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Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

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

Information about Form 990-PF and its 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 **DEC 1, 2013**, and ending **NOV 30, 2014**

Name of foundation

A Employer identification number

ABROMS CHARITABLE FOUNDATION, INC.**23-7058629**

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

Room/suite

B Telephone number

250-871-6223**474 BOTANICAL PLACE**

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

BIRMINGHAM, AL 35223

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

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

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

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

☐ Other (specify) _____\$ **5,363,151.** (Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

80,000.**N/A**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

54,723.**54,723.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

484,132.**STATEMENT 1**b Gross sales price for all assets on line 6a **2,674,886.**

7 Capital gain net income (from Part IV, line 2)

636,261.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

21,718.**21,718.****STATEMENT 3**

12 Total. Add lines 1 through 11

640,573.**712,702.**

13 Compensation of officers, directors, trustees, etc.

0.**0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

8,933.**6,700.****2,233.****32,280.****32,280.****0.**

17 Interest

12.**12.****0.**

18 Taxes

2,781.**2,781.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

16,115.**16,115.****0.**

24 Total operating and administrative expenses. Add lines 13 through 23

60,121.**57,888.****2,233.**

25 Contributions, gifts, grants paid

259,000.**259,000.**

26 Total expenses and disbursements. Add lines 24 and 25

319,121.**57,888.****261,233.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

321,452.

b Net investment income (if negative, enter -0-)

654,814.

c Adjusted net income (if negative, enter -0-)

N/A323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	223,379.	587,875.	587,875.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	998,293.	344,532.	80,388.
	c Investments - corporate bonds	760,623.		
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	2,679,300.	4,050,640.	4,694,888.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,661,595.	4,983,047.	5,363,151.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	84,769.	84,769.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	130,000.	130,000.	
29 Retained earnings, accumulated income, endowment, or other funds	4,446,826.	4,768,278.		
30 Total net assets or fund balances	4,661,595.	4,983,047.		
31 Total liabilities and net assets/fund balances	4,661,595.	4,983,047.		

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	4,661,595.
2 Enter amount from Part I, line 27a	2	321,452.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,983,047.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,983,047.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,674,886.		2,038,625.	636,261.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			636,261.

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	636,261.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	268,650.	4,886,812.	.054974
2011	246,601.	4,559,876.	.054081
2010	256,267.	4,544,494.	.056391
2009	153,218.	4,336,342.	.035333
2008	126,021.	4,180,304.	.030146

2 Total of line 1, column (d)	2	.230925
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	.046185
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,086,862.
5 Multiply line 4 by line 3	5	234,937.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,548.
7 Add lines 5 and 6	7	241,485.
8 Enter qualifying distributions from Part XII, line 4	8	261,233.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be. Credited to 2014 estimated tax

8,010. Refunded

Part VII-A Statements Regarding Activities

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?

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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

AL

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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 ► HAROLD L. ABROMS Located at ► 474 BOTANICAL PLACE, BIRMINGHAM, AL	Telephone no. ► 205-871-6223 ZIP+4 ► 35223		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	3b	
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

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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
HAROLD L. ABROMS	PRES & TREAS			
474 BOTANICAL PLACE				
BIRMINGHAM, AL 35223	2.00	0.	0.	0.
JAMES M. ABROMS	VICE PRES			
474 BOTANICAL PLACE				
BIRMINGHAM, AL 35223	0.50	0.	0.	0.
JUDITH E. ABROMS	SECRETARY			
474 BOTANICAL PLACE				
BIRMINGHAM, AL 35223	0.50	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	1,474,318.
b	Average of monthly cash balances	1b	460,421.
c	Fair market value of all other assets	1c	3,229,588.
d	Total (add lines 1a, b, and c)	1d	5,164,327.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,164,327.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,465.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,086,862.
6	Minimum investment return. Enter 5% of line 5	6	254,343.

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	254,343.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,548.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,548.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	247,795.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	247,795.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	247,795.

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	261,233.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	261,233.
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	6,548.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	254,685.

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				247,795.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				18,054.
f Total of lines 3a through e	18,054.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	261,233.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				247,795.
e Remaining amount distributed out of corpus	13,438.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,492.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	31,492.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	18,054.			
e Excess from 2013	13,438.			

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

- | | | Yes | No |
|------------|--|-----|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | | X |
| (2) | Other assets | | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | | X |
| (3) | Rental of facilities, equipment, or other assets | | X |
| (4) | Reimbursement arrangements | | X |
| (5) | Loans or loan guarantees | | X |
| (6) | Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

Signature of officer or trustee *Calvin A. Kreiman* **Date** *10/14/15* **Title** **PRESIDENT AND TREASURER**

May the IRS discuss this return with the preparer shown below (See Instr. 1)?
☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEPHEN M. BERMAN	<i>Stephen M. Berman, CPA</i>	10/14/15		P00031703
	Firm's name ▶ STEPHEN M. BERMAN & ASSOC., L.L.C.			Firm's EIN ▶ 58-1540139	
	Firm's address ▶ 3475 LENOX ROAD, N.E., SUITE 950 ATLANTA 30326			Phone no. 404-262-2181	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

ABROMS CHARITABLE FOUNDATION, INC.

Employer identification number

23-7058629

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

ABROMS CHARITABLE FOUNDATION, INC.**23-7058629****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HAROLD L. ABROMS 474 BOTANICAL PLACE BIRMINGHAM, AL 35223	\$ 80,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

ABROMS CHARITABLE FOUNDATION, INC.**23-7058629****Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

ABROMS CHARITABLE FOUNDATION, INC.**23-7058629****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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 10541 SHS. TOTAL SYSTEMS SVCS.		D	VARIOUS	07/15/14
b FRACTIONAL - SYNOVUS FINANCIAL CORP		D	VARIOUS	05/15/14
c 500000 FV MORGAN STANLEY BUFFERED		P	09/21/12	09/29/14
d ATTACHED STATEMENT D-1		P	VARIOUS	11/30/14
e PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY F		P	VARIOUS	12/31/13
f PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY F		P	VARIOUS	12/31/13
g PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY F		P	VARIOUS	12/31/13
h PASSTHROUGH - CORSAIR CAPITAL INVESTORS, LTD. - R		P	03/01/11	12/31/13
i PASSTHROUGH - CORSAIR CAPITAL INVESTORS, LTD. - R		P	03/01/11	10/01/14
j CAPITAL GAINS DIVIDENDS				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 332,921.		14,804.	318,117.
b 19.			19.
c 597,300.		500,010.	97,290.
d 568,715.		551,733.	16,982.
e 852.			852.
f 24,291.			24,291.
g 88.			88.
h 620,000.		527,961.	92,039.
i 530,495.		444,117.	86,378.
j 205.			205.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			318,117.
b			19.
c			97,290.
d			16,982.
e			852.
f			24,291.
g			88.
h			92,039.
i			86,378.
j			205.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	636,261.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Additional Information

Description	This Period	Year-to-Date
Securities Bought and Sold	-\$100,614.67	-\$1,353,581.86
Principal Payments	\$0.00	\$597,300.00

Client Service Information

Your Investment Advisor: 6YD	Contact Information
MASSEY QUICK / BERMAN CAPITAL	Telephone Number: (973) 525-1000
360 MOUNT KEMBLE AVE	Fax Number: (404) 844-2999
MORRISTOWN NJ 07960	

Your Account Information

Tax Lot Default Disposition Method

Default Method for Mutual Funds: FIRST IN FIRST OUT
 Default Method for Stocks in a Dividend Reinvestment Plan: FIRST IN FIRST OUT
 Default Method for all Other Securities: FIRST IN FIRST OUT

Bond Amortization Elections:

Treat all interest as original issue discount (OID): No
 Amortize premium on taxable bonds based on Constant Yield Method: Yes
 Accrual market discount method for all other bond types: Ratable Method
 Include market discount in income annually: No

Electronic Delivery

You are currently enrolled to receive the following account communications via electronic delivery.

Statements and Reports
 Trade Confirmations
 Tax Documents
 Notifications

Prospectus*
 Proxy/Shareholder Communications*
 Please log in to your account to make any changes to your electronic delivery preferences.

E-mail notifications are delivered to the following e-mail address(es):

h#####@gmail.com
 t#####@gmail.com
 The above e-mail address is partially masked for your security. Please log into your account to review the full e-mail address.

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 23.00% of Portfolio									
FDIC Insured Bank Deposits									
DREYFUS INS DEPOSIT PROGRAM 1									
11/01/14	506,947.180	PWP001152	11/28/14	\$613,355.08	\$506,947.18	2.40	\$30.27	N/A	N/A
Total FDIC Insured Bank Deposits				\$613,355.08	\$506,947.18	\$2.40	\$30.27		
Total Cash, Money Funds, and Bank Deposits				\$613,355.08	\$506,947.18	\$2.40	\$30.27		



Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC



Investment Account Statement

Statement Period: 11/01/2014 - 11/30/2014

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 59.00% of Portfolio								
THE OAKMARK INTERNATIONAL FUND CLASS I								
Security Identifier: OAKIX CUSIP: 413838202								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option Reinvest								
09/30/14	15,993.603	25.0100	400,000.00	25.5700	408,956.43	8,956.43	6,976.40	1.70%
OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y								
Security Identifier: ODVYX CUSIP: 683974505								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
09/30/14	2,602.811	38.4200	100,000.00	38.4500	100,078.08	78.08	425.55	0.42%
PIMCO UNCONSTRAINED BOND FUND INSTL CLASS								
Security Identifier: PFILX CUSIP: 72201M487								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
02/24/11 *	15,275.286	11.1510	170,332.21	11.2900	172,457.98	2,125.77	2,537.88	1.47%
Reinvestments to	408.251	10.9970	4,489.43	11.2900	4,609.15	119.72	67.83	1.47%
Date *								
Total Noncovered	15,683.537		174,821.64		177,067.13	2,245.49	2,605.71	
09/11/12	6,504.770	11.5320	75,015.00	11.2900	73,438.85	-1,576.15	1,080.72	1.47%
Reinvestments to	1,376.653	11.3670	15,548.74	11.2900	15,542.42	-106.32	228.72	1.47%
Date								
Total Covered	7,881.423		90,563.74		88,981.27	-1,682.47	1,309.44	
Total	23,564.960		\$265,485.38		\$266,048.40	\$563.02	\$3,916.16	
LYRICAL U.S. VALUE EQUITY FUND INSTITUTIONAL CLASS								
Security Identifier: LYRIX CUSIP: 90386H404								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
09/30/14	16,160.310	15.4710	250,015.00	16.2900	263,251.45	13,236.45		
10/14/14	8,790.436	14.2220	125,015.00	16.2900	143,196.20	18,181.20		
11/26/14	6,082.725	16.4420	100,015.00	16.2900	99,087.59	-927.41		



Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
LYRICAL U.S. VALUE EQUITY FUND (continued)	31,033.471		475,045.00		505,535.24	30,490.24		
Total Covered	31,033.471		\$475,045.00		\$505,535.24	\$30,490.24	\$0.00	
Total			\$1,240,530.38 (2)		\$1,280,518.15	\$40,087.77	\$11,317.10	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 18.00% of Portfolio								
ISHARES TR RUSSELL 1000 GROWTH ETF				Security Identifier: IWF CUSIP: 464287614				
Dividend Option: Cash; Capital Gains Option: Cash								
2,728.00 of these shares are in your margin account								
09/30/14	2,728.000	91.6300	249,965.91	97.0500	264,752.40	14,786.49	3,338.85	1.26%
SPDR S&P 500 ETF TR UNIT				Security Identifier: SPY CUSIP: 78462F103				
Dividend Option: Cash; Capital Gains Option: Cash								
660.00 of these shares are in your margin account								
10/14/14	660.000	189.2270	124,889.90	207.2000	136,752.00	11,862.10	2,429.28	1.77%
Total Exchange-Traded Products			\$374,855.81 (2)		\$401,504.40	\$26,648.59	\$5,768.13	
			\$1,615,386.19					
Total Portfolio Holdings			\$2,122,333.37		\$2,189,069.73	\$66,736.36	\$17,115.50	

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L. 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows.

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2014, or later, as determined by the Secretary of the Treasury.

Portfolio Holdings Disclosures

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices, unless otherwise noted, have been obtained from independent vendor services, which we believe to be reliable. Market prices do not constitute a bid or an offer, and may differ from the actual sale price. Securities for which a price is not available are marked "N/A" and are omitted from the Total.

ABROMS CHARITABLE FOUNDATION, INC
CONTRIBUTIONS

23-7058629

11/30/14

STATEMENT C-1

Recipient	Relationship	Status	Purpose	Amount
Alabama Symphony Orchestra	N/A	Public	General Support - Civic	15,000.00
Alys Stephens Center	N/A	Public	General Support-Civic	2,500.00
Alzheimer's of Central Alabama	N/A	Public	Funds to support for caregivers and patientd in Central Alabama	5,000.00
Birmingham Holocaust Education Center	N/A	Public	Funding to support educational programs	5,000.00
Birmingham Jewish Federation	N/A	Public	General Support-Civic	65,000.00
Birmingham Jewish Federation	N/A	Public	Isreal Emergency Fund	12,000.00
Birmingham Museum of Art	N/A	Public	General Support -Civic	2,500.00
Bloom Hillel	N/A	Public	General Support-Civic	2,500.00
Boy Scouts of America	N/A	Public	General Support -Civic	1,000.00
Breast Cancer Research Foundation of Alabama	N/A	Public	Support for research	1,000.00
Chabad of Alabama	N/A	Public	Support for the Jewish community	2,500.00
Chabad of North Alabama	N/A	Public	Support for the Jewish community	2,500.00
CLAL	N/A	Public	Support learning and leardership	2,000.00
Collat Jewish Family Service	N/A	Public	Support for services to the Jewish and general community	15,000.00
Friends of Yemin Orde	N/A	Public	Support for Yemin Orde Youth Village	5,000.00
Goldring-Woldenberg Institute of Southern Jewish Life	N/A	Public	Support for histonc preservation	5,000.00
Grafman Endowment Fund	N/A	Public	General Support	1,500.00
Hadassah	N/A	Public	General Support - Civic	1,000.00
Hand in Paw	N/A	Public	Support for animal assisted therapy	1,500.00
Impact Alabama	N/A	Public	General Support - Civic	5,000.00
Indian Sprngs School	N/A	Public	Support for education	15,000.00
Levite Jewish Community Center	N/A	Public	General Support - Civic	2,000.00
McWane Science Center	N/A	Public	General Support - Civic	10,000.00
N.E. Miles Jewish Day School	N/A	Public	Support for school administration	15,000.00
Red Mountain Theatre Company	N/A	Public	Support for general production	2,500.00
Temple Emanu-El	N/A	Public	Religious support	25,000.00
The Care Fund	N/A	Public	To fund programs for those who have extended illnesses	1,000.00
The Mountain Brook Library Foundation	N/A	Public	General funds	1,000.00
United Cerebral Palsy of Greater Birmingham	N/A	Public	Funds to support research	5,000.00
United Way of Central Alabama	N/A	Public	General funds	25,000.00
University of Alabama at Birmingham	N/A	Public	Hess Aborms Scholarship Fund	5,000.00
Total				259,000.00

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10541 SHS. TOTAL SYSTEMS SVCS.	DONATED	VARIOUS	07/15/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
332,921.	166,933.	0.	0.	165,988.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FRACTIONAL - SYNOVUS FINANCIAL CORP	DONATED	VARIOUS	05/15/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19.	0.	0.	0.	19.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
500000 FV MORGAN STANLEY BUFFERED	PURCHASED	09/21/12	09/29/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
597,300.	500,010.	0.	0.	97,290.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATTACHED STATEMENT D-1		PURCHASED	VARIOUS	11/30/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
568,715.	551,733.	0.	0.	16,982.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY FD.		PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
852.	0.	0.	0.	852.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY FD.		PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,291.	0.	0.	0.	24,291.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASSTHROUGH - MASSEY QUICK MULTI MANAGER EQUITY FD.- SEC 1231 GAIN		PURCHASED	VARIOUS	12/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88.	0.	0.	0.	88.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASSTHROUGH - CORSAIR CAPITAL INVESTORS, LTD. - REDEEMED	PURCHASED	03/01/11	12/31/13	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
620,000.	527,961.	0.	0.	92,039.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PASSTHROUGH - CORSAIR CAPITAL INVESTORS, LTD. - REDEEMED	PURCHASED	03/01/11	10/01/14	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
530,495.	444,117.	0.	0.	86,378.

CAPITAL GAINS DIVIDENDS FROM PART IV	205.
TOTAL TO FORM 990-PF, PART I, LINE 6A	484,132.

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
MORGAN STANLEY - NOMINEE	4,040.	0.	4,040.	4,040.	
PASSTHROUGH - MASSEY QUICK MULTI-MANAGER	6.	0.	6.	6.	
PASSTHROUGH - MASSEY QUICK MULTI-MANAGER	24,753.	0.	24,753.	24,753.	
PERSHING - NOMINEE - 002838	21,226.	0.	21,226.	21,226.	
PERSHING - NOMINEE-001152	4,903.	205.	4,698.	4,698.	
TO PART I, LINE 4	54,928.	205.	54,723.	54,723.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH - MASSEY QUICK MULTI-MANAGER EQUITY FD.- ORD. INC.	12.	12.	
PASSTHROUGH - MASSEY QUICK MULTI-MANAGER EQUITY FD.- ROYALTY INC	3.	3.	
ORDINARY INCOME - GOLUB CAPITAL PARTNERS	21,703.	21,703.	
TOTAL TO FORM 990-PF, PART I, LINE 11	21,718.	21,718.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,933.	6,700.		2,233.
TO FORM 990-PF, PG 1, LN 16B	8,933.	6,700.		2,233.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - PERSHING	32,280.	32,280.		0.
TO FORM 990-PF, PG 1, LN 16C	32,280.	32,280.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	2,781.	2,781.		0.
TO FORM 990-PF, PG 1, LN 18	2,781.	2,781.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO EXPENSES	15,858.	15,858.		0.
ADR FEES	256.	256.		0.
PASSTHROUGH-SEC. 59(E) DEDUCTION	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	16,115.	16,115.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
21783 SHS SYNOVUS FINANCIAL CORP	344,532.	80,388.
TOTAL TO FORM 990-PF, PART II, LINE 10B	344,532.	80,388.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MASSEY QUICK MULTI MANAGER EQUITY FUND, LP	COST	1,155,367.	1,573,635.
CORSAIR CAPITAL INVESTORS, LTD	COST	27,921.	27,921.
ROSE GROVE CAPITAL	COST	500,000.	594,488.
GOLUB CAPITAL PARTNERS INTERNATIONAL	COST	176,966.	212,500.

ARROWPOINT INCOME OPPORTUNITY FUND, LTD	COST	575,000.	604,222.
PERSHING - NOMINEE - STATEMENT A-1 ATTACHED- MUTUAL FUNDS	COST	1,240,530.	1,280,618.
PERSHING - NOMINEE - STATEMENT A-1 ATTACHED- EXCHANGE-TRADED PRODUCTS	COST	374,856.	401,504.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,050,640.	4,694,888.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

HAROLD L. ABROMS
JUDITH E. ABROMS

STATE OF Georgia

COUNTY OF DeKalb

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, HAROLD L. ABROMS, a resident of Birmingham, Jefferson County, Alabama, do hereby constitute and appoint my daughter, CALMA A. BERMAN, a resident of Fulton County, Georgia, as my true and lawful attorney in fact for me and in my name, place and stead, and on my behalf, to represent my interests as set forth below.

Said attorney in fact is authorized to sign all Federal, State and local tax returns on my behalf.

I hereby ratify and affirm all that my said attorney in fact may do for me in connection with all acts performed pursuant to this Limited Power of Attorney. I hereby relieve my said attorney in fact of any liability in connection with the consummation of any of the above acts or any other act taken by or for me by my said attorney in fact. This Power of Attorney shall be effective as to all persons with whom my said attorney in fact shall deal and all acts taken by my said attorney in fact shall be fully binding on me as if the same had been personally accomplished by me.

IN WITNESS WHEREOF I have caused this Power of Attorney to be signed and sealed this 7th day of July, 2008.

Harold L. Abrams

Harold L. Abrams

Signed, sealed and delivered
in the presence of:

Calma A. Berman
Witness

Judy Stanley
Notary Public

My Commission Expires: 4/28/09

