

Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

For calendar year 2014, or tax year beginning 05-01-2014, and ending 04-30-2015

Name of foundation: RILEY HENRIETTA TRUSTEE UW. A Employer identification number: 38-6043103. B Telephone number: (see instructions). C If exemption application is pending, check here. G Check all that apply: Initial return of a former public charity. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 6,931,712. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	225,478	186,085	186,085		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	815,764 <input checked="" type="checkbox"/>	1,023,299	1,267,533		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	2,095,380 <input checked="" type="checkbox"/>	1,856,040	5,478,094		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					0
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,136,622	3,065,424	6,931,712			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	3,136,622	3,065,424			
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,136,622	3,065,424				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,136,622	3,065,424				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	3,136,622
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-72,668
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	1,470
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	3,065,424
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	3,065,424

**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> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<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>	56,598
<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) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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))
2013			
2012			
2011			
2010			
2009			

<b>2</b> Total of line 1, column (d).	<b>2</b>	
<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>	
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	
<b>7</b> Add lines 5 and 6.	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	12,598
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	12,598
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	12,598
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	0
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	0
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	285
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	12,883
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 0 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .		No
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		No
<b>9</b> 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		No

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>		
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>		
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>			
<b>14</b> The books are in care of ▶ <u>COMERICA BANK &amp; TRUST</u> Telephone no ▶ <u>(269) 966-6340</u> Located at ▶ <u>101 NORTH MAIN STREET ANN ARBOR MI</u> ZIP+4 ▶ <u>48101</u>					
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1" style="display:inline-table; vertical-align:middle;"><tr><td style="width:40px; text-align:center;"><b>15</b></td><td></td></tr></table>				<b>15</b>	
<b>15</b>					
<b>16</b> At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ _____	<b>16</b>	<b>Yes</b>	<b>No</b>		
			<b>No</b>		

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float:right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span>				
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <span style="float:right;"><input type="checkbox"/></span> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>			<b>No</b>
<b>c</b> 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 2014? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	<b>2b</b>			<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <span style="float:right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>				
<b>b</b> If "Yes," did it have excess business holdings in 2014 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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 2014?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
<b>6b</b>	<b>No</b>		
<b>7b</b>			

**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
COMERICA BANK TRUST N A 101 NORTH MAIN STREET ANN ARBOR, MI 48101	TRUSTEE 1	36,485		

**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		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**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>	2,019,682
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	177,649
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	4,701,471
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	6,898,802
<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>	6,898,802
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	103,482
<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>	6,795,320
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	339,766

**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>	339,766
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	12,598
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	12,598
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	327,168
<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>	327,168
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	327,168

**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>	702,591
<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>	0
<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>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<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>	702,591
<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 (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	702,591

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				327,168
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .	0			
<b>b</b> From 2010. . . . .	0			
<b>c</b> From 2011. . . . .	0			
<b>d</b> From 2012. . . . .	0			
<b>e</b> From 2013. . . . .	0			
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>702,591</u>				
<b>a</b> Applied to 2013, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2014 distributable amount. . . . .				327,168
<b>e</b> Remaining amount distributed out of corpus	375,423			
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	375,423			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . .	0			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	375,423			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .	0			
<b>b</b> Excess from 2011. . . . .	0			
<b>c</b> Excess from 2012. . . . .	0			
<b>d</b> Excess from 2013. . . . .	0			
<b>e</b> Excess from 2014. . . . .	375,423			

**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 2014, 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			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

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**b** The form in which applications should be submitted and information and materials they should include

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**c** Any submission deadlines

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**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> WATCH TOWER BIBLE & TRACT SOC 25 COLUMBIA HTS BROOKLYN, NY 11201	NONE	EXEMPT	GENERAL SUPPORT	696,897
<b>Total</b> . . . . . <b>▶ 3a</b>				696,897
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . <b>▶ 3b</b>				





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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
180 BANK OF AMERICA CORP		2013-11-08	2014-05-07
50 CONOCOPHILLIPS		2004-06-08	2014-05-13
50 AMERICAN INTL GROUP INC		2013-11-08	2014-05-29
30 VERIZON COMMUNICATIONS		2013-11-13	2014-05-29
20 VISA INC CL A		2011-05-23	2014-05-29
100000 MICROSOFT CORP 2.95% 06/01/2014		2009-12-23	2014-06-01
40 CELGENE CORP		2013-11-13	2014-06-19
50 EOG RESOURCES INC		2013-12-05	2014-06-19
40 KIMBERLY CLARK CORP		2013-12-05	2014-06-19
50 MOLSON COORS BREWING CO CL B		2014-01-29	2014-07-16

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,662		2,573	89
3,930		1,451	2,479
2,703		2,435	268
1,489		1,495	-6
4,289		1,543	2,746
100,000		101,758	-1,758
6,650		5,971	679
5,723		4,182	1,541
4,515		4,163	352
3,614		2,681	933

**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			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			89
			2,479
			268
			-6
			2,746
			-1,758
			679
			1,541
			352
			933

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
30 WABTEC CORP		2013-06-28	2014-07-16
80 FISERV INC		2010-11-19	2014-07-18
50 BAXTER INTERNATIONAL INC		2013-09-16	2014-07-23
130 LAZARD LTD (LP)		2013-04-18	2014-07-23
30 KIMBERLY CLARK CORP		2013-12-05	2014-07-24
70 CVS CORPORATION (DEL)		2014-06-19	2014-08-05
100 WALT DISNEY CO		2014-02-04	2014-08-05
60 QUALCOMM INC		2013-02-22	2014-08-05
10 TIME INC NEW		2014-01-21	2014-08-05
65 DEVON ENERGY CORPORATION		2013-04-08	2014-08-08

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,418		1,604	814
5,013		2,247	2,766
3,837		3,607	230
6,631		4,135	2,496
3,286		3,122	164
5,364		5,439	-75
8,610		7,113	1,497
4,363		3,908	455
242		204	38
4,796		3,690	1,106

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			814
			2,766
			230
			2,496
			164
			-75
			1,497
			455
			38
			1,106

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
50000 FED HOME LN BKS 7 000% DUE 08/15/2014		2000-08-10	2014-08-15
2475 943 PIMCO HIGH YIELD FD INSTL		2014-06-02	2014-08-15
1137 857 PIMCO HIGH YIELD FD INSTL		2012-06-28	2014-08-15
10 BLACKROCK INC		2014-04-09	2014-08-27
30 ROPER INDS INC NEW		2010-09-21	2014-08-27
50 AMGEN INC		2013-02-22	2014-09-30
20 ADOBE SYS INC		2014-01-15	2014-10-02
10 ECOLAB INC		2012-10-10	2014-10-02
20 FACEBOOK INC		2013-11-06	2014-10-02
667 027 FEDERATED PRUDENT BEAR FUND		2014-06-02	2014-10-02

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
50,000		50,088	-88
23,992		24,088	-96
11,026		10,525	501
3,327		3,057	270
4,507		1,962	2,545
7,038		4,299	2,739
1,344		1,230	114
1,130		636	494
1,538		985	553
1,634		1,694	-60

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-88
			-96
			501
			270
			2,545
			2,739
			114
			494
			553
			-60



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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
16690 597 FEDERATED PRUDENT BEAR FUND		2013-04-04	2014-10-02
10 INTERNATIONAL FLAVORS & FRAGRANCES		2014-04-09	2014-10-02
5236 301 IVY FDS INC ASSET STRATEGY FD CL I		2013-04-04	2014-10-02
10 JOHNSON & JOHNSON		2000-06-02	2014-10-02
10 MERCK & CO INC NEW		2013-11-08	2014-10-02
60 MONSTER BEVERAGE CORP		2014-04-17	2014-10-02
10 NIKE INC CL B		2007-08-29	2014-10-02
2216 879 OPPENHEIMER INTL BOND FD Y		2014-06-02	2014-10-02
5084 039 OPPENHEIMER INTL BOND FD Y		2012-07-02	2014-10-02
10001 722 PIMCO TOTAL RETURN FD INSTL		2014-06-02	2014-10-02

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
40,892		56,080	-15,188
938		936	2
158,869		140,385	18,484
1,044		428	616
588		467	121
5,434		4,050	1,384
877		273	604
13,323		13,658	-335
30,555		32,131	-1,576
109,019		108,688	331

**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			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			-15,188
			2
			18,484
			616
			121
			1,384
			604
			-335
			-1,576
			331

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
2949 998 PIMCO TOTAL RETURN FD INSTL		2011-10-18	2014-10-02
9465 508 PIMCO COMMODITY REAL RETURN STRATEGY FD - INS #45		2013-04-04	2014-10-02
50 VERIZON COMMUNICATIONS		2010-12-20	2014-10-17
20 VERIZON COMMUNICATIONS		2013-11-13	2014-10-17
30 IBM CORP		2014-08-27	2014-10-20
40 CONOCOPHILLIPS		2004-06-08	2014-10-29
40 OCCIDENTAL PETROLEUM CORP		2012-06-28	2014-10-29
90 QUALCOMM INC		2013-02-22	2014-11-07
30 EOG RESOURCES INC		2013-11-19	2014-11-11
30 APACHE CORP		2014-07-18	2014-11-28

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
32,155		31,712	443
49,315		59,598	-10,283
2,399		1,744	655
960		997	-37
5,046		5,756	-710
2,822		1,161	1,661
3,543		3,194	349
6,248		5,862	386
2,963		2,523	440
1,942		2,958	-1,016

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			443
			-10,283
			655
			-37
			-710
			1,661
			349
			386
			440
			-1,016

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
50 DEVON ENERGY CORPORATION		2013-04-08	2014-11-28
20 EOG RESOURCES INC		2013-11-19	2014-11-28
100000 MERCK & CO INC 4% 06/30/2015		2010-01-04	2014-12-01
40 BERKSHIRE HATHAWAY CL B		2013-11-08	2014-12-02
30 CONOCOPHILLIPS		2004-06-08	2014-12-15
30 OCCIDENTAL PETROLEUM CORP		2012-06-28	2014-12-15
100 EXPRESS SCRIPTS HLDG CO		2012-12-06	2014-12-16
10 BIOGEN IDEC INC		2013-11-06	2015-01-06
320 GENERAL ELECTRIC CO		2014-06-19	2015-01-06
165 VERIZON COMMUNICATIONS		2010-12-20	2015-01-09

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,954		2,717	237
1,746		1,682	64
102,153		105,044	-2,891
5,992		4,621	1,371
1,852		870	982
2,194		2,312	-118
7,980		5,383	2,597
3,385		2,390	995
7,702		8,468	-766
7,708		5,754	1,954

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			237
			64
			-2,891
			1,371
			982
			-118
			2,597
			995
			-766
			1,954

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
30 CHEVRONTEXACO CORP		2014-07-23	2015-01-28
330 PFIZER INC		2014-01-29	2015-02-04
440 MICROSOFT CORP		2011-08-22	2015-02-06
40 HERSHEY FOODS CORP		2013-12-05	2015-02-10
120 MEDTRONIC INC		2013-11-25	2015-02-13
50000 PROCTER & GAMBLE CO NT 3.5% 02/15/2015		2009-06-03	2015-02-15
30 HELMERICH & PAYNE INC		2014-10-02	2015-02-26
50 VIACOM INC CL B		2013-12-05	2015-02-26
230 GENERAL ELECTRIC CO		2014-02-13	2015-03-05
70 ADOBE SYS INC		2014-01-15	2015-03-18

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
3,107		4,001	-894
10,571		10,186	385
18,585		11,322	7,263
4,236		3,853	383
9,234		6,904	2,330
50,000		50,085	-85
1,984		3,069	-1,085
3,446		4,065	-619
5,903		5,833	70
5,399		4,306	1,093

**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			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			-894
			385
			7,263
			383
			2,330
			-85
			-1,085
			-619
			70
			1,093

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
200 INTEL CORP		2015-01-09	2015-03-18
40 KANSAS CITY SOUTHERN		2013-12-24	2015-03-24
70 AMERICAN INTL GROUP INC		2013-11-08	2015-03-27
30 FACEBOOK INC		2013-11-06	2015-03-27
40 MONSTER BEVERAGE CORP		2014-04-17	2015-03-27
40 WABTEC CORP		2013-06-28	2015-03-27
60 KRAFT FOODS GROUP INC		2013-11-08	2015-04-07
70 AMERICAN EXPRESS CO		2014-02-04	2015-04-29
40 HARLEY DAVIDSON INC		2014-06-19	2015-04-29
CAPITAL GAIN DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
6,216		6,944	-728
4,225		4,951	-726
3,778		3,409	369
2,503		1,477	1,026
5,525		2,700	2,825
3,779		2,138	1,641
5,370		3,159	2,211
5,406		5,889	-483
2,276		2,813	-537
			17,617

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-728
			-726
			369
			1,026
			2,825
			1,641
			2,211
			-483
			-537

## TY 2014 Investments Corporate Bonds Schedule

**Name:** RILEY HENRIETTA TRUSTEE UW

**EIN:** 38-6043103

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LOWES COS INC 5% 10/15/15	50,545	51,058
TARGET CORP 5.875% 7/15/16	50,568	53,064
BHP FINANCE 5.4% 3/29/17	48,700	54,122
AMERICAN CONTURY INFLATION ADJ	37,777	36,965
PERKINS JANUS FLEXIBLE BOND FD	107,789	108,384
NATIXIS LOOMIS SAYLES INV GR	101,083	98,203
MAINSTAY HIGH YIELD CORP	23,611	22,716
OPPENHEIMER INTL BD FD Y	63,785	61,635
VG S/T CORP FD-ADM	134,322	134,267
FIXED INCOME OPP FUND	175,000	174,660
CREDIT SUISSE COMMODITY RETURN	107,787	94,453
GOLDMAN SACHS TR STRAT INC FD	333,688	316,674
ARBITRAGE FUND R	107,297	110,982
COHEN & STEERS REALTY SHS	166,894	183,172
ABSOLUTE STRATEGIES FD-I	55,192	54,205
MAINSTAY MARKETFIELD FD-I	291,999	265,658
SUMMARY ASSET FOR ALL OIL, GAS	3	3,657,876

**TY 2014 Investments Corporate  
Stock Schedule****Name:** RILEY HENRIETTA TRUSTEE UW**EIN:** 38-6043103

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
AMAZON COM INC	4,879	6,327
CBS CORP NEW CL B	5,336	5,592
CONSTELLATION BRANDS INC CL A	3,965	5,797
HARLEY DAVIDSON INC	2,813	2,248
HOME DEPOT INC	7,020	9,628
NIKE INC CL B	1,091	3,954
STARBUCKS CORP	5,358	6,921
TARGET CORP	2,970	3,153
TWENTY-FIRST CENTY FOX INC	2,742	2,726
VIACOM INC CL B	4,794	4,167
TIME WARNER	4,955	6,753
BROWN FORMAN CORP CL B	2,615	2,707
CLOROX CO	2,024	2,122
COLGATE PALMOLIVE CO	5,273	5,382
DR PEPPER SNAPPLE GROUP	3,155	2,983
ECOLAB INC	3,181	5,599
HERSHEY CO COMMON STOCK	3,846	3,677
HORMEL FOODS CORP	2,863	2,718
INTERNATIONAL FLAVORS	4,361	5,738
KRAFT FOODS GROUP INC	2,106	3,390
MOLSON COORS BREWING CO	2,145	2,940
MONDELEZ INTL	6,067	6,139
MONSTER BEVERAGE CORP	1,282	2,742
NEWELL RUBBERMAID INC	5,284	6,482
PEPSICO INC	9,930	11,414
PROCTER & GAMBLE	7,151	7,156
TYSON FOODS INC CL A	3,718	3,536
WHOLE FOODS MKT INC	6,530	6,686
CALIFORNIA RES CORP	139	186
CHEVRON CORP	5,334	4,442

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONOCOPHILLIPS	725	1,698
OCCIDENTAL PETROLEUM CORP	1,541	1,602
PHILLIPS 66	3,687	3,966
AMERICAN EXPRESS CO	7,571	6,971
AMERICAN INTL GROUP	4,383	5,066
BB&T CORP	6,470	6,509
BERKSHIRE HATHAWAY CL B	8,086	9,885
BLACKROCK INC	4,576	5,459
LAM RESH CORP	4,660	4,535
MORGAN STANLEY	5,269	6,343
NORTHERN TRUST CORP	1,389	1,463
PNC FINANCIAL SERVICES GRP	4,202	4,587
PRUDENTIAL FINANCIAL INC	4,810	4,896
ROLLINS INC	5,004	6,324
SUNTRUST BANKS INC	4,938	4,980
TRAVELERS COS INC	4,284	4,044
US BANCORP	4,455	4,287
VISA INC CL A	2,315	7,926
WELLS FARGO & CO NEW	8,193	9,367
ABBVIE INC	6,661	7,113
AMGEN INC	5,159	9,475
BECTON DICKINSON & CO	4,345	4,226
BIOGEN IDEC INC	2,390	3,739
BRISTOL MYERS SQUIBB CO	4,606	5,736
CVS/CAREMARK	4,198	3,972
CELGENE CORP	2,985	4,322
GILEAD SCIENCES INC	5,255	7,036
HCA HLDGS INC	2,803	2,960
JOHNSON & JOHNSON	6,423	14,880
LILLY ELI & CO	5,522	5,750



Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCKESSON CORP	6,879	6,702
MERCK & CO INC	10,736	13,699
REGENERON PHARMACEUTICALS INC	2,005	2,287
THERMO FISHER SCIENTIFIC	4,833	5,027
UNIVERSAL HEALTH SVCS INC	3,222	3,509
BOEING CO	6,326	7,167
GENERAL DYNAMICS	4,086	4,120
HONEYWELL INTL INC	8,333	9,083
LOCKHEED MARTIN	4,825	5,598
NORTHROP GRUMMAN	3,337	4,621
ROPER INDS INC	1,635	4,204
UNITED TECHNOLOGIES	9,829	10,238
WABTEC CORP	1,850	2,822
APPLE INC	8,003	21,901
CISCO SYS INC	5,161	5,478
FACEBOOK INC	4,430	7,089
FISERV INC	1,770	3,880
GOOGLE INC CL C	8,885	8,597
YAHOO	3,999	3,831
ALCOA INC	2,438	2,013
AVERY DENNISON CORP	4,950	5,559
DOW CHEMICAL	4,369	4,590
MONSANTO CO	5,647	5,698
SEALED AIR CORP	3,797	5,472
LIONS GATE ENTERTAINMENT CORP	5,227	5,272
MEDTRONIC PLC	9,234	8,934
AMG FDS SOUTHERNSUN SM CP	51,363	65,700
HARBOR INTL FD	249,238	304,393
MFS INTL NEW DISCOVERY I	152,417	195,157
OPPENHEIMER DEVELOPING MKTS FD	126,326	144,394

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
PRINCIPAL MIDCAP BLEND	48,317	78,076

## TY 2014 Legal Fees Schedule

**Name:** RILEY HENRIETTA TRUSTEE UW

**EIN:** 38-6043103

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,370			1,370

## TY 2014 Other Expenses Schedule

**Name:** RILEY HENRIETTA TRUSTEE UW

**EIN:** 38-6043103

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	225	0		225

**TY 2014 Other Increases Schedule**

**Name:** RILEY HENRIETTA TRUSTEE UW

**EIN:** 38-6043103

Description	Amount
MUTUAL FUNDS TIMING DIFFERENCE	1,470