Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: GOOD SHEPHERD FUND-IMA-MAIN

A Employer identification number: 20-0017143

Number and street (or P O box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): 800-352-3705

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 7,918,039.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ______ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	4,761.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	34.	34.		STMT 1
	4 Dividends and interest from securities	182,203.	176,204.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	161,561.			
	b Gross sales price for all assets on line 6a 962,860.				
	7 Capital gain net income (from Part IV, line 2)		161,561.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	348,559.	337,799.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule) STMT 6	43,153.	43,153.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	9,109.	3,889.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 8	53.	28.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	53,315.	47,070.	NONE	1,025.
	25 Contributions, gifts, grants paid	236,200.			236,200.
	26 **Total expenses and disbursements** Add lines 24 and 25	289,515.	47,070.	NONE	237,225.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	59,044.			
	b **Net investment income** (if negative, enter -0-)		290,729.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 1 8 2015 OGDEN, UT

POSTMARK DATE MAY 1 4 2015

SCANNED MAY 21 2015

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	529,191.	440,087.	440,087.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations (attach schedule) STMT 9	257,053.	457,640.	456,084.
b	Investments - corporate stock (attach schedule) STMT 10	4,707,365.	4,716,095.	5,450,951.
c	Investments - corporate bonds (attach schedule) STMT 14	1,689,429.	1,608,187.	1,566,064.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 15			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ WELLS FARGO CHECKING)	217.	4,853.	4,853.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,183,255.	7,226,862.	7,918,039.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	7,183,255.	7,226,862.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	7,183,255.	7,226,862.	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,183,255.	7,226,862.	

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	7,183,255.
2	Enter amount from Part I, line 27a	2	59,044.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TAX EFFECTIVE DATE PRIOR TO TYE	3	6,158.
4	Add lines 1, 2, and 3	4	7,248,457.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 16	5	21,595.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,226,862.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	962,860.		801,299.	161,561.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				161,561.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 161,561.

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

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? [X] 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))
2013			
2012			
2011			
2010			
2009			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,815.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	5,815.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,815.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 3,316.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	3,316.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,499.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank NA Telephone no. ▶ (800)352-3705

Located at ▶ 1 WEST 4TH STREET, WINSTON SALEM, NC ZIP+4 ▶ 27101

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 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	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 2014?	4b		X

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

		Yes	No
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 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b** X	
	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? ☒ 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? *If "Yes" to 6b, file Form 8870.*	**6b**	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kenan L White 115 East Hillcrest Ave, Richmond, VA 23226	President/Direct 1	-0-	-0-	-0-
B Briscoe White III 115 East Hillcrest Ave, Richmond, VA 23226	Secretary/Treas/ 1	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	7,574,279.
b	Average of monthly cash balances	1b	322,374.
c	Fair market value of all other assets (see instructions)	1c	2,951.
d	**Total** (add lines 1a, b, and c)	1d	7,899,604.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,899,604.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,494.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,781,110.
6	**Minimum investment return.** Enter 5% of line 5	6	389,056.

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	389,056.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,815.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,815.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	383,241.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	383,241.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	383,241.

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	237,225.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	237,225.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	237,225.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				383,241.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			127,720.	
b Total for prior years: 20 12 ,20 ___,20___		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 ... NONE				
b From 2010 ... NONE				
c From 2011 ... NONE				
d From 2012 ... NONE				
e From 2013 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 237,225.				
a Applied to 2013, but not more than line 2a			127,720.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				109,505.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				273,736.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010 ... NONE				
b Excess from 2011 ... NONE				
c Excess from 2012 ... NONE				
d Excess from 2013 ... NONE				
e Excess from 2014 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 31				236,200.
Total ▶ 3a				236,200.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	34.	
4 Dividends and interest from securities			14	182,203.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	161,561.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				343,798.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 343,798.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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.

Kenan L. White 05/11/2015 President

Signature of officer or trustee | Date | Title

KENAN L. WHITE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TAMMY RENAUD, AVP		05/11/2015		P01043078

Firm's name ▶ WELLS FARGO BANK, N.A — Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262 — Phone no. 800-691-8916

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - SECURED MARKET DEPOSIT ACC	34.	34.
TOTAL	34.	34.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBVIE INC 1.750% 11/06/17	875.	875.
ABERDEEN EMERG MARKETS-INST #5840	2,040.	2,040.
AIR PRODUCTS & CHEMI 1.200% 10/15/17	597.	597.
AMERICAN EXPRESS CO COM	740.	740.
AMERICAN EXPRESS 7.000% 3/19/18	3,500.	3,500.
APACHE CORP COM RTS EXP 01/31/2006	280.	280.
APPLE COMPUTER INC COM	1,085.	1,085.
ARIEL FUND #2220	2,304.	2,304.
BB&T CORP COM	1,268.	1,268.
BANK OF AMERICA CORP 5.875% 1/05/21	2,938.	2,938.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,424.	1,424.
BAXTER INTERNATIONAL 4.500% 8/15/19	2,250.	2,250.
BLACKROCK INC	1,359.	1,359.
CALVERT CAPTL ACCUMULATION-I #764	3,265.	3,265.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	1,332.	1,332.
CISCO SYSTEMS INC 4.950% 2/15/19	1,980.	1,980.
COHEN & STEERS INSTL RLTY SHRS #1263	10,038.	10,038.
COLGATE-PALMOLIVE CO COM	767.	767.
CORNING INC 4.250% 8/15/20	2,125.	2,125.
COSTCO WHOLESALE CORP COM	749.	749.
CUMMINS INC COM	1,040.	1,040.
DANAHER CORP COM	190.	190.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	731.	731.
DOMINI INTL SOCIAL EQUITY-INV	3,072.	3,072.
DOVER CORP COM W/RTS EXP 11/2006	552.	552.
DRIEHAUS ACTIVE INCOME FUND	7,087.	7,087.
E M C CORP MASS COM	892.	892.
EOG RES INC COM	271.	271.
EOG RESOURCES INC 4.400% 6/01/20	2,200.	2,200.
EMERSON ELECTRIC CO 5.000% 4/15/19	2,500.	2,500.
FED FARM CREDIT BK 4.625% 3/21/17	2,287.	2,287.
FED HOME LN BK 1.875% 3/13/20	938.	938.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED HOME LN BK 1.250% 6/08/18	625.	625.
FED HOME LN MTG CORP 2.000% 7/30/19	481.	481.
FED NATL MTG ASSN 2.000% 4/30/20	58.	58.
FED HOME LN MTG CORP 2.375% 1/13/22	1,188.	1,188.
FED HOME LN MTG CORP 1.000% 3/08/17	449.	449.
FRANKLIN RES INC COM	398.	398.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	1,892.	1,892.
HEWLETT-PACKARD CO 4.300% 6/01/21	1,720.	1,720.
HOME DEPOT INC COM	1,250.	1,250.
INTEL CORP COM	833.	833.
ISHARES S & P MIDCAP 400 INDEX FUND	1,910.	1,910.
JP MORGAN CHASE & CO COM	1,443.	1,443.
JPMORGAN CHASE & CO 4.650% 6/01/14	930.	930.
JOHNSON & JOHNSON COM	2,291.	2,291.
KIMBERLY-CLARK CORP COM	1,682.	1,682.
LINCOLN NATIONAL COR 8.750% 7/01/19	4,375.	4,375.
MATTHEWS PACIFIC TIGER FUND	901.	901.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	1,123.	1,123.
MEDTRONIC INC 3.000% 3/15/15	1,200.	1,200.
MERGER FUND-INST #301	15,742.	15,742.
MICROSOFT CORP COM	2,375.	2,375.
MORGAN STANLEY 3.800% 4/29/16	1,520.	1,520.
NOBLE ENERGY INC COM	415.	415.
NORDSTROM INC COM	208.	208.
NOVARTIS AG SPONSORED ADR	1,201.	1,201.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	921.	921.
PARNASSUS SMALL CAP FUND	6.	6.
PIMCO COMMODITY REAL RET STRAT-I#45	782.	782.
PIMCO INVESTMENT GRD CORP - IN #56	2,738.	1,880.
PIMCO EMERGING LOCAL BOND IS #332	2,206.	1,691.
PRAXAIR INC COM	1,053.	1,053.
PROFESSIONALLY MANAGED PORTFOLIO 21	1,853.	1,853.
PRUDENTIAL FINANCIAL INC COM	1,552.	1,552.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRUDENTIAL FINL INC 5.500% 3/15/16	2,628.	2,628.
QUALCOMM INC COM W/RTS ATTACHED	1,352.	1,352.
RIDGEWORTH SHT TM BOND-I #5516	609.	609.
RIDGEWORTH SEIX FLOATING CL I #5203	4,782.	4,782.
RIDGEWORTH INTERMED BOND CL I #5850	2,149.	2,149.
ROCHE HLDG LTD SPONSORED ADR	1,553.	1,553.
ROGERS COMMUNICATIONS INC CL B	2,079.	2,079.
SPDR DJ WILSHIRE INTERNATIONAL REAL	8,509.	8,509.
SMUCKER (J.M.) CO 3.500% 10/15/21	1,750.	1,750.
SNAP ON INC COM RTS EXP 11/03/1997	999.	999.
SPECTRA ENERGY CORP	2,186.	2,186.
STATOIL ASA SPONSORED ADR	3,447.	3,447.
STRYKER CORP COM	427.	427.
TJX COS INC NEW COM	536.	536.
TEMPLETON GLOBAL BOND FD-ADV #616	13,128.	13,128.
TIME WARNER INC	546.	546.
UNITED PARCEL SERVICE CL B COM	1,796.	1,796.
US TREASURY NOTE 1.500% 1/31/19	361.	361.
V F CORP COM W/RTS ATTACHED EXP 01/25/20	443.	443.
VANGARD MSCI EMERGING MARKETS EFT	179.	179.
VANGUARD REIT VIPER	8,741.	5,830.
ACCENTURE PLC	1,706.	1,706.
EATON CORP PLC	1,715.	
NOBLE CORP PLC	585.	585.
TOTAL	182,203.	176,204.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	43,153.	43,153.
TOTALS	43,153.	43,153.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,980.	1,980.
FEDERAL TAX PAYMENT - PRIOR YE	1,904.	
FEDERAL ESTIMATES - PRINCIPAL	3,316.	
FOREIGN TAXES ON QUALIFIED FOR	1,166.	1,166.
FOREIGN TAXES ON NONQUALIFIED	743.	743.
TOTALS	9,109.	3,889.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEES	28.	28.	
VA. STATE CORPORATE COMMISSIO	25.		25.
TOTALS	53.	28.	25.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
31331SS46 FED FARM CREDIT BK	56,145.	54,091.
313378J77 FED HOME LN BK	50,472.	50,246.
313379DT3 FED HOME LN BK	49,409.	49,635.
3137EADB2 FED HOME LN MTG CORP	50,988.	50,515.
3137EADC0 FED HOME LN MTG CORP	50,039.	50,145.
313378JP7 FED HOME LN BK	50,174.	50,367.
3134G3JM3 FED HOME LN MTG CORP	50,223.	50,644.
3136G0DU2 FED NATL MTG ASSN	50,231.	50,421.
912828B33 US TREASURY NOTE	49,959.	50,020.
TOTALS	457,640.	456,084.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
037411105 APACHE CORP		
037833100 APPLE INC	35,941.	64,903.
040337107 ARIEL FUND #2220	117,000.	153,349.
071813109 BAXTER INTL INC	45,881.	51,669.
075887109 BECTON DICKINSON & C		
131649709 CALVERT CAPTL ACCUMU	105,000.	117,758.
14040H105 CAPITAL ONE FINANCIA	67,196.	91,631.
19247U106 COHEN & STEERS INSTL	283,300.	334,339.
22160K105 COSTCO WHOLESALE COR	55,437.	77,254.
22544R305 CREDIT SUISSE COMM R	101,000.	80,519.
235851102 DANAHER CORP	33,624.	50,140.
25264S833 DIAMOND HILL LONG-SH		
254687106 WALT DISNEY CO	46,064.	80,062.
256206103 DODGE & COX INT'L ST		
257132704 DOMINI INTL SOCIAL E	171,977.	207,205.
268648102 E M C CORP MASS	54,338.	61,711.
291011104 EMERSON ELECTRIC CO		
354613101 FRANKLIN RESOURCES I		
367829884 GATEWAY FUND - Y #19		
370334104 GENERAL MILLS INC	53,204.	62,663.
38259P508 GOOGLE INC	35,021.	50,943.
437076102 HOME DEPOT INC	31,215.	69,805.
459200101 INTERNATIONAL BUSINE		
464287234 ISHARES TR MSCI EMER		
464287507 ISHARES CORE S&P MID	70,990.	110,048.
46625H100 JPMORGAN CHASE & CO	42,212.	57,887.
478160104 JOHNSON & JOHNSON	64,764.	86,793.
50540R409 LABORATORY CRP OF AM		
577130107 MATTHEWS PACIFIC TIG	120,000.	142,806.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
589509108 MERGER FD SH BEN INT		
59156R108 METLIFE INC		
594918104 MICROSOFT CORP	61,731.	95,919.
655044105 NOBLE ENERGY INC	30,877.	28,932.
655664100 NORDSTROM INC		
655844108 NORFOLK SOUTHERN COR		
66987V109 NOVARTIS AG - ADR	44,436.	55,133.
$8,575.50 NUCOR CORP		
683974505 OPPENHEIMER DEVELOPI		
693475105 PNC FINANCIAL SERVIC	31,744.	44,703.
701765877 PARNASSUS SMALL CAP	76,665.	94,815.
717081103 PFIZER INC		
722005667 PIMCO COMMODITY REAL	238,023.	158,585.
73755L107 POTASH CORP SASK		
742718109 PROCTER & GAMBLE CO		
742935588 PORTFOLIO 21 #1203	101,738.	107,552.
744320102 PRUDENTIAL FINL INC	48,708.	64,679.
747525103 QUALCOMM INC	51,338.	62,437.
78463X863 SPDR DJ WILSHIRE INT	227,766.	235,702.
80004C101 SANDISK CORP COM		
847560109 SPECTRA ENERGY CORP	48,137.	57,717.
85771P102 STATOIL ASA ADR	49,386.	35,220.
863667101 STRYKER CORP	21,754.	33,016.
872540109 TJX COS INC NEW	34,105.	54,864.
882508104 TEXAS INSTRUMENTS IN		
88579Y101 3M CO		
891160509 TORONTO DOMINION BK		
911312106 UNITED PARCEL SERVIC	55,398.	74,484.
92857W209 VODAFONE GROUP PLC N		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
931422109 WALGREEN CO		
G1151C101 ACCENTURE PLC	60,287.	78,146.
H0023R105 ACE LIMITED		
H5833N103 NOBLE CORPORATION		
054937107 B B & T CORP COM		
194162103 COLGATE PALMOLIVE CO	28,084.	37,363.
231021106 CUMMINS INC.	40,984.	53,343.
30219G108 EXPRESS SCRIPTS HOLD	46,537.	65,619.
458140100 INTEL CORP	61,782.	73,669.
494368103 KIMBERLY CLARK CORP	44,190.	58,348.
585055106 MEDTRONIC INC	46,674.	69,312.
918204108 V F CORP	15,913.	29,960.
003021714 ABERDEEN EMERG MARKE	135,000.	113,964.
025816109 AMERICAN EXPRESS CO	50,410.	70,245.
09247X101 BLACKROCK INC	47,269.	62,931.
26875P101 EOG RESOURCES, INC	35,905.	48,797.
74005P104 PRAXAIR INC COM	48,005.	52,472.
74925K581 ROBECO BP LNG/SHRT R	362,000.	398,860.
771195104 ROCHE HOLDINGS LTD -	47,695.	47,586.
775109200 ROGERS COMMUNICATION	53,937.	48,575.
833034101 SNAP ON INC	53,061.	73,840.
922908553 VANGUARD REIT VIPER	145,014.	173,016.
G29183103 EATON CORP PLC	57,466.	59,465.
G65431101 NOBLE CORP PLC		
260003108 DOVER CORP COM	37,971.	33,708.
375558103 GILEAD SCIENCES INC	51,011.	47,130.
38259P706 GOOGLE INC-CL C	34,909.	50,534.
589509207 MERGER FUND-INST #30	381,750.	371,033.
845467109 SOUTHWESTERN ENERGY	37,941.	26,471.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
887317303 TIME WARNER INC	58,287.	73,461.
922042858 VANGUARD FTSE EMERGI	39,041.	37,219.
92826C839 VISA INC-CLASS A SHR	39,002.	40,641.
TOTALS	4,716,095.	5,450,951.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
064149B97 BANK OF NOVA SCOTIA		
17275RAE2 CISCO SYSTEMS INC	43,691.	44,705.
428236BM4 HEWLETT-PACKARD CO	40,974.	42,116.
46625HHN3 JPMORGAN CHASE & CO		
585055AR7 MEDTRONIC INC	41,915.	40,177.
722005816 PIMCO INVESTMENT GRD		
76628T611 RIDGEWORTH SHT TM BO		
76628T678 RIDGEWORTH SEIX FLOA	106,505.	108,250.
76628T702 RIDGEWORTH INTERMED	135,616.	134,918.
880208400 TEMPLETON GLOBAL BON	184,961.	176,238.
61747YDD4 MORGAN STANLEY	38,532.	41,321.
00287YAJ8 ABBVIE INC	49,709.	50,109.
009158AS5 AIR PRODUCTS & CHEMI	48,971.	49,495.
025816AY5 AMERICAN EXPRESS	61,787.	57,848.
06051GEE5 BANK OF AMERICA CORP	59,251.	57,974.
071813BA6 BAXTER INTERNATIONAL	57,541.	54,794.
219350AU9 CORNING INC	55,451.	54,554.
262028855 DRIEHAUS ACTIVE INCO	294,000.	285,045.
26875PAE1 EOG RESOURCES INC	57,027.	54,350.
291011BA1 EMERSON ELECTRIC CO	59,536.	55,726.
534187AX7 LINCOLN NATIONAL COR	66,135.	62,477.
72201F516 PIMCO EMERGING LOCAL	50,000.	41,270.
74432QAJ4 PRUDENTIAL FINL INC	55,172.	52,678.
832696AB4 SMUCKER (J.M.) CO	51,559.	52,102.
354613AJ0 FRANKLIN RESOURCES	49,854.	49,917.
TOTALS	1,608,187.	1,566,064.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
722005816 PIMCO INVESTMENT GRD	C
76628T611 RIDGEWORTH SHT TM BO	C
76628T678 RIDGEWORTH SEIX FLOA	C
76628T702 RIDGEWORTH INTERMED	C
880208400 TEMPLETON GLOBAL BON	C
TOTALS	

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	19,252.
ROUNDING	8.
ROC BASIS ADJUSTMENT	2,308.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	27.
TOTAL	21,595.

RECIPIENT NAME:
Cystic Fibrosis
ADDRESS:
6931 ARLINGTON RD
Bethesda, MD 20814
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Va Capital Trails
ADDRESS:
PO BOX 17966
Richmond, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Cornel Lab or Ornithology
ADDRESS:
159 SAPSUCKER RD
Ithaca, NY 14850
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNCW
ADDRESS:
601 SOUTH COLLEGE RD.
Wilmington, NC 28403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Elk Hill Farm
ADDRESS:
PO BOX 99
Goochland, VA 23063
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
THE HEALING PLACE
ADDRESS:
700 DINWINDLE AVE
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FRIENDS OF THE ENVIROMENT
ADDRESS:
1 CONSERVATION WAY
MARCH HARBOUR, ABACO BAHAMAS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
ACTS
ADDRESS:
2325 WEST BROAD ST
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
James River Association
ADDRESS:
9 SOUTH 12TH ST 4TH FL
Richmond, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Childrens Museum of Richmond
ADDRESS:
2626 WEST BROAD ST
Richmond, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Greater Richmond SCAN
ADDRESS:
103 EAST GRACE ST
Richmond, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
SOUTHERN ENVIROMENTAL LAW CENTER
ADDRESS:
201 W MAIN ST
CHARLOTTESVILLE, VA 22902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
FONKOZE USA
ADDRESS:
1700 KALORAMA RD NW
WASHINGTON, DC 20009
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
The Nature Conservancy
ADDRESS:
530 E MAIN ST SUITE 800
Richmond, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 160,000.

RECIPIENT NAME:
Delta Waterfowl
ADDRESS:
PO BOX 3128
Bismark, ND 58502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
VA Historical Society
ADDRESS:
PO BOX 7311
Richmond, VA 23221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
ADDRESS:
5015 FITZHUGH AVE
RICHMOND, VA 23230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ROANOKE COLLEGE
ADDRESS:
221 COLLEGE LANR
SALEM, VA 24153
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
St, Joseph's Villa
ADDRESS:
8000 BROOK RD.
Richmond, VA 23227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
The Valentine Museum
ADDRESS:
1015 EAST CLAY ST
Richmond, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Hollins University
ADDRESS:
PO BOX 9629
Roanoke, VA 24020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
VA Home for Boys & Girls
ADDRESS:
8716 WEST BROAD ST
Richmond, VA 23294
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Grace Holy Trinity Church
ADDRESS:
8 NORTH LAUREL ST
Richmond, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
Boys & Girls Club of Metro
Richamond
ADDRESS:
5511 STAPLES MILL ROAD
Richmond, VA 23228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WCVE PUBLIC RADIO
ADDRESS:
23 SESAME ST
RICHMOND, VA 23235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,900.

RECIPIENT NAME:
VCU RICE RIVERS CENTER
ADDRESS:
1000 WEST CARY ST
RICHMOND, VA 23284
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
New Community School
ADDRESS:
4211 HERMITAGE RD.
Richmond, VA 23227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Central VA Food Bank
ADDRESS:
1415 RHOADMILLER ST
Richmond, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Wildlife Center of VA
ADDRESS:
1800 S DELPHINE AVE.
Waynesboro, VA 22980
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Lewis Ginter Botanical Gardens
ADDRESS:
1800 LAKESIDE AVE.
Richmond, VA 23228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Library of VA Foundation
ADDRESS:
800 EAST BROAD ST
Richmond, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
UNIVERSITY OF VIRGINIA
ADDRESS:
POB 400807
CHARLOTTESVILLE, VA 22904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
St Christopher's School
ADDRESS:
711 ST. CHRISTOPHER'S RD.
Richmond, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,700.

RECIPIENT NAME:
ST ANDREWS SCHOOL
ADDRESS:
227 E CHERRY ST
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
EPHESUS ADVENTIST JUNIOR ACADEMY
ADDRESS:
3700 MIDLOTHIAN TPKE
RICHMOND, VA 23224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
RICHMOND PUBLIC LIBRARY FOUNDATION
ADDRESS:
101 E FRANKLIN ST
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
World Pediatriac Project
ADDRESS:
7201 GLEN FOREST DR SUITE 304
Richmond, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HITORIC RICHMOND FOUNDATION
ADDRESS:
4 EAST MAIN ST
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
St Cathernine's School
ADDRESS:
6001 GROVE AVE
Richmond, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Maymount
ADDRESS:
1700 HAMPTON ST
Richmond, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
VCU Massey Cancer Clinic
ADDRESS:
PO BOX 980214
Richmond, VA 23298
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
Flagler College
ADDRESS:
74 KING STREET
St. Augustine, FL 32084
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
RICHMOND SPCA
ADDRESS:
2519 HERMITAGE RD
Richmond, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 500.

TOTAL GRANTS PAID: 236,200.