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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 THE BROTHERTON FOUNDATION		A Employer identification number 20-5623767	
Number and street (or P O box number if mail is not delivered to street address) 524 SHEFFIELD ROAD		B Telephone number (see instructions) (864) 859-1471	
City or town, state or province, country, and ZIP or foreign postal code EASLEY, SC 29642		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 ☒ 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) \$ 2,999,512		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ 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)	250,000			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	74	74	74	
	4 Dividends and interest from securities.	57,857	57,857	57,857	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 ☒	-2,048			
	b Gross sales price for all assets on line 6a <u>453,361</u>				
	7 Capital gain net income (from Part IV, line 2) . . .		15,042		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	☒ 6,987	6,987	6,987	
	12 Total. Add lines 1 through 11	312,870	79,960	64,918	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	☒ 1,000			
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	☒ 1,839			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	☒ 19,904			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	22,743	0		0
	25 Contributions, gifts, grants paid	117,500			117,500
	26 Total expenses and disbursements. Add lines 24 and 25	140,243	0		117,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	172,627			
	b Net investment income (if negative, enter -0-)		79,960		
	c Adjusted net income (if negative, enter -0-)			64,918	

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	159,130	40,115	40,115
	2	Savings and temporary cash investments	2,327,098	2,618,740	2,959,397
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,486,228	2,658,855	2,999,512
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)		0	
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	2,486,228	2,658,855	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,486,228	2,658,855	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	2,486,228	2,658,855	

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 2,486,228
2	Enter amount from Part I, line 27a	2 172,627
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 2,658,855
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 2,658,855

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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				
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	15,042
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	159,496	2,572,256	0 062006	
2012	81,750	2,377,976	0 034378	
2011	65,935	1,557,346	0 042338	
2010	64,818	1,169,626	0 055418	
2009	49,707	1,133,142	0 043867	
2	Total of line 1, column (d).		2	0 238007
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 047601
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.		4	2,955,793
5	Multiply line 4 by line 3.		5	140,699
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	800
7	Add lines 5 and 6.		7	141,499
8	Enter qualifying distributions from Part XII, line 4.		8	117,500
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 ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		11,599	
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.		31,599	
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-		51,599	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	
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	
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		812	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		91,611	
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 ☐ 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		Yes		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					
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) ☐							
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 DAVID LARRY BROTHERTON Telephone no (864) 859-1471 Located at 524 SHEFFIELD RD EASLEY SC ZIP+4 29642			
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		
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		
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			
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		
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		
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		
	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		

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
DAVID L BROTHERTON	TRUSTEE	0	0	0
524 SHEFFIELD ROAD	5 00			
EASLEY, SC 29642				
CARMEN K BROTHERTON	TRUSTEE	0	0	0
524 SHEFFIELD ROAD	5 00			
EASLEY, SC 29642				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

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
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 N/A	
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	2,852,310
b	Average of monthly cash balances.	1b	148,495
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,000,805
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,000,805
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	45,012
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,955,793
6	Minimum investment return. Enter 5% of line 5.	6	147,790

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	147,790
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	1,599
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,599
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	146,191
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	146,191
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	146,191

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	117,500
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	117,500
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	117,500

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				146,191
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			119,707	
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 ▶ \$ 117,500				
a Applied to 2013, but not more than line 2a			117,500	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				
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			2,207	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				146,191
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

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. . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

• 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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	117,500
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

Form **990-PF** (2014)

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?

(1) Cash.

(2) Other assets.

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.

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes ☐ No ☒

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

***** Signature of officer or trustee	2015-04-05 Date	***** Title
--	--	--

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

Print/Type preparer's name H DEAN LEE	Preparer's Signature	Date 2015-05-11	Check if self-employed ☒	PTIN P01213108
Firm's name ☒ LEE BROOME MACBAY & ASSOCIATES LLC			Firm's EIN ☒ 20-5063807	
Firm's address ☒ PO BOX 5476 SPARTANBURG, SC 293045476			Phone no (864) 574-3620	

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>				
MARY'S HOUSE P O BOX 132 PICKENS,SC 29671			DOMESTIC VIOLENCE SHELTER	20,000
LOAVES AND FISHES 25 WOODS LAKE RD GREENVILLE,SC 29607			FOOD FOR NEEDY	1,000
TUSCULUM COLLEGE P O BOX 5040 GREENEVILLE,TN 37743			EDUCATION	50,000
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINSTON SALEM,NC 27106			EDUCATION	2,500
S C OVARIAN CANCER FOUND P O BOX 6531 GREENVILLE,SC 29606			MEDICAL RESEARCH	15,000
PICKENS COUNTY MUSEUN 138 HAGOOD MILL ROAD PICKENS,SC 29671			HISTORICAL	500
SHINE INC 111 HILLCREST DR SUITE B EASLEY,SC 29640			FEED THE POOR	5,000
NISWONGER FOUNDATION P O BOX 5112 GREENVILLE,TN 37743			EDUCATION	5,000
MIRACLE HILL MINISTRIES P O BOX 2546 GREENVILLE,SC 29602			CHILDRENS HOME	5,000
UNIVERSITY OF TENNESSEE C/O CHARLES FEIGERLE 552 BUEHLER HALL KNOXVILLE,TN 379961600			SCHOLARSHIPS	10,000
METROPOLITAN ARTS COUNCIL 123 W BROAD ST GREEMVILLE,SC 29601			MATCHING GIFT	1,000
AMERICAN HEART ASSOCIATION 3535 PELHAM RD STE 101 GREENVILLE,SC 29615			MEDICAL	2,500
Total  3a				117,500

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

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: THE BROTHERTON FOUNDATION

EIN: 20-5623767

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED		PURCHASE			45,399	47,399			-2,000	
SEE ATTACHED		PURCHASE			392,920	408,010			-15,090	

TY 2014 Other Expenses Schedule**Name:** THE BROTHERTON FOUNDATION**EIN:** 20-5623767

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
U S TRUST FEES	19,530			
MISCELLANEOUS FEES	374			

TY 2014 Other Income Schedule

Name: THE BROTHERTON FOUNDATION

EIN: 20-5623767

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	6,849	6,849	6,849
MISCELLANEOUS RECEIPTS	75	75	75
CLASS ACTION SETTLEMENT	63	63	63

TY 2014 Other Professional Fees Schedule

Name: THE BROTHERTON FOUNDATION

EIN: 20-5623767

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX RETURN PREPARATION	1,000			

TY 2014 Taxes Schedule**Name:** THE BROTHERTON FOUNDATION**EIN:** 20-5623767

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	1,323			
EXCISE TAX	516			



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

Income for 2014

This section reports your sales transactions during the year. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which the cost basis information is unknown it is shown separately in the section entitled Transactions with Unknown Cost Basis. Please review these carefully when preparing your return. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for current year's return of capital.

The following items are provided to you to assist in the preparation of your tax returns. We have included the following Codes and Adjustment amounts: "W" for wash sales, "C" for collectibles, and "D" for Market Discount. Typically, collectibles are taxed at 28% rates. For your convenience, if applicable, we have included the portion subject to Section 988 translation gains and losses and Market Discount in the column titled "Portion Subject to 988 and Market Discount". We have also included gains on collectibles taxed at 28% rates in the last column. If we have included a dagger symbol (†) next to the sale transaction with a net loss, this indicates that you can not take a loss on your tax return based on gross proceeds from a reportable change in control or capital structure.

Short Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	SYMBOL	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ALEXION PHARMACEUTICALS INC				015351109	ALXN							
	12/23/14	06/04/14	4			\$718.37	\$675.66	\$42.71		\$0.00	\$0.00	\$0.00
ALLERGAN INC				018490102	AGN							
	01/30/14	05/15/13	3			\$346.34	\$311.21	\$35.13		\$0.00	\$0.00	\$0.00
	01/31/14	07/18/13	7			\$805.10	\$644.86	\$160.24		\$0.00	\$0.00	\$0.00
	01/31/14	05/28/13	1			\$115.01	\$99.24	\$15.77		\$0.00	\$0.00	\$0.00
COGNIZANT TECHNOLOGY SOLUTIONS				19246102	CTSH							
	01/29/14	04/23/13	10			\$960.54	\$653.80	\$306.74		\$0.00	\$0.00	\$0.00

IM THE BROTHERTON FOUNDATION

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
COGNIZANT TECHNOLOGY SOLUTIONS 192446102 CTSH												
	01/29/14	07/18/13	2			\$192.11	\$145.78	\$46.33		\$0.00	\$0.00	\$0.00
	12/30/14	10/10/14	2			\$106.27	\$87.54	\$18.73		\$0.00	\$0.00	\$0.00
	12/30/14	10/13/14	3			\$159.41	\$132.63	\$26.78		\$0.00	\$0.00	\$0.00
DISCOVERY COMMUNICATIONS INC 25470F104 DISC A												
	11/17/14	12/30/13	8			\$260.95	\$364.36	\$-103.41		\$0.00	\$0.00	\$0.00
	11/17/14	12/27/13	2			\$65.24	\$90.15	\$-24.91		\$0.00	\$0.00	\$0.00
	11/17/14	11/29/13	10			\$326.18	\$444.49	\$-118.31		\$0.00	\$0.00	\$0.00
	11/17/14	11/27/13	13			\$424.04	\$572.35	\$-148.31		\$0.00	\$0.00	\$0.00
	11/17/14	12/02/13	15			\$489.28	\$655.79	\$-166.51		\$0.00	\$0.00	\$0.00
	11/18/14	10/10/14	2			\$65.49	\$70.98	\$-5.49		\$0.00	\$0.00	\$0.00
	11/18/14	01/30/14	6			\$196.47	\$246.65	\$-50.18		\$0.00	\$0.00	\$0.00
	11/18/14	10/13/14	4			\$130.98	\$139.48	\$-8.50		\$0.00	\$0.00	\$0.00
	11/18/14	03/20/14	11			\$360.20	\$467.28	\$-107.08		\$0.00	\$0.00	\$0.00
DISCOVERY COMMUNICATIONS INC 25470F302 DISC K												
	11/17/14	11/29/13	10			\$316.51	\$432.90	\$-116.39		\$0.00	\$0.00	\$0.00
	11/17/14	11/27/13	13			\$411.46	\$557.43	\$-145.97		\$0.00	\$0.00	\$0.00
	11/17/14	12/02/13	15			\$474.76	\$638.71	\$-163.95		\$0.00	\$0.00	\$0.00
	11/17/14	12/27/13	2			\$63.30	\$87.80	\$-24.50		\$0.00	\$0.00	\$0.00
	11/17/14	03/20/14	10			\$316.50	\$413.73	\$-97.23		\$0.00	\$0.00	\$0.00

IM THE BROTHERTON FOUNDATION

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 98% AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
DISCOVERY COMMUNICATIONS INC 25470F302 DISC K												
	11/17/14	12/30/13	8	8		\$253.20	\$354.87	\$-101.67		\$0.00	\$0.00	\$0.00
	11/18/14	01/30/14	6	6		\$190.22	\$240.23	\$-50.01		\$0.00	\$0.00	\$0.00
	11/18/14	10/10/14	2	2		\$63.40	\$69.66	\$-6.26		\$0.00	\$0.00	\$0.00
	11/18/14	10/13/14	4	4		\$126.81	\$137.17	\$-10.36		\$0.00	\$0.00	\$0.00
	11/18/14	03/20/14	1	1		\$31.70	\$41.37	\$-9.67		\$0.00	\$0.00	\$0.00
FMC TECHNOLOGIES INC 30249U101 FTH												
	04/15/14	10/24/13	8	8		\$423.11	\$415.21	\$7.90		\$0.00	\$0.00	\$0.00
	05/05/14	10/24/13	9	9		\$512.23	\$467.12	\$45.11		\$0.00	\$0.00	\$0.00
	11/18/14	10/10/14	1	1		\$54.89	\$31.53	\$3.36		\$0.00	\$0.00	\$0.00
	11/18/14	10/13/14	3	3		\$164.68	\$151.61	\$13.07		\$0.00	\$0.00	\$0.00
FACEBOOK INC 30303M102 FB												
	02/21/14	01/29/14	2	2		\$137.93	\$108.33	\$29.60		\$0.00	\$0.00	\$0.00
	02/24/14	01/29/14	8	8		\$568.33	\$433.34	\$134.99		\$0.00	\$0.00	\$0.00
	07/28/14	05/28/14	11	11		\$821.51	\$692.32	\$129.19		\$0.00	\$0.00	\$0.00
	11/18/14	10/13/14	2	2		\$149.06	\$148.40	\$0.66		\$0.00	\$0.00	\$0.00
	11/18/14	10/10/14	2	2		\$149.06	\$148.18	\$0.88		\$0.00	\$0.00	\$0.00
ILLUMINA INC 452327109 ILMN												
	06/18/14	02/10/14	2	2		\$338.28	\$322.37	\$15.91		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

2014 Tax Information Letter

Account Number 010041469972

Page 9

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 96% AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
MFS EMERGING MKTS DEBT FUND				552736640	MEDI X							
	01/28/14	12/31/13	0.03			\$0.40	\$0.41	\$-0.01		\$0.00	\$0.00	\$0.00
	01/28/14	11/30/13	0.03			\$0.41	\$0.41	\$0.00		\$0.00	\$0.00	\$0.00
	01/28/14	07/31/13	0.03			\$0.40	\$0.41	\$-0.01		\$0.00	\$0.00	\$0.00
	01/28/14	10/31/13	0.03			\$0.39	\$0.40	\$-0.01		\$0.00	\$0.00	\$0.00
	01/28/14	09/30/13	0.03			\$0.39	\$0.40	\$-0.01		\$0.00	\$0.00	\$0.00
	01/28/14	12/10/13	0.03			\$0.46	\$0.47	\$-0.01		\$0.00	\$0.00	\$0.00
	01/28/14	08/31/13	0.03			\$0.41	\$0.40	\$0.01		\$0.00	\$0.00	\$0.00
MERCADOLIBRE INC				58733R102	MELI							
	05/22/14	09/10/13	7			\$589.41	\$918.04	\$-328.63		\$0.00	\$0.00	\$0.00
	05/22/14	08/13/13	6			\$505.21	\$770.59	\$-265.38		\$0.00	\$0.00	\$0.00
	05/22/14	09/09/13	15			\$1,263.03	\$1,897.65	\$-634.62		\$0.00	\$0.00	\$0.00
	05/22/14	11/07/13	7			\$589.41	\$823.64	\$-234.23		\$0.00	\$0.00	\$0.00
	05/22/14	11/26/13	5			\$421.01	\$558.91	\$-137.90		\$0.00	\$0.00	\$0.00
	05/22/14	11/19/13	4			\$336.81	\$440.93	\$-104.12		\$0.00	\$0.00	\$0.00
	05/22/14	01/02/14	6			\$505.21	\$626.59	\$-121.38		\$0.00	\$0.00	\$0.00
	05/22/14	01/30/14	6			\$505.21	\$581.17	\$-75.96		\$0.00	\$0.00	\$0.00
	05/22/14	04/02/14	4			\$336.81	\$585.15	\$-248.34		\$0.00	\$0.00	\$0.00
	05/22/14	04/01/14	3			\$252.61	\$288.22	\$-35.61		\$0.00	\$0.00	\$0.00
	11/12/14	10/03/14	2			\$271.00	\$225.62	\$45.38		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

2014 Tax Information Letter

Account Number 010041469972

Page 10

IM THE BROTHERTON FOUNDATION

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 98% AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
PHARMACYCLICS INC				716933106	PCYC							
	11/24/14	01/30/14	3		\$421.67		\$410.38	\$11.29		\$0.00	\$0.00	\$0.00
PIMCO FDS DEV LCLMKT INS				72201P409	PLMTX							
	12/12/14	05/31/14	13.74		\$128.37		\$142.11	\$-13.74		\$0.00	\$0.00	\$0.00
	12/12/14	06/30/14	22.12		\$206.63		\$229.86	\$-23.23		\$0.00	\$0.00	\$0.00
	12/12/14	11/30/14	14.71		\$137.36		\$141.62	\$-4.26		\$0.00	\$0.00	\$0.00
	12/12/14	08/31/14	22.55		\$210.64		\$231.38	\$-20.74		\$0.00	\$0.00	\$0.00
	12/12/14	07/31/14	23.05		\$215.25		\$235.99	\$-20.74		\$0.00	\$0.00	\$0.00
	12/12/14	04/30/14	11.77		\$109.88		\$120.12	\$-10.24		\$0.00	\$0.00	\$0.00
	12/12/14	03/31/14	10.35		\$96.66		\$105.25 *	\$-8.59		\$0.00	\$0.00	\$0.00
	12/12/14	12/31/13	13.36		\$124.74		\$134.73 *	\$-9.99		\$0.00	\$0.00	\$0.00
	12/12/14	02/28/14	12.17		\$113.64		\$122.14 *	\$-8.50		\$0.00	\$0.00	\$0.00
	12/12/14	09/30/14	21.42		\$200.04		\$212.47	\$-12.43		\$0.00	\$0.00	\$0.00
	12/12/14	01/31/14	11.53		\$107.68		\$113.89 *	\$-6.21		\$0.00	\$0.00	\$0.00
	12/12/14	10/31/14	13.79		\$128.76		\$135.93	\$-7.17		\$0.00	\$0.00	\$0.00
PRECISION CASTPARTS CORP				740189105	PCP							
	02/21/14	09/27/13	1		\$256.55		\$228.04	\$28.51		\$0.00	\$0.00	\$0.00
	07/28/14	09/30/13	2		\$466.71		\$451.62	\$15.09		\$0.00	\$0.00	\$0.00
PRICELINE.COM INC				741503403	PCLN							
	02/21/14	01/30/14	1		\$1,320.18		\$1,152.54	\$167.64		\$0.00	\$0.00	\$0.00

IM THE BROTHERTON FOUNDATION

Short Term Transactions

DESCRIPTION	DATE	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
RS GLOBAL NATURAL RES FUND												
				74972H648	RSNY X							
	11/23/14	12/20/13	84.54			\$2,912.47		\$-188.53		\$0.00	\$0.00	\$0.00
	11/25/14	12/20/13	29.45			\$948.91	\$1,014.57	\$-65.66		\$0.00	\$0.00	\$0.00
RED HAT INC												
				756577102	RHT							
	01/29/14	05/17/13	15			\$831.02	\$826.25	\$4.77		\$0.00	\$0.00	\$0.00
	03/24/14	05/17/13	21			\$1,196.16	\$1,156.75	\$39.41		\$0.00	\$0.00	\$0.00
	10/13/14	10/18/13	23			\$1,264.78	\$1,000.12	\$264.66		\$0.00	\$0.00	\$0.00
	10/14/14	10/18/13	1			\$54.58	\$43.48	\$11.10		\$0.00	\$0.00	\$0.00
	10/14/14	10/28/13	5			\$272.91	\$215.86	\$57.05		\$0.00	\$0.00	\$0.00
	10/14/14	10/25/13	3			\$163.74	\$129.93	\$33.81		\$0.00	\$0.00	\$0.00
SALESFORCE COM INC												
				79466L302	CRM							
	02/26/14	04/23/13	6			\$381.02	\$246.34	\$134.68		\$0.00	\$0.00	\$0.00
	02/26/14	06/19/13	5			\$317.51	\$191.04	\$126.47		\$0.00	\$0.00	\$0.00
	11/18/14	04/15/14	1			\$63.02	\$53.74	\$9.28		\$0.00	\$0.00	\$0.00
	11/18/14	10/13/14	2			\$126.05	\$108.16	\$17.89		\$0.00	\$0.00	\$0.00
SPLUNK INC												
				848637104	SPLK							
	05/19/14	03/21/14	11			\$484.37	\$949.89	\$-465.52		\$0.00	\$0.00	\$0.00
	05/19/14	03/11/14	11			\$484.37	\$951.57	\$-467.20		\$0.00	\$0.00	\$0.00
	05/19/14	02/25/14	20			\$880.67	\$1,877.68	\$-997.01		\$0.00	\$0.00	\$0.00
	05/20/14	04/14/14	3			\$129.01	\$179.29	\$-50.28		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
SPLUNK INC				848637104	SPLK							
	05/20/14	03/27/14	3			\$129.01	\$220.46	\$-91.45		\$0.00	\$0.00	\$0.00
	05/20/14	04/01/14	6			\$258.03	\$446.27	\$-188.24		\$0.00	\$0.00	\$0.00
	05/20/14	03/26/14	9			\$587.03	\$677.46	\$-290.43		\$0.00	\$0.00	\$0.00
	05/20/14	03/21/14	2			\$86.01	\$172.71	\$-86.70		\$0.00	\$0.00	\$0.00
	11/12/14	07/08/14	6			\$407.95	\$287.99	\$119.96		\$0.00	\$0.00	\$0.00
	11/12/14	10/10/14	2			\$135.98	\$109.77	\$26.21		\$0.00	\$0.00	\$0.00
	11/12/14	10/14/14	3			\$203.98	\$157.15	\$46.83		\$0.00	\$0.00	\$0.00
	11/12/14	10/13/14	1			\$67.99	\$51.80	\$16.19		\$0.00	\$0.00	\$0.00
	11/24/14	07/08/14	3			\$199.66	\$143.99	\$55.67		\$0.00	\$0.00	\$0.00
TJX COS INC NEW				872540109	TJX							
	09/24/14	06/04/14	7			\$422.67	\$380.77	\$41.90		\$0.00	\$0.00	\$0.00
	09/25/14	06/04/14	5			\$299.31	\$271.97	\$27.84		\$0.00	\$0.00	\$0.00
TESLA MTRS INC				88160R101	TSLA							
	01/29/14	10/25/13	3			\$527.08	\$508.98	\$18.10		\$0.00	\$0.00	\$0.00
	01/29/14	08/27/13	3			\$527.08	\$492.21	\$34.87		\$0.00	\$0.00	\$0.00
	02/11/14	08/27/13	4			\$787.02	\$656.28	\$130.74		\$0.00	\$0.00	\$0.00
	02/19/14	08/26/13	2			\$390.58	\$327.76	\$62.82		\$0.00	\$0.00	\$0.00
	02/19/14	08/27/13	2			\$390.59	\$328.14	\$62.45		\$0.00	\$0.00	\$0.00
	02/21/14	08/26/13	1			\$210.38	\$163.88	\$46.50		\$0.00	\$0.00	\$0.00

IM THE BROTHERTON FOUNDATION

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
TESLA MOTORS INC												
	04/14/14	08/26/13	3	88160R101	TSLA	\$610.53	\$491.64	\$118.89		\$0.00	\$0.00	\$0.00
	06/04/14	12/17/13	2			\$404.73	\$306.56	\$98.17		\$0.00	\$0.00	\$0.00
	06/04/14	08/26/13	4			\$809.47	\$655.51	\$153.96		\$0.00	\$0.00	\$0.00
	07/07/14	12/17/13	2			\$447.54	\$306.55	\$140.99		\$0.00	\$0.00	\$0.00
	08/14/14	12/27/13	2			\$521.23	\$305.40	\$215.83		\$0.00	\$0.00	\$0.00
	08/14/14	12/17/13	1			\$266.61	\$153.28	\$107.33		\$0.00	\$0.00	\$0.00
TRACTOR SUPPLY CO												
	12/23/14	09/03/14	1	892356106	TSCO	\$78.54	\$67.61	\$10.93		\$0.00	\$0.00	\$0.00
	12/24/14	09/02/14	3			\$233.56	\$201.40	\$32.16		\$0.00	\$0.00	\$0.00
	12/24/14	09/03/14	3			\$233.56	\$202.81	\$30.75		\$0.00	\$0.00	\$0.00
	12/26/14	09/02/14	3			\$234.39	\$201.39	\$33.00		\$0.00	\$0.00	\$0.00
	12/26/14	09/26/14	6			\$468.77	\$369.43	\$99.34		\$0.00	\$0.00	\$0.00
VERTEX PHARMACEUTICALS INC												
	06/26/14	08/01/13	1	92532F100	VRTX	\$92.58	\$81.41	\$11.17		\$0.00	\$0.00	\$0.00
	12/15/14	09/29/14	1			\$113.06	\$114.38	\$-1.32		\$0.00	\$0.00	\$0.00
	12/23/14	09/29/14	5			\$573.00	\$571.89	\$1.11		\$0.00	\$0.00	\$0.00
VISA INC CLA												
	11/12/14	07/28/14	1	92826C839	V	\$251.25	\$213.58	\$37.67		\$0.00	\$0.00	\$0.00
	11/12/14	03/26/14	1			\$251.26	\$217.85	\$33.41		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

2014 Tax Information Letter

Account Number 010041469972

Page 14

Short Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
VMWARE INC CL A				928563402	VMW							
	01/29/14	11/26/13	6			\$557.63	\$486.71	\$70.94		\$0.00	\$0.00	\$0.00
	01/29/14	11/20/13	3			\$278.82	\$236.63	\$42.17		\$0.00	\$0.00	\$0.00
	03/21/14	05/14/13	5			\$546.03	\$388.08	\$157.95		\$0.00	\$0.00	\$0.00
	03/21/14	11/20/13	5			\$546.03	\$394.41	\$151.62		\$0.00	\$0.00	\$0.00
	04/15/14	05/14/13	6			\$600.75	\$465.69	\$135.06		\$0.00	\$0.00	\$0.00
	04/22/14	05/14/13	4			\$420.27	\$310.46	\$109.81		\$0.00	\$0.00	\$0.00
Total Short Term Gain/Loss						\$45,398.80	\$47,399.43	\$-2,000.63		\$0.00	\$0.00	\$0.00

Long Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
ALLERGAN INC				018490102	AGN							
	01/31/14	12/12/08	6			\$690.09	\$206.09	\$484.00		\$0.00	\$0.00	\$0.00
	01/31/14	09/13/12	2			\$230.03	\$178.97	\$51.06		\$0.00	\$0.00	\$0.00
	03/26/14	12/12/08	30			\$3,682.39	\$1,030.42	\$2,651.97		\$0.00	\$0.00	\$0.00
BAIDU COM INC SPONSORED ADR REPST				056752108	BIDU							
	07/22/14	07/19/10	2			\$397.38	\$143.18	\$254.20		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

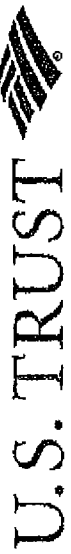
2014 Tax Information Letter

Account Number 010041469972

Page 15

Long Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	SYMBOL	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
CDK GLOBAL INC												
	10/22/14	12/06/12	0.67	12508E101	CDK	\$17.06	\$14.52	\$2.54		\$0.00	\$0.00	\$0.00
CELGENE CORP COM												
	01/14/14	06/12/09	4	151020104	CELG	\$664.72	\$172.65	\$492.07		\$0.00	\$0.00	\$0.00
	01/29/14	06/12/09	4			\$635.28	\$172.65	\$462.63		\$0.00	\$0.00	\$0.00
	10/27/14	06/12/09	4			\$412.61	\$86.33	\$326.28		\$0.00	\$0.00	\$0.00
COGNIZANT TECHNOLOGY SOLUTIONS												
	12/30/14	05/15/13	1	192446102	CTSH	\$53.14	\$31.65	\$21.49		\$0.00	\$0.00	\$0.00
CONOCOPHILLIPS												
	01/15/14	12/06/12	90	20825C104	COP	\$6,122.34	\$5,165.55	\$956.79		\$0.00	\$0.00	\$0.00
	01/15/14	03/26/12	95			\$6,462.47	\$5,656.35	\$806.12		\$0.00	\$0.00	\$0.00
CREDIT SUISSE COMMODITY-RETURN												
	01/28/14	02/28/11	2071.58	22544R305	CRSO X	\$14,894.64	\$19,928.58	\$-5,033.94		\$0.00	\$0.00	\$0.00
	01/28/14	11/05/10	2494.79			\$17,937.56	\$23,703.53	\$-5,762.97		\$0.00	\$0.00	\$0.00
	01/28/14	12/16/11	7.02			\$50.47	\$55.94	\$-5.47		\$0.00	\$0.00	\$0.00
EOG RES INC												
	04/11/14	10/21/11	12	26875P101	EOG	\$1,188.46	\$541.00	\$647.46		\$0.00	\$0.00	\$0.00
	04/11/14	10/21/11	7			\$693.27	\$314.72	\$378.55		\$0.00	\$0.00	\$0.00
	05/06/14	08/22/11	10			\$1,032.42	\$440.90	\$591.52		\$0.00	\$0.00	\$0.00
	05/06/14	08/27/10	24			\$2,471.79	\$1,067.21	\$1,410.58		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

Long Term Transactions

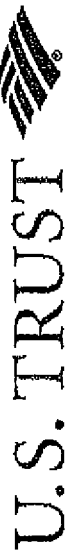
DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	SYMBOL	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 23% Rates (included in Net G/L)
EOG RES INC				26875P101	EOG							
	05/06/14	08/23/11	2		\$206.48		\$86.42	\$120.06		\$0.00	\$0.00	\$0.00
	05/06/14	10/21/11	5		\$516.21		\$224.80	\$291.41		\$0.00	\$0.00	\$0.00
FMC TECHNOLOGIES INC				30249U101	FTI							
	05/05/14	09/13/12	2		\$113.83		\$97.40	\$16.43		\$0.00	\$0.00	\$0.00
	05/05/14	08/01/12	5		\$284.57		\$231.01	\$53.56		\$0.00	\$0.00	\$0.00
	06/18/14	01/09/13	3		\$177.15		\$130.44	\$46.71		\$0.00	\$0.00	\$0.00
	06/18/14	08/01/12	2		\$118.10		\$92.41	\$25.69		\$0.00	\$0.00	\$0.00
	06/18/14	01/10/13	6		\$354.29		\$265.61	\$88.68		\$0.00	\$0.00	\$0.00
	07/29/14	01/09/13	14		\$883.14		\$608.74	\$274.40		\$0.00	\$0.00	\$0.00
	07/29/14	07/05/12	3		\$189.25		\$124.00	\$65.25		\$0.00	\$0.00	\$0.00
FACEBOOK INC				30303M102	FB							
	02/24/14	10/25/12	17		\$1,207.69		\$390.56	\$817.13		\$0.00	\$0.00	\$0.00
EASTENAL CO				311900104	EAST							
	11/18/14	04/23/13	2		\$88.90		\$98.10	\$-9.20		\$0.00	\$0.00	\$0.00
	11/18/14	02/15/13	6		\$266.70		\$318.69	\$-51.99		\$0.00	\$0.00	\$0.00
	11/18/14	02/19/13	2		\$88.90		\$105.98	\$-17.08		\$0.00	\$0.00	\$0.00
	11/18/14	04/24/13	2		\$88.91		\$99.33	\$-10.42		\$0.00	\$0.00	\$0.00
	11/24/14	04/23/13	5		\$225.85		\$245.26	\$-19.41		\$0.00	\$0.00	\$0.00



IM THE BROTHERTON FOUNDATION

Long Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	SYMBOL	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
FEDERATED ARMS FUND INSTL SHS 96				314082108	FEUG X							
	10/02/14	03/31/13	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	04/30/13	FRAC SHARE			\$0.01	\$0.01	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	05/31/13	FRAC SHARE			\$0.01	\$0.01	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	01/31/12	3.08			\$30.20	\$30.30	\$-0.10	W	\$0.10	\$0.00	\$0.00
	10/02/14	06/21/13	2.16			\$21.19	\$21.21	\$-0.02	W	\$0.02	\$0.00	\$0.00
	10/02/14	06/21/13	4441.38			\$43,525.56	\$43,569.98	\$-44.42		\$0.00	\$0.00	\$0.00
	10/02/14	06/21/13	3.78			\$36.99	\$37.03	\$-0.04	W	\$0.04	\$0.00	\$0.00
	10/02/14	02/28/13	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	01/31/13	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	12/31/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	12/17/12	FRAC SHARE			\$0.01	\$0.01	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	11/30/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	10/31/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	09/30/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	08/31/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	07/31/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	06/30/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	05/31/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
	10/02/14	04/30/12	FRAC SHARE			\$0.02	\$0.02	\$0.00		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

Long Term Transactions

DESCRIPTION		CUSIP	SYMBOL	Proceeds	Units	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
FEDERATED ARMS FUND INSTL SHS 96		314082108	FEUG X								
10/02/14	02/29/12	FRAC SHARE		\$0.02		\$0.02	\$0.00		\$0.00	\$0.00	\$0.00
10/02/14	03/31/12	FRAC SHARE		\$0.03		\$0.03	\$0.00		\$0.00	\$0.00	\$0.00
FRANKLIN RESOURCES INC		354613101	BEN								
03/07/14	09/27/11	10		\$537.57		\$348.41	\$189.16		\$0.00	\$0.00	\$0.00
03/07/14	10/27/11	6		\$322.54		\$215.98	\$106.56		\$0.00	\$0.00	\$0.00
03/07/14	10/07/10	7		\$376.30		\$263.18	\$113.12		\$0.00	\$0.00	\$0.00
03/07/14	10/08/10	6		\$322.54		\$225.20	\$97.34		\$0.00	\$0.00	\$0.00
03/10/14	10/21/11	9		\$478.46		\$307.93	\$170.53		\$0.00	\$0.00	\$0.00
03/10/14	11/01/11	3		\$159.49		\$101.95	\$57.54		\$0.00	\$0.00	\$0.00
03/10/14	09/27/11	20		\$1,063.25		\$696.81	\$366.44		\$0.00	\$0.00	\$0.00
GILEAD SCIENCES INC		375558103	GILD								
01/14/14	09/17/12	13		\$968.74		\$426.66	\$542.08		\$0.00	\$0.00	\$0.00
01/29/14	09/17/12	8		\$643.69		\$262.56	\$381.13		\$0.00	\$0.00	\$0.00
06/09/14	09/17/12	10		\$790.50		\$328.20	\$462.30		\$0.00	\$0.00	\$0.00
07/11/14	09/17/12	6		\$530.66		\$196.92	\$333.74		\$0.00	\$0.00	\$0.00
09/26/14	09/17/12	22		\$2,381.19		\$722.04	\$1,659.15		\$0.00	\$0.00	\$0.00
10/27/14	09/17/12	4		\$449.49		\$131.28	\$318.21		\$0.00	\$0.00	\$0.00
12/03/14	09/17/12	29		\$2,913.89		\$951.79	\$1,962.10		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

2014 Tax Information Letter

Account Number 010041469972

Page 19

Long Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 98% AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
GOOGLE INC CLA				38259P508	GOOGL							
	08/28/14	12/12/08	3			\$1,743.90	\$455.79	\$1,288.11		\$0.00	\$0.00	\$0.00
	08/28/14	10/16/08	2			\$1,162.60	\$322.69	\$839.91		\$0.00	\$0.00	\$0.00
GOOGLE INC				38259P706	GOOG							
	08/28/14	10/16/08	2			\$1,140.42	\$321.66	\$818.76		\$0.00	\$0.00	\$0.00
	08/28/14	12/12/08	3			\$1,710.62	\$454.34	\$1,256.28		\$0.00	\$0.00	\$0.00
ISHARES TR				46429B655	FLOT							
	10/02/14	06/21/13	850			\$43,153.80	\$43,052.07	\$101.73		\$0.00	\$0.00	\$0.00
MFS EMERGING MKTS DEBT FUND				55273E640	MEDI X							
	01/28/14	03/19/12	0.03			\$0.36	\$0.37	\$-0.01	W	\$0.01	\$0.00	\$0.00
	01/28/14	03/19/12	6.74			\$97.40	\$100.63	\$-3.23		\$0.00	\$0.00	\$0.00
MONSANTO CO NEW				61166W101	MON							
	10/27/14	06/19/13	3			\$339.09	\$317.75	\$21.34		\$0.00	\$0.00	\$0.00
	12/26/14	06/19/13	2			\$242.03	\$211.84	\$30.19		\$0.00	\$0.00	\$0.00
	12/26/14	01/25/13	2			\$242.03	\$206.81	\$35.22		\$0.00	\$0.00	\$0.00
	12/30/14	01/25/13	3			\$362.19	\$310.22	\$51.97		\$0.00	\$0.00	\$0.00
PIMCO FDS DEV LCLMKT INS				72201F409	PLMTX							
	12/12/14	04/30/13	5.63			\$52.61	\$60.16 *	\$-7.55		\$0.00	\$0.00	\$0.00
	12/12/14	01/31/13	3.8			\$35.50	\$40.25 *	\$-4.75		\$0.00	\$0.00	\$0.00
	12/12/14	12/06/12	10.06			\$93.95	\$106.12	\$-12.17	W	\$12.17	\$0.00	\$0.00



IM THE BROTHERTON FOUNDATION

Long Term Transactions

DESCRIPTION	Date sold or disposed	Date acquired	Units	CUSIP	SYMBOL	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
PIMCO FDS DEV LCL MKT INS				72201F409	PLMI X							
12/12/14	12/06/12		2359.61			\$22,038.75	\$24,820.71 *	\$-2,781.96		\$0.00	\$0.00	\$0.00
12/12/14	08/31/13		14.22			\$132.82	\$140.20 *	\$-7.38		\$0.00	\$0.00	\$0.00
12/12/14	11/30/13		12.64			\$118.09	\$127.57 *	\$-9.48		\$0.00	\$0.00	\$0.00
12/12/14	06/30/13		12.02			\$112.29	\$121.42 *	\$-9.13		\$0.00	\$0.00	\$0.00
12/12/14	07/31/13		13.63			\$127.29	\$137.77 *	\$-10.48		\$0.00	\$0.00	\$0.00
12/12/14	09/30/13		12.8			\$119.51	\$129.61 *	\$-10.10		\$0.00	\$0.00	\$0.00
12/12/14	02/28/13		4.48			\$41.81	\$47.13 *	\$-5.32		\$0.00	\$0.00	\$0.00
12/12/14	12/31/12		3.47			\$32.41	\$36.50 *	\$-4.09		\$0.00	\$0.00	\$0.00
12/12/14	02/26/13		2014.09			\$18,811.56	\$21,186.16 *	\$-2,374.60		\$0.00	\$0.00	\$0.00
12/12/14	03/31/13		7.32			\$68.34	\$76.96 *	\$-8.62		\$0.00	\$0.00	\$0.00
12/12/14	12/27/12		14.37			\$134.24	\$151.04 *	\$-16.80		\$0.00	\$0.00	\$0.00
12/12/14	05/31/13		5.69			\$53.10	\$58.61 *	\$-5.51		\$0.00	\$0.00	\$0.00
12/12/14	10/31/13		12.77			\$119.27	\$130.76 *	\$-11.49		\$0.00	\$0.00	\$0.00
12/12/14	06/11/13		6498.07			\$60,691.94	\$66,533.65 *	\$-5,841.71		\$0.00	\$0.00	\$0.00
PRECISION CASTPARTS CORP				740189105	PCP							
07/28/14	03/04/13		4			\$933.42	\$744.66	\$188.76		\$0.00	\$0.00	\$0.00
RS GLOBAL NATURAL RES FUND				74972H648	RSNY X							
11/25/14	04/09/13		2996.37			\$96,543.08	\$116,738.63	\$-20,195.55		\$0.00	\$0.00	\$0.00

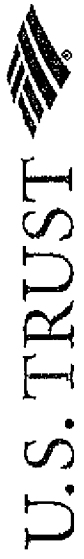


Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

Long Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	PROCEEDS	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 98% AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
RED HAT INC				756577102	RIIT							
	10/10/14	04/18/13	2			\$112.05	\$103.22	\$8.83		\$0.00	\$0.00	\$0.00
	10/10/14	05/17/13	5			\$280.12	\$275.42	\$4.70		\$0.00	\$0.00	\$0.00
	10/10/14	09/24/13	17			\$952.39	\$798.73	\$153.66		\$0.00	\$0.00	\$0.00
	10/10/14	06/14/13	16			\$896.36	\$737.87	\$158.49		\$0.00	\$0.00	\$0.00
	10/13/14	06/13/13	10			\$549.90	\$457.72	\$92.18		\$0.00	\$0.00	\$0.00
	10/13/14	06/14/13	12			\$659.88	\$553.41	\$106.47		\$0.00	\$0.00	\$0.00
TJX COS INC NEW				872540109	TJX							
	09/25/14	04/23/13	6			\$359.77	\$283.66	\$76.11		\$0.00	\$0.00	\$0.00
	09/25/14	03/22/13	6			\$359.77	\$278.49	\$81.28		\$0.00	\$0.00	\$0.00
	10/22/14	03/22/13	77			\$4,784.07	\$3,573.93	\$1,210.14		\$0.00	\$0.00	\$0.00
UNILEVER N V				904784709	UN							
	01/15/14	12/06/12	60			\$2,302.51	\$2,268.30	\$34.21		\$0.00	\$0.00	\$0.00
	01/15/14	03/26/12	220			\$8,442.55	\$7,513.11	\$929.44		\$0.00	\$0.00	\$0.00
VERTEX PHARMACEUTICALS INC				92532F100	VRTX							
	06/26/14	04/23/13	15			\$1,388.69	\$1,252.13	\$136.56		\$0.00	\$0.00	\$0.00
	06/26/14	04/23/13	4			\$370.31	\$323.67	\$46.64		\$0.00	\$0.00	\$0.00
MICHAEL KORS HLDGS LTD				G60754101	KORS							
	02/05/14	03/13/12	11			\$992.01	\$536.41	\$455.60		\$0.00	\$0.00	\$0.00
	02/05/14	03/14/12	1			\$90.18	\$47.65	\$42.53		\$0.00	\$0.00	\$0.00



Bank of America Private Wealth Management

IM THE BROTHERTON FOUNDATION

Long Term Transactions

DESCRIPTION	DATE SOLD OR DISPOSED	DATE ACQUIRED	UNITS	CUSIP	SYMBOL	COST OR OTHER BASIS	NET GAIN/LOSS	CODE	ADJUSTMENTS	PORTION SUBJECT TO 988 AND MARKET DISCOUNT (INCLUDED IN NET G/L)	PORTION SUBJECT TO 28% RATES (INCLUDED IN NET G/L)
MICHAEL KORS HLDGS LTD				G60754101	KORS						
	02/07/14	03/14/12	6		\$551.70	\$285.89	\$265.81		\$0.00	\$0.00	\$0.00
	06/04/14	03/14/12	6		\$559.13	\$285.88	\$273.30		\$0.00	\$0.00	\$0.00
	07/08/14	03/14/12	9		\$809.81	\$428.83	\$380.98		\$0.00	\$0.00	\$0.00
Total Long Term Gain/Loss					\$392,920.33	\$408,010.14	\$-15,089.81		\$12.34	\$0.00	\$0.00