Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST

A Employer identification number: 62-6268981

Number and street (or P O box number if mail is not delivered to street address): 820 BROAD STREET — Room/suite: 300

B Telephone number: (423)755-8142

City or town, state or province, country, and ZIP or foreign postal code: CHATTANOOGA, TN 37402

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: [X] 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) ▶$ 23,146,177.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,430.	4,430.		STATEMENT 1
	4 Dividends and interest from securities	392,020.	392,020.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	373,760.			STATEMENT 3
	b Gross sales price for all assets on line 6a 3,900,819.				
	7 Capital gain net income (from Part IV, line 2)		325,844.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	141,630.	116,529.		STATEMENT 4
	12 Total. Add lines 1 through 11	911,840.	838,823.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	7,335.	0.		7,335.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	5,305.	4,857.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	431,139.	349,856.		19,616.
	24 Total operating and administrative expenses. Add lines 13 through 23	443,779.	354,713.		26,951.
	25 Contributions, gifts, grants paid	976,500.			976,500.
	26 Total expenses and disbursements Add lines 24 and 25	1,420,279.	354,713.		1,003,451.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-508,439.			
	b Net investment income (if negative, enter -0-)		484,110.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,198,180.	1,262,063.	1,262,063.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2,754,726.	5,848,483.	6,843,412.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	16,142,352.	12,476,273.	15,040,702.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,095,258.	19,586,819.	23,146,177.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	20,095,258.	19,586,819.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	20,095,258.	19,586,819.	
	31 Total liabilities and net assets/fund balances	20,095,258.	19,586,819.	

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	20,095,258.
2 Enter amount from Part I, line 27a	2	-508,439.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,586,819.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,586,819.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	3,852,903.		3,527,059.	325,844.

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				
b				
c				
d				
e				325,844.

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** 325,844.

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).
If (loss), enter -0- in Part I, line 8 } **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	967,274.	20,323,198.	.047595
2011	918,597.	21,820,293.	.042098
2010	880,008.	20,623,954.	.042669
2009	860,445.	18,944,681.	.045419
2008	683,952.	16,674,817.	.041017

2	**Total** of line 1, column (d)	2	.218798
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	.043760
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	21,228,311.
5	Multiply line 4 by line 3	5	928,951.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,841.
7	Add lines 5 and 6	7	933,792.
8	Enter qualifying distributions from Part XII, line 4	8	1,003,451.

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 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 ▶ [X] and enter 1% of Part I, line 27b			1	4,841.
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	4,841.
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	4,841.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	35,397.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	35,397.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	30,556.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	30,556.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) SEE STATEMENT 10	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HUGH O. MACLELLAN, JR. Telephone no. ▶ (423) 755-8141
Located at ▶ 820 BROAD STREET, SUITE 300, CHATTANOOGA, TN ZIP+4 ▶ 37402

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 N/A

			Yes	No
16	At any time during calendar year 2013, 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		X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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)? N/A	1b		
	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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ ____, ____, ____, ____			
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 2013 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 2013.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | X (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? N/A | 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.

(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
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	20,105,165.
b	Average of monthly cash balances	1b	1,446,420.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	21,551,585.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21,551,585.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	323,274.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,228,311.
6	**Minimum investment return.** Enter 5% of line 5	6	1,061,416.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,061,416.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 4,841.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,841.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,056,575.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,056,575.
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	1,056,575.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,003,451.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,003,451.
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	5	4,841.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	998,610.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,056,575.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			421,187.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,003,451.				
a Applied to 2012, but not more than line 2a			421,187.	
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 2013 distributable amount				582,264.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				474,311.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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 foundation 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 e-mail 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				
CHATTANOOGA CHRISTIAN COMMUNITY FOUNDATION 736 MARKET STREET, SUITE 1402 CHATTANOOGA, TN 37402	NONE	PC	CHARITABLE PROJECTS	976,500.
Total			▶ 3a	976,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	4,430.	
4 Dividends and interest from securities			14	392,020.	
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	525990	19,258.	14	116,529.	5,843.
8 Gain or (loss) from sales of assets other than inventory	525990	47,916.	18	325,844.	
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)		67,174.		838,823.	5,843.

13 Total Add line 12, columns (b), (d), and (e) 13 911,840.

(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).
7	TAX EXEMPT INCOME FROM PASSTHROUGH INVESTMENTS

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ X Hugh O Maclellan Jr. | 12-2-15 | ▶ TREASURER/SECRETARY

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
AMY G. THOMAS	Amy G Thomas	1/28/15		P01525903

Firm's name ▶ CHAMBLISS, BAHNER & STOPHEL, P.C. Firm's EIN ▶ 62-1674553

Firm's address ▶ 605 CHESTNUT STREET, SUITE 1700 CHATTANOOGA, TN 37450-0019 Phone no. (423)756-3000

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	PARTNERSHIPS SHORT-TERM GAINS - SCH ATTACHED	P		
b	PARTNERSHIPS LONG-TERM GAINS - SCH ATTACHED	P		
c	PARTNERSHIPS SECTION 1231 - SCH ATTACHED	P		
d	PARTNERSHIPS SECTION 1256 - SCH ATTACHED	P		
e	AKORN INC COM	P	01/15/14	05/27/14
f	ANIKA THERAPEUTICS INC PREVIOUSLY KNOWNAS ANIKA R	P	01/22/14	02/26/14
g	BARD C R INCORPORATED	P	01/22/14	05/27/14
h	DIAMONDBACK ENERGY INC COM	P	01/16/14	02/06/14
i	DIAMONDBACK ENERGY INC COM	P	01/16/14	04/11/14
j	DIAMONDBACK ENERGY INC COM	P	01/16/14	04/23/14
k	IPC THE HOSPITALIST CO INC COM	P	01/15/14	05/27/14
l	LIFELOCK INC COM	P	01/21/14	02/06/14
m	PETSMART INC	P	01/15/14	06/13/14
n	PETSMART INC	P	04/24/14	06/13/14
o	VIRTUS EMRG MKTS OPPTY FD CL I	P	06/20/13	12/30/13

	(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	-37,341.			-37,341.
b	113,742.			113,742.
c	57,325.			57,325.
d	-8,307.			-8,307.
e	4,650.		3,680.	970.
f	2,424.		1,813.	611.
g	6,905.		6,408.	497.
h	1,286.		1,164.	122.
i	1,310.		921.	389.
j	1,318.		873.	445.
k	2,531.		3,316.	-785.
l	1,450.		1,303.	147.
m	6,349.		7,256.	-907.
n	12,640.		14,830.	-2,190.
o	534.		528.	6.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-37,341.
b				113,742.
c				57,325.
d				-8,307.
e				970.
f				611.
g				497.
h				122.
i				389.
j				445.
k				-785.
l				147.
m				-907.
n				-2,190.
o				6.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

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	VIRTUS EMRG MKTS OPPTY FD CL I	P	12/20/13	12/30/13
b	VIRTUS EMRG MKTS OPPTY FD CL I	P	12/20/13	12/30/13
c	PFIZER INC	P	05/15/13	07/02/13
d	PERRIGO CO	P	05/15/13	08/16/13
e	PERRIGO CO	P	05/16/13	08/16/13
f	STARBUCKS CORP	P	05/15/13	08/21/13
g	DIRECTV	P	05/15/13	08/22/13
h	APACHE CORP	P	05/15/13	09/25/13
i	HAIN CELESTIAL GROUP INC	P	05/15/13	09/26/13
j	BECTON DICKINSON & CO	P	05/15/13	09/26/13
k	3M CO	P	05/15/13	09/26/13
l	MC CORMICK & CO INC N-VTNON VOTING SHARES	P	05/15/13	02/07/14
m	MASTERCARD INC CL A COM	P	05/15/13	02/11/14
n	SALIX PHARMACEUTICALS	P	08/21/13	03/19/14
o	3M CO	P	05/15/13	04/17/14

	(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	40.		39.	1.
b	1,552.		1,529.	23.
c	9,246.		9,862.	-616.
d	7,193.		7,279.	-86.
e	7,193.		7,232.	-39.
f	6,002.		5,446.	556.
g	10,445.		11,672.	-1,227.
h	10,857.		10,202.	655.
i	2,688.		2,281.	407.
j	2,504.		2,530.	-26.
k	3,597.		3,343.	254.
l	11,651.		13,826.	-2,175.
m	2,660.		2,008.	652.
n	4,452.		2,708.	1,744.
o	2,196.		1,783.	413.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				1.
b				23.
c				-616.
d				-86.
e				-39.
f				556.
g				-1,227.
h				655.
i				407.
j				-26.
k				254.
l				-2,175.
m				652.
n				1,744.
o				413.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-13

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	THE CHARLES SCHWAB CORP	P	05/15/13	04/17/14
b	ALLERGAN INC	P	05/15/13	05/09/14
c	CONTINENTAL RESOURCES	P	05/15/13	05/09/14
d	FIFTH & PAC COS INC COM	P	10/23/13	11/21/13
e	DIRECTV	P	10/23/13	05/20/14
f	DIRECTV	P	01/09/14	05/20/14
g	NOW INC	P	01/09/14	06/05/14
h	NOW INC	P	10/23/13	06/10/14
i	NOW INC	P	01/09/14	06/10/14
j	ABBIE INC	P	09/15/11	12/30/13
k	ABBIE INC	P	11/22/11	12/30/13
l	ABBIE INC	P	11/22/11	12/30/13
m	ABBIE INC	P	11/22/11	12/30/13
n	ABBIE INC	P	12/27/11	12/30/13
o	VIRTUS EMRG MKTS OPPTY FD CL I	P	12/27/12	12/30/13

	(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	3,203.		2,245.	958.
b	476.		310.	166.
c	516.		335.	181.
d	17,054.		14,569.	2,485.
e	19,630.		14,518.	5,112.
f	17,365.		14,601.	2,764.
g	25.		24.	1.
h	1,494.		1,469.	25.
i	1,494.		1,447.	47.
j	21,179.		10,644.	10,535.
k	5,295.		2,739.	2,556.
l	10,591.		5,477.	5,114.
m	5,295.		2,739.	2,556.
n	42,363.		23,394.	18,969.
o	186,462.		200,000.	-13,538.

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) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a				958.
b				166.
c				181.
d				2,485.
e				5,112.
f				2,764.
g				1.
h				25.
i				47.
j				10,535.
k				2,556.
l				5,114.
m				2,556.
n				18,969.
o				-13,538.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

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	PETSMART INC	P	05/15/13	06/13/14
b	LIVINGSTON FUND I, LP	P		
c	RD LEGAL FUNDING PARTNERS, LP	P		
d	RINEHART INTERNATIONAL	P		
e	BROOKDALE GLOBAL OPPORTUNITY FUND	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	14,772.		17,747.	-2,975.
b	768.		211.	557.
c	572,410.		473,038.	99,372.
d	1,595,174.		1,617,720.	-22,546.
e	1,056,109.		1,000,000.	56,109.
f	32,136.			32,136.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2,975.
b				557.
c				99,372.
d				-22,546.
e				56,109.
f				32,136.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	325,844.
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). If (loss), enter "-0-" in Part I, line 8		3	N/A

323591
05-01-13

HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST
PARTNERSHIP CAPITAL GAINS AND LOSSES
FISCAL YEAR ENDED JUNE 30, 2014
ATTACHMENT TO PART IV

Partnership	Identification Number	Net Short-term Capital Gain (Loss)	Net Long-term Capital Gain (Loss)	Net Section 1231 Gain (Loss)	Section 1256 Contracts & Straddles	Unrelated Business Income
Aerial Biopharma, LLC	27-4435278	-	(4,064)	-	-	-
Bloom Tree Fund, LP	26-2222597	8,402	10,378	-	-	275
Brigade Distressed Value Fund	27-4128092	-	-	1	(224)	1,855
C-III Recovery Fund II LP	46-2657439	-	-	-	-	-
GCM Grosvenor Maclellan Investment Fund LP	26-0458356	223	22,729	114	-	634
400 Capital Credit Opportunities Fund LP	26-4091106	22,992	48,961	-	(10,876)	19,462
Harbert Value Class L holdings (U S), LLC	26-3647081	-	-	-	-	-
Ionic Event Driven Fund LLC	45-3589005	-	-	-	(2,125)	-
Kern Medical, III, LLC	37-1601660	-	-	-	-	-
KW Discovery, LLC	61-1692541	-	-	(340)	-	-
KW Stratus, LLC	APPLIED FOR	-	-	-	-	-
Livingston Fund I, LP	62-6268981	-	-	-	-	-
Majesty II-QP, LP	38-3565016	(17,036)	79,748	2,075	543	25,690
Providence MBS Fund, LP	20-0617321	-	-	-	-	-
RD Legal Funding Partners, LP	20-8971819	-	-	-	-	-
Resource Land Fund, III, LLC	20-3801822	-	(4,968)	55,475	-	-
Rinehart International	62-6268981	(79,309)	(193,085)	-	-	-
River V, L P	20-2999919	-	110,886	-	-	-
River VI, L P	27-4698488	-	-	-	-	-
River North Capital Partners, LP	20-8247249	46,927	13,963	-	4,375	-
Tamarack Global Healthcard Fund, LP	20-8297742	28,368	29,194	-	-	-
Tenth Street Financial Opportunity Fund II, L P	32-0405144	8 00	-	-	-	-
Totals		**10,575.00**	**113,742.00**	**57,325.00**	**(8,307.00)**	**47,916.00**
Less Unrelated Business Gains and Losses		47,916 00	-	-	-	-
Total Gains and Losses to Schedule D		**(37,341.00)**	**113,742.00**	**57,325.00**	**(8,307.00)**	**47,916.00**

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SUNTRUST BANK - CHECKING	4,430.	4,430.	
TOTAL TO PART I, LINE 3	4,430.	4,430.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
400 CAPITAL CREDIT OPPORTUNITIES FUND LP	102,030.	0.	102,030.	102,030.	
AERIAL BIOPHARMA, LLC	191.	0.	191.	191.	
BLOOM TREE FUND, LP	4,254.	0.	4,254.	4,254.	
COHERA MEDICAL	141,259.	0.	141,259.	141,259.	
GCM GROSEVNOR MACLELLAN INVESTMENT FUND LP	4,919.	0.	4,919.	4,919.	
KW DISCOVERY, LLC	225.	0.	225.	225.	
MAJESTY II-QP, LP	29,294.	0.	29,294.	29,294.	
PERSHING 2076	1.	0.	1.	1.	
PERSHING A<I	2,835.	0.	2,835.	2,835.	
PERSHING LYRICAL	7,786.	38.	7,748.	7,748.	
RESOURCE LAND FUND, III, LLC	815.	0.	815.	815.	
RINEHART INTERNATIONAL	27,608.	0.	27,608.	27,608.	
RIVEER VI, L.P.	2.	0.	2.	2.	
RIVER NORTH CAPITAL PARTNERS, LP	17,855.	0.	17,855.	17,855.	
RIVER V, L.P.	4.	0.	4.	4.	
SCHWAB	77,486.	32,098.	45,388.	45,388.	
SCHWAB - AMI	6,619.	0.	6,619.	6,619.	
TENTH STREET FINANCIAL OPPORTUNITY FUND	973.	0.	973.	973.	
TO PART I, LINE 4	424,156.	32,136.	392,020.	392,020.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIPS SHORT-TERM GAINS - SCH ATTACHED			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-37,341.	0.	0.	0.	-37,341.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIPS LONG-TERM GAINS - SCH ATTACHED			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
113,742.	0.	0.	0.	113,742.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIPS SECTION 1231 - SCH ATTACHED			PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,325.	0.	0.	0.	57,325.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIPS SECTION 1256 - SCH ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-8,307.	0.	0.	0.	-8,307.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AKORN INC COM	PURCHASED	01/15/14	05/27/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,650.	3,680.	0.	0.	970.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ANIKA THERAPEUTICS INC PREVIOUSLY KNOWNAS ANIKA RESEARCH INC	PURCHASED	01/22/14	02/26/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,424.	1,813.	0.	0.	611.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BARD C R INCORPORATED	PURCHASED	01/22/14	05/27/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,905.	6,408.	0.	0.	497.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIAMONDBACK ENERGY INC COM	PURCHASED	01/16/14	02/06/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,286.	1,164.	0.	0.	122.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIAMONDBACK ENERGY INC COM	PURCHASED	01/16/14	04/11/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,310.	921.	0.	0.	389.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIAMONDBACK ENERGY INC COM	PURCHASED	01/16/14	04/23/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,318.	873.	0.	0.	445.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
IPC THE HOSPITALIST CO INC COM	PURCHASED	01/15/14	05/27/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,531.	3,316.	0.	0.	-785.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIFELOCK INC COM	PURCHASED	01/21/14	02/06/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,450.	1,303.	0.	0.	147.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PETSMART INC	PURCHASED	01/15/14	06/13/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,349.	7,256.	0.	0.	-907.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PETSMART INC	PURCHASED	04/24/14	06/13/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,640.	14,830.	0.	0.	-2,190.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIRTUS EMRG MKTS OPPTY FD CL I	PURCHASED	06/20/13	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
534.	528.	0.	0.	6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIRTUS EMRG MKTS OPPTY FD CL I	PURCHASED	12/20/13	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40.	39.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIRTUS EMRG MKTS OPPTY FD CL I	PURCHASED	12/20/13	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,552.	1,529.	0.	0.	23.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PFIZER INC	PURCHASED	05/15/13	07/02/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,246.	9,862.	0.	0.	-616.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERRIGO CO	PURCHASED	05/15/13	08/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,193.	7,279.	0.	0.	-86.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PERRIGO CO	PURCHASED	05/16/13	08/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,193.	7,232.	0.	0.	-39.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STARBUCKS CORP	PURCHASED	05/15/13	08/21/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,002.	5,446.	0.	0.	556.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIRECTV	PURCHASED	05/15/13	08/22/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,445.	11,672.	0.	0.	-1,227.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APACHE CORP	PURCHASED	05/15/13	09/25/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,857.	10,202.	0.	0.	655.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HAIN CELESTIAL GROUP INC	PURCHASED	05/15/13	09/26/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,688.	2,281.	0.	0.	407.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BECTON DICKINSON & CO	PURCHASED	05/15/13	09/26/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,504.	2,530.	0.	0.	-26.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3M CO	PURCHASED	05/15/13	09/26/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,597.	3,343.	0.	0.	254.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MC CORMICK & CO INC N-VTNON VOTING SHARES	PURCHASED	05/15/13	02/07/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,651.	13,826.	0.	0.	-2,175.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MASTERCARD INC CL A COM	PURCHASED	05/15/13	02/11/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,660.	2,008.	0.	0.	652.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALIX PHARMACEUTICALS	PURCHASED	08/21/13	03/19/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,452.	2,708.	0.	0.	1,744.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3M CO	PURCHASED	05/15/13	04/17/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,196.	1,783.	0.	0.	413.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THE CHARLES SCHWAB CORP	PURCHASED	05/15/13	04/17/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,203.	2,245.	0.	0.	958.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALLERGAN INC	PURCHASED	05/15/13	05/09/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
476.	310.	0.	0.	166.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CONTINENTAL RESOURCES	PURCHASED	05/15/13	05/09/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
516.	335.	0.	0.	181.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIFTH & PAC COS INC COM	PURCHASED	10/23/13	11/21/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,054.	14,569.	0.	0.	2,485.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIRECTV	PURCHASED	10/23/13	05/20/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,630.	14,518.	0.	0.	5,112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIRECTV	PURCHASED	01/09/14	05/20/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,365.	14,601.	0.	0.	2,764.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NOW INC	PURCHASED	01/09/14	06/05/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25.	24.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NOW INC	PURCHASED	10/23/13	06/10/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,494.	1,469.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NOW INC	PURCHASED	01/09/14	06/10/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,494.	1,447.	0.	0.	47.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBIE INC	PURCHASED	09/15/11	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,179.	10,644.	0.	0.	10,535.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBIE INC	PURCHASED	11/22/11	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,295.	2,739.	0.	0.	2,556.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBIE INC	PURCHASED	11/22/11	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,591.	5,477.	0.	0.	5,114.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBIE INC	PURCHASED	11/22/11	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,295.	2,739.	0.	0.	2,556.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBIE INC	PURCHASED	12/27/11	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,363.	23,394.	0.	0.	18,969.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIRTUS EMRG MKTS OPPTY FD CL I	PURCHASED	12/27/12	12/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
186,462.	200,000.	0.	0.	-13,538.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PETSMART INC	PURCHASED	05/15/13	06/13/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,772.	17,747.	0.	0.	-2,975.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIVINGSTON FUND I, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
768.	211.	0.	0.	557.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RD LEGAL FUNDING PARTNERS, LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
572,410.	473,038.	0.	0.	99,372.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RINEHART INTERNATIONAL	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,595,174.	1,617,720.	0.	0.	-22,546.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROOKDALE GLOBAL OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,056,109.	1,000,000.	0.	0.	56,109.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP FLOWTHROUGH - UBI	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,916.	0.	0.	0.	47,916.

NET GAIN OR LOSS FROM SALE OF ASSETS	341,624.
CAPITAL GAINS DIVIDENDS FROM PART IV	32,136.
TOTAL TO FORM 990-PF, PART I, LINE 6A	373,760.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAX EXEMPT INCOME	5,843.	0.	
PARTNERSHIPS ORDINARY INCOME--SCH ATTACHED	-62,018.	-81,276.	
PARTNERSHIPS ROYALTIES--SCH ATTACHED	18.	18.	
PARTNERSHIPS OTHER PORTFOLIO INC--SCH ATTACHED	-3,524.	-3,524.	
PARTNERSHIPS OTHER INCOME--SCH ATTACHED	201,311.	201,311.	
TOTAL TO FORM 990-PF, PART I, LINE 11	141,630.	116,529.	

HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST
PARTNERSHIP INCOME
FISCAL YEAR ENDED JUNE 30, 2014
ATTACHMENT TO PART I, LINE 11 (STATEMENT 4)

Partnership	*Identification Number*	*Ordinary*	*Royalties*	*Other Portfolio Income*	*Other Income*	*Unrelated Business Income*
Aerial Biopharma, LLC	27-4435278	(101,124)	-	-	-	-
Bloom Tree Fund, LP	26-2222597	366	16	17	930	(3)
Brigade Distressed Value Fund	27-4128092	(25)	-	-	43,621	260
C-III Recovery Fund II LP	46-2657439	-	-	-	-	-
GCM Grosvenor Maclellan Investment Fund LP	26-0458356	736	-	(311)	(22)	891
400 Capital Credit Opportunities Fund LP	26-4091106	-	-	545	689	14,509
Harbert Value Class L holdings (U S), LLC	26-3647081	-	-	-	55,108	-
Ionic Event Driven Fund LLC	45-3589005	-	-	-	15,543	5
Kern Medical, III, LLC	37-1601660	-	-	-	-	-
KW Discovery, LLC	61-1692541	23,456	-	-	-	-
KW Stratus, LLC	APPLIED FOR	-	-	-	-	-
Livingston Fund I, LP	62-6268981	211	-	-	-	-
Majesty II-QP, LP	38-3565016	1,910	2	(11,420)	33,789	6,759
Providence MBS Fund, LP	20-0617321	-	-	-	53,543	-
RD Legal Funding Partners, LP	20-8971819	8,574	-	-	-	-
Resource Land Fund, III, LLC	20-3801822	3,878	-	3	-	(3,163)
Rinehart International	62-6268981	-	-	7,560	-	
River V, L P	20-2999919	-	-	-	-	
River VI, L P	27-4698488	-	-	-	-	-
River North Capital Partners, LP	20-8247249	-	-	-	-	-
Tamarack Global Healthcard Fund, LP	20-8297742	-	-	-	(1,890)	-
Tenth Street Financial Opportunity Fund II, L P	32-0405144	-	-	82	-	-
Totals		**(62,018.00)**	**18.00**	**(3,524.00)**	**201,311.00**	**19,258.00**
Less Unrelated Business Ordinary Income		19,258 00	-	-	-	-
Totals		**(81,276.00)**	**18.00**	**(3,524.00)**	**201,311.00**	**19,258.00**

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHAMBLISS, BAHNER & STOPHEL, P.C.	7,335.	0.		7,335.
TO FM 990-PF, PG 1, LN 16A	7,335.	0.		7,335.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD FROM INCOME	1,132.	1,132.		0.
FOREIGN TAX WITHHELD THROUGH PARTNERSHIPS	2,882.	2,882.		0.
STATE TAX WITHHELD THROUGH PARTNERSHIPS	843.	843.		0.
EXCISE TAX	448.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,305.	4,857.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES & WIRE FEES	1,723.	1,723.		0.
MANAGEMENT FEES THROUGH BROKERS	76,625.	76,625.		0.
PORTFOLIO DEDUCTIONS THROUGH PARTNERSHIPS	114,318.	114,318.		0.
INVESTMENT INTEREST THROUGH PARTNERSHIPS	89,464.	89,464.		0.
OTHER PARTNERSHIP DEDUCTIONS	67,726.	67,726.		0.
NON DEDUCTIBLE EXPENSES THROUGH PARTNERSHIPS	33,731.	0.		0.
TN FOUDNATION ANNUAL REPORT FEE	20.	0.		20.
MISCELLANEOUS BOOK BASIS ADJUSTMENTS	27,936.	0.		0.

OFFICE EXPENSE REIMBURSEMENTS	19,596.	0.		19,596.
TO FORM 990-PF, PG 1, LN 23	431,139.	349,856.		19,616.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATLANTA CATHETER THERAPIES	50,000.	50,000.
CHARLES SCHWAB -- SCHEDULE ATTACHED	2,001,443.	2,726,472.
CHARLES SCHWAB AMI -- SCHEDULE ATTACHED	488,224.	575,749.
COHERA MEDICAL PREFERRED STOCK	1,141,259.	1,141,259.
PERSHING LYRICAL -- SCHEDULE ATTACHED	994,175.	1,148,251.
PERSHING AMI -- SCHEDULE ATTACHED	710,854.	739,153.
VERAN MEDICAL TECHNOLOGIES	462,528.	462,528.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,848,483.	6,843,412.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
400 CAPITAL CREDIT OPPORTUNITIES FUND LP	COST	489,628.	725,947.
AERIAL BIOPHARMA, LLC	COST	-1,138,180.	18,167.
BERENS GLOBAL VALUE FUND, LP	COST	500,000.	538,148.
BLOOM TREE FUND, LP	COST	1,002,058.	1,092,587.
BRIGADE DISTRESSED VALUE FUND	COST	556,621.	625,087.
BROOKDALE GLOBAL OPPORTUNITY FUND	COST	0.	0.
C-III RECOVERY FUND II LP	COST	48,790.	44,593.
CAPSTONE ALTUM CREDIT FUND	COST	1,000,000.	1,241,762.
CONATUS CAPITAL PARTNERS II LP	COST	400,000.	421,700.
GCM GROSVENOR MACLELLAN INVESTMENT FUND LP	COST	333,597.	460,953.
ELLINGTON CREDIT OPPORTUNITY FUND	COST	240,687.	711,401.
HARBERT VALUE CLASS L HOLDINGS (U.S.), LLC	COST	-2,205.	3,583.
HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS OFFSHORE LP	COST	382,828.	40,592.
IONIC EVENT DRIVEN FUND LP	COST	509,700.	530,138.
KERN MEDICAL, III, LLC	COST	150,650.	150,650.
KW DISCOVERY, LLC	COST	254,022.	260,673.
KW STRATUS, LLC	COST	322,000.	322,000.
LEE ENHANCED OFFSHORE	COST	634,611.	29,256.
MAJESTY II-QP, LP	COST	1,411,614.	1,603,467.

HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST
EIN: 62-6268981
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ATTACHMENT TO STATEMENT 8

SCHWAB SCHEDULE OF COMMON STOCK

Security	Shares	Quote/Price	Cost Basis	FMV
3M Co	1,000 000	143 24	80,764 55	143,240 00
ABBOTT LABORATORIES	1,600 000	40 90	41,490 71	65,440 00
CHEVRON CORPORATION	200 000	130 55	19,724 55	26,110 00
EXXON MOBILE CORP	300 000	100 68	22,034 35	30,204 00
GRANDEUR PEAK GLOBAL OPPTY FUND	22,181 953	3.51	75,000 00	77,858.66
IBM	600 000	181 27	108,000 05	108,762 00
JOHNSON & JOHNSON	1,200 000	104.62	77,856 45	125,544 00
MATTHEWS ASIA DIVIDEND FUND	3,227 800	16.29	51,888 82	52,580 86
MATTHEW ASIAN GROWTH & INCOME FUND INSTL	18,059.279	19.68	302,232.52	355,406 61
MC DONALDS CORP EXCHANGE OFFER EXP 10/05/	800 000	100.74	76,465 25	80,592 00
MICROSOFT CORP	3,000 000	41 70	77,767 00	125,100 00
OPPENHEIMER DEVELOPING MARKETS CLASS Y	11,211 127	39 82	281,633 76	446,427 08
PEPSICO INC	1,200 000	89 34	77,253 45	107,208 00
ROYCE PREMIER FUND INVESTMENT CL	9,805 075	23 73	199,273 66	232,674 43
UNITED TECHNOLOGIES	1,200 000	115 45	88,820 45	138,540 00
VANGUARD DIV APPRCIATION	3,948 000	77 95	203,595 26	307,746 60
YACKTMAN FUND	12,288 601	24 66	217,642 46	303,036 90
Total Schwab Common Stock			2,001,443 29	2,726,471 14

SCHWAB - AMI SCHEDULE OF COMMON STOCK

Security	Shares	Quote/Price	Cost Basis	FMV
3M Co	114 000	143 24	12,640 81	16,329 36
ABBOTT LABORATORIES	430 000	40 90	16,124 06	17,587 00
ALLERGAN INC	122 000	169 22	12,617 07	20,644 84
APPLE INC	259 000	92 93	15,715 10	24,068 87
BARD C R INCORPORATED	140 000	143 01	14,922 44	20,021 40
BECTON DICKINSON & CO	195 000	118 30	19,732 38	23,068 50
CHURCH & DWIGHT CO INC	480 000	69 95	31,013 21	33,576 00
CITRIX SYSTEMS INC	210 000	62 55	14,001 01	13,135 50
CONCHO RESOURCES INC	100 000	144 50	10,903 88	14,450 00
CONTINENTAL RESOURCES	126 000	158 04	10,789 71	19,913 04
COSTCO WHSL CORP NEW	135 000	115 16	15,223 55	15,546 60
CUBIST PHARMACEUTICALS INC COM	263 000	69 82	19,382 07	18,362 66
DISCOVERY COMMUN SER A SERIES A	217 000	74 28	17,931 57	16,118 76
EBAY INC	230 000	50 06	12,982 56	11,513 80
ECOLAB INC	205 000	111 34	18,262 00	22,824 70
EXPRESS SCRIPTS HLDG CO	310 000	69 33	19,001 43	21,492 30
HAIN CELESTIAL GROUP INC	200 000	88.74	13,035 51	17,748 00
HEALTHCARE SVC GROUP INC	635 000	29 44	14,308 52	18,694 40
KIMBERLY-CLARK CORP	125 000	111 22	13,057 34	13,902 50
MASTERCARD INC CL A COM	265 000	73.47	15,199 56	19,469 55
NIELSEN N V F	313.000	48 41	14,709 46	15,152 33
PEPSICO INC	260 000	89 34	21,772 62	23,228 40
QUALCOMM INC	255 000	79 20	16,695 39	20,196 00
SALIX PHARMACEUTICALS	191 000	123 35	13,264 09	23,559 85
STARBUCKS CORP	285 000	77 38	18,288 34	22,053 30
STERICYCLE INC	179 000	118 42	20,067 06	21,197 18
THE CHARLES SCHWAB CORP	531 000	26.93	10,145 72	14,299 83
VERIZON	195 000	48 93	10,423 30	9,541 35
WELLS FARGO	395 000	52 56	15,827 40	20,761 20
WHOLE FOODS MKT	293.000	38 63	15,188 18	11,318 59
ZOETIS INC	495 000	32 27	14,998 88	15,973 65
Total Schwab - AMI			488,224 22	575,749 46

HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST
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FORM 990-PF PART II, LINE 10B

ATTACHMENT TO STATEMENT 8

PERSHING - AMI SCHEDULE OF COMMON STOCK

Security	Shares	Quote/Price	Cost Basis	FMV
ADVENT SOFTWARE INC COM	661 000	32 57	19,603 71	21,528 77
AKORN INC COM	1,030 000	33 25	24,677 94	34,247 50
AMSURG CORP COM	647 000	45.57	28,784 90	29,483 79
ANIKA THERAPEUTICS INC PREVIOUSLY KNOWNAS	436 000	46 33	16,994 96	20,199 88
ANNIES INC COM	468 000	33 82	17,521 70	15,827.76
AUXILIUM PHARMACEUTICALS INC COM	995 000	20 06	25,034 49	19,959 70
BLACKBAUD INC COM	656 000	35 74	21,650 98	23,445 44
BONANZA CREEK ENERGYINC COM	549 000	57 19	25,819 94	31,397 31
BOTTOMLINE TECHNOLOGIES DEL INCCOM	700 000	29 92	22,900 16	20,944 00
BOULDER BRANDS INC COM	1,031 000	14 18	16,540 98	14,619 58
CARDTRONICS INC COM	727 000	34 08	25,397 53	24,776 16
CHURCH & DWIGHT CO INC	217 000	69 95	14,662 18	15,179 15
CONVERSANT INC COM	570 000	25 40	13,965 50	14,478 00
CUBIST PHARMACEUTICALS INC COM	306 000	69 82	21,278 52	21,364 92
DIAMONDBACK ENERGY INC COM	359 000	88 80	23,423 78	31,879 20
ECHO GLOBAL LOGISTICS INC COM	979 000	19 17	19,176 77	18,767 43
FLEETMATICS GROUP PLC COM ISIN#IE00B4XKTT6	527 000	32 34	17,631 21	17,043 18
G & K SVCS INC CL A	367 000	52 07	21,775 63	19,109 69
GULFPORT ENERGY CORPCOM NEW	189 000	62.80	12,449 23	11,869 20
HAEMONETICS CORP MASS COM	435 000	35.28	16,028 95	15,346 80
HAIN CELESTIAL GROUP INC	263 000	88 74	23,391 28	23,338 62
HEALTHCARE SVC GROUP INC	882 000	29.44	24,996 54	25,966 08
INNERWORKINGS INC COM	2,902 000	8 50	21,994.59	24,667 00
IPC THE HOSPITALIST CO INC COM	585 000	44 22	26,601 22	25,868 70
LIFELOCK INC COM	2,561 000	13 96	37,497 99	35,751 56
NETSCOUT SYS INC COM	640 000	44 34	22,952 71	28,377 60
PORTFOLIO RECOVERY ASSOCS INC COM	561 000	59 53	31,896.21	33,396 33
SALIX PHARMACEUTICALS	260 000	123 35	27,452 38	32,071 00
STERICYCLE INC	168 000	118 42	19,623 99	19,894 56
SYNCHRONOSS TECHNOLOGIES INC COM	849 000	34 96	26,960 73	29,681 04
VASCULAR SOLUTIONS INC COM	915 000	22 19	21,602 42	20,303 85
VITAMIN SHOPPE INC COM	427 000	43 02	20,564 88	18,369 54
Total Pershing - AMI			710,854 00	739,153 34

PERSHING - LYRICLE SCHEDULE OF COMMON STOCK

Security	Shares	Quote/Price	Cost Basis	FMV
AECOM TECHNOLOGY CORP DELAWARE COM	928 000	32 20	29,089 99	29,881 60
AERCAP HOLDING N V SHS	1,121 000	45 80	29,140 52	51,341 80
AETNA INC NEW COM	437 000	81 08	29,151 83	35,431 96
AFLAC INC COM	448 000	62 25	29,120 12	27,888 00
AMERIPRISE FINL INC COM	273 000	120 00	29,104 86	32,760 00
AMTRUST FINL SVCS INC COM	724 000	41 81	32,555 83	30,270 44
ASSURANT INC COM ISIN#US04621X1081	462 000	65 55	29,186 06	30,284 10
AVAGO TECHNOLOGIES LTD SHS	594 000	72 07	29,130 37	42,809 58
AVIS BUDGET GROUP INC COM	859 000	59 69	29,148 59	51,273 71
CELANESE CORP DEL COM SER A	520 000	64 28	29,055 97	33,425 60
COMCAST CORP CL A	584 000	53 68	29,069.06	31,349 12
CORNING INC COM	1,641 000	21 95	29,143 09	36,019 95
CVS CAREMARK CORP	444 000	75 37	29,081 65	33,464 28
EATON CORP PLC SHS ISIN#IE00B8KQN827	407 000	77 18	29,092.47	31,412 26
EOG RES INC COM	338.000	116 86	29,143 43	39,498 68
GOODYEAR TIRE & RUBRCO COM	1,242 000	27 78	29,151 13	34,502 76
HERTZ GLOBAL HLDGS INC COM	1,149 000	28.03	29,145.61	32,206 47
JARDEN CORP COM	521 000	59 35	29,139 66	30,921 35
JOHNSON CONTROLS	623 000	49 93	29,089 45	31,106 39
LEXMARK INTL INC CL A	811 000	48.16	29,127 72	39,057 76
LIBERTY INTERACTIVE CORP INTERACTIVE COMSE	1,062 000	29.36	29,146 66	31,180 32
MRC GLOBAL INC COM	968 000	28 29	29,150 81	27,384 72
NATIONAL OILWELL VARCO INC	409 000	82 35	29,127 46	33,681 15

HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST
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ATTACHMENT TO STATEMENT 8

OWENS ILLINOIS INC	899 000	34 64	29,121 85	31,141 36
RAYTHEON CO COM NEW	347 000	92 25	29,136 01	32,010 75
SUNCOR ENERGY INC	837.000	42 63	29,184 48	35,681 31
SYMANTEC CORP	1,258 000	22 90	29,573 29	28,808 20
TE CONNECTIVITY LTD REG SHS ISIN#CH01029931ε	535 000	61 84	29,166 43	33,084 40
THE NASDAQ STOCK MARKET INC	775 000	38 62	29,135 53	29,930 50
TRW AUTOMOTIVE HLDGSCORP COM	385 000	89 52	29,110 39	34,465 20
WELLPOINT INC	326 000	107 61	29,069 35	35,080.86
WESTERN DIGITAL CORPCOM	379 000	92 30	29,123 11	34,981 70
WESTERN UN CO	1,609 000	17 34	29,129 11	27,900 06
WILLIS GROUP HLDGS PUBLIC LTD CO SHS	647 000	43 30	29,133 36	28,015 10
Total Pershing - Lyrical			994,175 25	1,148,251 44

MAK CAPITAL INTERNATIONAL FUND LTD	COST	79,952.	0.
MILLENNIUM	COST	1,000,000.	1,157,809.
NXTHERA, INC CONVERTIBLE NOTE	COST	500,000.	500,000.
PS INSTITUTIONAL ONSHORE LP	COST	500,000.	559,080.
PROVIDENCE MBS FUND, LP	COST	630,776.	596,281.
RD LEGAL FUNDING PARTNERS, LP	COST	0.	0.
RESOURCE LAND FUND, III, LLC	COST	318,460.	494,129.
RINEHART INTERNATIONAL EQUITY FUND, LP	COST	0.	0.
RIVER NORTH CAPITAL PARTNERS, LP	COST	1,077,679.	1,213,205.
RIVER V, L.P.	COST	281,993.	299,374.
RIVER VI, L.P.	COST	370,027.	481,661.
TENTH STREET FINANCIAL OPPORTUNITY FUND II, LP	COST	120,965.	120,965.
WOLFCREEK	COST	500,000.	797,494.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,476,273.	15,040,702.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 10

EXPLANATION

CONTRIBUTIONS TOTALING $976,500 WERE MADE BETWEEN JULY 1, 2013 AND JUNE 30, 2014 TO A DONOR ADVISED FUND AT CHATTANOOGA CHRISTIAN COMMUNITY FØNDATION (DBA THE GENEROSITY TRUST), EIN# 62-1536731. THE TRUST RETAINED ADVISORY PRIVILEGES. CHATTANOOGA CHRISTIAN COMMUNITY FOUNDATION ("CCCF") IS A SECTION 509(A)(1) ORGANIZATION AS REFERRED TO IN SECTION 170(B)(1)(A)(VI). THE ENTIRE AMOUNT WAS TREATED AS A QUALIFYING DISTRIBUTION IN PART XV, LINE 3, CONTRIBUTIONS, GIFTS, GRANTS PAID.

THE DONOR-ADVISED FUND AGREEMENT BETWEEN THE HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST AND CCCF INCLUDES THE FOLLOWING:

"CCCF SHALL RECEIVE, REVIEW AND CONSIDER WRITTEN RECOMMENDATIONS FROM THE COMMITTEE CONCERNING GRANTS MADE FROM THE FUND AND ANY CONDITIONS WHICH SHOULD BE PLACED UPON SUCH GRANTS. THE FINAL DECISION CONCERNING SUCH MATTERS SHALL BE MADE BY THE BOARD OF DIRECTORS OF CCCF"

"NO INCOME OR PRINCIPAL OF THE FUND SHALL BE USED FOR ANY PURPOSE OR PAID TO ANY BENEFICIARY IF SUCH USE OR PAYMENT WOULD NOT BE PERMITTED BY THE INTERNAL REVENUE CODE (THE "CODE") OR REGULATIONS THEREUNDER FOR AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE, TO WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE CODE."

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HUGH O. MACLELLAN, JR. 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	SECRETARY & TREASURER 0.50	0.	0.	0.
CHRISTOPHER H. MACLELLAN 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	VICE PRESIDENT 0.50	0.	0.	0.
DANIEL O. MACLELLAN 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	PRESIDENT 2.50	0.	0.	0.
CATHERINE M. HEALD 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	VICE PRESIDENT 0.50	0.	0.	0.
ELIZABETH M. LINDQUIST 820 BROAD STREET, SUITE 300 CHATTANOOGA, TN 37402	VICE PRESIDENT 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions HUGH AND CHARLOTTE MACLELLAN CHARITABLE TRUST	Employer identification number (EIN) or 62-6268981
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions. 820 BROAD STREET, NO. 300	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHATTANOOGA, TN 37402	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HUGH O. MACLELLAN, JR.
820 BROAD STREET, SUITE 300 - CHATTANOOGA, TN 37402
Telephone No. ▶ (423) 755-8141 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2013, and ending JUN 30, 2014.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$	3,429.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	70,794.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions