599
2013	865,136	18,948,007	0 045658
2012	823,754	17,703,737	0 04653
2011	843,143	16,868,931	0 049982
2010	769,459	16,823,931	0 045736

2	**Total** of line 1, column (d).	2	0 233505
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 046701
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	19,115,941
5	Multiply line 4 by line 3.	5	892,734
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,799
7	Add lines 5 and 6.	7	902,533
8	Enter qualifying distributions from Part XII, line 4.	8	984,727

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	9,799
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	9,799
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	9,799
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	21,311		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	21,311
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,512
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 4,900 **Refunded** ▶			11	6,612

Part VII-A **Statements Regarding Activities**

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

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		11		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?		13	Yes	

Website address ▶N/A

14 The books are in care of ▶PNC BANK NA Telephone no ▶(412) 762-0861

Located at ▶620 LIBERTY AVENUE PITTSBURGH PA ZIP+4 ▶152222705

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	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 ▶			

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?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c		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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015).*		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**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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	**(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
PNC BANK NA 620 LIBERTY AVENUE PITTSBURGH, PA 15222	TRUSTEE 23	110,785		

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	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
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	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	19,407,047
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	19,407,047
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	19,407,047
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	291,106
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,115,941
6	**Minimum investment return.** Enter 5% of line 5	6	955,797

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	955,797
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 9,799		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	9,799
3	Distributable amount before adjustments Subtract line 2c from line 1	3	945,998
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	945,998
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	945,998

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	984,727
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	984,727
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	9,799
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	974,928

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					945,998
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				917,069	
b Total for prior years 2013 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2015					
a From 2010.	0				
b From 2011.	0				
c From 2012.	0				
d From 2013.	0				
e From 2014.	0				
f Total of lines 3a through e.		0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 984,727					
a Applied to 2014, but not more than line 2a				917,069	
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.					67,658
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					878,340
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2011. . . .	0				
b Excess from 2012. . . .	0				
c Excess from 2013. . . .	0				
d Excess from 2014. . . .	0				
e Excess from 2015. . . .	0				

Part XIV 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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				929,334
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . .			14	453,550	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	583,083	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,036,633	

13 Total. Add line 12, columns (b), (d), and (e). 13 1,036,633

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2016-10-22	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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)
3 05 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-07-01
92 51 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-07-01
1 NORTEL NETWORK CORPORATION		2001-01-01	2015-07-09
47218 361 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2005-07-21	2015-07-13
410 AETNA INC NEW		2013-05-31	2015-07-14
300 CIGNA CORP		2014-07-23	2015-07-14
560 SKYWORKS SOLUTIONS INC COM		2014-04-04	2015-07-14
390 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-03	2015-07-14
550 3M COMPANY COM		2015-03-31	2015-07-21
760 POLARIS INDS INC		2012-05-10	2015-07-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3		3	
93		93	
113			113
499,570		500,783	-1,213
47,351		25,305	22,046
46,766		29,088	17,678
57,210		20,196	37,014
37,036		16,801	20,235
85,600		90,992	-5,392
103,733		59,352	44,381

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			113
			-1,213
			22,046
			17,678
			37,014
			20,235
			-5,392
			44,381

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)
3 06 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-07-31
66 93 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-07-31
4610 HANESBRANDS INC - W/I		2014-03-14	2015-08-05
710 SKYWORKS SOLUTIONS INC COM		2014-04-04	2015-08-05
1820 ALLSTATE CORP		2014-10-30	2015-08-14
1620 CONOCOPHILLIPS		2013-08-28	2015-08-14
300 CONOCOPHILLIPS		2014-08-15	2015-08-14
720 BECTON DICKINSON & CO		2013-03-28	2015-08-31
340 CIGNA CORP		2014-07-23	2015-08-31
3 08 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-08-31

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)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3		3	
67		68	-1
132,796		86,375	46,421
63,120		25,606	37,514
115,524		116,162	-638
80,933		113,271	-32,338
14,988		24,090	-9,102
101,569		68,515	33,054
47,878		32,966	14,912
3		3	

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			46,421
			37,514
			-638
			-32,338
			-9,102
			33,054
			14,912

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)
60 13 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-08-31
230 MCKESSON HBOC INC COMMN		2013-10-31	2015-08-31
850 BERKSHIRE HATHAWAY INC CLASS B		2015-01-29	2015-09-08
520 MCKESSON HBOC INC COMMN		2013-10-31	2015-09-15
370 CONSTELLATION BRANDS INC CL A		2014-05-16	2015-09-17
1280 KROGER CO		2014-05-07	2015-09-17
3 21 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-09-30
94 89 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-09-30
150000 LOWES COMPANIES INC NOTES		2007-06-08	2015-10-15
460 DISNEY WALT CO		2014-03-07	2015-10-22

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
60		61	-1
45,387		36,531	8,856
112,563		124,224	-11,661
104,227		81,853	22,374
48,544		31,274	17,270
47,743		29,732	18,011
3		3	
95		96	-1
150,000		141,384	8,616
52,043		37,828	14,215

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1
			8,856
			-11,661
			22,374
			17,270
			18,011
			-1
			8,616
			14,215

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)
2250 VOYA FINL INC COM		2015-02-20	2015-10-22
590 WYNDHAM WORLDWIDE CORP		2013-03-28	2015-10-22
2010 HCA HOLDINGS INC		2014-07-23	2015-10-30
86 24 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-10-31
72 8 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-10-31
960 UNION PAC CORP COM		2010-08-25	2015-11-04
1000 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-03	2015-11-04
590 AETNA INC NEW		2013-05-31	2015-11-20
210 CIGNA CORP		2014-07-23	2015-11-20
2590 MAGNA INTERNATIONAL ISIN CA5592224011		2013-12-31	2015-11-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
90,381		98,613	-8,232
45,539		37,996	7,543
137,598		127,447	10,151
86		89	-3
73		74	-1
84,881		34,738	50,143
79,069		43,080	35,989
59,317		36,414	22,903
26,978		20,362	6,616
116,988		106,348	10,640

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8,232
			7,543
			10,151
			-3
			-1
			50,143
			35,989
			22,903
			6,616
			10,640

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)
140 SNAP-ON INC COM		2014-09-15	2015-11-20
250 SNAP-ON INC COM		2014-12-22	2015-11-20
3 6 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-11-30
66 99 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-11-30
3 43 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2015-12-31
82 77 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2015-12-31
1 SCHERING-PLOUGH CORP		2001-01-01	2016-01-20
1 TENET HEALTHCARE CORP COM		2001-01-01	2016-01-27
3 83 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2016-01-31
53 86 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2016-01-31

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)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,642		17,589	6,053
42,217		34,474	7,743
4		4	
67		68	-1
3		4	-1
83		84	-1
199			199
106			106
4		4	
54		54	

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,053
			7,743
			-1
			-1
			-1
			199
			106

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)
670 BOEING CO		2012-07-31	2016-02-02
620 GOLDMAN SACHS GROUP INC COM		2015-05-27	2016-02-02
1300 ST JUDE MEDICAL INC		2014-03-07	2016-02-02
630 SIGNET JEWELERS LTD ISIN BMG812761002 SEDOL B3CTNK6		2015-11-20	2016-02-02
2040 MONDELEZ INTERNATIONAL		2015-09-17	2016-02-10
3460 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2013-05-09	2016-02-10
1090 STANLEY BLACK & DECKER INC		2015-06-12	2016-02-18
3 47 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2016-02-29
64 41 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2016-02-29
760 APPLE INC		2013-10-10	2016-03-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
80,332		47,448	32,884
96,395		129,319	-32,924
68,314		87,118	-18,804
74,499		87,857	-13,358
77,282		89,932	-12,650
90,299		119,883	-29,584
100,756		115,935	-15,179
3		4	-1
64		65	-1
76,424		55,162	21,262

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			32,884
			-32,924
			-18,804
			-13,358
			-12,650
			-29,584
			-15,179
			-1
			-1
			21,262

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)
950 SKYWORKS SOLUTIONS INC COM		2014-04-04	2016-03-03
2100 KROGER CO		2014-05-07	2016-03-29
570 SNAP-ON INC COM		2014-09-15	2016-03-29
3 86 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2016-03-31
67 46 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2016-03-31
162 3 GOLDMAN SACHS GRTH OPPOR INSTIT CLASS		2011-12-08	2016-03-31
5802 544 GOLDMAN SACHS GRTH OPPOR INSTIT CLASS		2011-02-03	2016-03-31
3 7 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2016-04-30
46 96 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2016-04-30
700 AMERIPRISE FINANCIAL INC		2015-01-29	2016-05-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
65,064		34,262	30,802
79,819		48,779	31,040
88,944		71,614	17,330
4		4	
67		68	-1
3,770		4,321	-551
134,793		148,254	-13,461
4		4	
47		47	
66,729		89,348	-22,619

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			30,802
			31,040
			17,330
			-1
			-551
			-13,461
			-22,619

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)
970 APPLE INC		2009-06-17	2016-05-10
5270 CISCO SYS INC COM		2011-12-21	2016-05-10
1240 L BRANDS INC		2014-09-30	2016-05-10
630 MICROSOFT CORP		2016-02-02	2016-05-10
250 MICROSOFT CORP		2002-07-30	2016-05-10
161 72 GOLDMAN SACHS MID CAP VALUE FD CL I		2014-12-05	2016-05-13
3521 967 GOLDMAN SACHS MID CAP VALUE FD CL I		2014-10-09	2016-05-13
2640 LINCOLN NATIONAL CORP		2013-11-25	2016-05-25
350 THE TRAVELERS COS INC		2015-08-14	2016-05-25
1150 THE TRAVELERS COS INC		2014-05-02	2016-05-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
90,375		57,271	33,104
141,971		123,498	18,473
86,081		83,278	2,803
32,003		34,109	-2,106
12,700		6,050	6,650
5,403		6,668	-1,265
117,669		160,217	-42,548
121,458		136,525	-15,067
39,805		37,571	2,234
130,788		104,725	26,063

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33,104
			18,473
			2,803
			-2,106
			6,650
			-1,265
			-42,548
			-15,067
			2,234
			26,063

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)
3 72 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2016-05-31
99 28 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2016-05-31
839 GENERAL ELEC CO COM		2010-08-25	2016-06-01
343 NORTHROP GRUMMAN CORPORATION		2015-02-20	2016-06-01
70 AETNA INC NEW		2013-05-31	2016-06-02
26 ALPHABET INC/CA-CL A		2015-11-04	2016-06-02
121 AMERICAN ELECTRIC POWER INC		2015-10-22	2016-06-02
120 AMGEN INC		2014-08-11	2016-06-02
144 APPLE INC		2009-06-17	2016-06-02
172 CVS CAREMARK CORP		2013-02-22	2016-06-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4		4	
99		100	-1
25,124		12,291	12,833
72,947		58,658	14,289
8,067		4,320	3,747
19,400		19,631	-231
7,823		7,145	678
18,968		15,301	3,667
14,047		2,797	11,250
16,609		8,855	7,754

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			12,833
			14,289
			3,747
			-231
			678
			3,667
			11,250
			7,754

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)
139 CELANESE CORP-SERIES A		2015-07-14	2016-06-02
139 CINTAS CORP		2015-11-04	2016-06-02
300 COMCAST CORPORATION CL A		2014-07-23	2016-06-02
96 CONSTELLATION BRANDS INC CL A		2014-05-16	2016-06-02
147 DISNEY WALT CO		2014-03-07	2016-06-02
226 DOW CHEMICAL CO		2015-05-27	2016-06-02
199 DR PEPPER SNAPPLE GROUP INC		2015-05-27	2016-06-02
199 EDWARDS LIFESCIENCES CORP		2015-02-13	2016-06-02
168 EXXON MOBIL CORP		2014-12-22	2016-06-02
136 FACEBOOK INC A		2016-05-10	2016-06-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,725		9,851	-126
13,127		12,738	389
19,084		16,452	2,632
14,733		7,802	6,931
14,408		12,089	2,319
11,581		11,564	17
18,314		15,337	2,977
19,862		13,209	6,653
14,810		15,708	-898
16,142		16,322	-180

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-126
			389
			2,632
			6,931
			2,319
			17
			2,977
			6,653
			-898
			-180

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)
187 FOOT LOCKER INC		2014-04-04	2016-06-02
82 GENERAL DYNAMICS CORP		2015-05-29	2016-06-02
109 HOME DEPOT INC COM		2015-11-20	2016-06-02
126 HONEYWELL INTL INC		2015-07-21	2016-06-02
76 ILLINOIS TOOL WORKS INC COM		2016-02-18	2016-06-02
341 J P MORGAN CHASE & CO COM		2015-08-14	2016-06-02
166 JOHNSON & JOHNSON COM		2011-06-30	2016-06-02
118 LAM RESEARCH CORP		2015-06-04	2016-06-02
192 NIKE INC CL B		2015-08-05	2016-06-02
151 NORTHERN TRUST CORP		2016-05-25	2016-06-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
10,216		8,651	1,565
11,562		11,505	57
14,353		13,857	496
14,320		13,280	1,040
8,087		7,255	832
22,311		23,079	-768
18,731		11,024	7,707
9,788		9,802	-14
10,410		11,210	-800
11,091		11,164	-73

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,565
			57
			496
			1,040
			832
			-768
			7,707
			-14
			-800
			-73

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)
38 O REILLY AUTOMOTIVE INC		2016-02-02	2016-06-02
149 PPG INDS INC COM		2015-03-03	2016-06-02
433 PFIZER INC COM		2015-10-30	2016-06-02
271 PRINCIPAL FINANCIAL GROUP COM		2015-08-14	2016-06-02
46 PUBLIC STORAGE INC		2015-09-08	2016-06-02
101 S&P GLOBAL INC		2016-05-25	2016-06-02
227 SCHLUMBERGER LTD COM		2014-04-04	2016-06-02
167 TEXAS INSTRS INC COM		2015-11-20	2016-06-02
68 THERMO ELECTRON CORP COM		2015-08-31	2016-06-02
261 TOTAL FINA S A		2015-08-14	2016-06-02

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,961		10,073	-112
16,007		17,491	-1,484
15,011		14,982	29
11,831		15,496	-3,665
11,752		9,344	2,408
11,097		11,261	-164
17,109		22,370	-5,261
10,133		9,718	415
10,367		8,538	1,829
12,146		12,890	-744

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-112
			-1,484
			29
			-3,665
			2,408
			-164
			-5,261
			415
			1,829
			-744

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

List and describe the kind(s) of property sold (e g , real estate, **(a)** 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
120 TRACTOR SUPPLY CO COM		2015-05-27	2016-06-02
1970 363 VAN ECK GLOBAL HARD ASSETS FUND CLASS I FD 408		2011-06-23	2016-06-02
335 VERIZON COMMUNICATIONS COM		2013-05-16	2016-06-02
146 VISA INC CLASS A SHARES		2013-02-15	2016-06-02
278 WEC ENERGY GROUP INC		2010-12-08	2016-06-02
375 WELLS FARGO & CO NEW COM		2005-03-28	2016-06-02
119 WYNDHAM WORLDWIDE CORP		2016-02-02	2016-06-02
89 ACCENTURE PLC CLASS A ISIN IE00B4BNMY34 SEDOL B4BNMY3		2015-07-14	2016-06-02
208 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-06-26	2016-06-02
179 CHECK POINT SOFTWARE COM		2014-09-04	2016-06-02

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
11,605		10,724	881
65,121		102,170	-37,049
16,888		17,895	-1,007
11,561		5,705	5,856
16,764		8,156	8,608
19,083		11,082	8,001
8,023		7,675	348
10,555		8,976	1,579
12,454		12,640	-186
15,158		12,784	2,374

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			881
			-37,049
			-1,007
			5,856
			8,608
			8,001
			348
			1,579
			-186
			2,374

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)
1060 HORMEL FOODS CORP		2016-02-10	2016-06-03
1170 ALASKA AIR GROUP INC		2015-11-20	2016-06-21
160 CVS CAREMARK CORP		2013-02-22	2016-06-21
834 EDWARDS LIFESCIENCES CORP		2015-02-13	2016-06-24
389 PRINCIPAL FINANCIAL GROUP COM		2015-08-14	2016-06-24
2540 PRINCIPAL FINANCIAL GROUP COM		2014-08-11	2016-06-24
3 74 FEDERAL NATL MTG ASSN POOL 357275		2002-10-07	2016-06-30
82 39 FEDERAL NATL MTG ASSN POOL 555272		2003-09-03	2016-06-30
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
36,824		44,236	-7,412
70,292		93,993	-23,701
14,950		8,238	6,712
80,247		55,357	24,890
15,824		22,243	-6,419
103,326		128,639	-25,313
4		4	
82		83	-1
			92,193

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

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(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-7,412
			-23,701
			6,712
			24,890
			-6,419
			-25,313
			-1

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARY E WILSON MEMORIAL UNION CH 7 VALLEY RD WATCHUNG, NJ 070696034	NONE	PC	GENERAL SUPPORT	154,888
FROST VALLEY YMCA 2000 FROST VALLEY RD CLARYVILLE, NY 127255221	NONE	PC	GENERAL SUPPORT	154,888
PEACE MEMORIAL PRESBYTERIAN CH 110 S FORT HARRISON AVE CLEARWATER, FL 337565107	NONE	PC	GENERAL SUPPORT	154,888
THE FLORIDA ORCHESTRA INC 244 2ND AVE NORTH 421 ST PETERSBURG, FL 337013306	NONE	PC	GENERAL SUPPORT	154,888
MORTON PLANT MEASE FDN 1200 DRUID RD SOUTH BELLEAIR, FL 337561995	NONE	PC	GENERAL SUPPORT	154,888
MUHLENBERG FOUNDATION INC 80 JAMES STREET EDISON, NJ 088203938	NONE	PC	GENERAL SUPPORT	154,894
Total . . . . ▶ **3a**				929,334

TY 2015 Investments - Other Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - FIXED	AT COST	3,139,561	3,069,451
MUTUAL FUNDS - EQUITY	AT COST	3,620,777	4,073,755
ALTERNATIVE INVESTMENTS	AT COST	366,121	322,593

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491302006056

TY 2015 Other Decreases Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Description	Amount
AMORTIZATION CARRY FWD	21
ACCRUED INTEREST CARRY FWD	1,011

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491302006056

TY 2015 Other Increases Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Description	Amount
ROUNDING ADJ FOR SALES AND TRANSACTIONS	4

TY 2015 Taxes Schedule

Name: WILLIAM & MARY MITCHELL FDN

EIN: 35-6536740

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,333	1,333		0
FEDERAL TAX PAYMENT - PRIOR YE	2,234	0		0
FEDERAL ESTIMATES - PRINCIPAL	21,311	0		0