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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation JULIA TERRILL THOMAS FOUNDATION INC		A Employer identification number 20-2354370	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 30722		B Telephone number (see instructions) (912) 638-8084	
City or town, state or province, country, and ZIP or foreign postal code SEA ISLAND, GA 31561		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) \$ 17,412,380		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	64,093	47,349		
	4 Dividends and interest from securities.	294,551	294,551		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,051,477			
	b Gross sales price for all assets on line 6a 5,959,974				
	7 Capital gain net income (from Part IV, line 2) . . .		1,051,477		
	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	1,410,121	1,393,377		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	111,562	37,188		74,374
	14 Other employee salaries and wages	160,000	16,000		144,000
	15 Pension plans, employee benefits	16,500	1,650		14,850
	16a Legal fees (attach schedule)	346			346
	b Accounting fees (attach schedule)	20,805	6,935		13,870
	c Other professional fees (attach schedule)	116,794	116,794		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	42,339	5,162		8,617
	19 Depreciation (attach schedule) and depletion	3,215			
	20 Occupancy	8,084			8,084
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,087	75		4,071
	24 Total operating and administrative expenses. Add lines 13 through 23	501,732	183,804		268,212
	25 Contributions, gifts, grants paid	316,387			316,387
	26 Total expenses and disbursements. Add lines 24 and 25	818,119	183,804		584,599
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	592,002			
	b Net investment income (if negative, enter -0-)		1,209,573		
	c Adjusted net income (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	854,834	650,195	619,742
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,362,492	1,237,441	1,255,310
	b	Investments—corporate stock (attach schedule)	4,052,853	4,446,580	5,876,846
	c	Investments—corporate bonds (attach schedule).	977,456	1,277,695	1,282,430
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,261,354	7,676,545	8,378,052
	14	Land, buildings, and equipment basis ▶ _____ 29,831 Less accumulated depreciation (attach schedule) ▶ 7,118	25,928	22,713	
15	Other assets (describe ▶ _____)	209,113	24,910		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,744,030	15,336,079	17,412,380	
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 ▶ _____)	739	786	
	23	Total liabilities (add lines 17 through 22)	739	786	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,743,291	15,335,293	
	30	Total net assets or fund balances (see instructions)	14,743,291	15,335,293	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	14,744,030	15,336,079	

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 14,743,291
2	Enter amount from Part I, line 27a	2 592,002
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 15,335,293
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 15,335,293

Part IV

Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	1,051,477
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? ☐ 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 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	296,439	15,150,618	0 01957
2012	467,007	6,549,020	0 07131
2011	44,561	925,679	0 04814
2010	44,641	878,558	0 05081
2009	44,801	801,646	0 05589

2	Total of line 1, column (d).	2	0 24571
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 04914
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	17,025,769
5	Multiply line 4 by line 3.	5	836,680
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,096
7	Add lines 5 and 6.	7	848,776
8	Enter qualifying distributions from Part XII, line 4.	8	584,599

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
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		124,191	
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.		324,191	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		524,191	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	26,239
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	26,239
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	9
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	2,039
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 2,039 Refunded		11	

Part VII-AStatements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		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		No
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?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		No
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
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	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) GA				
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	Yes	
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		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of SUSAN GOODHUE Telephone no (912) 638-8084 Located at 301 SEA ISLAND RD STE 1 ST SIMONS ISLAND GA ZIP+4 31522			
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		
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 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

No

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?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

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
JAMES D BENEFIELD JR	Director	55,781		
257 ST JAMES AVE	5 00			
ST SIMONS ISLAND,GA 31522				
REES M SUMERFORD	Director	55,781		
408 HAWKINS ISLAND DR	5 00			
ST SIMONS ISLAND,GA 31522				

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
SUSAN GOODHUE	EXEC DIRECTOR	160,000	16,500	
111 ARTHUR J MOORE DR	40 00			
ST SIMONS ISLAND,GA 31522				

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

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
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	17,196,663
b	Average of monthly cash balances.	1b	88,382
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,285,045
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	
3	Subtract line 2 from line 1d.	3	17,285,045
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	259,276
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,025,769
6	Minimum investment return. Enter 5% of line 5.	6	851,288

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	851,288
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	24,191
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	24,191
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	827,097
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	827,097
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	827,097

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	584,599
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	584,599
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	584,599

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				827,097
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			279,377	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 584,599				
a Applied to 2013, but not more than line 2a			279,377	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				305,222
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 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				521,875
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).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

4942(j)(3) or 4942(j)(5)

3

Part XV

1

2

Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	316,387
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES ST COVERED	P	2014-01-01	2014-12-31
PUBLICLY TRADED SECURITIES LT COVERED	P	2013-01-01	2014-12-31
PUBLICLY TRADED SECURITIES LT NONCOVERED	P	2013-01-01	2014-12-31
DEERE JOHN CAP	P	2012-05-04	2014-12-02
LILLY ELI & CO SR NT	P	2011-10-26	2014-03-06
PUBLICLY TRADED SECURITIES LT COVERED	D	2012-01-01	2014-12-31
PUBLICLY TRADED SECURITIES LT NONCOVERED	D	2012-01-01	2014-12-31
Capital Gain Dividends			


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,018,099		1,077,134	-59,035
1,944,867		1,630,917	313,950
746,501		515,585	230,916
		1,322	-1,322
		3,867	-3,867
1,090,175		943,235	146,940
863,763		736,437	127,326
			296,569

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-59,035
			313,950
			230,916
			-1,322
			-3,867
			146,940
			127,326

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS GIRLS CLUB OF SOUTHEAST GEORGI PO BOX 1193 BRUNSWICK,GA 31521		PUBLIC	SHADE PAVILLION, PROGRAM & CAPITAL NEEDS	30,000
COASTAL GEORGIA HISTORICAL SOCIETY PO BOX 24113 ST SIMONS ISLAND,GA 31522		PUBLIC	EXHIBITION AREA IN MUSEUM	25,000
COLLEGE OF COASTAL GEORGIA FOUNDATI 3700 ALTAMA AVE BRUNSWICK,GA 31520		PUBLIC	ENDOWED TENNIS SCHOLARSHIP WOMEN'S TEAM	50,000
FREDERICA ACADEMY 200 HAMILTON DR ST SIMONS ISLAND,GA 31522		PUBLIC	FUNDS FOR PLAYGROUND	50,000
SALVATION ARMY - BRUNSWICK GA PO BOX 958 BRUNSWICK,GA 31521		PUBLIC	CHALLENGE GRANT, MATRESSES AT SHELTER, CAPITAL NEEDS, FOOD AT SHELTER	15,000
MAP INTERNATIONAL PO BOX 215000 BRUNSWICK,GA 31521		PUBLIC	ALARM SECURITY SYSTEM AT HEADQUARTERS FACILITY	25,000
GOLDEN ISLES YMCA FOUNDATION 144 SCRANTON CONNECTOR BRUNSWICK,GA 31525		PUBLIC	LIGHTING, PAINTING, REFURBISHMENT OF POOL AREA	25,000
AMERICAN RED CROSS - SE COASTAL GA 207 ROSE DR BRUNSWICK,GA 31520		PUBLIC	EMERGENCY DISASTER RELIEF FOR GLYNN COUNTY, GA	5,000
AMITY HOUSE - GLYNN CRISIS CENTER PO BOX 278 BRUNSWICK,GA 31521		PUBLIC	REFURBISHMENT OF WOMENS EMERGENCY SHELTER, FURNITURE, MATRESSES	11,000
HUMANE SOCEITY OF SOUTH COASTAL GEO 4627 US 17 BRUNSWICK,GA 31525		PUBLIC	MEDICAL CARE FOR ANIMALS PRIOR TO ADOPTION	3,000
SHARE - SPEECH HEARING REHABILITATI 2228 STARLING ST BRUNSWICK,GA 31520		PUBLIC	REFURBISHMENT OF FACILITY AND PROGRAM MATERIALS	25,387
ST SIMONS LAND TRUST PO BOX 24615 ST SIMONS ISLAND,GA 31522		PUBLIC	CONSTRUCT & EQUIP WET LAB AT CANNON'S POINT	35,000
UNITED WAY OF COASTAL GEORGIA 1311 UNION ST BRUNSWICK,GA 31520		PUBLIC	COMPUTERS INCLUDING SERVERS, SOFTWARE AND INSTALLATION	17,000
Total  3a				316,387

TY 2014 Accounting Fees Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,805	6,935	0	13,870

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 14000265

Software Version: 2014v5.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2012-10-01	27,504	3,438	SL	10 0000	2,750			
COMPUTER	2012-12-27	1,961	392	SL	5 0000	392			
PRINTER	2012-12-27	366	73	SL	5 0000	73			

**TY 2014 Investments Corporate
Bonds Schedule**

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 14000265

Software Version: 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED	1,277,695	1,282,430

**TY 2014 Investments Corporate
Stock Schedule**

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 14000265

Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED	4,446,580	5,876,846

TY 2014 Investments Government Obligations Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 14000265

Software Version: 2014v5.0

US Government Securities - End of Year Book Value:	265,435
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US Government Securities - End of Year Fair Market Value:	266,035
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State & Local Government Securities - End of Year Book Value:	972,006
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State & Local Government Securities - End of Year Fair Market Value:	989,275
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TY 2014 Investments - Other Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SYNOVUS - SEE ATTACHED (FIXED INC FUNDS)	AT COST	1,598,129	1,571,336
SYNOVUS - SEE ATTACHED (EQUITY FUNDS)	AT COST	5,576,343	6,291,480
SYNOVUS - SEE ATTACHED (EQUITY ETF)	AT COST	382,331	389,856
SYNOVUS - SEE ATTACHED (CORP BOND ETF)	AT COST	119,742	125,380

TY 2014 Land, Etc. Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	27,504	6,188	21,316	
Machinery and Equipment	2,327	930	1,397	

TY 2014 Legal Fees Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES - LEGAL	346	0	0	346

TY 2014 Other Assets Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ADJUST INT/DIV TO AMOUNTS PER 1099	6,744	-3,682	
LOSS ON UNSETTLED SECURITIES SALE	102,984	-13,893	
NONDEDUCTED BOND PREMIUM AMORTIZATION	34,385	42,485	

TY 2014 Other Expenses Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	466			466
OFFICE EXPENSE	1,132			1,132
PAYMENTS UNDER INDEMNIFICATION AGREEMENT	17,941			
PO BOX RENT	84			84
TAX PREP FEE	150			150
TELEPHONE	2,239			2,239
WIRE FEES	75	75		

TY 2014 Other Liabilities Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES WITHHELD	739	786

TY 2014 Other Professional Fees Schedule

Name: JULIA TERRILL THOMAS FOUNDATION INC

EIN: 20-2354370

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	116,794	116,794	0	0

TY 2014 Taxes Schedule**Name:** JULIA TERRILL THOMAS FOUNDATION INC**EIN:** 20-2354370**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	28,560			
PAYROLL TAXES	9,574	957		8,617
TAX W/H ON DIVIDENDS	4,205	4,205		

Julia Terrill Thomas Found-Main A/C

61-G486-00-6

December 1, 2014 - December 31, 2014

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Statement of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Cash & Equivalents								
Money Market Funds								
619,542.030	Federated Government Obligations #5	1.000	619,542.03	619,542.03	99.97	61	0.0	0.00
Total Money Market Funds			619,542.03	619,542.03	99.97	61	0.0	0.00
Cash								
	Principal Cash		199.82	199.82	0.03	0	0.0	0.00
	Income Cash		0.00	0.00	0.00	0	0.0	0.00
Total Cash			199.82	199.82	0.03	0	0.0	0.00
Total Cash & Equivalents			619,741.85	619,741.85	100.00	61	0.0	0.00
Fixed Income								
Bonds								
50,000.000	Amencus Sumter GA Payroll Dev Rev Bds 3.25% Dtd 04/02/2009 Due 06/15/2015 Non-Callable	101.147	50,608.50	1	50,573.50	1.19	1,625.32	-35.00
50,000.000	Athens Clarke Cnty GA Un Govt Rev Bds 3.75% Dtd 11/25/2009 Due 06/15/2021 Callable	106.742	51,486.50	1	53,371.00	1.26	1,875.35	1,884.50
40,000.000	Atlanta GA Unrefunded Balance 5.50% Dtd 12/01/1999 Due 12/01/2015 Callable	104.768	41,629.20	1	41,907.20	0.99	2,200.52	278.00
100,000.000	BP Cap Mkts P.L.C. Nt 3.814% Dtd 02/10/2014 Due 02/10/2024 Callable	100.649	101,652.00	2	100,649.00	2.38	3,814.38	-1,003.00

Atlantic Natl Bank

30,452.70

650,194.55

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>		<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
50,000.000	Boca Raton Fla Spl Assmt Spl Assmt Ref Bds 4.00% Dtd 07/02/2009 Due 07/01/2020 Non-Callable	111.810	52,034.50	1	55,905.00	1.32	2,000	3.6	3,870.50
50,000.000	Carrollton GA Payroll Dev Auth Rev Antic Clfs 5.25% Dtd 12/05/2008 Due 06/15/2019 Prerefunded 06/15/2018 @ 100.000 Callable	114.306	53,613.50	1	57,153.00	1.35	2,625	4.6	3,539.50
100,000.000	Cisco Sys Inc Sr Nt 2.90% Dtd 03/03/2014 Due 03/04/2021 Callable	101.829	100,513.00	2	101,829.00	2.40	2,900	2.8	1,316.00
100,000.000	Coca Cola Co Nt 3.15% Dtd 11/15/2010 Due 11/15/2020 Callable	104.544	103,205.00	2	104,544.00	2.47	3,150	3.0	1,339.00
100,000.000	Columbus GA Wtr & Sew Rev Taxable Wtr and Swr Ref 2012b Taxable 2.75% Dtd 04/26/2012 Due 05/01/2020 Non-Callable	101.548	102,724.00	1	101,548.00	2.40	2,750	2.7	-1,176.00
50,000.000	Diageo Fin Bv Gtd Nt 5.30% Dtd 10/28/2005 Due 10/28/2015 Non-Callable	103.667	52,489.00	2	51,833.50	1.22	2,650	5.1	-655.50
50,000.000	Emerson Elec Co Nt 4.875% Dtd 01/21/2009 Due 10/15/2019 Callable	111.172	55,536.00	2	55,586.00	1.31	2,437	4.4	50.00
100,000.000	General Elec Cap Corp M1N Sr A 2.30% Dtd 04/27/2012 Due 04/27/2017 Non-Callable	102.425	99,990.00	2	102,425.00	2.42	2,300	2.2	2,435.00
50,000.000	Georgia St Higher Ed Facs Auth Rev Bds 5.125% Dtd 11/26/2008 Due 06/15/2025 Callable	112.473	53,652.50	1	56,236.50	1.33	2,562	4.6	2,584.00
100,000.000	Goldman Sachs Grp Inc MTN Nt 3.70% Dtd 07/28/2010 Due 08/01/2015 Non-Callable	101.614	100,673.00	2	101,614.00	2.40	3,700	3.6	941.00

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>		<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
50,000 000	Greenville S C LTD Oblig LTD GO Ref Bds 4.00% Dtd 11/20/2009 Due 06/01/2019 Non-Callable	110.837	53,465.50	1	55,418.50	1.31	2,000	3.6	1,953.00
50,000 000	Illinois Tool Wks Inc Sr Nt 1.95% Dtd 02/25/2014 Due 03/01/2019 Callable	100.054	50,040.50	2	50,027.00	1.18	975	1.9	-13.50
100,000 000	International Business Machs Nt 1.875% Dtd 05/11/2012 Due 05/15/2019 Callable	99.330	100,495.00	2	99,330.00	2.35	1,875	1.9	-1,165.00
50,000.000	Lancaster Cnty S C GO Ref Bds 3.30% Dtd 06/01/2009 Due 03/01/2019 Non-Callable	106.393	52,808.00	1	53,196.50	1.26	1,650	3.1	388.50
100,000 000	Lowes Cos Inc Sr Nt 3.12% Dtd 04/23/2012 Due 04/15/2022 Callable	102.324	102,042.00	2	102,324.00	2.42	3,120	3.0	282.00
50,000 000	Macon Bibb Cnty GA Urban Dev A Rev Bds 4.00% Dtd 06/30/2009 Due 05/01/2020 Callable	105.180	52,605.50	1	52,590.00	1.24	2,000	3.8	-15.50
100,000 000	McDonalds Corp Med Term Nt Nt 3.50% Dtd 08/02/2010 Due 07/15/2020 Callable	105.920	105,311.00	2	105,920.00	2.50	3,500	3.3	609.00
50,000 000	Municipal Elec Auth GA Subordinated Bonds 2008d 4.00% Dtd 11/25/2008 Due 01/01/2015 Non-Callable	100.000	50,943.00	1	50,000.00	1.18	2,000	4.0	-943.00
100,000 000	Rockwell Collins Inc Sr Nt 3.10% Dtd 11/21/2011 Due 11/15/2021 Callable	102.608	103,681.00	2	102,608.00	2.42	3,100	3.0	-1,073.00
100,000.000	Savannah GA Economic Dev Auth Rev Bds 4.00% Dtd 01/27/2009 Due 06/15/2019 Callable	106.160	104,618.00	1	106,160.00	2.51	4,000	3.8	1,542.00

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>		<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
50,000.000	South Carolina Jobs Economic D Rev Bds 2009b 4 00% Dtd 05/13/2009 Due 02/01/2016 Non-Callable	103.520	52,011.00	/	51,760.00	1.22	2,000	3.9	-251.00
50,000.000	Suwanee GA Urban Redev AGY Rev Rev Bds 3 55% Dtd 12/28/2006 Due 01/01/2019 Callable	104.836	52,015.50	/	52,418.00	1.24	1,775	3.4	402.50
100,000.000	U S Bancorp Mtns Bk Ent Sr Nt 2.20% Dtd 11/03/2011 Due 11/15/2016 Callable	102.046	101,679.00	Z	102,046.00	2.41	2,200	2.2	367.00
250,000.000	United States Treas Nts 5 125% Dtd 05/15/06 Due 05/15/2016	106.414	265,435.19	3	266,035.00	6.28	12,812	4.8	599.81
140,000.000	Walton Cnty GA Wtr & Sew Auth Rev Oconee Hard Creek Reservoir Pj 4 25% Dtd 04/02/2008 Due 02/01/2022 Callable	107.884	147,791.00	/	151,037.60	3.57	5,950	3.9	3,246.60
100,000.000	Wells Fargo Co MTN Fr 2.10% Dtd 05/07/2012 Due 05/08/2017 Non-Callable	101.695	100,388.00	2	101,695.00	2.40	2,100	2.1	1,307.00
Total Bonds			2,515,135.89		2,537,740.30	59.93	87,645	3.5	22,604.41
Fixed Income Funds			972,006		989,275				
Corp & Govt Daily Accrual Funds			1,277,695		1,282,430				
			265,435		266,035				
37,101.396	Federated Institutional High Yield Bond Fund - Ins #900	9.880	370,397.69		366,561.79	8.66	21,791	5.9	-3,835.90
33,570.656	Federated Total Return Bd Fd Is #328	11.040	377,731.38		370,620.04	8.75	11,534	3.1	-7,111.34
46,511.628	Vanguard Short Term Investment Grade Fund - Adm #539	10.660	500,000.00		495,813.95	11.71	9,055	1.8	-4,186.05
Total Corp & Govt Daily Accrual Funds			1,248,129.07		1,232,995.78	29.12	42,380	3.4	-15,133.29
Other Nondollar Funds									

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
32,912.437	Goldman Sachs Strategic Income Fund Inst #3716	10.280	350,000.00	338,339.85	7.99	10,153	3.0	-11,660.15
Total Other Nondollar Funds			350,000.00	338,339.85	7.99	10,153	3.0	-11,660.15
Total Fixed Income Funds			1,598,129.07	1,571,335.63	37.11	52,533	3.3	-26,793.44
Exchange Traded Funds								
1,050.000	Ishares Iboxx \$ Investment Grade Corporate Bond Etf	119.410	119,742.00	125,380.50	2.96	4,251	3.4	5,638.50
Total Exchange Traded Funds			119,742.00	125,380.50	2.96	4,251	3.4	5,638.50
Total Fixed Income			4,233,006.96	4,234,456.43	100.00	144,429	3.4	1,449.47

Equities
Common Stock
Consumer Discretionary

443.000	Delphi Automotive PLC Shs	72.720	20,069.94	32,214.96	0.26	443	1.4	12,145.02
693.000	Comcast Corp New Cl A Spl	57.565	27,035.79	39,892.55	0.32	623	1.6	12,856.76
300.000	Darden Restaurants Inc Com	58.630	15,233.87	17,589.00	0.14	660	3.8	2,355.13
1,250.000	Ford Motor Company	15.500	19,443.49	19,375.00	0.15	625	3.2	-68.49
250.000	Genuine Parts Co Com	106.570	18,724.54	26,642.50	0.21	575	2.2	7,917.96
197.000	Hanesbrands Inc Com	111.620	20,665.72	21,989.14	0.18	236	1.1	1,323.42
150.000	Home Depot Inc Com	104.970	10,098.38	15,745.50	0.13	282	1.8	5,647.12
596.000	Johnson Controls Inc Com	48.340	21,915.86	28,810.64	0.23	619	2.2	6,894.78
548.000	Marriott International Cl A	78.030	37,645.29	42,760.44	0.34	438	1.0	5,115.15
400.000	Mattel Inc Com	30.945	15,438.96	12,378.00	0.10	608	4.9	-3,060.96
466.000	McDonalds Corp Com	93.700	44,502.32	43,664.20	0.35	1,584	3.6	-838.12

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
1,050 000	Target Corp Com	75.910	58,247 72	79,705 50	0 63	2,184	2 7	21,457.78
480 000	Time Warner Inc Com New	85 420	34,363 20	41,001 60	0 33	609	1 5	6,638.40
100.000	Yum Brands Inc Com	72 850	7,482 74	7,285.00	0 06	164	2 3	-197 74
Total Consumer Discretionary			350,867.82	429,054.03	3.42	9,650	2.2	78,186.21
Consumer Staples								
470 000	Altria Group Inc Com	49.270	15,449 34	23,156 90	0 18	977	4 2	7,707.56
1,902.000	CVS Health Corporation	96 310	105,643 32	183,181 62	1 46	2,662	1.5	77,538 30
2,020.000	Coca Cola Co Com	42.220	67,644 75	85,284 40	0 68	2,464	2 9	17,639 65
140 000	Diageo PLC Sponsored ADR	114.090	14,147.16	15,972 60	0 13	471	3 0	1,825 44
849 000	Dr Pepper Snapple Group Inc Com	71.680	53,283 46	60,856 32	0 48	1,392	2 3	7,572.86
715.000	General Mills Inc Com	53 330	29,175 27	38,130.95	0 30	1,172	3 1	8,955 68
165 000	Imperial Tob Group PLC Sponsored ADR	88 441	13,806.13	14,592.77	0 12	684	4 7	786 64
440 000	Kimberly Clark Corp Com	115 540	29,436.84	50,837 60	0 40	1,478	2 9	21,400 76
300 000	Kraft Foods Group Inc Com	62 660	14,896 44	18,798 00	0 15	660	3 5	3,901.56
380 000	Lorillard Inc Com	62 940	17,453 19	23,917 20	0.19	934	3 9	6,464 01
400.000	Mondelez Intl Inc Cl A	36 325	10,666 27	14,530 00	0.12	240	1 7	3,863 73
419 000	Nestle S A Sponsored ADR Repstg Reg Sh	73 416	27,277 46	30,761 30	0.24	849	2 8	3,483 84
200 000	Pepsico Inc Com	94 560	15,090 51	18,912 00	0 15	524	2 8	3,821.49
652 000	Philip Morris Intl Inc Com	81 450	54,422 00	53,105 40	0 42	2,608	4 9	-1,316 60
984.000	Pilgrims Pride Corp New Com	32 790	28,978 54	32,265.36	0.26	0	0 0	3,286 82
400 000	Procter & Gamble Co Com	91.090	27,993.34	36,436 00	0.29	1,029	2 8	8,442 66
643 000	Tyson Foods Inc Cl A	40.090	28,168 08	25,777 87	0 21	257	1 0	-2,390 21
900 000	Wal Mart Stores Inc Com	85.880	51,318 00	77,292 00	0.62	1,728	2 2	25,974 00
Total Consumer Staples			604,850.10	803,808.29	6.40	20,129	2.5	198,958.19

Energy

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
580 000	Anadarko Pete Corp Com	82 500	45,164.60	47,850.00	0.38	626	1.3	2,685.40
631 000	Chevron Corporation	112 180	67,346.03	70,785.58	0.56	2,700	3.8	3,439.55
900 000	Conocophillips Com	69 060	52,409.34	62,154.00	0.49	2,628	4.2	9,744.66
273 000	Eog Res Inc Com	92 070	26,506.21	25,135.11	0.20	182	0.7	-1,371.10
1,193 000	Exxon Mobil Corp Com	92 450	96,768.69	110,292.85	0.88	3,292	3.0	13,524.16
800 000	Green Plains Inc Com	24 780	30,143.67	19,824.00	0.16	256	1.3	-10,319.67
741 000	Marathon Oil Corp Com	28 290	18,854.74	20,962.89	0.17	622	3.0	2,108.15
183 000	Marathon Pete Corp Com	90 260	6,235.73	16,517.58	0.13	366	2.2	10,281.85
231 000	Occidental Pete Corp Com	80 610	19,375.51	18,620.91	0.15	665	3.6	-754.60
184 000	Schlumberger LTD Com	85 410	15,695.39	15,715.44	0.13	294	1.9	20.05
670 000	Spectra Energy Corp Com	36 300	21,315.44	24,321.00	0.19	991	4.1	3,005.56
850 000	Total S A Sponsored ADR	51 200	41,173.53	43,520.00	0.35	2,267	5.2	2,346.47
Total Energy			440,988.88	475,699.36	3.79	14,889	3.1	34,710.48

Financials

235 000	ACE LTD Npv	114 880	18,174.84	26,996.80	0.21	611	2.3	8,821.96
400 000	AFLAC Inc Com	61 090	25,395.18	24,436.00	0.19	624	2.6	-959.18
443 000	Anthem Inc Com	125 670	52,401.20	55,671.81	0.44	775	1.4	3,270.61
702 000	Franklin Res Inc Com	55 370	36,642.51	38,869.74	0.31	421	1.1	2,227.23
614 000	Goldman Sachs Group Inc Com	193 830	71,712.67	119,011.62	0.95	1,473	1.2	47,298.95
3,800 000	J P Morgan Chase & Co Com	62 580	138,843.93	237,804.00	1.89	6,080	2.6	98,960.07
748 000	Methlife Inc Com	54 090	26,488.14	40,459.32	0.32	1,047	2.6	13,971.18
553 000	Nasdaq Omx Group Inc	47 960	21,167.51	26,521.88	0.21	331	1.3	5,354.37
199 000	Prudential Finl Inc Com	90 460	10,920.60	18,001.54	0.14	461	2.6	7,080.94
340 000	Rayonier Inc Com	27 940	10,710.07	9,499.60	0.08	340	3.6	-1,210.47
242 000	State Street Corp Com	78 500	14,563.79	18,997.00	0.15	290	1.5	4,433.21
1,135 000	Travelers Cos Inc Com	105 850	73,299.77	120,139.75	0.96	2,497	2.1	46,839.98
190 000	US Bancorp Del Com New	44 950	8,606.34	8,540.50	0.07	186	2.2	-65.84

Statement of Assets

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2,028.000	Wells Fargo & Co New Com	54.820	83,676.47	111,174.96	0.89	2,839	2.6	27,498.49
Total Financials			592,603.02	856,124.52	6.82	17,975	2.1	263,521.50
Health Care								
277.000	Actavis PLC Shs	257.410	42,761.30	71,302.57	0.57	0	0.0	28,541.27
874.000	Abbott Laboratories Com	45.020	29,749.26	39,347.48	0.31	839	2.1	9,598.22
450.000	Abbvie Inc Com	65.440	21,269.28	29,448.00	0.23	882	3.0	8,178.72
775.000	AmenSourceBergan Corp Com	90.160	45,076.21	69,874.00	0.56	899	1.3	24,797.79
565.000	Becton Dickinson & Co Com	139.160	43,462.40	78,625.40	0.63	1,356	1.7	35,163.00
148.000	Biogen IDEC Inc Com	339.450	25,991.17	50,238.60	0.40	0	0.0	24,247.43
368.000	Bristol Myers Squibb Co Com	59.030	14,065.59	21,723.04	0.17	544	2.5	7,657.45
318.000	Cigna Corp Com	102.910	25,205.53	32,725.38	0.26	12	0.0	7,519.85
308.000	Centene Corp Del Com	103.850	30,663.37	31,985.80	0.25	0	0.0	1,322.43
300.000	Edwards Lifesciences Corp Com	127.380	20,364.60	38,214.00	0.30	0	0.0	17,849.40
347.000	Express Scripts Hldg Co Com	84.670	23,290.50	29,380.49	0.23	0	0.0	6,089.99
665.000	Health Net Inc Com	53.530	34,480.40	35,597.45	0.28	0	0.0	1,117.05
210.000	Illumina Inc Com	184.580	36,297.84	38,761.80	0.31	0	0.0	2,463.96
1,144.000	Johnson & Johnson Com	104.570	76,849.82	119,628.08	0.95	3,203	2.7	42,778.26
450.000	Lilly Eli & Co Com	68.990	23,017.68	31,045.50	0.25	900	2.9	8,027.82
208.000	McKesson Corp Com	207.580	25,326.17	43,176.64	0.34	199	0.5	17,850.47
1,734.000	Merck & Co Inc New Com	56.790	79,464.18	98,473.86	0.78	3,121	3.2	19,009.68
2,209.000	Pfizer Inc Com	31.150	58,763.67	68,810.35	0.55	2,474	3.6	10,046.68
302.000	St Jude Med Inc Com	65.030	20,155.62	19,639.06	0.16	326	1.7	-516.56
199.000	Thermo Fisher Corp Com	125.290	15,484.78	24,932.71	0.20	119	0.5	9,447.93
Total Health Care			691,739.37	972,930.21	7.75	14,874	1.5	281,190.84
Industrials								
352.000	Eaton Corp Pl C Shs	67.960	24,332.08	23,921.92	0.19	689	2.9	-410.16

Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
384 000	Danaher Corp Com	85.710	23,652.03	32,912.64	0.26	153	0.5	9,260.61
1,300 000	Delta Air Lines Inc Del Com New	49.190	38,139.97	63,947.00	0.51	468	0.7	25,807.03
475 000	Emerson Elec Co Com	61.730	26,521.29	29,321.75	0.23	893	3.0	2,800.46
242 000	General Dynamics Corp Com	137.620	29,203.69	33,304.04	0.27	600	1.8	4,100.35
3,105.000	General Elec Co Com	25.270	50,813.33	78,463.35	0.62	2,856	3.6	27,650.02
404 000	Honeywell International Inc Com	99.920	28,054.69	40,367.68	0.32	836	2.1	12,312.99
304 000	Illinois Tool Works Inc Com	94.700	25,206.57	28,788.80	0.23	589	2.0	3,582.23
555 000	Lockheed Martin Corp Com	192.570	75,082.65	106,876.35	0.85	3,330	3.1	31,793.70
1,681 000	Southwest Airls Co Com	42.320	26,368.33	71,139.92	0.57	403	0.6	44,771.59
434 000	3M Co Com	164.320	38,823.61	71,314.88	0.57	1,779	2.5	32,491.27
708 000	United Parcel Services Cl B	111.170	54,883.45	78,708.36	0.63	1,897	2.4	23,824.91
397 000	United Technologies Corp Com	115.000	35,346.48	45,655.00	0.36	936	2.1	10,308.52
600 000	Waste Management Inc Com	51.320	22,277.66	30,792.00	0.25	900	2.9	8,514.34
Total Industrials			498,705.83	735,513.69	5.86	16,329	2.2	236,807.86
Information Technology								
763 000	Accenture PLC Class A Ordinary Shares	89.310	52,707.67	68,143.53	0.54	1,556	2.3	15,435.86
521 000	Nxp Semiconductors N V Com	76.400	31,400.39	39,804.40	0.32	0	0.0	8,404.01
446 000	Avago Technologies LTD Shs	100.590	33,742.40	44,863.14	0.36	624	1.4	11,120.74
611 000	Apple Inc Com	110.380	48,303.97	67,442.18	0.54	1,148	1.7	19,138.21
220 000	Automatic Data Processing Com	83.370	12,343.71	18,341.40	0.15	431	2.4	5,997.69
1,100 000	Cisco Sys Inc Com	27.815	24,919.98	30,596.50	0.24	836	2.7	5,676.52
400 000	F M C Corp Mass Com	29.740	10,090.38	11,896.00	0.09	184	1.5	1,805.62
531 000	Facebook Inc Cl A	78.020	36,247.84	41,428.62	0.33	0	0.0	5,180.78
1,155.000	Fidelity Natl Information Svcs Inc Com	62.200	55,272.93	71,841.00	0.57	1,108	1.5	16,568.07
258 000	Fleetcor Technologies Inc Com	148.710	21,897.12	38,367.18	0.31	0	0.0	16,470.06

Statement of Assets

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1,608 000	Hewlett Packard Co Com	40 130	52,866 70	64,529 04	0 51	1,029	1 6	11,662 34
3,435 000	Intel Corp Com	36.290	84,466 65	124,656 15	0 99	3,091	2 5	40,189 50
515 000	International Business Machs Corp Com	160.440	93,625 51	82,626.60	0 66	2,266	2 7	-10,998 91
1,200 000	Microsoft Corp Com	46 450	35,527 91	55,740 00	0 44	1,488	2 7	20,212 09
2,156 000	Micron Technology Inc Com	35.010	42,204 90	75,481 56	0.60	0	0.0	33,276.66
1,013.000	Oracle Corp Com	44.970	33,750.97	45,554 61	0.36	486	1 1	11,803 64
623 000	Skyworks Solutions Inc Com	72 710	29,092 10	45,298 33	0.36	323	0 7	16,206 23
457 000	Texas Instruments Inc Com	53 465	20,167 64	24,433 51	0 19	621	2 5	4,265 87
Total Information Technology			718,628.77	951,043.75	7.57	15,191	1.6	232,414.98
Materials								
423.000	Ball Corp Com	68 170	27,643 19	28,835 91	0 23	219	0 8	1,192 72
1,533 000	Century Alum Co Com	24.400	37,562 24	37,405 20	0 30	0	0 0	-157 04
312 000	Crown Holdings Inc Com	50.900	15,035 10	15,880 80	0 13	0	0 0	845 70
549 000	Dow Chem Co Com	45 610	29,075 99	25,039 89	0.20	922	3 7	-4,036 10
2,115 000	Du Pont E I De Nemours & Co Com	73 940	97,303 38	156,383 10	1 25	3,976	2 5	59,079 72
42 000	PPG Inds Inc Com	231 150	8,826 74	9,708 30	0.08	112	1.2	881 56
Total Materials			215,446.64	273,253.20	2.18	5,229	1.9	57,806.56
Telecommunication Services								
1,425 000	AT&T Inc Com	33 590	42,494 39	47,865 75	0 38	2,679	5 6	5,371 36
1,818 000	Verizon Communications Inc Com	46.780	80,110.93	85,046.04	0 68	3,999	4 7	4,935 11
Total Telecommunication Services			122,605.32	132,911.79	1.06	6,678	5.0	10,306.47
Utilities								
1,002 000	American Elec Pwr Inc Com	60 720	52,881 90	60,841 44	0 48	2,124	3 5	7,959 54
450 000	Consolidated Edison Inc Com	66 010	26,277.97	29,704.50	0 24	1,134	3.8	3,426.53

Statement of Assets

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313.000	Duke Energy Corp New Com	83.540	21,202.98	26,148.02	0.21	995	3.8	4,945.04
858.000	Nisource Inc Com	42.420	23,265.25	36,396.36	0.29	892	2.5	13,131.11
1,292.000	Southern Company	49.110	58,687.04	63,450.12	0.51	2,713	4.3	4,763.08
789.000	UGI Corp New Com	37.980	27,828.88	29,966.22	0.24	686	2.3	2,137.34
Total Utilities			210,144.02	246,506.66	1.96	8,544	3.5	36,362.64
Total Common Stock			4,446,579.77	5,876,845.50	46.80	129,488	2.2	1,430,265.73
Equity Funds								
Small Cap Equity Funds								
7,829.930	Alliancebernstein Small Cap Growth Portfolio Adv #426	47.320	355,000.00	370,512.29	2.95	0	0.0	15,512.29
25,878.901	Fidelity Small Cap Value Fund #1389	18.930	490,000.00	489,887.60	3.90	1,889	0.4	-112.40
Total Small Cap Equity Funds			845,000.00	860,399.89	6.85	1,889	0.2	15,399.89
Mid Cap Equity Funds								
19,354.336	JP Morgan Mid Cap Value Fund Cl I #758	37.150	475,478.70	719,013.58	5.73	7,761	1.1	243,534.88
16,096.515	Victory Munder Midcap Core Growth Fund Class Y	42.600	469,654.32	685,711.54	5.46	233	0.0	216,057.22
Total Mid Cap Equity Funds			945,133.02	1,404,725.12	11.19	7,994	0.6	459,592.10
Large Cap Equity Funds								
33,051.569	Columbia Dividend Opportunity Fund Class Z #6087	9.510	294,715.41	314,320.42	2.50	10,411	3.3	19,605.01
5,585.812	Fidelity Spartan 500 Index Fund Advantage #1523	72.850	400,000.00	406,926.40	3.24	7,490	1.8	6,926.40
11,099.070	T Rowe Price Institutional Large-Cap Growth Fund #139	27.480	315,000.00	305,002.44	2.43	0	0.0	-9,997.56

Statement of Assets

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Total Large Cap Equity Funds			1,009,715.41	1,026,249.26	8.17	17,901	1.7	16,533.85
International Equity Funds								
15,221.849	American Europacific Growth Fund Class F2 #616	47.020	610,053.55	715,731.34	5.70	12,010	1.7	105,677.79
10,595.343	Harbor International Fund Inst #2011	64.780	610,781.55	686,366.32	5.47	15,024	2.2	75,584.77
7,988.202	Oppenheimer Developing Markets Fund Class I #799	35.060	265,500.00	280,066.36	2.23	2,388	0.9	14,566.36
Total International Equity Funds			1,486,335.10	1,682,164.02	13.39	29,422	1.7	195,828.92
Balanced Funds								
39,350.444	Mainstay Marketfield Fund Class I #1625	16.240	626,296.97	639,051.21	5.09	0	0.0	12,754.24
Total Balanced Funds			626,296.97	639,051.21	5.09	0	0.0	12,754.24
Other Equity Funds								
52,955.555	Calamos Market Neutral Income Fund Class I #629	12.820	663,862.76	678,890.22	5.41	8,208	1.2	15,027.46
Total Other Equity Funds			663,862.76	678,890.22	5.41	8,208	1.2	15,027.46
Total Equity Funds			5,576,343.26	6,291,479.72	50.10	65,414	1.0	715,136.46
Exchange Traded Funds								
4,665.000	Ishares Msci Emerging Markets Etf	39.290	186,669.98	183,287.85	1.46	4,086	2.2	-3,382.13
1,005.000	Spdr S&P 500 Etf Trust	205.540	195,660.84	206,567.70	1.64	3,854	1.9	10,906.86
Total Exchange Traded Funds			382,330.82	389,855.55	3.10	7,940	2.0	7,524.73

Julia Terrill Thomas Found-Main A/C

61-G486-00-6

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Statement of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
<i>Total Equities</i>			10,405,253.85	12,558,180.77	100.00	202,842	1.6	2,152,926.92
<i>Total Assets</i>			15,258,002.66	17,412,379.05		347,332	2.0	2,154,376.39