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Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

NOV 1, 2013

, and ending

OCT 31, 2014

Name of foundation

Bryant Edwards Foundation, Inc.

A Employer identification number

75-6012973

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

807 8th Street, 2nd Floor

B Telephone number

(940) 322-4436

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

Wichita Falls, TX 76301-3381

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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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

J Accounting method:

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

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 24,076,291.48 (Part I, column (d) must be on cash basis)

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 ☒ If the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	34,550.92	34,550.92		Statement 1
	4	Dividends and interest from securities	455,717.43	455,717.43		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<36,270.26>			
	b	Gross sales price for all assets on line 6a	5,075,447.27			
	7	Capital gain net income (from Part IV, line 2)		0.00		
	8	Net short-term capital gain				
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	498,999.04	498,999.04		Statement 3
	12	Total. Add lines 1 through 11	952,997.13	989,267.39		
	13	Compensation of officers, directors, trustees, etc	45,000.00	11,250.00		33,750.00
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 4	32,000.00	16,000.00		16,000.00
	c	Other professional fees Stmt 5	208,775.29	208,775.29		0.00
	17	Interest				
	18	Taxes Stmt 6	16,217.83	1,227.06		0.00
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 7	2,476.65	2,476.65		0.00
	24	Total operating and administrative expenses. Add lines 13 through 23	304,469.77	239,729.00		49,750.00
	25	Contributions, gifts, grants paid	1,322,333.00			1,322,333.00
	26	Total expenses and disbursements. Add lines 24 and 25	1,626,802.77	239,729.00		1,372,083.00
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<673,805.64>			
	b	Net investment income (if negative, enter -0-)		749,538.39		
	c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	347,333.69	169,122.70	169,122.70
	3 Accounts receivable ▶ 16,508.41		16,508.41	16,508.41
	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	21,218,254.15	20,688,627.36	23,887,147.67
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Schedule 6)	445.51	445.51	3,512.70
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	21,566,033.35	20,874,703.98	24,076,291.48
	17 Accounts payable and accrued expenses	8,666.18		
	18 Grants payable			
Net Assets or Fund Balances	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)	8,666.18	0.00	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	21,557,367.17	20,874,703.98	
	30 Total net assets or fund balances	21,557,367.17	20,874,703.98	
	31 Total liabilities and net assets/fund balances	21,566,033.35	20,874,703.98	

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	21,557,367.17
2 Enter amount from Part I, line 27a	2	<673,805.64>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	20,883,561.53
5 Decreases not included in line 2 (itemize) ▶ Adjust cost basis to actual	5	8,857.55
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,874,703.98

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 Schedule 2		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,075,447.27		5,111,717.53	<36,270.26>
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<36,270.26>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<36,270.26>
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	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	1,414,533.54	22,447,167.05	.063016
2011	1,469,024.82	21,634,529.00	.067902
2010	1,042,916.67	23,296,952.62	.044766
2009	1,507,715.18	22,700,274.08	.066418
2008	1,396,641.49	21,440,558.22	.065140

2 Total of line 1, column (d)	2	.307242
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	.061448
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	23,695,605.80
5 Multiply line 4 by line 3	5	1,456,047.59
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,495.38
7 Add lines 5 and 6	7	1,463,542.97
8 Enter qualifying distributions from Part XII, line 4	8	1,372,083.00

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 ☐ and enter 1% of Part I, line 27b		1	14,990.77
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	0.00
3 Add lines 1 and 2		3	14,990.77
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	14,990.77
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,000.00	
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	20,000.00	
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	5,009.23	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	0.00	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0.00 (2) On foundation managers. ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X	
14	The books are in care of ► <u>Freemon, Shapard & Story</u> Telephone no. ► <u>(940) 322-4436</u> Located at ► <u>807 8th Street, 2nd Floor, Wichita Falls, TX</u> ZIP+4 ► <u>76301-3381</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	15	N/A	
		Yes	No	
		16		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		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

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
Schedule 8	Schedule 8			
	5.00	45,000.00	0.00	0.00

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
Mass Mutual - 100 Bright Meadow Blvd.-M327, Enfield, CT 06082-1981	Investment Fees	148335.43
Wells Fargo P. O. Box 41629, Austin, TX 78704-9926	Investment Fees	60,439.86

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	0.00

Form 990-PF (2013)

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	22,558,812.69
b	Average of monthly cash balances	1b	1,487,178.00
c	Fair market value of all other assets	1c	10,461.90
d	Total (add lines 1a, b, and c)	1d	24,056,452.59
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	24,056,452.59
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	360,846.79
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,695,605.80
6	Minimum investment return. Enter 5% of line 5	6	1,184,780.29

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	1,184,780.29
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,990.77
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,990.77
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,169,789.52
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	1,169,789.52
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,169,789.52

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	1,372,083.00
b	Program-related investments - total from Part IX-B	1b	0.00
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	1,372,083.00
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,372,083.00

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				1,169,789.52
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	48,582.76			
f Total of lines 3a through e	48,582.76			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$1,372,083.00				
a Applied to 2012, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				1,169,789.52
e Remaining amount distributed out of corpus	202,293.48			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	250,876.24			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	250,876.24			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	48,582.76			
e Excess from 2013	202,293.48			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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:

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

Form **990-PF** (2013)

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
Schedule 1	34,550.92	34,550.92	
Total to Part I, line 3	34,550.92	34,550.92	

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
Schedule 1	455,717.43	0.00	455,717.43	455,717.43	
To Part I, line 4	455,717.43	0.00	455,717.43	455,717.43	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	104.19	104.19	
Schedule 1	1,934.85	1,934.85	
Schedule 1	496,960.00	496,960.00	
Total to Form 990-PF, Part I, line 11	498,999.04	498,999.04	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	32,000.00	16,000.00		16,000.00
To Form 990-PF, Pg 1, ln 16b	32,000.00	16,000.00		16,000.00

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Fees	208,775.29	208,775.29		0.00	
To Form 990-PF, Pg 1, ln 16c	208,775.29	208,775.29		0.00	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	16,217.83	1,227.06		0.00	
To Form 990-PF, Pg 1, ln 18	16,217.83	1,227.06		0.00	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	2,476.65	2,476.65		0.00	
To Form 990-PF, Pg 1, ln 23	2,476.65	2,476.65		0.00	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value		Fair Market Value	
Corporate Stock and Mutual Fds	20,688,627.36		23,887,147.67	
Total to Form 990-PF, Part II, line 10b	20,688,627.36		23,887,147.67	

Schedule 1

REVENUE AND EXPENSES

BRYANT EDWARDS FOUNDATION, INC. - EIN 75-6012973

Year Ended October 31, 2014

REVENUE

Interest on savings and temporary investments		\$	34,550.92
Dividends and interest from securities			455,717.43
Capital gain net income - Schedule 2			(36,270.26)
Other income (loss):			
Royalty operations - Schedule 3	\$	104.19	
Miscellaneous income		1,934.85	
Partnership income (loss)		<u>496,960.00</u>	<u>498,999.04</u>
 Total revenue		\$	 952,997.13

EXPENSES

Compensation of directors	\$	45,000.00	
Professional:			
Accounting - Freemon, Shapard & Story		32,000.00	
Investment fees - Part VIII		208,775.29	
Taxes			
Excise	\$	14,990.77	
Other		<u>1,227.06</u>	16,217.83
Other			
Royalty operations - Schedule 3	\$	5.79	
Amortization		1,906.77	
Bank charges		15.00	
Dues and subscriptions		202.50	
Miscellaneous		<u>346.59</u>	2,476.65
Contributions - Schedule 5		<u>1,322,333.00</u>	<u>1,626,802.77</u>
 Excess revenue over expenses			 \$ <u>(673,805.64)</u>

Schedule 2

CAPITAL GAINS AND LOSSES

BRYANT EDWARDS FOUNDATION, INC - EIN 75-6012973

Year Ended October 31, 2014

Description	Quantity	Date Purchased	Date Sold	Sales Price	Cost	Short Term Gain/(Loss)	Long Term Gain/(Loss)
Mass Mutual							
Schedule 2A	Various	Various	Various	\$ 3,182,217 15	\$ 3,096,480 72	\$ 50,133 29	\$ 85,603 14
Wash sale adjustment	Various	Various	Various	13 49		13 49	
Certificate of Deposit proceeds not shown on Sch 2A	Various	Various	Various	50,000 00			
Totals - Mass Mutual				\$ 3,232,230 64	\$ 3,096,480 72	\$ 50,146 78	\$ 85,603 14
Wells Fargo #AGG719819							
Capital gain distributions		Various	Various	\$ 84,633 53	\$	\$	\$ 84,633 53
Aflac Inc	886	Various	06/16/14	55,343 83	44,202 86	(420 52)	11,561 49
Apache Corp	63	02/22/12	09/15/14	6,127 88	7,001.18		(873.30)
Apple Inc	78	02/22/12	06/16/14	7,316 97	5,735 56		1,581.41
ASGI Agility Income Fund	422 562	Various	11/19/13	441,956 35	428,146 33	63 53	13,746 49
ASGI Agility Income Fund 5% Holdback		09/30/13	12/5/13	22,097.82	22,097 82		
ASGI Mesrow Insight Fund 5% Holdback		12/31/13	06/10/14	42,957.75	42,957 75		
ASGI Mesrow Insight Fund	813 714	Various	02/11/14	859,155 04	734,312 36	771 31	124,071.37
Capital One Financial Corp	770	Various	03/28/14	58,005 28	39,322 07	660.62	18,022 59
Celanese Corp	113	02/22/12	08/12/14	6,545 95	5,698 58		847.37
Cinque Partners Fund I, LLC		Various	Various		498,529 00		(498,529 00)
Coach Inc	940	Various	06/30/14	32,003 66	52,713 23	(3,339 47)	(17,370 10)
Gilead Sciences Inc	170	Various	02/12/14	13,332 90	9,261 56	824 28	3,247.06
Gilead Sciences Inc	71	02/22/12	08/12/14	6,548 93	1,593 59		4,955 34
Gilead Sciences Inc	228	02/22/12	09/15/14	24,620 03	5,117 45		19,502 58
Google Inc	75	Various	09/04/14	43,519 90	24,758 50	544 70	18,216.70
Huron Consulting	8	10/25/13	02/12/14	518 86		518.86	
Johnson Controls	540	Various	11/19/13	26,507 11	19,695 50		6,811 61
McKesson Corp	47	11/20/13	02/12/14	8,219 87	7,429 28	790 59	
Monster Beverage Corp	125	01/22/13	09/15/14	11,430 06	6,022 41		5,407 65
Nestle S A	79	12/20/13	09/15/14	6,025 99	5,720 39	305 60	
Now Inc	174	Various	06/16/14	5,931 16	5,108 63	822 53	
RICI Linked - PAM Advisors Fund, LLC		Various	09/05/13		(1,569 00)		1,569 00
Walt Disney Co	151	02/22/12	09/15/14	13,528 47	6,231 75		7,296 72
3M Co	140	Various	02/12/14	18,209 15	14,801 10	86 72	3,321 33
3M Co.	350	Various	08/12/14	48,680 14	30,348 91		18,331 23
Totals - Wells Fargo #AGG719819				\$ 1,843,216 63	\$ 2,015,236 81	\$ 1,628 75	\$ (173,648 93)
Totals - Combined				\$ 5,075,447 27	\$ 5,111,717 53	\$ 51,775 53	\$ (88,045 79)
Combined Short Term and Long Term							\$ (36,270 26)

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
Sold							
Cash and Cash Equivalents							
11/29/2013		CITIBANK NA 0 25% 11/29/2013 DT 5/29/2013 0 25% 11/29/2013	50,000.00	0.00	(50,000.00)	0.00	0.00
Total Cash and Cash Equivalents							
				0.00	(50,000.00)	0.00	0.00
Fixed Income							
03/20/2014	11/21/2013	AT&T INC VAR 11/27/2018	50,000.00	50,606.95	(50,147.50)	459.45	0.00
12/16/2013	08/05/2013	CONTL AIRLINES 2001 1 6.703% 12/15/2022	417.12	417.12	(449.45)	(32.33)	0.00
11/25/2013	06/05/2013	DELTA AIR LINES 2010 2A 4.95% 11/23/2020	3,528.53	3,528.53	(3,850.51)	(321.98)	0.00
05/23/2014	06/05/2013	DELTA AIR LINES 2010 2A 4.95% 11/23/2020	3,687.57	3,687.57	(4,024.06)	(336.49)	0.00
11/27/2013	05/06/2013	FORSYTH CNTY NC SER C 5.166% 04/01/2030	50,000.00	51,761.00	(57,774.00)	(6,013.00)	0.00
06/19/2014	06/13/2013	FREDDIE MAC 2 50% 12/27/2021	50,000.00	49,162.50	(49,850.00)	0.00	(687.50)
07/23/2014	06/18/2013	PLAINS EXPLORATION & PRO 6.875% 02/15/23	6,000.00	6,412.50	(6,702.00)	0.00	(289.50)
11/25/2013	06/05/2013	US TREASURY NOTE 0.250% 05/31/2015	50,000.00	50,023.45	(49,962.90)	60.55	0.00
11/25/2013	06/05/2013	US TREASURY NOTE 1.375% 05/31/2020	50,000.00	48,207.05	(49,542.95)	(1,335.90)	0.00
07/29/2014	06/18/2013	ZIMMER HLDGS INC 4.625% 11/30/2019	50,000.00	55,150.00	(56,443.50)	0.00	(1,293.50)
Total Fixed Income				318,956.67	(328,746.87)	(7,519.70)	(2,270.50)

Equity							
11/26/2013	11/18/2013	ABBOTT LABORATORIES	11.00	418.32	(418.35)	(0.03)	0.00
06/11/2014	11/18/2013	ABBOTT LABORATORIES	26.00	1,043.35	(988.83)	54.52	0.00
11/26/2013	08/28/2013	ACI WORLDWIDE INC	7.00	444.35	(344.03)	100.32	0.00
12/06/2013	08/28/2013	ACI WORLDWIDE INC	626.00	40,037.32	(30,765.95)	9,271.37	0.00
11/26/2013	05/01/2013	AFFILIATED MANAGERS GROUP INC	4.00	803.42	(607.87)	195.55	0.00
02/12/2014	05/01/2013	AFFILIATED MANAGERS GROUP INC	318.00	59,412.79	(48,325.57)	11,087.22	0.00
11/26/2013	05/01/2013	AGILENT TECHNOLOGIES INC	9.00	487.79	(372.97)	114.82	0.00
06/11/2014	05/01/2013	AGILENT TECHNOLOGIES INC	19.00	1,124.77	(787.38)	0.00	337.39
11/26/2013	05/01/2013	AGL RESOURCES INC	20.00	942.78	(881.32)	61.46	0.00



MassMutual Trust Company, FSB

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
06/11/2014	05/01/2013	AGL RESOURCES INC	47.00	2,531.83	(2,071.10)	0.00	460.73
11/26/2013	11/18/2013	AIR PRODUCTS & CHEMICALS INC	4.00	438.31	(440.73)	(2.42)	0.00
06/11/2014	11/18/2013	AIR PRODUCTS & CHEMICALS INC	9.00	1,107.42	(991.64)	115.78	0.00
10/22/2014	11/18/2013	AIR PRODUCTS & CHEMICALS INC	327.00	41,919.03	(36,029.61)	5,889.42	0.00
11/26/2013	05/01/2013	AKAMAI TECHNOLOGIES INC	5.00	222.74	(218.66)	4.08	0.00
06/11/2014	05/01/2013	AKAMAI TECHNOLOGIES INC	12.00	679.06	(524.79)	0.00	154.27
11/26/2013	05/01/2013	ALLEGHENY TECHNOLOGIES INC	6.00	202.19	(157.23)	44.96	0.00
06/11/2014	05/01/2013	ALLEGHENY TECHNOLOGIES INC	14.00	567.96	(366.86)	0.00	201.10
11/26/2013	11/18/2013	ALTERA CORP COM	15.00	479.09	(487.43)	(8.34)	0.00
06/11/2014	11/18/2013	ALTERA CORP COM	35.00	1,186.47	(1,137.33)	49.14	0.00
11/26/2013	05/01/2013	AMAZON.COM INC	3.00	1,104.85	(742.43)	362.42	0.00
06/11/2014	05/01/2013	AMAZON.COM INC	7.00	2,287.33	(1,732.33)	0.00	555.00
11/26/2013	10/02/2013	AMERICAN EAGLE OUTFITTERS INC	33.00	532.94	(461.18)	71.76	0.00
06/11/2014	10/02/2013	AMERICAN EAGLE OUTFITTERS INC	77.00	815.41	(1,076.10)	(260.69)	0.00
11/26/2013	05/01/2013	AMERISOURCEBERGEN CORP	16.00	1,118.86	(867.44)	251.42	0.00
06/11/2014	05/01/2013	AMERISOURCEBERGEN CORP	36.00	2,613.54	(1,951.74)	0.00	661.80
11/26/2013	11/18/2013	APACHE CORP	5.00	471.29	(462.36)	8.93	0.00
06/11/2014	11/18/2013	APACHE CORP	12.00	1,127.01	(1,109.66)	17.35	0.00
11/26/2013	05/01/2013	APPLE INC	3.00	1,559.16	(1,311.05)	248.11	0.00
06/11/2014	05/01/2013	APPLE INC	8.00	5,172.52	(3,496.14)	0.00	1,676.38
06/11/2014	05/28/2014	APPLIED MATERIALS INC	56.00	1,221.89	(1,151.01)	70.88	0.00
11/26/2013	10/02/2013	AVAGO TECHNOLOGIES LTD	11.00	474.64	(476.85)	(2.21)	0.00
01/07/2014	10/02/2013	AVAGO TECHNOLOGIES LTD	943.00	49,424.40	(40,879.05)	8,545.35	0.00
11/26/2013	05/01/2013	BANK OF AMERICA CORP	51.00	791.50	(618.31)	173.19	0.00
06/02/2014	05/01/2013	BANK OF AMERICA CORP	1,085.00	16,383.89	(13,154.33)	0.00	3,229.56
06/11/2014	05/01/2013	BANK OF AMERICA CORP	89.00	1,379.91	(1,079.02)	0.00	300.89
11/26/2013	05/07/2013	BELDEN INC	8.00	541.03	(414.43)	126.60	0.00
06/11/2014	05/07/2013	BELDEN INC	17.00	1,286.70	(880.67)	0.00	406.03
10/10/2014	05/07/2013	BELDEN INC	647.00	40,918.61	(33,360.20)	0.00	7,558.41

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
11/26/2013	05/01/2013	BLACKROCK INC	1.00	303.34	(263.01)	40.33	0.00
06/11/2014	05/01/2013	BLACKROCK INC	4.00	1,249.73	(1,052.06)	0.00	197.67
11/26/2013	06/03/2013	BOISE CASCADE CO	17.00	420.91	(491.92)	(71.01)	0.00
06/11/2014	06/03/2013	BOISE CASCADE CO	39.00	1,021.77	(1,128.53)	0.00	(106.76)
06/11/2014	04/25/2014	CADENCE DESIGN SYSTEM INC	80.00	1,346.37	(1,202.34)	144.03	0.00
11/26/2013	05/01/2013	CAPITAL ONE FINANCIAL CORP	8.00	557.03	(458.73)	98.30	0.00
06/11/2014	05/01/2013	CAPITAL ONE FINANCIAL CORP	18.00	1,447.16	(1,032.14)	0.00	415.02
11/26/2013	11/18/2013	CATERPILLAR INC	6.00	491.75	(508.60)	(16.85)	0.00
06/11/2014	11/18/2013	CATERPILLAR INC	13.00	1,400.19	(1,101.97)	298.22	0.00
10/22/2014	11/18/2013	CATERPILLAR INC	490.00	46,492.82	(41,535.73)	4,957.09	0.00
11/26/2013	05/01/2013	CBL & ASSOCIATES PROPERTIES	15.00	279.59	(359.57)	(79.98)	0.00
06/11/2014	05/01/2013	CBL & ASSOCIATES PROPERTIES	34.00	651.76	(815.03)	0.00	(163.27)
08/12/2014	05/01/2013	CBL & ASSOCIATES PROPERTIES	292.00	5,403.34	(6,999.65)	0.00	(1,596.31)
08/12/2014	05/01/2013	CBL & ASSOCIATES PROPERTIES	985.00	18,242.69	(23,611.82)	0.00	(5,369.13)
11/26/2013	05/01/2013	CELGENE CORP	5.00	792.33	(584.46)	207.87	0.00
06/11/2014	05/01/2013	CELGENE CORP	12.00	1,926.91	(1,402.71)	0.00	524.20
11/26/2013	05/01/2013	CERNER CORP	4.00	230.87	(191.25)	39.62	0.00
06/11/2014	05/01/2013	CERNER CORP	10.00	539.98	(478.13)	0.00	61.85
11/26/2013	06/10/2013	CHARLES RIVER LABORATORIES	7.00	360.28	(295.54)	64.74	0.00
06/11/2014	06/10/2013	CHARLES RIVER LABORATORIES	15.00	824.83	(633.30)	191.53	0.00
11/26/2013	05/01/2013	CHEVRON CORP	5.00	617.63	(602.77)	14.86	0.00
06/11/2014	05/01/2013	CHEVRON CORP	12.00	1,491.60	(1,446.64)	0.00	44.96
11/26/2013	05/01/2013	CINTAS CORP	16.00	878.06	(711.53)	166.53	0.00
06/11/2014	05/01/2013	CINTAS CORP	37.00	2,329.46	(1,645.41)	0.00	684.05
11/26/2013	05/01/2013	CISCO SYSTEMS INC	26.00	557.69	(532.32)	25.37	0.00
06/11/2014	05/01/2013	CISCO SYSTEMS INC	59.00	1,459.62	(1,207.97)	0.00	251.65
11/26/2013	05/01/2013	CITIGROUP INC	13.00	672.21	(596.75)	75.46	0.00
06/11/2014	05/01/2013	CITIGROUP INC	30.00	1,464.86	(1,377.12)	0.00	87.74
11/26/2013	09/12/2013	CLEAN HARBORS INC	6.00	324.11	(345.98)	(21.87)	0.00



MassMutual

Trust Company, FSB

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
06/11/2014	09/12/2013	CLEAN HARBORS INC	14.00	873.16	(807.29)	65.87	0.00
11/26/2013	05/01/2013	COMERICA INC	17.00	769.06	(609.31)	159.75	0.00
06/11/2014	05/01/2013	COMERICA INC	39.00	1,908.61	(1,397.83)	0.00	510.78
11/26/2013	07/08/2013	COMMUNITY HEALTH SYSTEMS INC	16.00	658.38	(736.89)	(78.51)	0.00
06/11/2014	07/08/2013	COMMUNITY HEALTH SYSTEMS INC	37.00	1,664.59	(1,704.06)	(39.47)	0.00
06/11/2014	05/28/2014	CUMMINS INC	8.00	1,261.25	(1,221.48)	39.77	0.00
10/22/2014	05/28/2014	CUMMINS INC	279.00	36,523.00	(42,599.03)	(6,076.03)	0.00
11/26/2013	07/09/2013	CYRUSONE INC REIT	27.00	577.24	(570.21)	7.03	0.00
01/23/2014	07/09/2013	CYRUSONE INC REIT	1,210.00	26,220.00	(25,553.74)	666.26	0.00
01/24/2014	07/09/2013	CYRUSONE INC REIT	918.00	20,161.59	(19,258.13)	903.46	0.00
01/27/2014	07/08/2013	CYRUSONE INC REIT	200.00	4,414.08	(4,163.35)	250.73	0.00
11/26/2013	11/18/2013	DANAHER CORP	6.00	445.37	(449.40)	(4.03)	0.00
06/11/2014	11/18/2013	DANAHER CORP	14.00	1,116.47	(1,048.59)	67.88	0.00
11/26/2013	06/04/2013	DARLING INGREDIENTS INC	31.00	625.25	(620.53)	4.72	0.00
06/11/2014	06/04/2013	DARLING INGREDIENTS INC	71.00	1,393.69	(1,421.21)	0.00	(27.52)
10/22/2014	06/04/2013	DARLING INGREDIENTS INC	2,649.00	46,449.19	(52,420.16)	0.00	(5,970.97)
11/26/2013	06/04/2013	DEL FRISCO'S RESTAURANT GROU	24.00	527.75	(459.62)	68.13	0.00
03/28/2014	06/04/2013	DEL FRISCO'S RESTAURANT GROU	662.00	19,009.16	(12,677.83)	6,331.33	0.00
04/29/2014	06/04/2013	DEL FRISCO'S RESTAURANT GROU	1,142.00	28,919.14	(21,780.06)	7,139.08	0.00
04/30/2014	06/03/2013	DEL FRISCO'S RESTAURANT GROU	331.00	8,203.31	(6,147.63)	2,055.68	0.00
11/26/2013	05/01/2013	DICKS SPORTING GOODS INC	12.00	660.22	(575.66)	84.56	0.00
06/11/2014	05/01/2013	DICKS SPORTING GOODS INC	29.00	1,315.41	(1,391.19)	0.00	(75.78)
06/11/2014	12/03/2013	DIEBOLD INC COM	38.00	1,412.04	(1,251.22)	160.82	0.00
11/26/2013	05/01/2013	DOW CHEMICAL CO	20.00	792.58	(667.36)	125.22	0.00
06/11/2014	05/01/2013	DOW CHEMICAL CO	46.00	2,433.80	(1,534.93)	0.00	898.87
11/26/2013	05/01/2013	EMC CORPORATION	15.00	359.54	(335.46)	24.08	0.00
06/11/2014	05/01/2013	EMC CORPORATION	35.00	928.52	(782.75)	0.00	145.77
11/26/2013	05/01/2013	EMERSON ELECTRIC CO	8.00	540.87	(437.05)	103.82	0.00
06/11/2014	05/01/2013	EMERSON ELECTRIC CO	19.00	1,286.46	(1,037.96)	0.00	248.47

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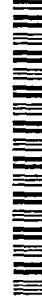
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11/21/2013	06/04/2013	ENCORE CAPITAL GROUP INC COM	651.00	30,366.02	(23,601.24)	6,764.78	0.00
11/26/2013	09/12/2013	EQUITY ONE INC	21.00	477.53	(447.49)	30.04	0.00
06/11/2014	09/12/2013	EQUITY ONE INC	50.00	1,185.97	(1,065.45)	120.52	0.00
10/10/2014	09/12/2013	EQUITY ONE INC	1,828.00	40,375.74	(38,974.16)	0.00	1,401.58
11/26/2013	10/16/2013	EXLSERVICE HOLDINGS INC	15.00	373.19	(451.50)	(78.31)	0.00
06/11/2014	10/16/2013	EXLSERVICE HOLDINGS INC	35.00	1,026.87	(1,053.50)	(26.63)	0.00
11/26/2013	05/01/2013	EXPEDITORS INTL WASH INC	13.00	568.61	(456.85)	111.76	0.00
06/11/2014	05/01/2013	EXPEDITORS INTL WASH INC	31.00	1,422.24	(1,089.42)	0.00	332.82
03/28/2014	01/17/2014	FAIRWAY GROUP HOLDINGS CORP	1,099.00	8,621.56	(14,193.50)	(5,571.94)	0.00
03/28/2014	01/17/2014	FAIRWAY GROUP HOLDINGS CORP	93.00	730.50	(1,197.31)	(466.81)	0.00
03/31/2014	01/17/2014	FAIRWAY GROUP HOLDINGS CORP	339.00	2,615.33	(4,364.39)	(1,749.06)	0.00
03/31/2014	01/17/2014	FAIRWAY GROUP HOLDINGS CORP	1,807.00	13,702.35	(23,263.86)	(9,561.51)	0.00
11/26/2013	05/01/2013	FEDERATED INVS INC PA CL B	18.00	493.91	(408.57)	85.34	0.00
06/02/2014	05/01/2013	FEDERATED INVS INC PA CL B	1,554.00	43,848.87	(35,273.00)	0.00	8,575.87
11/26/2013	05/01/2013	FIFTH THIRD BANCORP	60.00	1,219.77	(1,004.92)	214.85	0.00
06/11/2014	05/01/2013	FIFTH THIRD BANCORP	140.00	2,966.53	(2,344.82)	0.00	621.71
10/22/2014	05/01/2013	FIFTH THIRD BANCORP	1,644.00	29,641.65	(27,534.86)	0.00	2,106.79
11/26/2013	05/01/2013	GENERAL ELECTRIC CO (USD)	46.00	1,234.61	(1,023.95)	210.66	0.00
06/11/2014	05/01/2013	GENERAL ELECTRIC CO (USD)	108.00	2,908.37	(2,404.05)	0.00	504.32
11/26/2013	05/01/2013	GEO GROUP INC	12.00	404.15	(447.92)	(43.77)	0.00
06/11/2014	05/01/2013	GEO GROUP INC	28.00	970.55	(1,045.14)	0.00	(74.59)
11/26/2013	05/01/2013	GILEAD SCIENCES INC	15.00	1,073.83	(751.24)	322.59	0.00
06/11/2014	05/01/2013	GILEAD SCIENCES INC	35.00	2,884.28	(1,752.90)	0.00	1,131.38
11/26/2013	08/21/2013	GLOBAL X FTSE NORDIC REGION ETF	48.00	1,132.30	(1,058.08)	74.22	0.00
06/11/2014	05/01/2013	GLOBAL X FTSE NORDIC REGION ETF	111.00	2,917.01	(2,397.27)	0.00	519.74
11/26/2013	07/08/2013	GOLDCORP INC	18.00	416.33	(425.89)	(9.56)	0.00
06/11/2014	07/08/2013	GOLDCORP INC	44.00	1,003.17	(1,041.07)	(37.90)	0.00
11/26/2013	05/01/2013	GOLDMAN SACHS GROUP INC	4.00	666.22	(572.49)	93.73	0.00
06/02/2014	05/01/2013	GOLDMAN SACHS GROUP INC	102.00	16,415.46	(14,598.48)	0.00	1,816.98



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06/11/2014	05/01/2013	GOLDMAN SACHS GROUP INC	8.00	1,318.53	(1,144.98)	0.00	173.55
11/26/2013	05/01/2013	GOOGLE INC CL A	1.00	1,036.15	(818.87)	217.28	0.00
06/11/2014	05/28/2014	GOOGLE INC CL A	3.00	1,684.25	(1,717.61)	(33.36)	0.00
06/11/2014	05/01/2013	GOOGLE INC CL C	1.00	551.37	(409.97)	0.00	141.40
11/26/2013	05/01/2013	HEALTHSOUTH CORPORATION	10.00	343.29	(274.93)	68.36	0.00
06/11/2014	05/01/2013	HEALTHSOUTH CORPORATION	23.00	855.81	(632.33)	0.00	223.48
10/10/2014	05/01/2013	HEALTHSOUTH CORPORATION	110.00	4,144.90	(3,024.20)	0.00	1,120.70
10/10/2014	05/01/2013	HEALTHSOUTH CORPORATION	729.00	27,327.27	(20,042.17)	0.00	7,285.10
11/26/2013	06/03/2013	HEARTLAND PAYMENT SYSTEM INC	15.00	643.03	(492.23)	150.80	0.00
12/06/2013	06/03/2013	HEARTLAND PAYMENT SYSTEM INC	1,362.00	60,559.32	(44,644.53)	15,914.79	0.00
11/26/2013	05/07/2013	HEARTWARE INTERNATIONAL INC	4.00	363.23	(375.79)	(12.56)	0.00
04/09/2014	05/07/2013	HEARTWARE INTERNATIONAL INC	257.00	22,611.41	(24,046.42)	(1,435.01)	0.00
04/09/2014	05/06/2013	HEARTWARE INTERNATIONAL INC	33.00	3,004.60	(3,087.22)	(82.62)	0.00
04/09/2014	05/06/2013	HEARTWARE INTERNATIONAL INC	77.00	6,770.31	(7,203.50)	(433.19)	0.00
11/26/2013	06/03/2013	HEXCEL CORP	17.00	740.84	(596.62)	144.22	0.00
06/11/2014	06/03/2013	HEXCEL CORP	40.00	1,735.56	(1,403.80)	0.00	331.76
11/26/2013	08/28/2013	HIBBETT SPORTS INC	7.00	434.83	(362.67)	72.16	0.00
12/06/2013	08/28/2013	HIBBETT SPORTS INC	584.00	37,396.13	(30,256.92)	7,139.21	0.00
11/26/2013	05/01/2013	HORACE MANN EDUCATORS	21.00	627.67	(461.10)	166.57	0.00
06/11/2014	05/01/2013	HORACE MANN EDUCATORS	48.00	1,469.24	(1,053.94)	0.00	415.30
10/10/2014	05/01/2013	HORACE MANN EDUCATORS	832.00	23,841.68	(18,268.31)	0.00	5,573.37
10/14/2014	05/01/2013	HORACE MANN EDUCATORS	614.00	17,424.93	(13,481.66)	0.00	3,943.27
10/14/2014	05/01/2013	HORACE MANN EDUCATORS	341.00	9,708.56	(7,487.37)	0.00	2,221.19
11/26/2013	09/23/2013	HSN INC	8.00	462.31	(438.21)	24.10	0.00
06/02/2014	09/23/2013	HSN INC	744.00	41,172.78	(40,753.34)	419.44	0.00
11/26/2013	05/01/2013	INNPHOS HOLDINGS INC	7.00	334.59	(356.20)	(21.61)	0.00
06/02/2014	05/01/2013	INNPHOS HOLDINGS INC	379.00	20,021.64	(19,285.95)	0.00	735.69
06/02/2014	05/01/2013	INNPHOS HOLDINGS INC	202.00	10,631.02	(10,279.05)	0.00	351.97
11/26/2013	05/01/2013	INTEL CORP	21.00	530.03	(503.58)	26.45	0.00

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06/11/2014	05/01/2013	INTEL CORP	49.00	1,369.27	(1,175.01)	0.00	194.26
11/26/2013	05/01/2013	INTERFACE INC	14.00	272.43	(227.30)	45.13	0.00
06/11/2014	05/01/2013	INTERFACE INC	33.00	595.63	(535.78)	0.00	59.85
06/27/2014	05/01/2013	INTERFACE INC	1,223.00	23,035.06	(19,856.39)	0.00	3,178.67
11/26/2013	05/01/2013	INTERNAP NETWORK SERVICES	36.00	251.27	(285.72)	(34.45)	0.00
06/11/2014	05/01/2013	INTERNAP NETWORK SERVICES	84.00	593.02	(666.68)	0.00	(73.66)
11/26/2013	05/01/2013	INTERPUBLIC GROUP	26.00	448.23	(355.35)	92.88	0.00
06/11/2014	05/01/2013	INTERPUBLIC GROUP	61.00	1,188.25	(833.70)	0.00	354.55
11/26/2013	05/01/2013	INTL PAPER CO	20.00	937.58	(915.58)	22.00	0.00
06/11/2014	05/01/2013	INTL PAPER CO	47.00	2,262.05	(2,151.61)	0.00	110.44
11/26/2013	05/07/2013	ISHARES MSCI ALL COUNTRY ASIA EX JPN ETF	70.00	4,194.32	(4,275.66)	(81.34)	0.00
06/11/2014	05/07/2013	ISHARES MSCI ALL COUNTRY ASIA EX JPN ETF	165.00	10,358.47	(10,078.33)	0.00	280.14
11/26/2013	05/01/2013	ISHARES MSCI CANADA ETF	40.00	1,178.37	(1,107.18)	71.19	0.00
06/11/2014	05/01/2013	ISHARES MSCI CANADA ETF	119.00	3,662.73	(3,293.87)	0.00	368.86
11/26/2013	08/21/2013	ISHARES MSCI EAFE SMALL CAP ETF	197.00	9,776.93	(9,009.97)	766.96	0.00
01/09/2014	08/21/2013	ISHARES MSCI EAFE SMALL CAP ETF	367.00	18,591.89	(16,785.08)	1,806.81	0.00
06/11/2014	05/01/2013	ISHARES MSCI EAFE SMALL CAP ETF	448.00	23,886.70	(20,355.82)	0.00	3,530.88
11/26/2013	05/01/2013	ISHARES MSCI EMERGING MARKETS ETF	214.00	8,925.78	(9,159.20)	(233.42)	0.00
03/26/2014	05/01/2013	ISHARES MSCI EMERGING MARKETS ETF	8,248.00	324,220.06	(353,014.40)	(28,794.34)	0.00
06/11/2014	05/01/2013	ISHARES MSCI EMERGING MARKETS ETF	279.00	12,141.81	(11,941.20)	0.00	200.61
11/26/2013	08/21/2013	ISHARES MSCI EMU ETF	288.00	11,378.68	(10,331.86)	1,046.82	0.00
01/09/2014	08/21/2013	ISHARES MSCI EMU ETF	803.00	32,435.25	(28,807.22)	3,628.03	0.00
06/11/2014	05/01/2013	ISHARES MSCI EMU ETF	649.00	28,555.36	(22,323.78)	0.00	6,231.58
11/26/2013	05/06/2013	ISHARES MSCI JAPAN ETF	848.00	10,311.50	(9,979.35)	332.15	0.00
01/09/2014	01/02/2014	ISHARES MSCI JAPAN ETF	1,465.00	17,491.79	(17,580.00)	(88.21)	0.00
06/11/2014	01/02/2014	ISHARES MSCI JAPAN ETF	2,008.00	23,653.71	(23,919.76)	(274.89)	8.84
11/26/2013	05/01/2013	ISHARES MSCI PACIFIC EX JAPAN ETF	37.00	1,793.72	(1,884.45)	(90.73)	0.00
06/11/2014	05/01/2013	ISHARES MSCI PACIFIC EX JAPAN ETF	86.00	4,299.04	(4,380.07)	0.00	(81.03)
11/26/2013	05/01/2013	ISHARES MSCI SWITZERLAND CAPPED ETF	34.00	1,088.66	(1,034.85)	53.81	0.00

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06/11/2014	05/01/2013	ISHARES MSCI SWITZERLAND CAPPED ETF	78.00	2,747.87	(2,374.06)	0.00	373.81
11/26/2013	08/21/2013	ISHARES MSCI UNITED KINGDOM ETF	225.00	4,588.30	(4,242.28)	346.02	0.00
06/11/2014	05/01/2013	ISHARES MSCI UNITED KINGDOM ETF	538.00	11,706.62	(10,116.34)	0.00	1,590.28
11/26/2013	05/01/2013	JPMORGAN CHASE & CO	30.00	1,716.87	(1,442.15)	274.72	0.00
06/11/2014	05/01/2013	JPMORGAN CHASE & CO	70.00	3,984.31	(3,365.02)	0.00	619.29
11/26/2013	05/01/2013	JUNIPER NETWORKS INC	10.00	199.99	(162.97)	37.02	0.00
06/11/2014	05/01/2013	JUNIPER NETWORKS INC	24.00	598.54	(391.12)	0.00	207.42
11/26/2013	05/01/2013	KADANT INC	9.00	347.30	(241.93)	105.37	0.00
06/11/2014	05/01/2013	KADANT INC	20.00	769.58	(537.62)	0.00	231.96
10/10/2014	05/01/2013	KADANT INC	232.00	8,727.83	(6,236.34)	0.00	2,491.49
10/14/2014	05/01/2013	KADANT INC	336.00	12,626.90	(9,031.95)	0.00	3,594.95
10/15/2014	05/01/2013	KADANT INC	46.00	1,701.54	(1,236.52)	0.00	465.02
10/16/2014	05/01/2013	KADANT INC	134.00	4,927.19	(3,602.02)	0.00	1,325.17
11/26/2013	05/01/2013	KELLY SERVICES INC CL A	16.00	349.43	(264.98)	84.45	0.00
04/14/2014	05/01/2013	KELLY SERVICES INC CL A	441.00	10,399.21	(7,303.49)	3,095.72	0.00
04/15/2014	05/01/2013	KELLY SERVICES INC CL A	278.00	6,341.34	(4,604.01)	1,737.33	0.00
04/15/2014	05/01/2013	KELLY SERVICES INC CL A	222.00	5,058.15	(3,676.59)	1,381.56	0.00
04/15/2014	05/01/2013	KELLY SERVICES INC CL A	174.00	4,018.81	(2,881.65)	1,137.16	0.00
04/16/2014	05/01/2013	KELLY SERVICES INC CL A	328.00	7,348.51	(5,432.07)	1,916.44	0.00
06/11/2014	01/07/2014	KFORCE INC	58.00	1,311.35	(1,205.53)	105.82	0.00
06/11/2014	05/28/2014	KODIAK OIL & GAS CORP	70.00	910.67	(876.49)	34.18	0.00
08/12/2014	05/28/2014	KODIAK OIL & GAS CORP	2,566.00	38,332.62	(32,129.66)	6,202.96	0.00
06/11/2014	12/03/2013	LIFE TIME FITNESS INC	24.00	1,115.97	(1,139.65)	(23.68)	0.00
06/18/2014	12/03/2013	LIFE TIME FITNESS INC	862.00	39,958.84	(40,918.63)	(959.79)	0.00
11/26/2013	05/01/2013	LINCOLN NATIONAL CORP	13.00	653.88	(437.06)	216.82	0.00
06/11/2014	05/01/2013	LINCOLN NATIONAL CORP	31.00	1,572.90	(1,042.23)	0.00	530.67
11/26/2013	05/01/2013	LIQUIDITY SERVICES INC	13.00	273.77	(427.13)	(153.36)	0.00
12/23/2013	05/01/2013	LIQUIDITY SERVICES INC	293.00	6,251.05	(9,626.92)	(3,375.87)	0.00
12/23/2013	05/01/2013	LIQUIDITY SERVICES INC	887.00	18,971.80	(29,143.63)	(10,171.83)	0.00

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06/11/2014	03/25/2014	LITHIA MOTORS INC CLA	18.00	1,445.90	(1,185.06)	260.84	0.00
06/11/2014	04/24/2014	MANPOWER GROUP	15.00	1,272.87	(1,245.46)	27.41	0.00
10/28/2014	04/24/2014	MANPOWER GROUP	525.00	33,695.27	(43,591.17)	(9,895.90)	0.00
11/26/2013	05/01/2013	MARSH & MCLENNAN COS INC	19.00	906.09	(721.35)	184.74	0.00
06/11/2014	05/01/2013	MARSH & MCLENNAN COS INC	45.00	2,288.19	(1,708.45)	0.00	579.74
11/26/2013	05/07/2013	MARTIN MARIETTA MATERIALS INC	4.00	402.19	(427.74)	(25.55)	0.00
06/11/2014	05/07/2013	MARTIN MARIETTA MATERIALS INC	8.00	1,015.81	(855.48)	0.00	160.33
11/26/2013	05/01/2013	MASTERCARD INC CLA	2.00	1,493.67	(1,073.15)	420.52	0.00
06/11/2014	05/01/2013	MASTERCARD INC CLA	40.00	3,107.13	(2,146.31)	0.00	960.82
06/11/2014	12/03/2013	MERCK & CO INC	24.00	1,389.08	(1,189.67)	199.41	0.00
11/21/2013	05/01/2013	MERGE HEALTHCARE INC	909.00	2,090.93	(2,762.54)	(671.61)	0.00
11/21/2013	05/01/2013	MERGE HEALTHCARE INC	1,065.00	2,467.77	(3,236.64)	(768.87)	0.00
11/22/2013	05/01/2013	MERGE HEALTHCARE INC	1,651.00	3,717.65	(5,017.55)	(1,299.90)	0.00
11/22/2013	05/01/2013	MERGE HEALTHCARE INC	2,017.00	4,614.00	(6,129.87)	(1,515.87)	0.00
11/26/2013	05/01/2013	MFA FINANCIAL INC	33.00	238.25	(304.10)	(65.85)	0.00
06/11/2014	05/01/2013	MFA FINANCIAL INC	77.00	642.16	(709.57)	0.00	(67.41)
10/10/2014	05/01/2013	MFA FINANCIAL INC	2,497.00	19,964.06	(23,010.36)	0.00	(3,046.30)
10/10/2014	05/01/2013	MFA FINANCIAL INC	349.00	2,783.21	(3,216.10)	0.00	(432.89)
06/11/2014	12/18/2013	MICRON TECHNOLOGY INC COM	44.00	1,284.77	(932.08)	352.69	0.00
11/21/2013	06/03/2013	MICROSEMI CORP	2,222.00	51,482.62	(48,739.57)	2,743.05	0.00
11/26/2013	05/01/2013	MICROSOFT CORP	18.00	672.82	(589.72)	83.10	0.00
06/11/2014	05/01/2013	MICROSOFT CORP	40.00	1,654.76	(1,310.49)	0.00	344.27
06/11/2014	04/04/2014	MKS INSTRUMENTS INC	43.00	1,275.35	(1,275.36)	(0.01)	0.00
10/10/2014	04/04/2014	MKS INSTRUMENTS INC	975.00	32,021.90	(28,918.01)	3,103.89	0.00
10/10/2014	04/04/2014	MKS INSTRUMENTS INC	632.00	20,590.10	(18,744.81)	1,845.29	0.00
11/26/2013	05/01/2013	NABORS INDUSTRIES LTD	16.00	276.95	(235.08)	41.87	0.00
06/11/2014	05/01/2013	NABORS INDUSTRIES LTD	37.00	1,001.56	(543.63)	0.00	457.93
11/26/2013	05/01/2013	NATL PENN BCSSHS INC	40.00	436.79	(376.07)	60.72	0.00
06/11/2014	05/01/2013	NATL PENN BCSSHS INC	93.00	997.86	(874.37)	0.00	123.49

MassMutual Trust Company, FSB

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
10/10/2014	05/01/2013	NATL PENN BCSSS INC	1,990.00	18,986.97	(18,709.58)	0.00	277.39
10/14/2014	05/01/2013	NATL PENN BCSSS INC	1,458.00	13,787.85	(13,707.82)	0.00	80.03
11/26/2013	05/01/2013	NEW YORK COMMUNITY BANCORP	23.00	376.73	(308.34)	68.39	0.00
06/11/2014	05/01/2013	NEW YORK COMMUNITY BANCORP	54.00	851.56	(723.92)	0.00	127.64
11/26/2013	05/01/2013	ORACLE CORP	13.00	452.26	(432.33)	19.93	0.00
06/11/2014	05/01/2013	ORACLE CORP	30.00	1,273.17	(997.68)	0.00	275.49
11/26/2013	05/01/2013	OWENS ILLINOIS INC COM NEW	13.00	425.22	(341.30)	83.92	0.00
06/02/2014	05/01/2013	OWENS ILLINOIS INC COM NEW	494.00	16,267.26	(12,969.33)	0.00	3,297.93
06/11/2014	05/01/2013	OWENS ILLINOIS INC COM NEW	19.00	641.99	(498.82)	0.00	143.17
09/05/2014	05/01/2013	OWENS ILLINOIS INC COM NEW	667.00	20,762.12	(17,511.22)	0.00	3,250.90
11/26/2013	05/01/2013	PANERA BREAD CO	2.00	351.43	(353.93)	(2.50)	0.00
01/07/2014	05/01/2013	PANERA BREAD CO	149.00	26,187.03	(26,367.82)	(180.79)	0.00
11/26/2013	05/01/2013	PANTRY INC	31.00	440.81	(447.77)	(6.96)	0.00
01/07/2014	05/01/2013	PANTRY INC	546.00	9,262.62	(7,886.53)	1,376.09	0.00
01/08/2014	05/01/2013	PANTRY INC	196.00	3,184.74	(2,831.06)	353.68	0.00
01/09/2014	05/01/2013	PANTRY INC	621.00	9,800.75	(8,969.85)	830.90	0.00
01/09/2014	05/01/2013	PANTRY INC	432.00	6,947.00	(6,239.90)	707.10	0.00
01/10/2014	05/01/2013	PANTRY INC	859.00	13,851.14	(12,407.57)	1,443.57	0.00
01/13/2014	05/01/2013	PANTRY INC	62.00	968.92	(895.54)	73.38	0.00
06/11/2014	01/03/2014	PARXEL INTL CORP	30.00	1,617.86	(1,359.50)	259.36	0.00
11/26/2013	05/01/2013	PEPSICO INC	7.00	598.13	(578.08)	20.05	0.00
06/11/2014	05/01/2013	PEPSICO INC	17.00	1,491.03	(1,403.91)	0.00	87.12
11/26/2013	05/01/2013	PFIZER INC	19.00	607.41	(555.82)	51.59	0.00
06/11/2014	05/01/2013	PFIZER INC	44.00	1,304.57	(1,287.17)	0.00	17.40
11/26/2013	05/01/2013	PIONEER NATURAL RESOURCES CO	4.00	747.74	(476.17)	271.57	0.00
06/11/2014	05/01/2013	PIONEER NATURAL RESOURCES CO	8.00	1,733.08	(952.33)	0.00	780.75
11/26/2013	05/01/2013	PORTLAND GENERAL ELECTRIC CO	16.00	475.35	(514.51)	(39.16)	0.00
06/11/2014	05/01/2013	PORTLAND GENERAL ELECTRIC CO	37.00	1,247.24	(1,189.81)	0.00	57.43
11/26/2013	10/02/2013	PREMIER INC CLASS A	15.00	465.44	(466.20)	(0.76)	0.00

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
01/07/2014	10/02/2013	PREMIER INC CLASS A	1,325.00	47,831.66	(41,124.33)	6,707.33	0.00
11/26/2013	05/01/2013	QUALCOMM INC	12.00	855.82	(743.41)	112.41	0.00
06/11/2014	05/01/2013	QUALCOMM INC	28.00	2,241.91	(1,734.62)	0.00	507.29
11/26/2013	05/01/2013	RALPH LAUREN CORP	4.00	689.30	(720.14)	(30.84)	0.00
06/11/2014	05/01/2013	RALPH LAUREN CORP	8.00	1,235.49	(1,440.27)	0.00	(204.78)
09/05/2014	05/01/2013	RALPH LAUREN CORP	310.00	52,380.53	(55,810.66)	0.00	(3,430.13)
06/11/2014	04/09/2014	RED ROBIN GOURMET BURGERS INC	14.00	1,058.09	(1,007.40)	50.69	0.00
10/10/2014	04/10/2014	RED ROBIN GOURMET BURGERS INC	435.00	22,036.44	(31,054.72)	(9,018.28)	0.00
10/14/2014	04/10/2014	RED ROBIN GOURMET BURGERS INC	47.00	2,306.94	(3,330.01)	(1,023.07)	0.00
11/26/2013	05/01/2013	RF MICRO DEVICES INC	77.00	391.15	(477.20)	(26.05)	0.00
04/09/2014	05/01/2013	RF MICRO DEVICES INC	2,490.00	18,779.16	(13,491.32)	5,287.84	0.00
06/02/2014	05/01/2013	RF MICRO DEVICES INC	1,886.00	16,405.25	(9,135.08)	0.00	7,270.17
06/11/2014	05/01/2013	RF MICRO DEVICES INC	70.00	675.48	(379.27)	0.00	296.21
10/10/2014	05/01/2013	RF MICRO DEVICES INC	2,535.00	27,096.27	(13,735.14)	0.00	13,361.13
11/26/2013	06/10/2013	ROCKWELL AUTOMATION INC	3.00	334.64	(259.64)	75.00	0.00
06/11/2014	06/10/2013	ROCKWELL AUTOMATION INC	8.00	1,009.01	(692.36)	316.65	0.00
11/26/2013	05/01/2013	SCHLUMBERGER LTD	7.00	636.00	(516.25)	119.75	0.00
06/11/2014	05/01/2013	SCHLUMBERGER LTD	18.00	1,889.59	(1,327.49)	0.00	562.10
11/21/2013	09/23/2013	SELECT COMFORT CORP	1,712.00	34,505.43	(41,828.10)	(7,322.67)	0.00
11/26/2013	09/12/2013	SEMTECH CORP	11.00	329.88	(343.62)	(13.74)	0.00
04/29/2014	09/12/2013	SEMTECH CORP	968.00	24,385.80	(30,238.77)	(5,852.97)	0.00
06/11/2014	03/21/2014	SPDR S&P EMERGING MARKETS SMALLCAP ETF	184.00	9,221.87	(8,559.42)	662.45	0.00
06/11/2014	05/28/2014	SPECTRA ENERGY CORP	29.00	1,205.79	(1,186.68)	19.11	0.00
11/26/2013	05/01/2013	STARBUCKS CORP	4.00	325.99	(240.54)	85.45	0.00
06/11/2014	05/01/2013	STARBUCKS CORP	8.00	600.22	(481.08)	0.00	119.14
06/11/2014	02/07/2014	STATE STREET CORP	22.00	1,472.86	(1,487.68)	(14.82)	0.00
11/26/2013	05/01/2013	SUNTRUST BANKS INC	13.00	466.56	(377.66)	88.90	0.00
06/11/2014	05/01/2013	SUNTRUST BANKS INC	31.00	1,221.06	(900.57)	0.00	320.49
06/11/2014	02/07/2014	SYNCHRONOSS TECHNOLOGIES INC	45.00	1,430.96	(1,458.98)	(28.02)	0.00



MassMutual

Trust Company FSB

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
10/30/2014	02/07/2014	SYNCHRONOSS TECHNOLOGIES INC	618.00	31,480.34	(20,036.67)	11,443.67	0.00
11/26/2013	05/01/2013	SYSCO CORP	14.00	469.27	(487.21)	(17.94)	0.00
06/11/2014	05/01/2013	SYSCO CORP	32.00	1,204.77	(1,113.63)	0.00	91.14
11/26/2013	05/01/2013	TCF FINANCIAL CORP	31.00	485.45	(442.71)	42.74	0.00
06/11/2014	05/01/2013	TCF FINANCIAL CORP	72.00	1,177.89	(1,028.22)	0.00	149.67
11/26/2013	05/01/2013	TERADATA CORP	6.00	274.73	(308.47)	(33.74)	0.00
12/23/2013	05/01/2013	TERADATA CORP	543.00	22,576.67	(27,916.99)	(5,340.32)	0.00
07/03/2014	05/01/2013	THE GEO GROUP INC REIT	1,021.00	36,078.69	(38,110.35)	0.00	(2,031.66)
11/26/2013	09/23/2013	THERAVANCE INC	11.00	404.57	(452.93)	(48.36)	0.00
04/29/2014	09/23/2013	THERAVANCE INC	994.00	26,616.15	(40,927.95)	(14,311.80)	0.00
11/26/2013	05/01/2013	TOWERS WATSON & CO-CLA	3.00	334.40	(218.10)	116.30	0.00
06/11/2014	05/01/2013	TOWERS WATSON & CO-CLA	8.00	884.46	(581.59)	0.00	302.87
11/26/2013	05/01/2013	TRIMAS CORP	13.00	477.48	(384.40)	93.08	0.00
06/11/2014	05/01/2013	TRIMAS CORP	30.00	1,078.47	(887.09)	0.00	191.38
10/10/2014	05/01/2013	TRIMAS CORP	1,132.00	27,750.36	(33,472.79)	0.00	(5,722.43)
11/26/2013	05/01/2013	TRIUMPH GROUP INC	6.00	437.87	(478.09)	(40.22)	0.00
06/02/2014	05/01/2013	TRIUMPH GROUP INC	506.00	34,832.26	(40,318.68)	0.00	(5,486.42)
11/26/2013	07/31/2013	U S G CORP	18.00	487.25	(452.65)	34.60	0.00
02/12/2014	07/31/2013	U S G CORP	1,595.00	52,969.83	(40,109.63)	12,860.20	0.00
06/11/2014	05/28/2014	ULTIMATE SOFTWARE GROUP INC	6.00	760.78	(781.55)	(20.77)	0.00
11/26/2013	05/01/2013	UNION PACIFIC CORP	4.00	643.02	(583.83)	59.19	0.00
06/11/2014	05/01/2013	UNION PACIFIC CORP	8.00	1,610.08	(1,167.66)	0.00	442.42
11/26/2013	05/01/2013	UNITED TECHNOLOGIES CORP	8.00	877.50	(729.85)	147.65	0.00
06/11/2014	05/01/2013	UNITED TECHNOLOGIES CORP	20.00	2,372.34	(1,824.64)	0.00	547.70
11/26/2013	05/01/2013	UNUM GROUP	18.00	603.88	(493.25)	110.63	0.00
06/11/2014	05/01/2013	UNUM GROUP	42.00	1,481.30	(1,150.92)	0.00	330.38
11/26/2013	07/08/2013	VALERO ENERGY CORP NEW	16.00	679.82	(552.19)	127.63	0.00
06/11/2014	07/08/2013	VALERO ENERGY CORP NEW	37.00	2,042.35	(1,276.94)	765.41	0.00
11/26/2013	06/03/2013	VANTIV INC CLA	18.00	538.73	(477.90)	60.83	0.00

MassMutual Trust Company, FSB

EDWARDS FOUNDATION AGENT FOR ENTITY

Account Number: XXXX01890

Realized Gain (Loss) Detail
For the Period November 1, 2013 - October 31, 2014
Reporting Currency: USD

Sale Date	Purchase Date	Description	Quantity	Proceeds	Cost	ST Realized Gain (Loss)	LT Realized Gain (Loss)
06/11/2014	06/03/2013	VANTIV INC CLA	42.00	1,341.87	(1,115.10)	0.00	226.77
07/24/2014	05/01/2013	VERITIV CORPORATION	0.08	3.15	(2.84)	0.00	0.31
08/12/2014	05/01/2013	VERITIV CORPORATION	33.00	1,268.33	(1,130.85)	0.00	137.48
11/21/2013	07/08/2013	VITAMIN SHOPPE INC COM	1,104.00	59,164.54	(48,846.48)	10,318.06	0.00
11/21/2013	05/01/2013	VOLCANO CORP	2,027.00	42,888.54	(40,458.92)	2,429.62	0.00
11/26/2013	05/01/2013	WELLS FARGO & CO (NEW)	14.00	617.94	(524.55)	93.39	0.00
06/11/2014	05/01/2013	WELLS FARGO & CO (NEW)	32.00	1,663.64	(1,198.98)	0.00	464.66
11/26/2013	05/01/2013	XCEL ENERGY INC COM	19.00	537.88	(600.34)	(62.46)	0.00
06/11/2014	05/01/2013	XCEL ENERGY INC COM	45.00	1,412.06	(1,421.86)	0.00	(9.80)
11/26/2013	10/16/2013	XEROX CORP COM	43.00	475.57	(459.58)	15.99	0.00
06/11/2014	10/16/2013	XEROX CORP COM	101.00	1,263.99	(1,079.47)	184.52	0.00
11/26/2013	05/01/2013	ZIONS BANCORPORATION COM	34.00	997.08	(823.26)	167.82	0.00
06/11/2014	05/01/2013	ZIONS BANCORPORATION COM	79.00	2,324.91	(1,912.87)	0.00	412.04
Total Equity				2,863,260.48	(2,717,733.85)	57,652.99	87,873.64
Total Sold				3,182,217.15	(3,096,480.72)	50,133.29	85,603.14

	Period ended 10/31/2014	Year to date* 10/31/2014
Total net short-term gain (loss)	50,133.29	289,291.11
Total net long-term gain (loss)	85,603.14	85,603.14
Total Gain (Loss)	135,736.43	374,894.25

* Fiscal year ending December 31



000001 52/53

Schedule 3

ROYALTY OPERATIONS

BRYANT EDWARDS FOUNDATION, INC. - EIN 75-6012973

Year Ended October 31, 2014

Royalty	Gross Oil & Gas Sales	Expense			Net Income (Loss)
		Severance Tax	Depletion Schedule 4	Total	
Christmas	\$	\$	\$	\$	\$
Edwards - Redding					
Mac Williams B	<u>104.19</u>	<u>5.79</u>		<u>5.79</u>	<u>98.40</u>
Total	<u>\$ 104.19</u>	<u>\$ 5.79</u>	<u>\$</u>	<u>\$ 5.79</u>	<u>\$ 98.40</u>

Schedule 4

COST DEPLETION

BRYANT EDWARDS FOUNDATION, INC - EIN 75-6012973

Year Ended October 31, 2014

Royalty	Basis		Reserve 11-01-13	Unrecovered Cost	Reserve 11-01-13	Barrel Reserve	Unit Cost	Barrel Production	Depletion		
	11-01-13	Acquired (Retired) 10-31-14							Cost	Charges	Reserve 10-31-14
Brightman	\$ 1,000 00	\$	\$ 1,000 00	\$ 58 51	\$ 941 49				\$	\$	\$ 941.49
Mac Williams B	400 00		400 00		400 00						400.00
Various Non-Producing	387 00		387 00	387 00							
Total	\$ 1,787 00	\$	\$ 1,787 00	\$ 445 51	\$ 1,341 49				\$	\$	\$ 1,341 49

Schedule 5

CONTRIBUTIONS

BRYANT EDWARDS FOUNDATION, INC - EIN 75-6012973

Year Ended October 31, 2014

Donee	Purpose	Amount
Alzheimer's Association Wichita Falls, TX	Furniture and office equipment	\$ 2,500.00
	2014 Walk to End Alzheimer's	1,000 00
American Cancer Society Austin, TX	Cattle Baron's Ball	20,000 00
American Lung Association Wichita Falls, TX	Fight for Air Climb	1,000 00
Big Brothers Big Sisters Irving, TX	Operating Budget	10,000.00
Boys & Girls Club Wichita Falls, TX	Roof - Southeast Club	28,750 00
Camp Fire USA Wichita Falls, TX	Annual Campaign	5,000 00
Child Advocates Wichita Falls, TX	Building renovation	15,000 00
	CASAbianca Gala	10,000 00
Child Welfare Board/Community Partners of North Texas Wichita Falls, TX	Rainbow House	7,200 00
Christ Academy Wichita Falls, TX	Scholarships	25,000 00
Christmas in Action Wichita Falls, TX	Operating Budget	4,000 00
	Building Materials	8,000 00
Clay County, Texas Henrietta, TX	Christmas Lights Project	12,500 00
	Lighting for Rodeo Arena	50,000 00
Clay County Animal Shelter Henrietta, TX	Operating Budget	15,000 00

2 - Sch 5 - Cont'd - Bryant Edwards Foundation, Inc - For the Year Ended October 31, 2014

Donee	Purpose	Amount
Clay County Senior Citizens Center Henrietta, TX	Operating Budget	12,500 00
Crime Stoppers Wichita Falls, TX	5K Pursuit	5,000 00
Disaster Helping Hands Wichita Falls, TX	Building Campaign	30,000 00
Faith Refuge for Women (W F Faith Mission) Wichita Falls, TX	Sponsor Decorator Show House Sponsor Fashion Night Out	5,000 00 2,500.00
Friendly Door Senior Citizen Center Iowa Park, TX	Annual Fund	1,500 00
Hands To Hands Community Fund Wichita Falls, TX	Community Fund	15,000 00
Inheritance Adoptions Wichita Falls, TX	Operating Budget	5,000.00
Interfaith Ministries, Inc Wichita Falls, TX	Rent Payment Assistance	8,000 00
Kemp Center for the Arts Wichita Falls, TX	Sponsor Cowboy True Event	20,000 00
National Alliance on Mental Illness Wichita Falls, TX	Operating Budget	10,000 00
New Horizon Wichita Falls, TX	Foster Homes and Treatment of Abused Children	10,000 00
Nonprofit Management Center Wichita Falls, TX	Operating Budget	15,000 00
North Texas Area United Way Wichita Falls, TX	TRIAD program	16,300 00
NorthWest Texas Council of Boy Scouts Wichita Falls, TX	Celebration of Excellence Parent Dinner	1,500 00
Patsy's House Wichita Falls, TX	Painting and repairs	25,000.00
Peyton's Project Wichita Falls, TX	Operating Budget	30,000 00

3 - Sch 5 - Cont'd - Bryant Edwards Foundation, Inc - For the Year Ended October 31, 2014

Donee	Purpose	Amount
Rathgeber Hospitality House Wichita Falls, TX	Operating Budget	12,500 00
Rehab Center Wichita Falls, TX	Ranch Roundup	18,750 00
Sheppard Military Affairs Committee Wichita Falls, TX	Operating Budget	15,000 00
Sigma Kappa Foundation Indianapolis, IN	Alzheimer's/Gerontology	1,000 00
Southside Youth Senter Wichita Falls, TX	Floor covering replacments	10,000 00
Texas Scottish Rite Hospital Dallas, TX	Fellowship Endowment Fund	200,000.00
The Kitchen Wichita Falls, TX	Computer	12,000 00
United Regional Foundation Wichita Falls, TX	2014 Heart of Woman Sponsor	35,000 00
	Health Information Exchange Technology	50,000 00
	2015 Heart of Woman Sponsor	35,000 00
Whispers of Hope Horse Farm Wichita Falls, TX	Hay	2,500 00
	New 20 stall barn, inside stalls	10,000 00
Wichita County Heritage Society Wichita Falls, TX	Top of Texas Arts, Antiques & More	5,000 00
Wichita County Junior Livestock Wichita Falls, TX	Operating Budget	10,000 00
Wichita Falls Area Community Foundation Wichita Falls, TX	Pride in the Falls	15,000 00
	River Bend Nature Center Endowment	333,333.00
	Friends of Riverside Cemetery	1,000 00
	Rotary Club Brew Fest	10,000 00
	Wichita County Charity Dove Hunt	10,000 00
Wichita Falls Backdoor Theatre Wichita Falls, TX	Annual Fund	5,000 00
Wichita Falls Ballet Theatre Wichita Falls, TX	General Operations	10,000 00
	Nutcracker sets, costumes & props	25,000 00
Wichita Falls ISD Wichita Falls, TX	Rider FFA Swine Gala	5,000 00

4 - Sch. 5 - Cont'd - Bryant Edwards Foundation, Inc - For the Year Ended October 31, 2014

<u>Donee</u>	<u>Purpose</u>	<u>Amount</u>
Wichita Falls Junior League	Falls Fest	12,500 00
Wichita Falls, TX	Christmas Magic	13,500 00
Wichita Falls Symphony Orchestra	November Concert	10,000 00
Wichita Falls, TX		
Wichita Falls Youth Symphony Orchestra	Summer String Orchestra Camp	5,250.00
Wichita Falls, TX		
YMCA	Youth Fundraising Program	2,750 00
Wichita Falls, TX	SMART Program	<u>20,000 00</u>
Total		<u>\$ 1,322,333 00</u>

Schedule 6

BALANCE SHEETS

BRYANT EDWARDS FOUNDATION, INC - EIN 75-6012973

Years Ended October 31, 2013 and 2014

	October 31, 2013		October 31, 2014	
	Book Value		Book Value	Market Value
ASSETS				
Cash - Interest bearing	\$	347,333.69	\$	169,122.70
Accounts receivable and prepaid			16,508.41	16,508.41
Stocks, Mutual Funds, and Other Investments - Sch. 7		21,218,254.15	20,688,627.36	23,887,147.67
Depletable assets	\$	1,787.00	\$	1,787.00
Accumulated depletion	(1,341.49)	445.51	(1,341.49)	445.51
				3,512.70
Total assets		\$ 21,566,033.35	\$ 20,874,703.98	\$ 24,076,291.48
LIABILITIES AND NET ASSETS				
Accounts payable	\$	8,666.18	\$	
Net assets		21,557,367.17	20,874,703.98	
Total liabilities and net assets		\$ 21,566,033.35	\$ 20,874,703.98	

Schedule 7

INVESTMENT IN STOCKS, MUTUAL FUNDS AND OTHER INVESTMENTS

BRYANT EDWARDS FOUNDATION, INC. - EIN 75-6012973

Year Ended October 31, 2014

	<u>Shares</u>	<u>Cost</u>	<u>Current Value</u>
Wells Fargo:			
Domestic, International & Other Mutual Funds.			
Aberdeen Global High Income Fund	10,961.301	\$ 112,518.39	\$ 107,968.81
Dodge & Cox Income Fd	15,956.512	196,150.73	221,635.95
Ishares Core Total US Bond Market	1,015.000	106,676.50	111,731.20
Ishares Iboxx \$ Investment Grade	1,700.000	179,814.27	202,878.00
Ridgeworth Seix High Yield Bond Fund	10,235.415	100,000.00	100,204.71
T Rowe Price Institutional Float	9,727.626	100,000.00	98,735.40
Pimco Emerging Local Bond Fund Inst	26,029.959	285,570.00	237,393.23
Total Mutual Funds		<u>\$ 1,080,729.89</u>	<u>\$ 1,080,547.30</u>
Equities			
Consumer Discretionary.			
Comcast Corp	1,593	\$ 49,385.69	\$ 88,172.55
Johnson Controls	1,310	45,872.60	61,897.50
Las Vegas Sands	956	60,163.37	59,520.56
Target Corp	1,338	75,427.82	82,715.16
TJX Cos	1,054	40,692.23	66,739.28
Walt Disney Co.	1,035	45,707.87	94,578.30
Total Consumer Discretionary Equities		<u>\$ 317,249.58</u>	<u>\$ 453,623.35</u>
Consumer Staples:			
CVS Health Corp	979	\$ 45,506.41	\$ 84,007.99
Monster Beverage Corp	485	21,918.09	48,926.80
Total Consumer Staples		<u>\$ 67,424.50</u>	<u>\$ 132,934.79</u>
Energy:			
Apache Corp.	572	\$ 57,649.92	\$ 44,158.40
Chevron Corp	435	46,014.21	52,178.25
National Oilwell Varco Inc	771	51,154.63	56,005.44
Total Energy		<u>\$ 154,818.76</u>	<u>\$ 152,342.09</u>

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Financials:			
Affiliated Managers Group, Inc	314	\$ 36,619.28	\$ 62,734.06
Berkshire Hathaway	762	62,743.92	106,801.92
Blackrock Inc	142	44,208.28	48,437.62
Citigroup Inc	1,484	74,213.65	79,438.52
CME Group INCE	857	48,775.86	71,825.17
Goldman Sachs Group Inc	240	27,992.97	45,597.60
JPMorgan Chase & Co	1,468	58,871.12	88,784.64
US Bancorp	1,572	47,730.88	66,967.20
Total Financial		<u>\$ 401,155.96</u>	<u>\$ 570,586.73</u>
Health Care:			
Baxter Intl Inc	856	\$ 60,088.47	\$ 60,039.84
Gilead Sciences	579	12,995.62	64,848.00
McKesson Corp	397	37,761.51	80,753.77
Thermo Fisher Scientific	424	23,697.32	49,849.68
UnitedHealth Group	1,052	58,840.01	99,950.52
Total Healthcare		<u>\$ 193,382.93</u>	<u>\$ 355,441.81</u>
Industrials:			
Boeing Co	701	\$ 65,626.23	\$ 87,561.91
Cumings Inc	633	85,163.67	92,531.94
Union Pacific	916	52,651.46	106,668.20
United Parcel Service-CI B	531	42,633.79	55,707.21
Total Industrials		<u>\$ 246,075.15</u>	<u>\$ 342,469.26</u>
Information Technology:			
Apple Inc	1,581	\$ 106,803.19	\$ 170,748.00
Cisco Systems	3,178	62,198.39	77,765.66
E M C Corp. Mass.	1,946	50,226.10	55,908.58
Google Inc	150	67,407.13	83,862.00
International Business Machs Corp	191	39,199.01	31,400.40
Microsoft Corp	1,615	55,100.55	75,824.25
Oracle Corporation	1,235	33,678.96	48,226.75
Total Information Technology		<u>\$ 414,613.33</u>	<u>\$ 543,735.64</u>
Materials			
Celanese Corp	725	\$ 37,179.81	\$ 42,579.25
Total Materials		<u>\$ 37,179.81</u>	<u>\$ 42,579.25</u>

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
International Equities:			
Anheuser-Busch Inbev Spn	620	\$ 43,852.95	\$ 68,807.60
BHP Billiton Limited - Adr	410	32,013.68	24,370.40
Diageo PLC - Adr	415	41,369.66	48,957.55
Eaton Corp PLC	779	41,905.56	53,275.81
HSBC - Adr	1,349	72,234.21	68,825.98
Nestle SA Registered Shares - Adr	672	40,909.40	49,277.76
Schlumberger Ltd	774	63,072.44	76,362.84
Total S.A - Adr	866	<u>40,954.72</u>	<u>51,864.74</u>
Total International Equities		<u>\$ 376,312.62</u>	<u>\$ 441,742.68</u>
Domestic Mutual Funds			
Harbor Capital Appreciation Fund	4,494	\$ 250,000.00	\$ 278,508.80
Ishares Core S & P Mid-Cap ETF	7,850	660,879.72	1,111,403.00
Royce Premier Fund W	31,563 845	<u>660,000.00</u>	<u>702,926.83</u>
Total Domestic Mutual Funds		<u>\$ 1,570,879.72</u>	<u>\$ 2,092,838.63</u>
International Mutual Funds			
Aberdeen Emerging Markets	13,652.934	\$ 200,000.00	\$ 203,428.72
Artisan International Fund	20,096.220	495,000.00	608,714.50
Ishares MSCI Eafe	8,520	495,991.65	544,854.00
Morgan Stanley Institutional Fund	10,908 242	200,000.00	226,564.19
Oakmark Funds	23,433 626	495,000.01	579,279.23
Oppenheimer Developing Markets	5,399.858	200,000.00	211,620.44
Vanguard FTSE Emerging Markets ETF	24,940	<u>940,558.43</u>	<u>1,063,441.60</u>
Total International Mutual Funds		<u>\$ 3,026,550.09</u>	<u>\$ 3,437,902.68</u>
Real Estate Investment Trusts.			
Chambers Street Properties	13,547.000	\$ 113,235.53	\$ 111,220.87
Plum Creek Timber Co	1,140	<u>41,174.18</u>	<u>46,751.40</u>
Total Real Estate Investment Trusts		<u>\$ 154,409.71</u>	<u>\$ 157,972.27</u>
Real Estate Funds:			
E-Tracs Alerian MLP Infrastructure	3,090	\$ 120,438.93	\$ 133,117.20
Elements Rogers Total Return	12,155	100,278.75	89,703.90
Madison Harbor Private Equity Fund	200	200,000.00	121,708.00
SPDR DJ Wilshire International Real Estate	3,660	132,535.19	159,246.60

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Vanguard Reit Viper	4,305	<u>225,261.12</u>	<u>340,051.95</u>
Total Real Estate Funds		<u>\$ 778,513.99</u>	<u>\$ 843,827.65</u>
Totals - Wells Fargo		<u>\$ 8,819,296.04</u>	<u>\$ 10,648,544.13</u>
Mass Mutual:			
Oil & Gas.			
Plains Exploration	44,000	\$ 49,148.00	\$ 49,761.36
Total Capital SA	50,000	<u>54,593.00</u>	<u>55,655.00</u>
Total Oil & Gas		<u>\$ 103,741.00</u>	<u>\$ 105,416.36</u>
General Obligations.			
Texas St Ref Taxable Pub Fin Auth	75,000	<u>\$ 84,402.75</u>	<u>\$ 81,244.50</u>
Total General Obligations		<u>\$ 84,402.75</u>	<u>\$ 81,244.50</u>
Industrials.			
Can Nat Rail Pass Thru	67,580.56	<u>\$ 77,210.79</u>	<u>\$ 70,684.54</u>
Total Industrials		<u>\$ 77,210.79</u>	<u>\$ 70,684.54</u>
Consumer Goods:			
BMW Bank North America	75,000	<u>\$ 75,000.00</u>	<u>\$ 75,073.95</u>
Total Health Care		<u>\$ 75,000.00</u>	<u>\$ 75,073.95</u>
Consumer Service:			
Continental Airlines	47,372.190	\$ 51,043.54	\$ 51,517.26
Delta Air Lines	54,382.600	<u>59,345.00</u>	<u>57,917.47</u>
Total Consumer Service		<u>\$ 110,388.54</u>	<u>\$ 109,434.73</u>
Financials.			
Bank of America	50,000	\$ 51,094.99	\$ 50,108.50
Charles Schwab	50,000	58,375.00	58,281.50
Discover Bank	75,000	75,000.00	75,008.18
General Electric	50,000	58,840.50	58,250.00
Goldman Sachs	50,000	50,487.50	50,758.00
Nationwide Bldg Society	50,000	52,003.50	50,617.50
Stifel Financial Corp	50,000	49,598.00	50,713.00
XLIT Ltd	50,000	<u>56,748.00</u>	<u>57,461.00</u>
Total Financials		<u>\$ 452,147.49</u>	<u>\$ 451,197.68</u>

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Mutual Fund - Equity:			
Global X FTSE Nordic Region	4,078	\$ 88,161.82	\$ 99,515.84
Ishares MSCI EAFE Small Cap	16,457	749,324.36	798,822.78
Ishares MSCI Emerging Markets	10,258	439,042.40	432,374.70
SPDR S&P Emerging Markets	6,746	<u>313,814.48</u>	<u>318,748.50</u>
Total Mutual Funds - Equity		<u>\$ 1,590,343.06</u>	<u>\$ 1,649,461.82</u>
Oil & Gas Producers:			
Apache Corp	446	\$ 41,242.28	\$ 34,431.20
Chevron Corp	457	55,092.80	54,817.15
Pioneer Natural Resources	310	36,902.79	58,608.60
Rice Energy Inc	1,330	33,811.05	35,151.90
Valero Energy Corp	1,370	<u>47,281.30</u>	<u>68,623.30</u>
Total Oil & Gas Producers		<u>\$ 214,330.22</u>	<u>\$ 251,632.15</u>
Oil Equipment, Services & Distribution:			
Nabors Industries Ltd	1,369	\$ 20,099.48	\$ 24,418.80
Schlumberger Ltd.	769	<u>59,798.00</u>	<u>75,869.54</u>
Total Oil Equipment, Services & Distribution		<u>\$ 79,897.48</u>	<u>\$ 100,288.34</u>
Chemicals:			
Dow Chemical	1,677	<u>\$ 55,958.13</u>	<u>\$ 82,843.80</u>
Total Chemicals		<u>\$ 55,958.13</u>	<u>\$ 82,843.80</u>
Forestry & Paper:			
International Paper	1,733	<u>\$ 78,201.14</u>	<u>\$ 87,724.46</u>
Total Forestry & Paper		<u>\$ 78,201.14</u>	<u>\$ 87,724.46</u>
Industrial Metals & Mining:			
Allegheny Technologies	548	<u>\$ 14,359.96</u>	<u>\$ 18,001.80</u>
Total Industrial Metals & Mining		<u>\$ 14,359.96</u>	<u>\$ 18,001.80</u>
Mining			
Goldcorp Inc	1,570	<u>\$ 37,147.14</u>	<u>\$ 29,484.60</u>
Total Mining		<u>\$ 37,147.14</u>	<u>\$ 29,484.60</u>

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Construction & Materials.			
Boise Cascade	1,468	\$ 42,468.13	\$ 52,936.08
Totals Construction & Materials		\$ 42,468.13	\$ 52,936.08
Aerospace & Defense			
Hexcel Corp	1,497	\$ 52,537.37	\$ 62,709.33
United Technologies	711	64,865.81	76,077.00
Total Aerospace & Defense		\$ 117,403.18	\$ 138,786.33
General Industrials.			
General Electric	4,092	\$ 87,658.69	\$ 101,639.78
Total General Industrials		\$ 87,658.69	\$ 101,639.78
Electronic & Electric Equipment			
Agilent Technologies	730	\$ 30,252.16	\$ 40,354.40
Danaher Corp	552	41,344.47	44,380.80
Emerson Electric	674	36,821.15	43,176.44
Total Electronic & Electric Equipment		\$ 108,417.78	\$ 127,911.64
Industrial Engineering			
Flowserve Corp	753	\$ 48,915.11	\$ 51,196.47
Rockwell Automation	274	23,713.33	30,783.90
Total Industrial Engineering		\$ 72,628.44	\$ 81,980.37
Industrial Transportation:			
Expeditors Intl Wash	1,149	\$ 40,378.73	\$ 49,016.34
Union Pacific	620	45,246.66	72,199.00
Total Industrial Transportation		\$ 85,625.39	\$ 121,215.34
Support Services.			
Cintas Corp	1,349	\$ 59,990.84	\$ 98,800.76
Clean Harbors	508	29,293.27	25,212.04
Exlservice Holdings	1,315	39,581.50	36,806.85
Heartland Payment System	915	43,661.49	47,259.75
Kforce Inc	2,125	43,227.07	49,193.75
Towers Watson & Co	265	19,265.15	29,226.85
Total Support Services		\$ 235,019.32	\$ 286,500.00

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Beverages			
Pepsico	631	\$ 52,109.87	\$ 60,683.27
Total Beverages		\$ 52,109.87	\$ 60,683.27
Household Goods & Home Construction			
Martin Marietta Materials	310	\$ 33,132.61	\$ 36,245.20
Total Household Goods & Home Construction		\$ 33,132.61	\$ 36,245.20
Health Care Equipment & Services.			
Community Health Systems	1,337	\$ 60,014.33	\$ 73,494.89
Parexel Intl Corp	1,125	50,891.83	61,098.75
Total Health Care Equipment & Services		\$ 110,906.16	\$ 134,593.64
Pharmaceuticals & Biotechnology			
Abbott Laboratories	1,727	\$ 68,954.87	\$ 75,279.93
Arlviam Pharmaceuticals	337	22,887.46	31,253.38
Celgene Corp	856	50,030.08	91,669.04
Charles River Laboratories	562	23,727.64	35,495.92
Gilead Sciences	1,314	65,808.80	147,168.00
Merck & Co Inc	925	45,851.98	53,594.50
Pfizer Inc	1,585	46,367.44	47,470.75
Total Pharmaceuticals & Biotechnology		\$ 323,628.27	\$ 481,931.52
Food & Drug Retailers.			
Amerisourcebergen Corp	1,331	\$ 72,160.17	\$ 113,680.71
Sysco Corp	1,166	40,577.73	44,937.64
Total Food & Drug Retailers		\$ 112,737.90	\$ 158,618.35
General Retailers:			
Amazon.Com	218	\$ 53,949.86	\$ 66,590.28
American Eagle Outfitters	2,848	39,801.66	36,653.76
Dicks Sporting Goods	1,039	49,842.91	47,139.43
Lithia Motors	622	40,921.43	48,279.64
Sothebys Holdings	778	31,521.14	30,855.48
Williams-Sonoma	551	36,602.93	35,831.53
Total General Retailers		\$ 252,639.93	\$ 265,350.12

-8 Sch. 7 - Cont'd. - Bryant Edwards Foundation, Inc - For the Year Ended October 31, 2014

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Media.			
Interpublic Group	2,206	\$ 30,149.84	\$ 42,774.34
Total Media		\$ 30,149.84	\$ 42,774.34
Travel & Leisure			
SeaWorld Entertainment	1,315	\$ 39,831.35	\$ 25,300.60
Starbucks Corp	312	18,762.28	23,574.72
Total Travel & Leisure		\$ 58,593.63	\$ 48,875.32
Large Cap Growth:			
Ishares Russell 1000 Growth	2,880	\$ 260,327.31	\$ 270,604.80
Total Large Cap Growth		\$ 260,327.31	\$ 270,604.80
International:			
LMCG Global Market Neutral Fund		\$ 588,000.00	\$ 642,532.26
Total International		\$ 588,000.00	\$ 642,532.26
Geographical Focus:			
Ishares MSCI All Country Asia ex Japan ETF	6,009	\$ 364,344.26	\$ 377,906.01
Ishares MSCI Canada ETF	4,374	122,088.99	130,870.08
Ishares MSCI Emu ETF	23,844	821,135.49	891,765.60
Ishares MSCI Japan ETF	73,756	855,914.06	889,497.36
Ishares MSCI Pacific Ex Japan ETF	3,157	157,013.51	153,430.20
Ishares MSCI Switzerland Capped ETF	2,877	87,502.76	93,128.49
Total Geographical Focus		\$ 2,407,999.07	\$ 2,536,597.74
Large Cap:			
Ishares MSCI United Kingdom ETF	19,745	\$ 372,239.93	\$ 375,352.45
Total Large Cap		\$ 372,239.93	\$ 375,352.45
Electricity.			
AES Corp	3,733	\$ 49,481.66	\$ 52,523.31
Portland General Electric	1,349	43,379.94	49,117.09
Xcel Energy	1,641	51,850.68	54,924.27
Total Electricity		\$ 144,712.28	\$ 156,564.67
Gas, Water & Multiutilities:			
AGL Resources	1,733	\$ 76,366.20	\$ 93,426.03

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Spectra Energy	1,039	<u>42,490.74</u>	<u>40,656.07</u>
Total Gas, Water & Multiutilities		<u>\$ 118,856.94</u>	<u>\$ 134,082.10</u>
Banks			
Bank of America Corp	3,265	\$ 39,584.21	\$ 56,027.40
Citigroup Inc	1,094	50,218.87	58,561.82
Comerica Inc	1,464	52,472.55	69,891.36
Fifth Third Bancorp	3,461	57,967.26	69,185.39
JPMorgan Chase & Co	2,533	121,765.62	153,195.84
New York Community Bancorp	1,988	26,651.13	31,708.60
Suntrust Banks	1,149	33,379.38	44,971.86
TCF Financial Corp	2,663	38,030.04	41,143.35
Wells Fargo & Co	1,166	43,687.93	61,902.94
Zions Bancorporation	2,880	<u>69,735.18</u>	<u>83,433.60</u>
Total Banks		<u>\$ 533,492.17</u>	<u>\$ 670,022.16</u>
Nonlife Insurance.			
Marsh & McLennan	1,641	<u>\$ 62,301.55</u>	<u>\$ 89,221.17</u>
Total Nonlife Insurance		<u>\$ 62,301.55</u>	<u>\$ 89,221.17</u>
Life Insurance:			
Lincoln National	1,149	\$ 38,629.61	\$ 62,919.24
Unum Group	1,531	<u>41,953.85</u>	<u>51,227.26</u>
Total Life Insurance		<u>\$ 80,583.46</u>	<u>\$ 114,146.50</u>
Financial Services:			
Blackrock Inc	128	\$ 33,665.78	\$ 43,662.08
Capital One Financial Corp	694	39,794.79	57,442.38
Goldman Sachs Group Inc	265	37,927.44	50,347.35
Mastercard Inc	1,430	76,730.45	119,762.50
State Street Corp	818	55,314.55	61,726.28
Vantiv Inc	1,538	40,809.60	47,554.96
Wisdomtree Investments	3,118	<u>38,621.73</u>	<u>45,990.50</u>
Total Financial Services		<u>\$ 322,864.34</u>	<u>\$ 426,486.05</u>
Software & Computer Services:			
Akamai Technologies	437	\$ 19,111.19	\$ 26,351.10
Cadence Design System	2,945	44,169.12	52,862.75
Cerner Corp	364	17,403.99	23,055.76
Cogent Communications	919	31,533.28	31,190.86

	<u>Shares</u>	<u>Cost</u>	<u>Value</u>
Dealertrack Technologies	956	39,512.24	44,979.80
Google Inc Cl A	144	69,657.52	81,773.28
Google Inc Cl C	61	25,008.19	34,103.88
Internap Network Services	8,218	64,423.23	65,826.18
Maximus Inc.	1,047	41,983.86	50,737.62
Microsoft Corp	1,512	49,536.60	70,988.40
Oracle Corp	113	37,014.04	43,462.65
Synchronoss Technologies	462	14,857.92	23,871.54
Ultimate Software Group	246	32,043.74	37,025.46
Total Software & Computer Services		<u>\$ 486,254.92</u>	<u>\$ 586,229.28</u>
Technology Hardware & Equipment:			
Altera Corp	1,258	\$ 40,436.67	\$ 43,237.46
Apple Inc	1,925	120,179.67	207,900.00
Applied Materials	2,076	42,669.48	45,858.84
Cisco Systems	2,185	44,735.68	53,466.95
Diebold Inc	1,396	45,965.81	49,460.28
EMC Corp	1,257	28,111.93	36,113.61
Intel Corp	1,805	43,283.53	61,388.05
Juniper Networks Inc	857	13,966.10	18,056.99
Micron Technology	1,651	34,974.29	54,631.59
Qualcomm Inc	1,024	63,437.51	80,394.24
Sandisk Corp	590	49,132.96	55,542.60
Xerox Corp	3,713	39,683.80	49,308.64
Total Technology Hardware & Equipment		<u>\$ 566,577.43</u>	<u>\$ 755,359.25</u>
Totals - Mass Mutual		<u>\$ 10,640,456.24</u>	<u>\$ 12,009,728.46</u>
Totals - Combined		<u>\$ 19,459,752.28</u>	<u>\$ 22,658,272.59</u>
Investment Cash:			
Wells Fargo		\$ 976,072.79	\$ 976,072.79
Mass Mutual		<u>252,802.29</u>	<u>252,802.29</u>
Totals - Cash		<u>\$ 1,228,875.08</u>	<u>\$ 1,228,875.08</u>
Totals Combined			
Wells Fargo		\$ 9,795,368.83	\$ 11,624,616.92
Mass Mutual		<u>10,893,258.53</u>	<u>12,262,530.75</u>
Totals - Investments		<u>\$ 20,688,627.36</u>	<u>\$ 23,887,147.67</u>

Schedule 8

OFFICERS AND DIRECTORS

BRYANT EDWARDS FOUNDATION, INC. - EIN 75-6012973

Year Ended October 31, 2014

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours per Week</u>	<u>Compensation</u>
Mac W Cannedy, Jr 807 8th Street, 2nd Floor Wichita Falls, TX 76301	Pres /Treas & Director	5	\$ 15,000 00
Dennis D Cannedy 807 8th Street, 2nd Floor Wichita Falls, TX 76301	Vice-President & Director	1	15,000.00
Erwin Davenport 807 8th Street, 8th Floor Wichita Falls, TX 76301	Secretary & Director	1	15,000.00