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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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▶ 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 12/1/2013, and ending 11/30/2014

Name of foundation SC MORROW FBO SPARTANBURG ANIMAL SHELTER AND HUMANE SOCIETY			A Employer identification number 22-6905314		
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			Room/suite		
City or town Winston Salem			State NC		
Foreign country name			Foreign province/state/county		
ZIP code 27101-3818			Foreign postal code		
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change			B Telephone number (see instructions) (888) 730-4933		
☐ Initial return of a former public charity ☐ Amended return ☐ Name change			C If exemption application is pending, check here ☐		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 378,982			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,233	5,964		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,583			
	b Gross sales price for all assets on line 6a 205,575				
	7 Capital gain net income (from Part IV, line 2)		11,583		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	17,816	17,547	0	
	13 Compensation of officers, directors, trustees, etc.	4,624	3,468		1,156
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,194			1,194
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	534	274		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	375	375		
	24 Total operating and administrative expenses. Add lines 13 through 23	6,727	4,117	0	2,350
	25 Contributions, gifts, grants paid	21,376			21,376
	26 Total expenses and disbursements. Add lines 24 and 25	28,103	4,117	0	23,726
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-10,287			
	b Net investment income (if negative, enter -0-)		13,430		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (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	12,055	13,515	13,515
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	317,776	305,960	365,467
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	329,831	319,475	378,982
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	329,831	319,475	
	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 (see instructions)	329,831	319,475	
	31 Total liabilities and net assets/fund balances (see instructions)	329,831	319,475	

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	329,831
2 Enter amount from Part I, line 27a	2	-10,287
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	80
4 Add lines 1, 2, and 3	4	319,624
5 Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	149
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	319,475

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

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

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

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	11,583
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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.

(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			0.000000
2011			0.000000
2010			0.000000
2009			0.000000
2008			0.000000

2 Total of line 1, column (d)	2	0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

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		269
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		269
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		269
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		170
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		170
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		99
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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. ☐ \$ _____ (2) On foundation managers. ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ SC		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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)	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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N A Telephone no. ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
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			
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 ►	16	Yes	No 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 ☐	1b	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?	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 ► 20 11, 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 11, 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	N/A
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)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A		☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		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?		7b	N/A	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	Trustee 4 00	4,624		

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
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	370,061
b	Average of monthly cash balances	1b	13,958
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	384,019
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	384,019
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,760
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	378,259
6	Minimum investment return. Enter 5% of line 5	6	18,913

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	18,913
2a	Tax on investment income for 2013 from Part VI, line 5	2a	269
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	269
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,644
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,644
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18,644

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	23,726
b	Program-related investments—total from Part IX-B	1b	
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	23,726
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,726

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				18,644
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			18,075	
b Total for prior years 20 09 , 20 10 , 20 11		5,140		
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: ► \$ 23,726				
a Applied to 2012, but not more than line 2a			18,075	
b Applied to undistributed income of prior years (Election required—see instructions)		5,140		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				511
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				18,133
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed .

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total				21,376
b <i>Approved for future payment</i> NONE				
Total				0

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Savings & Temp Inv	22-6905314	VP0528308	FEDERATED TREAS OBL FD 68	12460.84	12,461	12,461
Savings & Temp Inv	22-6905314	VP0528308	FEDERATED TREAS OBL FD 68	1054.13	1,054	1,054
			Savings & Temp Inv Total		13,515	13,515
Invest - Other	22-6905314	04314H204	ARTISAN INTERNATIONAL FUND #661	692.954	21,586	15,805
Invest - Other	22-6905314	256210105	DODGE & COX INCOME FD COM #147	574.374	8,018	7,118
Invest - Other	22-6905314	411511504	HARBOR CAPITAL APRCTION-INST #2012	486.725	30,810	20,403
Invest - Other	22-6905314	693390882	PIMCO FOREIGN BD FD USD H-INST #103	253.685	2,867	2,474
Invest - Other	22-6905314	77957P105	T ROWE PRICE SHORT TERM BD FD #55	1014.163	4,848	4,858
Invest - Other	22-6905314	74255L696	PRINCIPAL GL MULT STRAT-INST #4684	332.303	3,748	3,645
Invest - Other	22-6905314	589509207	MERGER FUND-INST #301	313.667	5,078	4,917
Invest - Other	22-6905314	04314H600	ARTISAN MID CAP FUND-INS #1333	283.593	13,658	11,513
Invest - Other	22-6905314	315920702	FID ADV EMER MKTS INC- CL I #607	390.974	5,403	5,309
Invest - Other	22-6905314	464287200	ISHARES CORE S & P 500 ETF	55	11,472	7,915
Invest - Other	22-6905314	261980668	DREYFUS INTERNATL BOND FD CL I #6094	159	2,662	2,708
Invest - Other	22-6905314	256206103	DODGE & COX INT'L STOCK FD #1048	470.077	21,252	13,895
Invest - Other	22-6905314	552983694	MFS VALUE FUND-CLASS I #893	859.894	31,016	24,711
Invest - Other	22-6905314	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	639.549	8,538	9,032
Invest - Other	22-6905314	262028855	DRIEHAUS ACTIVE INCOME FUND	651.325	6,865	6,833
Invest - Other	22-6905314	339128100	JP MORGAN MID CAP VALUE-I #758	383.413	15,252	10,384
Invest - Other	22-6905314	67065Q772	NUVEEN HIGH YIELD MUNI BD-R #1668	343.862	5,897	5,650
Invest - Other	22-6905314	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	929.559	10,801	10,656
Invest - Other	22-6905314	922908553	VANGUARD REIT VIPER	180	14,503	9,272
Invest - Other	22-6905314	00203H859	AQR MANAGED FUTURES STR-I #15213	500.723	5,643	5,057
Invest - Other	22-6905314	863137105	STRATTON SM-CAP VALUE FD #37	132.268	9,886	10,338
Invest - Other	22-6905314	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	779.777	6,168	6,298
Invest - Other	22-6905314	77958B402	T ROWE PRICE INST FLOAT RATE #170	514.852	5,226	5,301
Invest - Other	22-6905314	683974604	OPPENHEIMER DEVELOPING MKT-I #799	925.286	35,651	33,198
Invest - Other	22-6905314	921937835	VANGUARD TOTAL BOND MARKET ETF	97	8,038	7,955
Invest - Other	22-6905314	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	331	14,220	12,518
Invest - Other	22-6905314	74925K581	ROBECO BP LNG/SHRT RES-INS	347.272	5,324	5,049
Invest - Other	22-6905314	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	542.553	7,140	7,015
Invest - Other	22-6905314	483438305	KALMAR GR W/ VAL SM CAP-INS #4	486.506	10,183	9,395
Invest - Other	22-6905314	22544R305	CREDIT SUISSE COMM RET ST-I #2156	2036.121	13,214	15,708
Invest - US & State	22-6905314	9WB092188	MORROW SUBDIVISION SUNSET ROAD LAND	0.1	20,500	11,028
			Invest - Other Total		365,467	305,960
			Grand Total		378,982	319,475

SC MORROW FBO SPARTANBURG ANIMAL SHEL. & HUMANE SOCIETY 22-6905314

990PF, PART VII-A LINE 8B (990-PF) – Copy of Form 990-PF to Attorney General

SOUTH CAROLINA ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT
WE DO NOT FURNISH A COPY OF FORM 990PF TO THEIR OFFICE

**SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

Pursuant to IRC Section 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

Undistributed income from the tax year(s) ending:

<u>Tax Year</u>	<u>Amount</u>
2012	\$ 5,140

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SPARTANBURG HUMANE SOCIETY

Street

150 DEXTER ROAD

City

SPARTANBURG

State

SC

Zip Code

29303

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

21,376

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Short Term CG Distributions									
Amount										4,328									
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	AQR MANAGED FUTURES ST	00203H859		3/6/2014		9/15/2014	361	354					7					
2	X	ARTISAN INTERNATIONAL FU	04314H204		6/11/2012		12/1/2014	335	230					105					
3	X	ARTISAN INTERNATIONAL FU	04314H204		8/26/2011		12/1/2014	846	572					274					
4	X	ARTISAN INTERNATIONAL FU	04314H204		6/20/2014		9/15/2014	677	690					-13					
5	X	ARTISAN MID CAP FUND-INS	04314H600		3/6/2014		4/22/2014	638	688					-50					
6	X	ARTISAN MID CAP FUND-INS	04314H600		2/11/2013		4/22/2014	808	676					132					
7	X	ARTISAN MID CAP FUND-INS	04314H600		6/20/2014		9/8/2014	417	408					9					
8	X	ARTISAN MID CAP FUND-INS	04314H600		6/20/2014		9/15/2014	408	408					-2					
9	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		3/4/2014	1,070	1,294					-224					
10	X	CREDIT SUISSE COMM RET S	22544R305		8/26/2011		6/18/2014	722	878					-156					
11	X	CREDIT SUISSE COMM RET S	22544R305		9/13/2011		6/18/2014	4,437	5,357					-920					
12	X	CREDIT SUISSE COMM RET S	22544R305		9/13/2011		9/15/2014	383	484				121	0					
13	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		6/18/2014	190	143					47					
14	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		9/15/2014	477	358					119					
15	X	DIAMOND HILL LONG-SHORT	25264S833		9/13/2011		10/22/2014	5,615	3,872					1,743					
16	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		10/22/2014	946	738					208					
17	X	DIAMOND HILL LONG-SHORT	25264S833		8/10/2012		10/22/2014	302	235					67					
18	X	DODGE & COX INT'L STOCK F	256206103		2/5/2008		12/1/2014	864	820					44					
19	X	DODGE & COX INT'L STOCK F	256206103		3/6/2014		4/22/2014	671	682					11					
20	X	DODGE & COX INT'L STOCK F	256206103		6/20/2014		9/8/2014	376	375					1					
21	X	DODGE & COX INT'L STOCK F	256206103		6/20/2014		9/15/2014	372	375					-3					
22	X	DODGE & COX INCOME FD C	256210105		2/11/2013		12/1/2014	1,038	1,054					-18					
23	X	DODGE & COX INCOME FD C	256210105		2/11/2013		3/4/2014	5,015	5,033					-18					
24	X	DODGE & COX INCOME FD C	256210105		10/11/2013		3/4/2014	3,179	3,107					72					
25	X	DODGE & COX INCOME FD C	256210105		6/26/2007		3/4/2014	2,784	2,535					259					
26	X	DODGE & COX INCOME FD C	256210105		4/24/2014		6/18/2014	1,168	1,155					13					
27	X	DODGE & COX INCOME FD C	256210105		6/26/2007		6/18/2014	1,604	1,444					160					
28	X	DODGE & COX INCOME FD C	256210105		6/26/2007		9/5/2014	571	514					57					
29	X	DODGE & COX INCOME FD C	256210105		6/26/2007		9/15/2014	527	477					50					
30	X	DODGE & COX INCOME FD C	256210105		6/26/2007		10/22/2014	460	414					66					
31	X	DODGE & COX INCOME FD C	256210105		6/26/2007		10/28/2014	2,252	2,031					221					
32	X	DREYFUS EMG MKT DEBT LO	261980494		9/13/2011		6/18/2014	327	327					0					
33	X	DREYFUS EMG MKT DEBT LO	261980494		2/6/2012		6/18/2014	152	152					0					
34	X	DREYFUS EMG MKT DEBT LO	261980494		12/17/2010		6/18/2014	3,509	3,487					22					
35	X	DRIEHAUS ACTIVE INCOME F	262028855		2/11/2013		12/1/2014	1,762	1,752					10					
36	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		12/1/2014	1,748	1,737					11					
37	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		3/4/2014	5,144	5,101					43					
38	X	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013		3/4/2014	191	189					2					
39	X	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013		6/18/2014	1,618	1,608					12					
40	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		10/22/2014	347	353					-6					
41	X	EATON VANCE GLOBAL MACI	27623728		7/12/2013		3/4/2014	3,303	3,423					-120					
42	X	EATON VANCE GLOBAL MACI	27623728		12/3/2014		3/4/2014	2,013	2,033					-20					
43	X	JP MORGAN MID CAP VALUE	339128100		6/20/2014		9/8/2014	463	439					8					
44	X	JP MORGAN MID CAP VALUE	339128100		6/20/2014		9/15/2014	380	379					1					
45	X	HARBOR CAPITAL APRTION	411511504		6/11/2012		12/1/2014	218	151					67					
46	X	HARBOR CAPITAL APRTION	411511504		5/13/2011		12/1/2014	1,208	830					376					
47	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		12/1/2014	646	438					208					
48	X	HARBOR CAPITAL APRTION	411511504		3/6/2014		6/18/2014	2,472	2,547					-75					
49	X	HARBOR CAPITAL APRTION	411511504		4/24/2014		6/18/2014	1,211	1,163					48					
50	X	HARBOR CAPITAL APRTION	411511504		4/24/2014		9/8/2014	688	610					58					
51	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		9/8/2014	808	512					296					
52	X	HARBOR CAPITAL APRTION	411511504		5/25/2011		9/15/2014	722	487					255					
53	X	SHARES CORE S & P 500 ETF	464287200		9/9/2011		12/1/2014	370	232					138					
54	X	SHARES CORE S & P 500 ETF	464287200		6/18/2014		9/15/2014	400	392					8					
55	X	SHARES CORE S & P 500 ETF	464287200		3/4/2014		9/15/2014	200	189					11					
56	X	JP MORGAN HIGH YIELD FUND	4812C0803		3/6/2014		4/22/2014	7,932	7,941					-9					
57	X	JP MORGAN HIGH YIELD FUND	4812C0803		3/6/2014		10/28/2014	160	163					17					
58	X	KALMAR GR W VAL SM CAP	483438305		2/11/2013		12/1/2014	899	691					208					
59	X	KEELEY SMALL CAP VAL FD	487300808		4/20/2012		12/1/2014	501	332					169					
60	X	KEELEY SMALL CAP VAL FD	487300808		12/17/2010		6/18/2014	5,958	3,770					2,188					
61	X	KEELEY SMALL CAP VAL FD	487300808		5/10/2012		6/18/2014	128	199					71					
62	X	KEELEY SMALL CAP VAL FD	487300808		4/20/2012		6/18/2014	144	93					51					
63	X	KEELEY SMALL CAP VAL FD	487300808		6/11/2012		6/18/2014	638	385					254					
64	X	KEELEY SMALL CAP VAL FD	487300808		3/6/2014		6/18/2014	3,390	3,365					25					
65	X	LAUDUS MONDRIAN INTL FUND	51855Q655		9/13/2011		3/4/2014	4,652	5,345					-693					
66	X	LAUDUS MONDRIAN INTL FUND	51855Q655		6/7/2011		3/4/2014	142	163					-21					
67	X	LAUDUS MONDRIAN INTL FUND	51855Q655		5/13/2011		4/22/2014	87	97					-10					
68	X	LAUDUS MONDRIAN INTL FUND	51855Q655		7/12/2013		4/22/2014	879	859					20					

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										4,328		Capital Gains/Losses		205,575		183,992		11,583	
												Other sales							
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
69	LAUDUS MONDRIAN INTL FLI	518550655			1/23/2014		4/22/2014	1,130	1,109					21					
70	MFS VALUE FUND-CLASS I #8	552883694			5/10/2012		1/21/2014	705	517					188					
71	MFS VALUE FUND-CLASS I #8	552883694			5/25/2011		1/21/2014	157	115					42					
72	MFS VALUE FUND-CLASS I #8	552883694			6/20/2014		9/15/2014	1,010	1,015					-5					
73	MERGER FD SH BEN INT #260	589509108			5/13/2011		3/4/2014	61	62					-1					
74	LAUDUS MONDRIAN INTL FLI	518550655			5/13/2011		3/4/2014	717	803					-86					
75	LAUDUS MONDRIAN INTL FLI	518550655			2/14/2012		4/22/2014	620	666					-46					
76	MERGER FD SH BEN INT #260	589509108			6/7/2011		3/4/2014	250	251					-1					
77	MERGER FD SH BEN INT #260	589509108			12/3/2014		3/4/2014	452	449					3					
78	MERGER FD SH BEN INT #260	589509108			7/12/2013		3/4/2014	2,834	2,813					21					
79	MERGER FD SH BEN INT #260	589509108			4/20/2012		8/8/2014	154	149					5					
80	MERGER FD SH BEN INT #260	589509108			7/12/2013		8/8/2014	483	483					0					
81	MERGER FD SH BEN INT #260	589509108			2/11/2013		8/8/2014	1,188	1,137					42					
82	MERGER FUND-INST #301	589509207			2/11/2013		9/15/2014	363	346					17					
83	ASG GLOBAL ALTERNATIVES	638727885			10/11/2013		1/21/2014	441	444					-3					
84	ASG GLOBAL ALTERNATIVES	638727885			7/12/2013		1/21/2014	1,239	1,247					-8					
85	ASG GLOBAL ALTERNATIVES	638727885			6/20/2014		8/8/2014	240	248					-8					
86	ASG GLOBAL ALTERNATIVES	638727885			3/6/2014		8/8/2014	1,415	1,464					-49					
87	ASG GLOBAL ALTERNATIVES	638727885			7/12/2013		9/8/2014	378	380					-2					
88	PIMCO TOTAL RET FD-INST #	683390700			6/26/2009		3/4/2014	1,828	1,570					258					
89	ASG GLOBAL ALTERNATIVES	638727885			7/12/2013		9/15/2014	362	388					-26					
90	PIMCO TOTAL RET FD-INST #	683390700			6/26/2011		3/4/2014	1,587	1,604					-17					
91	NEUBERGER BERMAN LONG	641288608			6/20/2014		9/15/2014	362	363					1					
92	NUVEEN HIGH YIELD MUNI B	870650772			4/24/2014		9/15/2014	372	361					11					
93	NUVEEN HIGH YIELD MUNI B	870650772			4/24/2014		10/28/2014	120	115					5					
94	OPPENHEIMER DEVELOPING	683974505			2/11/2013		4/22/2014	1,574	1,501					73					
95	OPPENHEIMER DEVELOPING	683974505			5/10/2012		6/18/2014	889	893					-4					
96	PIMCO TOTAL RET FD-INST #	683390700			5/10/2012		3/4/2014	3,030	3,142					-112					
97	OPPENHEIMER DEVELOPING	683974604			2/11/2013		9/8/2014	923	799					124					
98	OPPENHEIMER DEVELOPING	683974604			5/25/2011		9/8/2014	894	757					137					
99	OPPENHEIMER DEVELOPING	683974604			5/25/2011		9/15/2014	360	315					45					
100	PIMCO TOTAL RET FD-INST #	683390700			8/10/2012		1/21/2014	634	675					-41					
101	PIMCO TOTAL RET FD-INST #	683390700			9/10/2012		3/4/2014	641	676					-35					
102	PIMCO TOTAL RET FD-INST #	683390700			10/11/2013		3/4/2014	2,962	2,854					8					
103	PIMCO TOTAL RET FD-INST #	683390700			10/31/2008		3/4/2014	1,046	978					68					
104	PIMCO TOTAL RET FD-INST #	683390700			4/24/2014		6/18/2014	1,100	1,082					18					
105	PIMCO TOTAL RET FD-INST #	683390700			10/31/2008		9/15/2014	490	456					34					
106	PIMCO TOTAL RET FD-INST #	683390700			10/31/2008		9/30/2014	10,678	9,860					716					
107	PIMCO FOREIGN BD FD USD	683390882			12/28/2009		3/4/2014	731	683					48					
108	PIMCO FOREIGN BD FD USD	683390882			6/26/2011		3/4/2014	228	228					0					
109	PIMCO FOREIGN BD FD USD	683390882			2/6/2012		3/4/2014	348	347					1					
110	PIMCO FOREIGN BD FD USD	683390882			6/11/2012		3/4/2014	199	201					2					
111	PIMCO FOREIGN BD FD USD	683390882			12/3/2014		3/4/2014	1,273	1,259					14					
112	PIMCO FOREIGN BD FD USD	683390882			6/26/2007		3/4/2014	2,655	2,461					194					
113	ROBECO BP LNG/SHRT RES	74925K581			3/6/2014		6/18/2014	3,718	3,620					98					
114	ROBECO BP LNG/SHRT RES	74925K581			3/6/2014		9/15/2014	384	349					15					
115	RIDGEMOUNT SEIX HY BD-1 #	76628T645			4/20/2012		12/1/2014	473	483					10					
116	PIMCO TOTAL RET FD-INST #	683390700			10/31/2008		6/18/2014	1,560	1,451					109					
117	PIMCO TOTAL RET FD-INST #	683390700			10/31/2008		9/5/2014	625	578					47					
118	RIDGEMOUNT SEIX HY BD-1 #	76628T645			6/11/2012		1/21/2014	344	333					11					
119	RIDGEMOUNT SEIX HY BD-1 #	76628T645			7/12/2013		1/21/2014	2,650	2,701					-51					
120	RIDGEMOUNT SEIX HY BD-1 #	76628T645			10/11/2013		12/1/2014	492	500					-8					
121	RIDGEMOUNT SEIX HY BD-1 #	76628T645			8/28/2011		12/1/2014	4,510	4,286					224					
122	RIDGEMOUNT SEIX HY BD-1 #	76628T645			8/26/2011		3/4/2014	9,069	8,523					546					
123	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		3/4/2014	2,570	2,591					-21					
124	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		3/4/2014	7,325	7,386					-61					
125	T ROWE PRICE SHORT TERM	77957P105			1/23/2014		3/4/2014	828	827					1					
126	T ROWE PRICE SHORT TERM	77957P105			7/12/2013		4/22/2014	2,156	2,156					0					
127	T ROWE PRICE SHORT TERM	77957P105			7/12/2013		6/18/2014	1,303	1,303					0					
128	T ROWE PRICE SHORT TERM	77957P105			10/11/2013		9/15/2014	373	374					1					
129	T ROWE PRICE SHORT TERM	77957P105			9/5/2014		10/28/2014	1,231	1,231					0					
130	T ROWE PRICE SHORT TERM	77957P105			10/1/2013		10/28/2014	374	374					0					
131	T ROWE PRICE SHORT TERM	77957P105			1/23/2014		10/28/2014	671	671					0					
132	T ROWE PRICE INST FLOAT F	77958B402			1/23/2014		10/28/2014	121	124					-3					
133	SPDR DJ WILSHIRE INTERNA	79463X863			3/4/2014		4/22/2014	509	501					8					
134	SPDR DJ WILSHIRE INTERNA	79463X863			7/10/2013		9/8/2014	398	382					36					
135	VANGUARD TOTAL BOND MA	921937835			9/30/2014		10/22/2014	414	410					4					
136	VANGUARD TOTAL BOND MA	921937835			9/30/2014		10/28/2014	2,230	2,214					16					

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals			Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
									Capital Gains/Losses		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
									Long Term CG Distributions	Short Term CG Distributions						
137	X VANGUARD FTSE EMERGING	922042858			2/7/2013		12/1/2014	2,750	3,078							-328
138	X VANGUARD FTSE EMERGING	922042858			12/17/2010		12/1/2014	2,554	3,063							-509
139	X VANGUARD FTSE EMERGING	922042858			12/17/2010		3/4/2014	1,244	1,508							-264
140	X VANGUARD FTSE EMERGING	922042858			8/24/2011		3/4/2014	1,127	1,207							-80
141	X VANGUARD FTSE EMERGING	922042858			8/8/2012		3/4/2014	894	948							-54
142	X VANGUARD FTSE EMERGING	922042858			2/2/2012		3/4/2014	389	436							-47
143	X VANGUARD FTSE EMERGING	922042858			4/19/2012		3/4/2014	389	427							-38
144	X VANGUARD FTSE EMERGING	922042858			6/7/2012		3/4/2014	468	469							-1
145	X VANGUARD FTSE EMERGING	922042858			7/10/2013		3/4/2014	1,283	1,261							22
146	X VANGUARD REIT VIPER	922908553			3/4/2014		6/18/2014	371	358							13
147	X VANGUARD REIT VIPER	922908553			3/4/2014		9/8/2014	688	645							54
148	X VANGUARD REIT VIPER	922908553			10/22/2014		10/22/2014	230	215							15
149	X VANGUARD REIT VIPER	922908553			10/9/2013		10/22/2014	536	458							78

Part I, Line 16b (990-PF) - Accounting Fees

		1,194	0	0	1,194
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,194			1,194

Part I, Line 18 (990-PF) - Taxes

		534	274	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	66	66		
2	PY Excise Tax Due	90			
3	Estimated Excise Payments	170			
4	Farm Tax Expense	208	208		

Part I, Line 23 (990-PF) - Other Expenses

		375	375	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Other Farm Expenses	364	364		
2	Insurance Program Expenses	11	11		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Mutual Fund Timing Difference	1	65
2	Cost Basis Adjustment	2	15
3	Total	3	80

Line 5 - Decreases not included in Part III, Line 2

1	PY Return of Capital Adjustment	1	149
2	Total	2	149

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions													Amount	
Short Term CG Distributions													0	
													4,328	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excesses of FMV Over Adjusted Basis or Losses	
1 AOR MANAGED FUTURES STR-I#1521	30203H859		3/6/2014	9/15/2014	381								7,255	
2 ARTISAN INTERNATIONAL FUND #681	04314H204		6/11/2012	1/21/2014	335								7,255	
3 ARTISAN INTERNATIONAL FUND #681	04314H204		8/26/2011	1/21/2014	230								7,255	
4 ARTISAN INTERNATIONAL FUND #681	04314H204		8/26/2011	1/21/2014	846								7,255	
5 ARTISAN MID CAP FUND-INS #1333	04314H600		3/6/2014	4/22/2014	677								7,255	
6 ARTISAN MID CAP FUND-INS #1333	04314H600		2/11/2013	4/22/2014	808								7,255	
7 ARTISAN MID CAP FUND-INS #1333	04314H600		6/20/2014	9/8/2014	417								7,255	
8 ARTISAN MID CAP FUND-INS #1333	04314H600		6/20/2014	9/8/2014	406								7,255	
9 CREDIT SUISSE COMM RET ST-I#12156	22544R305		8/26/2011	3/4/2014	1,070								7,255	
10 CREDIT SUISSE COMM RET ST-I#12156	22544R305		8/26/2011	3/4/2014	722								7,255	
11 CREDIT SUISSE COMM RET ST-I#12156	22544R305		9/13/2011	9/15/2014	4,437								7,255	
12 CREDIT SUISSE COMM RET ST-I#12156	22544R305		9/13/2011	9/15/2014	383								7,255	
13 DIAMOND HILL LONG-SHORT FD CL I# 25284 S833	04314H204		8/10/2012	9/15/2014	180								7,255	
14 DIAMOND HILL LONG-SHORT FD CL I# 25284 S833	04314H204		8/10/2012	9/15/2014	477								7,255	
15 DIAMOND HILL LONG-SHORT FD CL I# 25284 S833	04314H204		8/10/2012	9/15/2014	5,615								7,255	
16 DIAMOND HILL LONG-SHORT FD CL I# 25284 S833	04314H204		8/10/2012	9/15/2014	946								7,255	
17 DIAMOND HILL LONG-SHORT FD CL I# 25284 S833	04314H204		8/10/2012	9/15/2014	362								7,255	
18 DOODGE & COX INTL STOCK FD #1048	25620H103		2/5/2008	1/21/2014	884								7,255	
19 DOODGE & COX INTL STOCK FD #1048	25620H103		3/6/2014	4/22/2014	671								7,255	
20 DOODGE & COX INTL STOCK FD #1048	25620H103		6/20/2014	9/8/2014	376								7,255	
21 DOODGE & COX INTL STOCK FD #1048	25620H103		6/20/2014	9/8/2014	372								7,255	
22 DOODGE & COX INCOME FD COM #147	256210105		2/11/2013	1/21/2014	1,038								7,255	
23 DOODGE & COX INCOME FD COM #147	256210105		2/11/2013	1/21/2014	5,015								7,255	
24 DOODGE & COX INCOME FD COM #147	256210105		10/11/2013	3/4/2014	3,179								7,255	
25 DOODGE & COX INCOME FD COM #147	256210105		9/26/2007	3/4/2014	2,784								7,255	
26 DOODGE & COX INCOME FD COM #147	256210105		4/24/2014	9/8/2014	1,188								7,255	
27 DOODGE & COX INCOME FD COM #147	256210105		9/26/2007	9/8/2014	1,804								7,255	
28 DOODGE & COX INCOME FD COM #147	256210105		9/26/2007	9/8/2014	571								7,255	
29 DOODGE & COX INCOME FD COM #147	256210105		9/26/2007	9/8/2014	527								7,255	
30 DOODGE & COX INCOME FD COM #147	256210105		9/26/2007	9/8/2014	469								7,255	
31 DOODGE & COX INCOME FD COM #147	256210105		9/26/2007	9/8/2014	2,252								7,255	
32 DREYFUS ENG MKT DEBT LOC C-I#603	261804044		2/6/2012	9/8/2014	327								7,255	
33 DREYFUS ENG MKT DEBT LOC C-I#603	261804044		2/6/2012	9/8/2014	152								7,255	
34 DREYFUS ENG MKT DEBT LOC C-I#603	261804044		12/17/2010	9/8/2014	3,508								7,255	
35 DRIEHAUS ACTIVE INCOME FUND	26028855		2/11/2013	1/21/2014	1,762								7,255	
36 DRIEHAUS ACTIVE INCOME FUND	26028855		7/12/2013	1/21/2014	1,748								7,255	
37 DRIEHAUS ACTIVE INCOME FUND	26028855		7/12/2013	3/4/2014	5,144								7,255	
38 DRIEHAUS ACTIVE INCOME FUND	26028855		10/11/2013	3/4/2014	181								7,255	
39 DRIEHAUS ACTIVE INCOME FUND	26028855		10/11/2013	9/8/2014	1,618								7,255	
40 DRIEHAUS ACTIVE INCOME FUND	26028855		10/11/2013	9/8/2014	347								7,255	
41 EATON VANCE GLOBAL MACRO - I#808	277923728		1/23/2014	10/22/2014	3,303								7,255	
42 EATON VANCE GLOBAL MACRO - I#808	277923728		1/23/2014	10/22/2014	2,013								7,255	
43 JP MORGAN MID CAP VALUE-I#758	339128100		6/20/2014	9/8/2014	483								7,255	
44 JP MORGAN MID CAP VALUE-I#758	339128100		6/20/2014	9/8/2014	380								7,255	
45 HARBOR CAPITAL APRCION-INST #20	411511504		6/11/2012	1/21/2014	218								7,255	
46 HARBOR CAPITAL APRCION-INST #20	411511504		5/23/2011	1/21/2014	1,206								7,255	
47 HARBOR CAPITAL APRCION-INST #20	411511504		5/23/2011	1/21/2014	646								7,255	
48 HARBOR CAPITAL APRCION-INST #20	411511504		4/24/2014	9/8/2014	2,472								7,255	
49 HARBOR CAPITAL APRCION-INST #20	411511504		4/24/2014	9/8/2014	1,211								7,255	
50 HARBOR CAPITAL APRCION-INST #20	411511504		5/23/2011	9/8/2014	668								7,255	
51 HARBOR CAPITAL APRCION-INST #20	411511504		5/23/2011	9/8/2014	958								7,255	
52 HARBOR CAPITAL APRCION-INST #20	411511504		9/9/2011	1/21/2014	722								7,255	
53 ISHARES CORE S & P 500 ETF	464287200		6/16/2014	9/15/2014	370								7,255	
54 ISHARES CORE S & P 500 ETF	464287200		3/4/2014	9/15/2014	400								7,255	
55 ISHARES CORE S & P 500 ETF	464287200		3/4/2014	9/15/2014	200								7,255	
56 JPMORGAN HIGH YIELD FUND SS #358	481208003		3/6/2014	10/28/2014	7,932								7,255	
57 JPMORGAN HIGH YIELD FUND SS #358	481208003		3/6/2014	10/28/2014	160								7,255	
58 KALMAY GR W VAL SM CAP-INS #4	483438305		2/11/2013	1/21/2014	699								7,255	
59 REELEY SMALL CAP VAL FD CL I#2251	487300808		4/20/2012	1/21/2014	501								7,255	
60 REELEY SMALL CAP VAL FD CL I#2251	487300808		12/17/2010	9/8/2014	5,958								7,255	
61 REELEY SMALL CAP VAL FD CL I#2251	487300808		5/10/2012	9/8/2014	199								7,255	
62 REELEY SMALL CAP VAL FD CL I#2251	487300808		4/20/2012	9/8/2014	144								7,255	
63 REELEY SMALL CAP VAL FD CL I#2251	487300808		6/11/2012	9/8/2014	639								7,255	
64 REELEY SMALL CAP VAL FD CL I#2251	487300808		3/6/2014	9/8/2014	3,380								7,255	
65 LAUDUS MONDRIAN INTL FINST #264	518550655		9/7/2011	3/4/2014	4,952								7,255	
66 LAUDUS MONDRIAN INTL FINST #264	518550655		9/7/2011	3/4/2014	142								7,255	
67 LAUDUS MONDRIAN INTL FINST #264	518550655		9/7/2011	4/22/2014	87								7,255	
68 LAUDUS MONDRIAN INTL FINST #264	518550655		7/12/2013	4/22/2014	878								7,255	
69 LAUDUS MONDRIAN INTL FINST #264	518550655		5/10/2012	4/22/2014	1,130								7,255	
70 MFS VALUE FUND-CLASS I#893	552683694		5/25/2011	1/21/2014	157								7,255	
71 MFS VALUE FUND-CLASS I#893	552683694		8/20/2014	9/15/2014	1,010								7,255	
72 MERGER FD SH BEN INT #260	589509108		3/4/2014	9/15/2014	61								7,255	
73 MERGER FD SH BEN INT #260	589509108		3/14/2012	4/22/2014	630								7,255	
74 MERGER FD SH BEN INT #260	589509108		3/14/2012	4/22/2014	250								7,255	
75 MERGER FD SH BEN INT #260	589509108		6/7/2011	3/4/2014	251								7,255	
76 MERGER FD SH BEN INT #260	589509108		1/23/2014	3/4/2014	452								7,255	
77 MERGER FD SH BEN INT #260	589509108		7/12/2013	3/4/2014	2,834								7,255	
78 MERGER FD SH BEN INT #260	589509108		4/20/2012	9/8/2014	154								7,255	
79 MERGER FD SH BEN INT #260	589509108		7/12/2013	9/8/2014	483								7,255	
80 MERGER FD SH BEN INT #260	589509108		2/11/2013	9/8/2014	1,199								7,255	
81 MERGER FD SH BEN INT #260	589509108		2/11/2013	9/8/2014	363								7,255	
82 MERGER FUND-INST #301	638721885		10/11/2013	1/21/2014	441								7,255	
83 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
84 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
85 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
86 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
87 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
88 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
89 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
90 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
91 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
92 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
93 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
94 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
95 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
96 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
97 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
98 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
99 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	
100 ASSG GLOBAL ALTERNATIVES-Y #1993	638721885		7/12/2013	1/21/2014	1,238								7,255	

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount									
		4,328	0										
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
85 ASG GLOBAL ALTERNATIVES-Y #1983	638721885		6/20/2014	8/6/2014	240		0	248	-8	0	0	0	-8
86 ASG GLOBAL ALTERNATIVES-Y #1983	638721885		6/20/2014	8/6/2014	1,415		0	1,464	-49	0	0	0	-49
87 ASG GLOBAL ALTERNATIVES-Y #1983	638721885		7/12/2013	8/6/2014	378		0	380	-2	0	0	0	-2
88 PIMCO TOTAL RET FD-INST F35	693390700		6/26/2009	3/4/2014	1,628		0	1,570	58	0	0	0	58
89 ASG GLOBAL ALTERNATIVES-Y #1983	638721885		7/12/2013	8/6/2014	362		0	368	-6	0	0	0	-6
90 PIMCO TOTAL RET FD-INST F35	693390700		8/26/2011	3/4/2014	1,587		0	1,604	-17	0	0	0	-17
91 NEUBERGER BERMAN LONG SH-INS #	64128R608		9/15/2014	9/15/2014	385		0	382	3	0	0	0	3
92 NUVERN HIGH YIELD MUNI BDR #1668	976505772		4/24/2014	9/15/2014	372		0	381	-9	0	0	0	-9
93 NUVERN HIGH YIELD MUNI BDR #1668	976505772		4/24/2014	10/28/2014	120		0	115	5	0	0	0	5
94 OPPENHEIMER DEVELOPING MKT-Y #1	683974305		2/12/2013	4/22/2014	1,574		0	1,501	73	0	0	0	73
95 PIMCO TOTAL RET FD-INST F35	683974305		2/12/2013	8/16/2014	889		0	893	-4	0	0	0	-4
96 PIMCO TOTAL RET FD-INST F35	683974305		5/10/2012	3/4/2014	3,030		0	3,142	-112	0	0	0	-112
97 OPPENHEIMER DEVELOPING MKT-1 #7A	683974804		2/12/2013	8/6/2014	923		0	789	124	0	0	0	124
98 OPPENHEIMER DEVELOPING MKT-1 #7A	683974804		5/25/2011	9/6/2014	894		0	737	137	0	0	0	137
99 OPPENHEIMER DEVELOPING MKT-1 #7A	683974804		9/15/2014	9/15/2014	360		0	315	45	0	0	0	45
100 PIMCO TOTAL RET FD-INST F35	693390700		8/10/2012	3/4/2014	641		0	678	-37	0	0	0	-37
101 PIMCO TOTAL RET FD-INST F35	693390700		10/11/2013	3/4/2014	2,862		0	2,854	8	0	0	0	8
102 PIMCO TOTAL RET FD-INST F35	693390700		10/31/2008	3/4/2014	1,048		0	1,078	-30	0	0	0	-30
103 PIMCO TOTAL RET FD-INST F35	693390700		4/24/2014	8/16/2014	1,100		0	1,056	44	0	0	0	44
104 PIMCO TOTAL RET FD-INST F35	693390700		10/31/2008	8/16/2014	10,676		0	9,880	716	0	0	0	716
105 PIMCO TOTAL RET FD-INST F35	693390700		6/26/2009	3/4/2014	229		0	228	1	0	0	0	1
106 PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/26/2012	3/4/2014	883		0	883	0	0	0	0	0
107 PIMCO FOREIGN BD FD USD H-INST #1	693390882		6/11/2012	3/4/2014	199		0	201	-2	0	0	0	-2
108 PIMCO FOREIGN BD FD USD H-INST #1	693390882		1/23/2014	3/4/2014	1,273		0	1,258	14	0	0	0	14
109 PIMCO FOREIGN BD FD USD H-INST #1	693390882		6/26/2007	3/4/2014	2,655		0	2,461	194	0	0	0	194
110 PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/6/2014	8/16/2014	3,716		0	3,620	96	0	0	0	96
111 ROBOCO BP LINGSHRT RES-INS	74825K581		4/20/2012	1/11/2014	473		0	348	115	0	0	0	115
112 ROBOCO BP LINGSHRT RES-INS	74825K581		10/31/2008	8/16/2014	1,560		0	1,451	109	0	0	0	109
113 RIDGEMORTH SEIX HY BDN F5555	768281645		6/11/2012	1/1/2014	825		0	578	247	0	0	0	247
114 RIDGEMORTH SEIX HY BDN F5555	768281645		10/31/2008	9/5/2014	344		0	333	11	0	0	0	11
115 RIDGEMORTH SEIX HY BDN F5555	768281645		7/12/2013	1/1/2014	2,650		0	2,701	-51	0	0	0	-51
116 RIDGEMORTH SEIX HY BDN F5555	768281645		10/1/2013	1/1/2014	482		0	500	-18	0	0	0	-18
117 RIDGEMORTH SEIX HY BDN F5555	768281645		9/26/2011	1/1/2014	4,510		0	4,288	224	0	0	0	224
118 RIDGEMORTH SEIX HY BDN F5555	768281645		6/26/2011	1/1/2014	8,068		0	8,523	-455	0	0	0	-455
119 RIDGEMORTH SEIX HY BDN F5555	768281645		2/14/2012	3/4/2014	2,570		0	2,581	-11	0	0	0	-11
120 T ROWE PRICE SHORT TERM BD F45	77657P105		7/12/2013	3/4/2014	7,325		0	7,368	-43	0	0	0	-43
121 T ROWE PRICE SHORT TERM BD F45	77657P105		1/23/2014	3/4/2014	828		0	827	1	0	0	0	1
122 T ROWE PRICE SHORT TERM BD F45	77657P105		7/12/2013	4/22/2014	2,156		0	2,156	0	0	0	0	0
123 T ROWE PRICE SHORT TERM BD F45	77657P105		7/12/2013	8/16/2014	1,303		0	1,303	0	0	0	0	0
124 T ROWE PRICE SHORT TERM BD F45	77657P105		9/5/2014	1/1/2014	373		0	374	-1	0	0	0	-1
125 T ROWE PRICE SHORT TERM BD F45	77657P105		10/1/2013	10/28/2014	1,231		0	1,231	0	0	0	0	0
126 T ROWE PRICE SHORT TERM BD F45	77657P105		10/1/2013	10/28/2014	374		0	374	0	0	0	0	0
127 T ROWE PRICE SHORT TERM BD F45	77657P105		1/23/2014	10/28/2014	671		0	671	0	0	0	0	0
128 T ROWE PRICE INST FLOAT RATE #170	77658B402		3/4/2014	10/28/2014	121		0	124	-3	0	0	0	-3
129 SPDR DJ WILSHIRE INTERNATIONAL R	76483X683		12/2/2014	4/22/2014	509		0	501	8	0	0	0	8
130 SPDR DJ WILSHIRE INTERNATIONAL R	76483X683		9/30/2014	10/22/2014	398		0	382	16	0	0	0	16
131 SPDR DJ WILSHIRE INTERNATIONAL R	76483X683		6/30/2014	10/28/2014	414		0	410	4	0	0	0	4
132 VANGUARD TOTAL BOND MARKET EIT	921637835		2/7/2014	1/1/2014	2,230		0	2,214	16	0	0	0	16
133 VANGUARD TOTAL BOND MARKET EIT	922042858		12/17/2010	1/1/2014	2,750		0	3,078	-328	0	0	0	-328
134 VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	1/1/2014	2,554		0	3,083	-509	0	0	0	-509
135 VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	3/4/2014	1,244		0	1,508	-264	0	0	0	-264
136 VANGUARD FTSE EMERGING MARKET	922042858		8/24/2011	3/4/2014	1,127		0	1,207	-80	0	0	0	-80
137 VANGUARD FTSE EMERGING MARKET	922042858		8/9/2012	3/4/2014	894		0	948	-54	0	0	0	-54
138 VANGUARD FTSE EMERGING MARKET	922042858		2/2/2012	3/4/2014	389		0	436	-47	0	0	0	-47
139 VANGUARD FTSE EMERGING MARKET	922042858		4/19/2012	3/4/2014	389		0	427	-38	0	0	0	-38
140 VANGUARD FTSE EMERGING MARKET	922042858		6/7/2012	3/4/2014	468		0	469	-1	0	0	0	-1
141 VANGUARD FTSE EMERGING MARKET	922042858		7/10/2013	3/4/2014	1,283		0	1,281	2	0	0	0	2
142 VANGUARD FTSE EMERGING MARKET	922042858		3/4/2014	8/16/2014	371		0	358	13	0	0	0	13
143 VANGUARD REIT VIPER	922808553		3/4/2014	10/22/2014	230		0	215	15	0	0	0	15
144 VANGUARD REIT VIPER	922808553		10/9/2013	10/22/2014	536		0	458	78	0	0	0	78

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		Trustee	4 00	4,624		
										4,624	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1 0
2 First quarter estimated tax payment	4/10/2014	2 170
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		7 170

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	18,075
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	18,075

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2011	1	5,140
2	Undistributed income for the 4th year 2010	2	
3	Undistributed income for the 5th year 2009	3	
4	Total	4	5,140