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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

▶ 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](http://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 <b>THE FULLERTON FOUNDATION</b>		A Employer identification number <b>57-0847444</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. BOX 2208</b>	Room/suite	B Telephone number <b>864-489-6678</b>
City or town, state or province, country, and ZIP or foreign postal code <b>GAFFNEY, SC 29342-2208</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>39,564,134.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,039,682.	1,039,681.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,037,860.			
	b Gross sales price for all assets on line 6a	15,477,373.			
	7 Capital gain net income (from Part IV, line 2)		1,037,860.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	<98,501.>	34,124.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,979,041.	2,111,665.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	205,195.	51,299.		153,896.
	14 Other employee salaries and wages	26,915.	6,729.		20,186.
	15 Pension plans, employee benefits	18,826.	4,707.		14,119.
	16a Legal fees STMT 3	215.	0.		215.
	b Accounting fees STMT 4	14,742.	3,686.		11,056.
	c Other professional fees STMT 5	193,397.	193,397.		0.
	17 Interest				
	18 Taxes STMT 6	58,322.	29,060.		11,327.
	19 Depreciation and depletion	8,424.	2,106.		
	20 Occupancy				
	21 Travel, conferences, and meetings	11,308.	0.		11,308.
	22 Printing and publications				
	23 Other expenses STMT 7	93,322.	40,345.		31,855.
	24 Total operating and administrative expenses. Add lines 13 through 23	630,666.	331,329.		253,962.
	25 Contributions, gifts, grants paid	1,536,936.			1,536,936.
26 Total expenses and disbursements. Add lines 24 and 25	2,167,602.	331,329.		1,790,898.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<188,561.>				
b Net investment income (if negative, enter -0-)		1,780,336.			
c Adjusted net income (if negative, enter -0-)			N/A		

914-16

5

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		3,876.	4,039.	4,039.
	2	Savings and temporary cash investments		913,102.	574,210.	574,210.
	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 STMT 9		2,942,124.	2,159,977.	2,121,584.
	b	Investments - corporate stock STMT 10		19,732,594.	24,299,305.	26,687,003.
	c	Investments - corporate bonds STMT 11		4,736,978.	3,047,085.	3,105,660.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 12		4,751,654.	4,315,925.	5,269,942.
14		Land, buildings, and equipment: basis ▶ 339,818.				
		Less: accumulated depreciation ▶ 199,761.		147,583.	140,057.	140,057.
15		Other assets (describe ▶ STATEMENT 13)		3,004,683.	1,687,205.	1,661,639.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		36,232,594.	36,227,803.	39,564,134.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		36,232,594.	36,227,803.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		36,232,594.	36,227,803.		
31	Total liabilities and net assets/fund balances		36,232,594.	36,227,803.		

## 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	36,232,594.
2	Enter amount from Part I, line 27a	2	<188,561.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	183,770.
4	Add lines 1, 2, and 3	4	36,227,803.
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	36,227,803.

**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 15,477,373.		14,439,513.	1,037,860.

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			1,037,860.

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	1,037,860.
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	2,060,923.	39,212,828.	.052557
2011	1,695,348.	38,296,899.	.044269
2010	2,060,906.	39,883,231.	.051673
2009	1,957,280.	39,319,626.	.049779
2008	2,203,038.	37,450,459.	.058825

2 Total of line 1, column (d)	2	.257103
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	.051421
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,679,569.
5 Multiply line 4 by line 3	5	2,040,363.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,803.
7 Add lines 5 and 6	7	2,058,166.
8 Enter qualifying distributions from Part XII, line 4	8	1,790,898.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	35,607.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	35,607.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	35,607.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	42,935.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	42,935.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	7,328.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
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 <input type="checkbox"/> 7,328. Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ► N/A				
14	The books are in care of ► W. CARLISLE HAMRICK	Telephone no. ► 864-489-6678		
	Located at ► GAFFNEY, SC	ZIP+4 ► 29342-2208		
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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			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 checked="" type="checkbox"/> Yes <input 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	► <input type="checkbox"/>	X
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?		X
1c		
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?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X
4b		

**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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
SEE STATEMENT 14		205,195.	17,162.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CITIGROUP GLOBAL MARKETS INC. - 700 SPRINGS FOREST RD. SUITE 200, RALEIGH, NC 27609	INVESTMENT MANAGEMENT	193,397.

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	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2013)



**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,088,391.
b	Average of monthly cash balances	1b	55,378.
c	Fair market value of all other assets	1c	140,057.
d	Total (add lines 1a, b, and c)	1d	40,283,826.
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	40,283,826.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	604,257.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,679,569.
6	Minimum investment return. Enter 5% of line 5	6	1,983,978.

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

1	Minimum investment return from Part X, line 6	1	1,983,978.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	35,607.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	35,607.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,948,371.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,948,371.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,948,371.

**Part XII****Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,790,898.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,790,898.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,790,898.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,948,371.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			1,537,286.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,790,898.				
<b>a</b> Applied to 2012, but not more than line 2a			1,537,286.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				253,612.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,694,759.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT 19		PUBLIC CHARITIES		1,536,936.
<b>Total</b>			<b>▶ 3a</b>	1,536,936.
<i>b Approved for future payment</i>				
SEE ATTACHED STATEMENT 19		PUBLIC CHARITIES		1,814,093.
<b>Total</b>			<b>▶ 3b</b>	1,814,093.



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




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

[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      Date      Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DERON B. STANCIL	<i>Deron B. Stancil</i>	3-4-15		P00221718
	Firm's name ▶ ELLIOTT DAVIS DECOSIMO, LLC/PLLC				Firm's EIN ▶ 57-0381582
	Firm's address ▶ PO BOX 6286 GREENVILLE, SC 29606-6286				Phone no. 864-242-3370

**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	UNIFIED MGMT	P	VARIOUS	VARIOUS
b	WEDGE CAPITAL MGMT	P	VARIOUS	VARIOUS
c	SSB	P	VARIOUS	VARIOUS
d	MANAGED FUTURES	P	VARIOUS	VARIOUS
e	SCHEDULE K-1 NET ST GAINS/LOSSES	P	VARIOUS	VARIOUS
f	SCHEDULE K-1 NET LT GAINS/LOSSES	P	VARIOUS	VARIOUS
g	SCHEDULE K-1 NET SECTION 1256 GAINS/LOSSES	P	VARIOUS	VARIOUS
h	SCHEDULE K-1 NET SECTION 1231 GAINS/LOSSES	P	VARIOUS	VARIOUS
i	SCHEDULE K-1 DISPOSITION ADJ - NUSTAR ENERGY	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,543,820.		5,539,788.	1,004,032.
b 8,152,577.		8,043,730.	108,847.
c 166,174.		166,164.	10.
d 603,238.		674,222.	<70,984.>
e 1,813.			1,813.
f		8,152.	<8,152.>
g		6,663.	<6,663.>
h		794.	<794.>
i 9,751.			9,751.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,004,032.
b			108,847.
c			10.
d			<70,984.>
e			1,813.
f			<8,152.>
g			<6,663.>
h			<794.>
i			9,751.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,037,860.
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

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASH DIVIDENDS -					
UNIFIED MGMT	684,358.	0.	684,358.	684,358.	
DIVIDENDS -					
CGA/FIRST TRUST	17,730.	0.	17,730.	17,730.	
DIVIDENDS - SSB	167.	0.	167.	167.	
INTEREST -					
CGA/FIRST TRUST	12.	0.	12.	12.	
INTEREST - UNIFIED					
MGMT	223.	0.	223.	223.	
INTEREST - WEDGE	244,191.	0.	244,191.	244,191.	
INTEREST U.S. -					
WEDGE	85,117.	0.	85,117.	85,117.	
K-1 DIVIDENDS -					
VARIOUS PTP					
INVESTMENTS	4,185.	0.	4,185.	4,185.	
K-1 INTEREST -					
VARIOUS PTP/ ALT.					
INVS.	3,699.	0.	3,699.	3,698.	
TO PART I, LINE 4	1,039,682.	0.	1,039,682.	1,039,681.	

FORM 990-PF                      OTHER INCOME                      STATEMENT      2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	43,875.	43,875.	
SCH K-1 OTHER LOSS - VARIOUS PTP			
INVESTMENTS	<144,967.>	<9,751.>	
EQUITY ADJUSTMENTS - MANAGED			
FUTURES	2,591.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<98,501.>	34,124.	



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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	215.	0.		215.
TO FM 990-PF, PG 1, LN 16A	215.	0.		215.

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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	14,742.	3,686.		11,056.
TO FORM 990-PF, PG 1, LN 16B	14,742.	3,686.		11,056.

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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
INVESTMENT MANAGEMENT FEES	193,397.	193,397.		0.
TO FORM 990-PF, PG 1, LN 16C	193,397.	193,397.		0.

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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
FEDERAL PAYROLL TAXES	14,711.	3,678.		11,033.
FEDERAL EXCISE TAXES	17,935.	0.		0.
FOREIGN TAXES	24,622.	24,622.		0.
FOREIGN TAXES - SCH K-1S	662.	662.		0.
STATE PAYROLL TAXES	392.	98.		294.
TO FORM 990-PF, PG 1, LN 18	58,322.	29,060.		11,327.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTO EXPENSE	4,562.	0.		4,562.	
SCHOLARSHIP EXPENSE	7,946.	0.		7,946.	
DUES & SUBSCRIPTIONS	5,631.	1,408.		4,223.	
OFFICE EXPENSE	10,536.	2,634.		7,902.	
LIABILITY INSURANCE	3,934.	984.		2,950.	
TELEPHONE	1,653.	413.		1,240.	
WORKERS COMP	2,026.	507.		1,519.	
UTILITIES	2,018.	505.		1,513.	
MISCELLANEOUS	1,192.	1,192.		0.	
REPAIRS & MAINTENANCE	9,255.	0.		0.	
SCH K-1 OTHER DEDUCTIONS - VARIOUS INVESTMENTS	44,569.	32,702.		0.	
TO FORM 990-PF, PG 1, LN 23	93,322.	40,345.		31,855.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
ADJUSTMENT FOR TIMING DIFFERENCES BETWEEN BOOKS AND TAX		183,770.	
TOTAL TO FORM 990-PF, PART III, LINE 3		183,770.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT 15	X		760,406.	768,425.	
SEE ATTACHED STATEMENT 15		X	1,399,571.	1,353,159.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			760,406.	768,425.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,399,571.	1,353,159.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,159,977.	2,121,584.	

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 16	24,299,305.	26,687,003.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,299,305.	26,687,003.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 15	3,047,085.	3,105,660.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,047,085.	3,105,660.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUND OF FUNDS/MANAGED FUTURES	COST	4,315,925.	5,269,942.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,315,925.	5,269,942.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES - SEE ATTACHED STATEMENT 15	3,004,683.	1,687,205.	1,661,639.
TO FORM 990-PF, PART II, LINE 15	3,004,683.	1,687,205.	1,661,639.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HELEN T. BADEN P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	2,000.	0.	0.
CHARLES F. HAMRICK II P.O. BOX 2208 GAFFNEY, SC 29342-2208	CHAIRMAN 1.00	4,000.	0.	0.
LYMAN W. HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	SECRETARY 1.00	4,000.	0.	0.
W. CARLISLE HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	TREASURER 1.00	4,000.	0.	0.
CHARLES J. BONNER P.O. BOX 2208 GAFFNEY, SC 29342-2208	EXECUTIVE DIRECTOR 40.00	121,624.	17,162.	0.
JEAN HAMRICK HAAS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
A. WARDLAW HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 1.00	4,000.	0.	0.
VOLINA V. LYONS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
ELAINE HAMRICK SHIELDS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
CHRIS M. STEED P.O. BOX 2208 GAFFNEY, SC 29342-2208	ASSOCIATE DIRECTOR 40.00	50,571.	0.	0.
HELN B. ATWOOD P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		205,195.	17,162.	0.

THE FULLERTON FOUNDATION, INC  
EIN: 57-0847444  
SCHEDULE OF MARKETABLE SECURITIES - OTHER SECURITIES  
November 30, 2014

Description	Interest Rate	Maturity Date	Quantity	Cost	Market Value
<b>U.S. GOVERNMENT AND U.S. GOVERNMENT GOVERNMENT AGENCY OBLIGATIONS.</b>					
UNITED STATES TREASURY NOTE	0.625%	04/30/18	780,000	\$760,405.57	\$768,424.80
<b>MUNICIPAL BONDS:</b>					
CHICAGO ILL PUB BLDG COMMN SPLOBLIG	6.50%	01/01/16	105,000	\$121,426.20	\$111,815.55
CHOCTAW CNTY MISS HOSP REV CHOCTAW	7.20%	08/01/26	20,000	\$24,162.60	\$21,976.00
CHOCTAW CNTY MISS HOSP REV CHOCTAW	7.50%	08/01/29	25,000	\$30,443.50	\$27,597.50
FAIRFAX CNTY VA BABDP PUB IMPTE	4.15%	10/01/18	55,000	\$61,320.70	\$60,212.90
FRANKLIN TENN BABDP PUB IMPTE-B	4.45%	03/01/18	35,000	\$39,930.05	\$38,385.55
IDAHO HEALTH FACS AUTH RE OID	5.47%	09/01/16	20,000	\$23,208.80	\$21,552.80
KING CNTY WASH QECBD GENL OBLIG-D	5.43%	12/01/25	30,000	\$36,053.90	\$36,036.90
MARYLAND ST DEPT TRANSN CONS TRANSN	3.60%	06/15/17	40,000	\$43,961.85	\$42,259.60
MARYLAND ST GENL OBLIG SER-A BUILD	4.30%	03/01/22	70,000	\$75,413.35	\$78,476.30
MARYLAND ST GENL OBLIG SER-D	4.35%	08/01/25	45,000	\$47,276.55	\$50,997.60
MUNICIPAL ELEC AUTH GA REV REF-A	5.07%	01/01/19	45,000	\$49,668.25	\$47,779.65
NEW JERSEY ST TPK AUTH TPK REVSER-B	4.25%	01/01/16	30,000	\$31,226.25	\$30,383.40
NEW JERSEY ST TPK AUTH TPK REVSER-B	4.25%	01/01/16	60,000	\$64,227.25	\$60,180.60
NEW YORK ST DORM AUTH ST PERS INCOME	5.60%	12/15/15	70,000	\$80,190.55	\$73,629.50
NEW YORK ST DORM AUTH ST PERS INCOME	3.23%	03/15/17	35,000	\$37,077.25	\$36,688.40
NORFOLK VA IMPTE BUILD AMERICA	4.40%	03/01/18	20,000	\$22,691.40	\$21,712.00
NORTH CAROLINA MUN PWR AGY NO 1	5.48%	01/01/21	45,000	\$51,146.35	\$52,166.25
OHIO ST MAJOR NEW ST INFRASTRUCTURE	3.64%	06/15/16	45,000	\$48,401.20	\$46,764.45
OREGON CMNTY COLLEGE DIST	5.68%	06/30/26	30,000	\$34,329.80	\$36,754.50
OREGON SCH BRDS ASSN	4.67%	06/30/20	30,000	\$33,808.15	\$32,940.00
OREGON ST GENL OBLIG	5.31%	06/01/16	65,000	\$70,283.55	\$49,076.38
TEXAS ST GENL OBLIG REF SER-B	2.59%	10/01/21	70,000	\$70,000.00	\$71,022.70
TEXAS ST GENL OBLIG REF SER-B	2.99%	10/01/23	100,000	\$99,997.20	\$102,821.00
UNIVERSITY ALA GEN REV	4.64%	07/01/19	15,000	\$17,031.65	\$16,428.00
VIRGINIA COLLEGE BLDG AUTH VA EDL FACS	5.00%	09/01/25	30,000	\$34,165.10	\$35,053.80
VIRGINIA ST HSG DEV AUTH REV-C	6.07%	08/01/18	50,000	\$59,866.40	\$57,603.00
VIRGINIA ST HSG DEV AUTH	6.07%	11/01/18	80,000	\$92,263.30	\$92,844.80
TOTAL				\$1,399,571.15	\$1,353,159.13
<b>CORPORATE BONDS.</b>					
ALABAMA POWER CO SER S	5.88%	12/01/12	90,000	\$106,009.20	\$110,150.10
ALLSTATE CORP	7.45%	05/16/19	65,000	\$76,412.20	\$79,455.35
AT&T INC	0.90%	02/12/16	135,000	\$135,400.95	\$134,882.55
BANK OF AMERICA CORP	5.63%	07/01/20	135,000	\$152,574.30	\$154,777.50
BB&T CORPORATION	2.15%	03/22/17	135,000	\$134,765.55	\$137,733.75
BERKSHIRE HATHAWAY FIN	3.00%	05/15/22	135,000	\$128,919.70	\$136,541.70
CATERPILLAR FINANCIAL	2.05%	08/01/16	105,000	\$106,681.85	\$107,296.35
CHEVRON CORP	3.19%	06/24/23	175,000	\$173,122.25	\$179,732.00
CITIGROUP INC	4.45%	01/10/17	165,000	\$173,482.35	\$175,452.75
CONOCOPHILLIPS	5.75%	02/01/19	90,000	\$104,463.00	\$103,480.20
CONOCOPHILLIPS	6.00%	01/15/20	30,000	\$35,540.10	\$35,214.90
DEERE & COMPANY	2.60%	06/08/22	110,000	\$102,283.50	\$108,969.30
ELI LILLY & CO	5.20%	03/15/17	120,000	\$135,721.95	\$131,370.00
EXXON MOBIL CORPORATION	3.18%	03/15/24	130,000	\$131,595.95	\$135,421.00
GENERAL ELECTRIC CAPITAL CORPORATION	1.00%	08/11/15	160,000	\$160,200.00	\$160,712.00
IBM CORP	7.63%	10/15/18	75,000	\$98,745.75	\$91,146.00
JOHNSON & JOHNSON	2.95%	09/01/20	70,000	\$72,244.35	\$73,467.80
JP MORGAN CHASE & CO	6.00%	01/15/18	125,000	\$127,032.90	\$141,117.50
MCDONALDS CORP	1.88%	05/29/19	70,000	\$70,511.45	\$69,950.30

MICROSOFT CORP SR NT	2 38%	05/01/23	110,000	\$100,046 10	\$108,313 70
PEPSICO INC	7 900%	11/01/18	80,000	\$100,600 30	\$98,053 60
SUNTRUST BANK	5 450%	12/01/17	80,000	\$83,678 05	\$88,119 20
TOYOTA MOTOR CREDIT CORP	1 250%	10/05/17	135,000	\$134,877 15	\$135,095 85
VERIZON COMMUNICATIONS	4 50%	09/15/20	127,000	\$136,858 05	\$139,006 58
WAL-MART STORES INC	3 250%	10/25/20	130,000	\$136,055 40	\$137,051 20
WELLS FARGO & CO	4 600%	04/01/21	120,000	\$129,262 80	\$133,148 40

<b>TOTAL</b>				<b>\$3,047,085.15</b>	<b>\$3,105,659.58</b>
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**ASSET BACKED SECURITIES:**

FED FARM CR BK FLOATER,	0 19%	06/20/17	125,000	\$124,984 30	\$125,055 00
FED FARM CR BK,	2 50%	10/24/25	35,000	\$31,584 00	\$33,650 05
FED NATL MTG ASSN,	1 13%	02/28/18	125,000	\$124,661 50	\$125,108 75
FEDERAL HOME LOAN MTG CORP GR(ARM)	2 38%	10/01/34	185,000	\$7,316 30	\$7,375 93
FEDERAL NATIONAL MTG ASSN POOL 889986	6 00%	11/01/23	265,000	\$32,778 84	\$32,594 65
FEDERAL NATIONAL MTG ASSN POOL 984262	6 00%	06/01/23	115,000	\$32,386 08	\$31,553 64
FEDERAL NATIONAL MTG ASSN POOL AL3589	5 50%	09/01/26	70,000	\$47,776 70	\$48,792 64
FEDERAL NATIONAL MTG ASSN POOL(ARM)	2 27%	03/01/35	80,000	\$9,493 82	\$9,806 93
FEDERAL NATIONAL MTG ASSN POOL(ARM)	5 15%	01/01/36	60,000	\$6,724 48	\$6,767 25
FEDERAL NATIONAL MTG ASSN POOL(ARM)	5 19%	09/01/35	55,000	\$6,766 61	\$6,788 60
FEDERAL NATIONAL MTG ASSN POOL(ARM)	3 55%	08/01/40	260,000	\$67,770 82	\$68,993 55
FEDL NATL MTG ASSOC 10 YR POOL MA0905	3 50%	11/01/21	145,000	\$68,967 78	\$69,464 97
FHLMC 15 YR GOLD J19054	3 00%	05/01/22	165,000	\$99,652 25	\$100,537 77
FHLMC MULTIFAMILY STRUCTURED PASS THRO	2 31%	08/25/22	105,000	\$103,051 76	\$103,607 70
FHMS K033-A2	3 06%	07/25/23	100,000	\$102,578 12	\$103,373 00
FNMA 10 YR BALLOON 745935	5 87%	08/01/16	160,000	\$149,979 20	\$141,678 07
FNMA 10 YR BALLOON 888267	5 67%	02/01/17	285,000	\$253,045 98	\$235,672 66
FNMA 7 YR BALLOON 464690	4 54%	03/01/20	60,000	\$66,275 61	\$64,676 68
FNMA 7 YR BALLOON 464933	4 19%	04/01/20	55,000	\$57,574 11	\$56,498 45
FNMA 7 YR BALLOON 957710	5 64%	09/01/18	25,000	\$27,309 77	\$25,714 43
FNMA 7 YR BALLOON 958347	5 46%	03/01/19	60,000	\$65,705 16	\$63,059 98
FNMA 7 YR BALLOON AM4219	2 69%	08/01/20	75,000	\$75,469 42	\$75,479 69
GOVERNMENT NATIONAL MTG ASSN POOL	2 69%	06/15/33	75,000	\$67,474 68	\$68,297 62
GOVT NATL MTG ASSOC PROJECT LOAN POOL	5 50%	11/15/46	60,000	\$57,877 91	\$57,091 21

<b>TOTAL</b>				<b>\$1,687,205.20</b>	<b>\$1,661,639.22</b>
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THE FULLERTON FOUNDATION, INC  
EIN: 57-0847444  
SCHEDULE OF MARKETABLE SECURITIES - OTHER SECURITIES  
November 30, 2014

Quantity	Name	Total Cost	Market Value
<b>PRIVATE ADVISORS PE</b>			
	PRIVATE ADVISORS SCPEF VI	\$ 66,786.56	\$ 66,786.56
<b>AIP</b>			
	AIP PRIVATE MARKETS VI LP-ADV	\$171,708.00	\$ 171,708.00
<b>BLACKSTONE ENERGY</b>			
	BLACKSTONE EP 11 OFFSHORE	\$ 0.01	\$ 0.01
<b>MANAGED FUTURES</b>			
91,567	AAAENGII	\$ 175,605.82	\$ 305,589.09
<b>HEDGE FUNDS OF FUNDS</b>			
	ABBEY	\$ 500,000.00	\$ 516,331.27
	K2	\$ 1,120,901.00	\$ 1,685,491.87
	AURORA	\$ 2,280,923.13	\$ 2,524,035.38
		\$ 3,901,824.13	\$ 4,725,858.52
		<u>\$ 4,315,924.52</u>	<u>\$ 5,269,942.18</u>

**THE FULLERTON FOUNDATION, INC**  
**EIN: 57-0847444**  
**SCHEDULE OF MARKETABLE SECURITIES - EQUITY SECURITIES**  
**November 30, 2014**

Quantity	Name	Total Cost	Market Value
675	A G C O CORP	\$34,810.09	\$28,478.25
1,257	ABBOTT LABORATORIES	\$46,177.54	\$55,949.07
1,410	ABERCROMBIE & FITCH CO	\$44,517.75	\$40,678.50
408	ACCENTURE PLC IRELAND CL A	\$33,108.90	\$35,222.64
620	ACCESS MIDSTREAM PARTNERS L P	\$33,494.76	\$38,861.60
5,480	ACCOR S A UNSPONSORED ADR	\$37,662.41	\$51,402.40
124	ACTAVIS PLC	\$33,342.43	\$33,555.64
1,170	ADOBE SYSTEMS	\$48,191.63	\$86,205.60
5,065	AEGON NV ADR	\$44,911.86	\$39,760.25
308	AGRIUM INC	\$27,647.95	\$30,005.36
3,585	AIA GROUP LTD SPON ADR	\$72,660.38	\$82,885.20
2,818	AIR LIQUIDE ADR	\$69,606.27	\$70,788.16
4,700	AIRBUS GROUP	\$58,779.83	\$71,440.00
3,511	AKBANK TURK ANONIM SIRKETI ADR	\$30,328.54	\$28,193.33
260	ALLERGAN INC	\$26,655.84	\$55,611.40
4,359	ALLIANZ SE ADS	\$76,369.68	\$74,844.03
1,126	ALLY FINANCIAL INC	\$28,184.07	\$26,776.28
4,826	AMBEV S A SPONSORED ADR	\$37,323.57	\$31,610.30
745	AMER INTL GP INC NEW	\$28,530.26	\$40,826.00
1,947	AMERICA MOVIL SA DE CV ADR L	\$41,920.48	\$46,163.37
4,299	AMERICAN EAGLE OUTFITTERS NEW	\$53,414.12	\$60,615.90
600	AMERICAN EXPRESS CO	\$50,243.79	\$55,452.00
347	AMERIGAS PARTNERS COMMON UNITS	\$16,325.73	\$16,027.93
375	AMERISOURCEBERGEN CORP	\$19,337.80	\$34,143.75
156	AMGEN INC	\$25,445.73	\$25,788.36
1,129	ANGLOGOLD ASHANTI LIMITED	\$27,425.26	\$9,664.24
492	ANHEUSER BUSCH INBEV SA SPON	\$49,039.12	\$57,559.08
532	AON PLC SHS CL-A	\$29,120.47	\$49,204.68
631	APACHE CORP	\$58,346.74	\$40,440.79
850	APPLE INC	\$65,859.07	\$101,090.50
1,067	ARM HOLDINGS PLC ADS	\$48,988.97	\$45,710.28
1,331	ATLAS COPCO AS A ADR A NEW	\$37,294.62	\$38,505.83
616	ATLAS WORLDWIDE HLDGS INC NEW	\$23,236.05	\$28,120.40
1,154	AVNET INC	\$35,471.36	\$50,533.66
1,812	AXA ADS	\$30,661.62	\$43,741.68
206	BAIDU INC ADS	\$20,655.25	\$50,492.66
132	BAIDU INC ADS	\$19,936.35	\$32,354.52
3,425	BANCO BILBAO VIZ ARG SA ADS	\$40,551.52	\$36,681.75
3,925	BANCO BILBAO VIZ ARG SA ADS	\$41,544.25	\$42,036.75
3,810	BANCO DO BRASIL SA SPON ADR	\$49,016.35	\$43,510.20



449	BANCO MACRO S.A. SPONS ADR	\$8,718.03	\$18,997.19
3,130	BARCLAYS PLC ADR	\$49,851.24	\$47,857.70
350	BAYER AG SPON ADR	\$45,935.72	\$52,524.50
1,406	BAYERISCHE MOTOREN WERKE AG	\$54,187.18	\$53,442.06
2,150	BB SEGURIDADE PARTICIPACOES	\$25,210.04	\$27,713.50
2,250	BG GROUP PLC	\$47,932.79	\$31,567.50
2,250	BG GROUP PLC	\$41,199.12	\$31,567.50
285	BIDVEST GROUP LTD SPONS ADR	\$14,229.07	\$15,236.96
1,188	BIG LOTS INC OHIO	\$36,093.05	\$60,350.40
225	BIOGEN IDEC INC	\$48,007.91	\$69,230.25
175	BIOGEN IDEC INC	\$47,865.42	\$53,845.75
833	BP PLC ADS	\$37,479.24	\$32,753.56
1,130	BRITISH SKY BRDCSTG GRP PLC	\$68,035.10	\$66,752.04
490	BUNGE LTD	\$38,024.80	\$44,477.30
1,652	CA INCORPORATED	\$39,114.22	\$51,459.80
792	CANADIAN NATL RAILWAY CO	\$44,412.59	\$56,271.60
840	CANADIAN NATURAL RESOURCES LTD	\$27,798.72	\$27,955.20
376	CAPITAL ONE FINANCIAL CORP	\$21,953.44	\$31,283.20
450	CARBO CERAMICS INC	\$24,786.66	\$17,118.00
960	CELGENE CORP	\$63,932.92	\$109,142.40
612	CHECK POINT SOFTWARE TECH LTD	\$31,518.78	\$47,313.72
1,584	CHESAPEAKE ENERGY CORP	\$28,130.49	\$32,091.84
2,888	CHINA CONSTRUCTION BANK CORP	\$44,135.85	\$43,435.52
645	CHINA MOBILE LTD	\$33,546.32	\$39,809.40
1,710	CHINA SHENHUA ENERGY LTD ADR	\$19,775.67	\$19,340.10
1,745	CIELO SA SPONSORED ADR NEW	\$23,076.72	\$29,350.90
1,112	CISCO SYS INC	\$23,219.67	\$30,735.68
630	CIT GROUP INC NEW	\$30,384.90	\$30,744.00
1,481	CITIGROUP INC NEW	\$58,054.22	\$79,929.57
1,570	CLICKS GROUP LTD SPONS ADR	\$19,088.95	\$23,000.50
164	CNOOC LTD ADS	\$28,280.09	\$23,604.52
676	COLGATE PALMOLIVE CO	\$43,054.98	\$47,042.84
1,520	COMCAST CORP (NEW) CLASS A	\$81,994.50	\$86,700.80
2,772	COMMERCIAL INTL BNK LTD SP ADR	\$8,111.98	\$18,988.20
920	COMMUNITY HLTH SYS INC NEW	\$29,736.33	\$43,313.60
2,900	COMPANHIA ENERGY DE MIN SP ADR	\$16,569.44	\$16,008.00
108	COPA HOLDINGS,S.A. CLA A	\$12,693.15	\$12,086.28
691	COSTCO WHOLESALE CORP NEW	\$58,137.23	\$98,204.92
269	COSTCO WHOLESALE CORP NEW	\$27,241.45	\$38,230.28
1,283	CSL LTD	\$39,311.48	\$45,148.77
964	CVS HEALTH CORP COM	\$55,260.30	\$88,071.04
411	CVS HEALTH CORP COM	\$24,186.21	\$37,548.96
852	DAIMLER AG	\$48,470.98	\$71,722.44
1,270	DASSAULT SYSTEMS SA ADS	\$73,023.77	\$82,867.50
640	DBS GROUP HOLDINGS LTD SP	\$34,392.64	\$38,880.00
1,890	DENSO CORP LTD ADR	\$44,761.06	\$44,131.50
5,756	DEUTSCHE BOERSE AG UNSPON ADR	\$30,294.11	\$41,731.00

1,470	DEUTSCHE POST AG SPONSORED ADR	\$45,539.28	\$48,833.40
290	DOLLAR TREE INC	\$17,876.59	\$19,824.40
588	EATON CORP PLC SHS	\$38,098.63	\$39,884.04
1,489	EBAY INC	\$78,111.76	\$81,716.32
526	EBAY INC	\$28,273.81	\$28,866.88
2,830	EMC CORP MASS	\$70,366.37	\$85,890.50
1,695	ENBRIDGE ENERGY PTNRS LP	\$52,659.10	\$63,562.50
4,140	ENERGY TRANS EQTY LP	\$85,823.95	\$245,874.60
1,335	ENERGY TRANSFER PARTNERS L P	\$62,466.99	\$87,001.95
2,240	ENLINK MIDSTREAM PARTNERS LP	\$67,078.26	\$62,473.60
9,824	ENTERPRISE PROD PRTNRS L.P.	\$244,119.82	\$366,828.16
510	EQT MIDSTREAM PTNRS LP	\$30,324.31	\$42,656.40
1,011	ESTEE LAUDER CO INC CL A	\$64,316.49	\$74,955.54
579	ESTEE LAUDER CO INC CL A	\$39,117.97	\$42,927.06
429	EV ENERGY PARTNERS LP	\$25,569.98	\$12,153.57
1,245	EXPRESS SCRIPTS HLDG CO COM	\$76,341.82	\$103,521.75
265	FACEBOOK INC CL-A	\$19,129.83	\$20,590.50
2,397	FANUC CORPORATION UNSP ADR	\$67,087.35	\$67,379.67
5,719	FIRST NIAGARA FNCL GP NEW	\$48,910.84	\$46,724.23
1,670	FORD MOTOR CO NEW	\$26,964.30	\$26,269.10
911	FRESENIUS MEDICAL CARE AG&CO	\$33,078.32	\$33,615.90
2,430	FUCHS PETROLUB AG UNSPON ADR	\$29,264.20	\$24,883.20
4,060	GAZPROM O A O SPON ADR	\$36,222.54	\$23,507.40
1,039	GEA GROUP AG SPON ADR	\$29,576.79	\$49,653.81
1,955	GENERAL ELECTRIC CO	\$46,746.56	\$51,787.95
1,470	GENERAL MTRS CO	\$42,349.40	\$49,142.10
1,189	GENESIS ENERGY LP COM	\$40,579.34	\$52,351.67
736	GILEAD SCIENCE	\$56,052.93	\$73,835.52
659	GILEAD SCIENCE	\$46,169.63	\$66,110.88
89	GOOGLE INC-CL A	\$47,694.97	\$48,868.12
1,392	HARTFORD FIN SERS GRP INC	\$35,137.78	\$57,489.60
1,373	HARTFORD FIN SERS GRP INC	\$32,800.70	\$56,704.90
1,195	HCA HOLDINGS INC	\$83,657.17	\$83,279.55
695	HEALTH NET INC A	\$23,408.97	\$35,709.10
1,369	HEINEKEN NV SPN ADR	\$41,568.74	\$53,719.56
710	HILTON WORLDWIDE HOLDINGS INC	\$17,516.62	\$18,616.20
661	HITACHI 10 COM NEW ADR	\$42,874.47	\$51,108.52
2,875	HOLCIM LTD UNSPON ADR	\$44,636.39	\$42,147.50
1,540	HONG KONG EXCHANGES & CLEARING	\$24,593.80	\$33,464.20
860	HSBC HOLDINGS PLC SPON ADR NEW	\$46,175.55	\$42,785.00
1,081	ICICI BANK LTD	\$37,156.94	\$63,660.09
1,131	IMPERIAL HLDGS LTD ADR	\$26,125.45	\$20,312.76
976	IMPERIAL OIL LTD COM NEW	\$42,451.50	\$42,534.08
503	INGERSOLL-RAND PLC SHS	\$26,814.29	\$31,719.18
1,013	INTERNATIONAL PAPER CO	\$30,828.34	\$54,519.66
1,832	INTERPUBLIC GROUP OF COS INC	\$32,041.27	\$37,171.28
3,140	ITAU UNIBANCO MULTIPLE ADR	\$41,720.68	\$47,288.40

846	JGC CORP UNSPONSORED ADR	\$61,495.74	\$36,268.02
919	JOHNSON CONTROLS INCORPORATED	\$29,946.66	\$45,950.00
907	JPMORGAN CHASE & CO	\$50,617.83	\$54,565.12
803	JPMORGAN CHASE & CO	\$44,729.07	\$48,308.48
4,896	JULIUS BAER GROUP LTD UN ADR	\$35,829.22	\$44,064.00
956	KB FINANCIAL GRP INC SONS ADR	\$30,655.35	\$33,393.08
1,118	KENNAMETAL INC	\$45,821.60	\$41,164.76
3,795	KEYCORP NEW	\$37,115.64	\$51,232.50
1,750	KIMBERLY CLARK SPON ADR	\$30,497.43	\$19,932.50
1,451	KOC HLDG AS UNSPON ADR	\$39,650.99	\$40,773.10
1,443	KONINKLIJKE PHIL EL SP ADR NEW	\$45,252.27	\$43,362.15
1,758	L OREAL CO ADR	\$59,246.94	\$59,912.64
1,270	LINDE AG SPONSORED ADR	\$24,035.39	\$23,901.40
2,303	LINN ENERGY LLC UTS REP LTD LI	\$85,023.54	\$42,029.75
2,980	LOCALIZA RENT A CAR SA SPON	\$39,489.42	\$40,617.40
666	LOEWS CORPORATION	\$24,943.86	\$27,732.24
751	LVMH MOET HENNESSY LOUIS VUITT	\$27,359.42	\$26,675.52
333	MACY'S INC	\$12,221.67	\$21,615.03
2,105	MAGELLAN MIDSTREAM PARTNERS LP	\$79,596.38	\$174,483.45
1,665	MARKWEST ENGY PTNRS LP	\$90,042.46	\$118,314.90
351	MCKESSON CORP	\$61,121.62	\$73,976.76
986	METLIFE INCORPORATED	\$35,512.36	\$54,831.46
877	METLIFE INCORPORATED	\$34,302.05	\$48,769.97
4,465	METRO AG UNSPON ADR	\$30,809.41	\$29,960.15
1,135	MICHAEL KORS HOLDINGS LTD	\$96,538.56	\$87,065.85
1,150	MICROSOFT CORP	\$43,191.80	\$54,981.50
1,277	MITSUBISHI EST ADR	\$31,988.85	\$28,770.81
1,771	MITSUBISHI EST ADR	\$39,394.11	\$39,900.63
2,107	MOBILE TELESYSTEMS OJSC	\$41,853.66	\$25,747.54
1,760	MONDELEZ INTL INC COM	\$55,186.48	\$68,992.00
494	MONOTARO CO LTD ADR	\$11,344.68	\$11,831.30
565	MONSANTO CO/NEW	\$61,544.92	\$67,749.15
1,985	MTN GRP LTD SPONS ADR	\$38,847.88	\$39,064.80
465	MYRIAD GENETIC INC	\$12,752.16	\$15,591.45
1,020	NEDBANK GRP LTD SPON ADR	\$20,586.52	\$22,338.00
1,185	NESTLE SPON ADR REP REG SHR	\$71,965.81	\$88,934.25
475	NETEASE.COM INC ADS	\$28,201.88	\$50,193.25
759	NEWMONT MINING CORP (NEW)	\$19,859.94	\$13,965.60
909	NIKE INC B	\$65,463.62	\$90,254.61
276	NIKE INC B	\$21,970.64	\$27,404.04
1,510	NIPPON TELEGRAPH&TELEPHONE ADS	\$37,269.12	\$40,513.30
1,210	NORDSTROM INC	\$58,877.02	\$92,395.60
705	NORWEGIAN CRUISE LINE HLDS INC	\$23,391.36	\$30,942.45
510	NOVARTIS AG ADR	\$32,309.26	\$49,291.50
1,140	NOVO NORDISK A/S ADR	\$50,341.18	\$51,824.40
1,155	NRG ENERGY INC	\$30,722.57	\$36,105.30
537	OCCIDENTAL PETROLEUM CORP DE	\$43,834.75	\$42,836.49

303	OCCIDENTAL PETROLEUM CORP DE	\$26,910.07	\$24,170.31
335	OIL CO LUKOIL SPN ADR	\$20,405.90	\$15,326.25
1,819	ONEOK PARTNERS LP	\$84,005.21	\$80,181.52
2,106	ORACLE CORP	\$67,906.18	\$89,315.46
1,184	ORACLE CORP	\$40,091.36	\$50,213.44
1,445	ORIFLAME COSMETICS SA SPON ADR	\$24,617.43	\$12,542.60
2,640	OTSUKA HOLDINGS CO LTD UNS ADR	\$40,395.94	\$41,672.40
433	PACCAR INC	\$18,052.81	\$29,019.66
2,013	PBF ENERGY INC	\$47,661.42	\$56,887.38
795	PEPSICO INC NC	\$66,526.94	\$79,579.50
1,800	PFIZER INC	\$43,139.72	\$56,070.00
199	PHILIP MORRIS INTL INC	\$17,664.12	\$17,299.07
510	PHILIPPINE LG DIST TEL SPN ADR	\$34,495.46	\$34,068.00
370	PHILLIPS 66 COM	\$28,862.82	\$27,017.40
2,662	PLAINS ALL AMERICAN PIPLIN L P	\$125,987.59	\$136,959.90
340	PNC FINL SVCS GP	\$28,124.14	\$29,739.80
4,845	PORSCHE AUTOMOBIL HLDG SE ADR	\$36,968.78	\$41,909.25
2,830	PPC LIMITED UNSPON ADR	\$18,990.19	\$13,046.30
37	PRICELINE.COM INC NEW	\$37,690.61	\$42,927.03
584	PROCTER & GAMBLE	\$46,432.07	\$52,811.12
2,110	PT ASTRA INTERNATIONAL TBK ADR	\$27,606.26	\$24,708.10
3,506	PT BK MANDIRI PERSERO TBK UNSP	\$28,634.41	\$30,081.48
900	PT SEMEN GRESIK PERSERO ADR	\$29,216.72	\$23,751.00
620	PT TELEKOMUNIKASI INDONESIA	\$27,510.31	\$28,582.00
554	PT UNITED TRACTORS ADR	\$20,818.15	\$16,564.60
1,213	PTT EXPLO & PRODTN SPONS ADR	\$12,558.55	\$9,873.82
928	QUALCOMM INC	\$60,170.27	\$67,651.20
342	QUALCOMM INC	\$24,276.82	\$24,931.80
194	RALPH LAUREN CORP CL A	\$33,027.87	\$35,870.60
285	RAYTHEON CO (NEW)	\$15,928.90	\$30,409.50
2,345	REGENCY ENERGY PTNRS LP UTS	\$61,683.68	\$66,809.05
1,848	REPSOL SA SPON ADR	\$35,013.93	\$40,674.48
887	RIO TINTO PLC SPON ADR	\$44,224.63	\$41,334.20
2,140	ROCHE HOLDINGS ADR	\$76,284.69	\$80,164.40
1,244	ROCHE HOLDINGS ADR	\$33,299.90	\$46,600.24
2,795	ROYAL DSM NV SPONSORED ADR	\$38,477.48	\$45,991.73
12,337	ROYAL KPN NV SPONS ADR	\$45,262.30	\$41,020.53
585	SANDS CHINA LTD UNSPONSORE ADR	\$45,968.91	\$35,129.25
1,900	SANLAM LTD ADR	\$18,982.35	\$25,137.00
845	SANOFI ADR	\$42,280.63	\$40,805.05
870	SAP AG	\$68,032.56	\$61,178.40
399	SASOL LTD SPON ADR	\$20,142.55	\$16,777.95
4,240	SBERBANK RUSSIA SPONSORED ADR	\$49,239.16	\$26,033.60
539	SCHLUMBERGER LTD	\$40,510.32	\$46,327.05
463	SCHLUMBERGER LTD	\$36,066.27	\$39,794.85
488	SCHLUMBERGER LTD	\$46,421.43	\$41,943.60
3,327	SCHNEIDER ELEC SA UNSP ADR	\$57,725.88	\$54,130.29

3,308	SECOM LTD ADR	\$40,188.84	\$47,750.98
3,280	SEVEN & I HLDGS CO LTD ADR	\$60,060.97	\$60,811.20
734	SHINHAN FINANCIAL GROUP CO LTD	\$25,648.21	\$32,699.70
122	SHIRE PLC ADR	\$22,177.40	\$26,059.20
1,183	SHOPRITE HLDGS LTD SPONSORED A	\$22,954.67	\$18,005.26
4,530	SOCIETE GENERALE SP ADR	\$47,535.31	\$44,982.90
1,009	SONOVA HLDG AG UNSP ADR	\$28,436.15	\$30,522.25
3,389	SONY CORP ADR 1974 NEW	\$58,697.93	\$74,524.11
1,513	SPIRIT AEROSYSTEMS HLD CLA A	\$43,529.00	\$65,225.43
1,710	STANDARD BANK GROUP LTD SPON	\$21,697.44	\$21,067.20
666	STARBUCKS CORP WASHINGTON	\$39,581.47	\$54,085.86
440	STATE STREET CORP	\$31,765.46	\$33,761.20
8,635	SUMITOMO MITSUI FINL GROUP INC	\$78,566.31	\$65,280.60
1,245	SUNCOR ENERGY INC NEW COM	\$38,364.77	\$39,329.55
2,430	SUNTORY BEVERAGE AND FOOD LTD	\$41,771.70	\$42,743.70
1,078	SVENSKA HANDELSBANKEN AB ADR	\$27,165.60	\$26,313.98
1,082	SWATCH GROUP AG ADR THE UNSPON	\$35,015.96	\$26,725.40
2,337	SYMANTEC CORP	\$48,035.19	\$60,972.33
1,625	SYMRISE AG UNSPONS ADR	\$22,180.42	\$24,212.50
3,090	SYSMEX CORP UNSPON ADR	\$44,372.40	\$67,825.50
2,008	TAIWAN SMCNDCTR MFG CO LTD ADR	\$35,181.79	\$47,127.76
4,350	TAIWAN SMCNDCTR MFG CO LTD ADR	\$75,671.65	\$102,094.50
2,232	TAIWAN SMCNDCTR MFG CO LTD ADR	\$38,024.96	\$52,385.04
5,626	TALISMAN ENERGY INC	\$75,671.31	\$26,498.46
1,235	TARGA RES PTNRS LP REP UTS	\$58,783.68	\$67,715.05
903	TARGET CORPORATION	\$53,543.90	\$66,822.00
540	TARGET CORPORATION	\$30,127.04	\$39,960.00
1,935	TERADYNE INC	\$35,234.13	\$38,409.75
1,010	TEVA PHARMACEUTICALS ADR	\$39,902.20	\$57,549.80
1,118	TEVA PHARMACEUTICALS ADR	\$51,787.59	\$63,703.64
1,090	TEXTRON INC	\$30,058.07	\$47,218.80
453	THERMO FISHER SCIENTIFIC	\$54,087.80	\$58,568.37
1,355	TIDEWATER INC	\$65,927.18	\$41,883.05
758	TIGER BRANDS LTD SPON ADR NEW	\$23,226.91	\$26,416.30
465	TIME WARNER INC NEW	\$24,891.72	\$39,580.80
1,541	TITAN INTL INC	\$26,356.37	\$15,255.90
1,325	TJX COS INC NEW	\$78,839.37	\$87,662.00
580	TJX COS INC NEW	\$35,194.62	\$38,372.80
596	TORAY INDS ADR	\$42,169.12	\$46,654.88
725	TRIUMPH GROUP INC	\$48,336.03	\$49,343.50
1,694	TURKCELL ILETISM HIZM AS NEW	\$26,577.55	\$26,883.78
9,470	TURKIYE GARANTI BANKASI A S	\$30,725.05	\$41,478.60
2,495	UNIBAIL-RODAMCO SE ADR	\$62,372.01	\$66,067.60
13,071	UNICHARM CORP UNSPON ADR	\$63,407.88	\$59,734.47
624	UNILEVER PLC (NEW) ADS	\$24,539.74	\$26,295.36
228	UNION PACIFIC CORP	\$8,859.34	\$26,623.56
352	UNION PACIFIC CORP	\$29,919.10	\$41,103.04

530	UNITED PARCEL SERVICE INC CL-B	\$45,641.57	\$58,257.60
166	UNITED TECHNOLOGIES CORP	\$17,964.52	\$18,273.28
1,555	UNUMPROVIDENT CORP	\$36,991.95	\$51,657.10
1,369	VALE S.A. SP	\$21,559.85	\$10,637.13
585	VIACOM INC NEW CLASS B	\$34,126.20	\$44,243.55
270	VISA INC CL A	\$43,076.45	\$69,711.30
1,341	VODACOM GROUP LIMITED	\$16,093.04	\$16,145.64
2,115	VODAFONE GROUP PLC	\$86,152.08	\$77,303.25
1,397	VOYA FINL INC	\$50,350.92	\$58,506.36
126	W W GRAINGER INC	\$32,370.20	\$30,955.68
665	WALGREEN CO	\$45,169.20	\$45,625.65
960	WALT DISNEY CO HLDG CO	\$52,891.83	\$88,809.60
1,563	WEICHAI PWR CO LTD UNSPON ADR	\$22,726.39	\$23,593.49
360	WELLS FARGO & CO NEW	\$15,711.92	\$19,612.80
784	WELLS FARGO & CO NEW	\$34,077.23	\$42,712.32
531	WELLS FARGO & CO NEW	\$23,173.62	\$28,928.88
1,901	WILLIAM HILL PLC ADR-ORD SHS	\$48,271.47	\$39,844.96
1,695	WILLIAMS PARTNERS LTD	\$83,535.65	\$87,699.30
3,120	WOOLWORTHS HLDGS LTD	\$22,678.73	\$22,807.20
705	WPP PLC SPON NEW ADR	\$73,621.69	\$73,743.00
398	WPP PLC SPON NEW ADR	\$27,436.76	\$41,630.80
668	WYNN MACAU LTD UNSPON ADR	\$20,707.19	\$21,897.04
753	XINYI GLASS HLDGS LTD UNSPON	\$12,476.83	\$8,049.57
960	YPF SOCIEDAD ADS REP 1 CL-D SH	\$22,657.89	\$32,102.40
975	ZIONS BANCORP	\$28,326.73	\$27,358.50
TOTAL		\$12,324,775.73	\$14,210,405.35

#### MUTUAL FUNDS

149,169	INVESCO BALANCED-RISK ALLOC Y	\$1,884,619.74	\$1,884,006.31
179,753	PIMCO ALL ASSET ALL AUTH P	\$1,941,673.61	\$1,766,973.20
130,835	TEMPLETON GLOBAL BD FD ADV	\$1,733,917.45	\$1,721,790.92
121,279	VIRTUS INSIGHT EMERG MKTS I	\$1,230,683.68	\$1,278,281.55
TOTAL		\$6,790,894.48	\$6,651,051.98

#### EXCHANGE-TRADED & CLOSED-END FUNDS

77,363	ISHARES GOLD TRUST	\$1,165,760.33	\$873,428.27
15,686	ISHARES S&P 500 GRWTH ETF	\$1,210,727.85	\$1,775,655.20
9,681	SPDR DJIA TRUST	\$1,306,295.66	\$1,724,186.10
TOTAL		\$3,682,783.84	\$4,373,269.57

OTHER EQUITY FUNDS

22,730	FIRST TRUST EUROPE	\$ 750,983.29	\$ 693,946.90
16,590	FIRST TRUST JAPAN	\$ 749,868.00	\$ 758,328.90
TOTAL		\$ 1,500,851.29	\$ 1,452,275.80
TOTAL		<u>\$24,299,305.34</u>	<u>\$26,687,002.70</u>

**THE FULLERTON FOUNDATION**

**57-0847444**

Form 990-PF, Part XV, Line 2(b)

Initial letter of application should be brief and contain background of grant requester, purpose of the grant, general financial information and documentation of Section 501(c)(3) federal tax exempt status

Form 990-PF, Part XV, Line 2(d)

Geographical Primarily South Carolina and North Carolina Primary field of interest is health care and medicine with higher education secondary



**THE FULLERTON FOUNDATION, INC.  
GRANTS PAID IN 2014**

GRANTEE	PURPOSE	AMOUNT
American Heart Association Spartanburg, SC	Provide "hands-only" CPR training to approximately 2000 upstate SC citizens by use of the Family and Friends CPR Anytime kits	\$ 30,000 00
Boys and Girls Clubs of the Upstate Spartanburg, SC	Open and operate a new Boys and Girls Club hosted by and in partnership with Luther Vaughan elementary school for three years	\$ 75,000 00
Cherokee County School District Gaffney, SC	Director support to the four middle schools in Cherokee County for stipends and supplies for Year 2 of the Match pilot program.	\$ 6,800 00
Clarity Greenville, SC	Help purchase needed equipment for audiology, speech therapy and learning to help children and adults with disabilities live full and more meaningful lives	\$ 31,400 00
Duke University Medical Center Durham, NC	Train primary care providers in the Carolinas to serve as leaders of local, regional and national programs so they may improve the health in our communities and make health care more accessible, effective and economical Project title PHIL II	\$ 111,604 00
East Carolina University Greenville, NC	Implement NC's highly successful Match Program for child obesity as a pilot program in Cherokee County's four middle schools	\$ 75,585 00
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County	\$ 30,000 00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 153,000 00
	East Carolina	\$ 37,500 00
	Duke University	\$ 37,500 00
	Medical University of SC	\$ 26,000 00
	University of NC	\$ 13,500 00
	University of SC	\$ 1,000 00
	Wake Forest University	\$ 37,500 00
Gateway Greenville, SC	Help with the Assisted Competitive Employment (ACE) Project designed to encourage and support members to move from a temporary, transitional employment to a permanent and more independent employed position	\$ 50,000 00
Henderson County Young Leaders Program Hendersonville, NC	Help support the implementation of the Henderson County Young Leaders board's fund raising strategy	\$ 30,000 00

Lutheran Homes of SC Irmo, SC	Help support a new program in SC - Continuing Care at Home	\$	37,500 00
Medical University of SC Charleston, SC	Help with the expansion at HealthCare Simulation SC to meet the needs and demands of a rapidly growing patient simulator programs and centers across SC	\$	125,000 00
MemoryCare Asheville, NC	Expand sesrvices by adding an additional care team (physician and nurse or social work care manager).	\$	50,881 00
Mission Healthcare Foundation Asheville, NC	Help support the expansion of the Fullerton Genetics Center into a new building which will place under one roof the laboratory and the counseling/clinical genetics services	\$	166,667 00
Palmetto Project Charleston, SC	World Class Scholars - A program that will enable a joint use school classroom in Cherokee County to learn, connect and share with schools globally via a real time online class exchange	\$	25,000 00
SC College of Pharmacy Columbia, SC	Develop a community-based, SC geriatric outreach program whose focus is medication management for older adults	\$	69,334.00
SC Office of Rural Health Lexington, SC	Establish a SC Primary Care Medical Home (PCMH) Institute which will provide the needed technical support to ensure primary care practices in SC gain PCMH recognition	\$	105,377 00
South Carolina State Museum Columbia, SC	Funding for four traveling exhibits and six StarLabs to be held at various schools in Cherokee County for school years 2013-2014 and 2014-2015	\$	24,500.00
Spartanburg Community College Foundation Spartanburg, SC	Financial support for continuing the Cherokee 2020 initiative	\$	25,000 00
Spartanburg Regional Healthcare System Foundation Spartanburg, SC	Ensure continued support for the current part-time mobile mammography patient navigator to serve Cherokee County	\$	15,000.00
University of North Carolina at Chapel Hill Chapel Hill, NC	Help support I <sup>3</sup> POP, an initiative to improve the health of populations in residency training programs across NC and SC wiuth a limited recruitment from VA	\$	66,088 00
University of South Carolina School of Medicine Columbia, SC	Expand the existing ultrasound multi-media production center to provide the type and amount of interactive materials, which are in demand by USCSOM and other healthcare providers	\$	133,200 00

University of South Carolina School of Medicine Columbia, SC	Develop a prototype, referred to as ICARE, which can provide physical as well as mental health care within a primary care doctor's office via telepsychiatry	\$ 50,000.00
University of SC Upstate Mary Black School of Nursing Spartanburg, SC	Expand the evolving Mary Black School of Nursing Patient Simulation Center into a full-fledged simulation teaching center not only for nursing school training, but also for advanced community partnership training	\$ 50,000 00
<b><u>TOTAL PAID IN CURRENT YEAR</u></b>		<b>\$ 1,536,936.00</b>

**GRANTS APPROVED DURING THE YEAR**

<b>GRANTEE</b>	<b>PURPOSE</b>	<b>AMOUNT</b>
<b><u>2015</u></b>		
Boys and Girls Clubs of the Upstate Spartanburg, SC	Open and operate a new Boys and Girls Club hosted by and in partnership with Luther Vaughan elementary school for three years	\$ 75,000.00
Duke University Medical Center Durham, NC	Train primary care providers in the Carolinas to serve as leaders of local, regional and national programs so they may improve the health in our communities and make health care more accessible, effective and economical Project title PHIL II	\$ 111,604.00
East Carolina University Greenville, NC	Implement North Carolina's highly successful MATCH program for child obesity as a pilot program in Cherokee County's four middle schools	\$ 52,814 00
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County	\$ 30,000.00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 303,000.00
Gateway Greenville, SC	Help with the Assisted Competitive Employment (ACE) Project designed to encourage and support members to move from a temporary, transitional employment to a permanent and more independent employed position	\$ 50,000.00
Lutheran Homes of SC Irmo, SC	Help support a new program in SC - Continuing Care at Home	\$ 37,500 00
SC Office of Rural Health Lexington, SC	Establish a SC Primary Care Medical Home (PCMH) Institute which will provide the needed technical support to ensure primary care practices in SC gain PCMH recognition	\$ 109,623 00
Spartanburg Community College Foundation Spartanburg, SC	Financial support for continuing the Cherokee 2020 initiative	\$ 20,000 00
University of North Carolina at Chapel Hill Chapel Hill, NC 27599-7000	Help support I <sup>3</sup> POP, an initiative to improve the health of populations in residency training programs across NC and SC wiuth a limited recruitment from VA	\$ 65,038 00
University of South Carolina School of Medicine Columbia, SC	Expand the existing ultrasound multi-media production center to provide the type and amount of interactive materials, which are in demand by USCSOM and other healthcare providers	\$ 133,100 00

University of SC Upstate Mary Black School of Nursing Spartanburg, SC	Expand the evolving Mary Black School of Nursing Patient Simulation Center into a full-fledged simulation teaching center not only for nursing school training, but also for advanced community partnership training	\$ 50,000 00
University of South Carolina School of Medicine Columbia, SC	Develop a prototype, referred to as ICARE, which can provide physical as well as mental health care within a primary care doctor's office via telepsychiatry	\$ 50,000 00
Wake Forest School of Medicine Winston-Salem, NC 27157-1021	Work with USC School of Medicine to incorporate a longitudinal ultrasound curriculum with support faculty and equipment into the Wake Forest Medical School	\$ 75,000 00
TOTAL		\$ 1,012,679 00

## **2016**

Boys and Girls Clubs of the Upstate Spartanburg, SC	Open and operate a new Boys and Girls Club hosted by and in partnership with Luther Vaughan elementary school for three years	\$ 75,000 00
East Carolina University Greenville, NC	Implement North Carolina's highly successful MATCH program for child obesity as a pilot program in Cherokee County's four middle schools	\$ 36,414 00
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 262,500 00
Spartanburg Community College Foundation Spartanburg, SC	Financial support for continuing the Cherokee 2020 initiative	\$ 15,000 00
Wake Forest School of Medicine Winston-Salem, NC 27157-1021	Work with USC School of Medicine to incorporate a longitudinal ultrasound curriculum with support faculty and equipment into the Wake Forest Medical School	\$ 75,000 00
TOTAL		\$ 463,914 00

## **2017**

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 187,500 00
Wake Forest School of Medicine Winston-Salem, NC 27157-1021	Work with USC School of Medicine to incorporate a longitudinal ultrasound curriculum with support faculty and equipment into the Wake Forest Medical School.	\$ 100,000 00
TOTAL		\$ 187,500 00

## **2018**

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 112,500 00
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**2019**

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 37,500 00
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<b><u>TOTAL FUTURE PAYMENTS</u></b>	<b>\$ 1,814,093.00</b>
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## FULLERTON FOUNDATION

GAAP DECEMBER 1 2013 - NOVEMBER 30 2014

Asset ID	Description	Placed in Service Date	Disposal Date	Beginning	Additions	Deletions	Ending	Depr Meth / Yr	Conv	Mo	Book Cost	Credit Reduction Amount	Bus Use % & AFYD	Net S179/A Use % & AFYD	Prior Reported Depreciation	Depreciable Basis	Beginning Accum Depr	Current Depr & AFYD	Net Sec 179/179A	Additions Deletions	Ending Accum Depr	Net Book Value
000015	Building Addition	3/15/2001		254,814	-	-	254,814	39.0	DB200HY	39.0	254,814	-	100	-	122,810	132,004	122,810	6,769	-	-	128,579	125,235
000016	Architect Fees	3/15/2001		24,816	-	-	24,816	39.0	DB200HY	39.0	24,816	-	100	-	11,960	12,856	11,960	659	-	-	12,620	12,196
000017	Carpet & Tile	3/15/2001		3,515	-	-	3,515	39.0	DB200HY	39.0	3,515	-	100	-	1,694	1,821	1,694	93	-	-	1,787	1,728
Total Buildings				<u>\$ 283,145</u>			<u>\$ 283,145</u>								<u>\$ 135,464</u>			<u>\$ 7,522</u>				
000003	Office Furniture	1/1/1993		820	-	-	820	7.0	DB200AHY	7.0	820	-	100	-	820	-	820	-	-	-	820	-
000004	Office Chair	1/1/1996		316	-	-	316	5.0	DB200AHY	5.0	316	-	100	-	316	-	316	-	-	-	316	-
000008	Microsoft Gifts Software	1/1/2000		16,578	-	-	16,578	3.0	DB200AHY	3.0	16,578	-	100	-	16,578	-	16,578	-	-	-	16,578	-
000011	Blinds for Windows	2/24/2001		1,380	-	-	1,380	5.0	DB200AHY	5.0	1,380	-	100	-	1,380	-	1,380	-	-	-	1,380	-
000012	HP 2100 Laser Jet Printer	2/27/2001		721	-	-	721	3.0	DB200AHY	3.0	721	-	100	-	721	-	721	-	-	-	721	-
000013	Projector system for conference room	6/11/2001		7,167	-	-	7,167	5.0	DB200AHY	5.0	7,167	-	100	-	7,167	-	7,167	-	-	-	7,167	-
000014	Mahogany Desks, Tables, Credenzas Stand, and Chairs	2/28/2001		15,040	-	-	15,040	5.0	DB200AHY	5.0	15,040	-	100	-	15,040	-	15,040	-	-	-	15,040	-
000021	Brother 5040 Printer	4/25/2004		188	-	-	188	3.0	DB200AHY	3.0	188	-	100	-	188	-	188	-	-	-	188	-
000022	Upgrade for Gifts Program	7/29/2004		2,519	-	-	2,519	3.0	DB200AHY	3.0	2,519	-	100	-	2,519	-	2,519	-	-	-	2,519	-
000023	HP6540 Printer	10/31/2004		157	-	-	157	3.0	MC200AMQ	3.0	157	-	100	-	157	-	157	-	-	-	157	-
000024	LCM 19" CLD FLAT PANEL MONITOR	1/31/2005		367	-	-	367	5.0	MC200AHY	5.0	367	-	100	-	367	-	367	-	-	-	367	-
000025	GIFTS FOR WINDOWS - GOLD MAINTENANCE	7/18/2005		2,620	-	-	2,620	3.0	MC200AHY	3.0	2,620	-	100	-	2,620	-	2,620	-	-	-	2,620	-
000028	Laptop Computer DV9408NR	8/17/2007		1,007	-	-	1,007	3.0	MC200AHY	3.0	1,007	-	100	-	1,007	-	1,007	-	-	-	1,007	-
000029	AMD 3000 PC	9/25/2007		400	-	-	400	3.0	MC200AHY	3.0	400	-	100	-	400	-	400	-	-	-	400	-
000030	Dell Optiplex 360 Mini tower	6/15/2009		733	-	-	733	3.0	MC200AHY	3.0	733	-	100	-	733	-	733	-	-	-	733	-
000031	Gateway NV54 Laptop Computer	2/23/2010		531	-	-	531	3.0	MC200AHY	3.0	531	-	100	-	531	-	531	-	-	-	531	-
000032	Elio LC-XG250 projector w/ speakers	5/24/2010		5,230	-	-	5,230	5.0	MC200AHY	5.0	5,230	-	100	-	4,326	904	4,326	602	-	-	4,929	301
000033	PC 3.6 GHz quad core	4/17/2014		-	899	-	898	3.0	MC200AHY	3.0	898	-	100	-	-	898	-	299	-	-	299	599
Total Furniture and Fixtures				<u>\$ 65,774</u>			<u>\$ 56,673</u>								<u>\$ 54,870</u>			<u>\$ 902</u>			<u>\$ 902</u>	

Grand Total \$ 338,919 \$ 339,818 \$ 191,337 \$ 148,483 \$ 191,337 8,424 \$ 199,761 \$ 140,067

Page 1 Note There may be differences due to rounding Printed 12/05/2014 9:09 58AM