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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation HEIDEBRECHT FAMILY CHARITABLE TRUST		A Employer identification number 20-5873094
Number and street (or P O box number if mail is not delivered to street address) 104 WOODGLEN COURT	Room/suite	B Telephone number (see instructions) 828-698-0795
City or town, state or province, country, and ZIP or foreign postal code FLAT ROCK NC 28731-8518		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) ▶ \$ 734,725	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7	7		
4 Dividends and interest from securities	8,662	8,662		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 STMT 1	28,102			
b Gross sales price for all assets on line 6a 87,871				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
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	36,771	8,669	0	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	2,000			
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	202			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) STMT 4	5,770			
24 Total operating and administrative expenses. Add lines 13 through 23	7,972	0	0	0
25 Contributions, gifts, grants paid SEE STATEMENT 5	77,000			77,000
26 Total expenses and disbursements. Add lines 24 and 25	84,972	0	0	77,000
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-48,201			
b Net investment income (if negative, enter -0-)		8,669		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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		14,845	15,926	15,926
	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 (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	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) SEE STMT 6		454,085	415,943	718,799
	c	Investments – corporate bonds (attach schedule)				
Liabilities	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶)	)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		468,930	431,869	734,725
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)	)			
	23	Total liabilities (add lines 17 through 22)		0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24	Unrestricted				
Net Assets or Fund Balances	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		468,930	431,869	
	30	Total net assets or fund balances (see instructions)		468,930	431,869	
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances (see instructions)		468,930	431,869	

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	468,930
2	Enter amount from Part I, line 27a	2	-48,201
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	11,140
4	Add lines 1, 2, and 3	4	431,869
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	431,869

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 N/A			
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			
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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
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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	27,000	636,744	0.042403
2012	33,000	578,612	0.057033
2011	12,050	545,242	0.022100
2010	12,500	302,048	0.041384
2009	16,500	232,183	0.071065

2 Total of line 1, column (d)	2	0.233985
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	0.046797
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	724,046
5 Multiply line 4 by line 3	5	33,883
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	87
7 Add lines 5 and 6	7	33,970
8 Enter qualifying distributions from Part XII, line 4	8	77,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	87
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	0
3	Add lines 1 and 2	3	87
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	87
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	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	87
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-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JAMES HEIDEBRECHT 104 WOODGLEN COURT Located at ► FLAT ROCK NC ZIP+4 ► 28731-8518 Telephone no ► 828-698-0795			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	N/A 1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	N/A 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	☐ 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.)	N/A 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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.)	N/A 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here **►** ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 K. HEIDEBRECHT 104 WOODGLEN COURT	FLAT ROCK NC 28731-8518	TRUSTEE 2.00	0	0
SUSAN A. HEIDEBRECHT 104 WOODGLEN COURT	FLAT ROCK NC 28731-8518	TRUSTEE 2.00	0	0
BRIAN K. HEIDEBRECHT 67 FLORENCE STREET	MELROSE MA 02176	TRUSTEE 1.00	0	0
BRUCE J. HEIDEBRECHT 7 WATCH COURT	REISTERSTOWN MD 21136	TRUSTEE 1.00	0	0

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

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

Total number of other employees paid over \$50,000**► 0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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 N/A	
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	709,754
b	Average of monthly cash balances	1b	25,318
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	735,072
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	735,072
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	11,026
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	724,046
6	Minimum investment return. Enter 5% of line 5	6	36,202

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	36,202
2a	Tax on investment income for 2014 from Part VI, line 5	2a	87
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	87
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,115
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	36,115
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	36,115

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	77,000
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	77,000
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	87
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	76,913

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				36,115
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009	4,963			
b From 2010				
c From 2011				
d From 2012	4,300			
e From 2013				
f Total of lines 3a through e	9,263			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 77,000				
a Applied to 2013, but not more than line 2a				
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				36,115
e Remaining amount distributed out of corpus	40,885			
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	50,148			
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				0
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)	4,963			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	45,185			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012	4,300			
d Excess from 2013				
e Excess from 2014	40,885			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(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 foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines
N/A

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

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 STATEMENT 8				77,000
Total			▶ 3a	77,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	5	2
4	Dividends and interest from securities			14	8,662	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					28,102
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		8,667	28,104
13	Total. Add line 12, columns (b), (d), and (e)				13	36,771

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Date Acquired	Date Sold	Sale Price					
700 SH EXXON MOBIL CORP NYSE	10/26/10	5/07/14	\$ 72,206	PURCHASE	46,571	\$	\$	25,635
155 SH FOREST LABS INC (MERGER) NYSE	5/14/13	6/30/14	3,979	PURCHASE	3,979			
11.135 RTS LIBERTY BROADBAND-C NYSE	5/14/13	12/30/14	111	PURCHASE				111
7 SH BIOGEN IDEC INC NYSE	12/21/06	2/19/14	2,315	DONATION	349			1,966
340 FOREST LABS INC (MERGER) NYSE	VARIOUS	6/30/14	8,728	PURCHASE	8,728			
.75 SH LIBERTY BROADBAND CORP-A NYSE	6/04/08	11/11/14	36	PURCHASE	3			33
27.865 RTS LIBERTY BROADBAND COR NYSE	6/27/08	12/30/14	279	PURCHASE				279
.5 SH LIBERTY BROADBAND CORP NYSE	6/04/08	11/11/14	24	PURCHASE	2			22
.818 SH LIBERTY INTERACTIVE CORP NYSE	12/21/06	10/23/14	26	PURCHASE	16			10
.75 SH NOW INC NYSE	12/21/06	6/06/14	25	PURCHASE	22			3
.648 SH ACTAVIS PLC NYSE	12/21/06	7/01/14	142	PURCHASE	99			43
TOTAL			\$ 87,871		\$ 59,769	\$	0	\$ 28,102

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CARLAND & ANDERSEN, INC.-CPA	\$ 2,000	\$	\$	\$
TOTAL	\$ 2,000	\$ 0	\$ 0	\$ 0

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Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	\$ 202	\$	\$	\$
TOTAL	\$ 202	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
INVESTMENT ADVISORY FEES: RAYMOND JAMES-61248	5,770			
TOTAL	\$ 5,770	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
750					11/06/14
1,000					6/28/14
750					11/06/14
1,000					11/06/14
1,000					11/06/14
500					11/23/14
1,000					12/08/14
3,000					5/09/14
500					4/04/14
750					11/08/14
500					11/08/14
1,000					11/08/14
1,000					11/08/14
750					11/08/14
1,000					11/01/14
1,000					11/06/14

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Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants
(continued)

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
500					9/05/14
500					11/08/14
1,000					11/01/14
500					11/06/14
500					11/13/14
500					11/01/14
500					11/08/14
2,500					2/06/14
1,000					4/11/14
50,000					5/09/14
500					8/07/14
1,000					8/21/14
750					11/06/14
750					11/08/14
500					11/09/14

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
163 ADT CORPORATION	\$ 5,344	5,330	COST	\$ 5,905
164 ACTAVIS PLC		19,868	COST	42,215
115 AMC NETWORKS INC-A	4,215	4,215	COST	7,334
445 SEAGATE TECHNOLOGY	13,186	13,186	COST	29,593
609 WEATHERFORD INTL LTD	11,575	11,637	COST	6,973
333 ANADARKO PETROLEUM	17,055	20,167	COST	27,473
350 AUTODESK INC	13,233	13,233	COST	21,021
161 BIOGEN IDEC INC	18,748	18,400	COST	54,651
552 BROADCOM CORP CL A	17,107	16,929	COST	23,918
470 CABLEVISION SYSTEMS CORP	7,246	7,246	COST	9,701
134 CITRIX SYSTEMS INC	8,479	8,479	COST	8,549
820 COMCAST CORP CL A	22,383	22,383	COST	47,203
131 COVIDIEN LTD	5,823	5,823	COST	13,399
230 CREE INC	10,867	10,867	COST	7,411
299 DIRECTV	10,121	10,121	COST	25,923

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
200 DOLBY LABS INC	\$ 6,927	\$ 6,927	COST	\$ 8,624
130 FLUOR CORP	8,182	8,182	COST	7,882
495 FOREST LABORATORIES INC	19,968			
105 FREEMPORT-MCMORAN COPPER&GOLD	4,404	4,404	COST	2,453
106 IMMUNOGEN INC	1,208	1,208	COST	647
178 ISIS PHARMACEUTICALS	2,953	2,953	COST	10,990
79 PENTAIR LTD	3,194	3,194	COST	5,247
105 L-3 COMMUNICATIONS HLDGS INC	9,030	9,030	COST	13,252
66 LIBERTY BROADBAND CORP-A		1,088	COST	3,306
133 LIBERTY BROADBAND CORP-C		2,162	COST	6,626
96 LIBERTY INTERACTIVE CORP LBT-A		1,969	COST	3,621
681 LIBERTY MEDIA HLDG INTERACT-A	13,634	11,649	COST	20,035
534 LIBERTY MEDIA CORP DELAWARE-C		6,325	COST	18,706
267 LIBERTY MEDIA HLDG CORP CAP-A	12,893	3,312	COST	9,417
123 NATIONAL OILWELL VARCO INC	7,084	6,368	COST	8,060
30 NOW INCORPORATED		694	COST	772
387 NUANCE COMMUNICATIONS INC		5,939	COST	5,522
110 NUCOR CORP	4,900	4,900	COST	5,396
210 PALL CORP	9,951	9,951	COST	21,254
351 SANDISK CORP	13,284	13,284	COST	34,391
267 STARZ-A	2,239	2,239	COST	7,930
312 TE CONNECTIVITY (TYCO)	11,795	11,795	COST	19,734
332 TYCO INTL LTD	8,572	8,572	COST	14,562
490 UNITED HEALTH GROUP INC	25,625	25,625	COST	49,534
63 VERTEX PHARMACEUTICALS INC	3,106	3,106	COST	7,484
1,100 EXXON-MOBIL CORP	119,754	73,183	COST	101,695
41 RTS LIBERTY BROADBAND CORP-C				390
TOTAL	\$ 454,085	\$ 415,943		\$ 718,799

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
SHARES RECEIVED IN CORPORATE MERGERS, CHIEFLY LIBERTY MEDIA COMPANIES.	\$ 11,140
TOTAL	\$ <u>11,140</u>

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
JAMES K. HEIDEBRECHT	\$
TOTAL	\$ <u>0</u>

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
UNIV OF SOUTH DAKOTA FNDN		VERMILLION SD 57069		PO BOX 5555		STUDENT SCHOLARSHIPS	500
HALLMARK HEALTH		MELROSE MA 02176		585 LEBANON STREET		SUPPORT YOUNG FAMILIES	750
HOOVER ELEMENTARY SCHOOL PTO		MELROSE MA 02176		37 GLENDOWER ROAD		SCHOOL SUPPLIES, FIELD TRIPS	1,000
COMFORT ZONE CAMP		RICHMOND VA 23226		7201 GLEN FOREST DRIVE		CAMPS FOR GRIEVING CHILDREN	750
BOYS & GIRLS CLUB		HENDERSONVILLE NC 28792		1304 ASHE STREET		YOUTH ENRICHMENT PROGRAMS	1,000
SALVATION ARMY		HENDERSONVILLE NC 28792		239 THIRD AVENUE, EAST		RELIEF FOR NEEDY PERSONS, DISASTERS	1,000
THE FREE CLINICS		HENDERSONVILLE NC 28792		841 CASE STREET		FREE MEDICAL AND DENTAL SERVICES	500
AMERICAN SCHOOL IN LONDON		LONDON UK NW8ONP		ONE WAVERLEY PLACE		HIGHER EDUCATION	1,000
AMERICAN CANCER SOCIETY		ATLANTA GA 30303-1002		250 WILLIAMS STREET		CANCER RESEARCH	3,000
FRANKLIN EARLY CHILDHOOD CENTER		MELROSE MA 02176		16 FRANKLIN STREET		MATH CURRICULUM MATERIALS	500
BOY SCOUTS OF AMERICA		BALTIMORE MD 21211-2805		701 WYMAN PARK DRIVE		YOUTH TRAINING	750
REISTERSTOWN VFD		REISTERSTOWN MD 21136		108 MAIN STREET		UPDATE EQUIPMENT	500
TOWSON UNIVERSITY FNDN		TOWSON MD 21252-0001		8000 YORK ROAD		FORENSIC SCIENCE	1,000
IRVINE NATURE CENTER		OWINGS MILLS MD 21117		11201 GARRISON FOREST RD.		ENVIRONMENTAL LITERACY	1,000
VIRGINIA TECH FOUNDATION		BLACKSBURG VA 24061		104 HUTCHESON HALL		STUDIES IN HORTICULTURE	750
ARTHRITIS FOUNDATION		ATLANTA GA 30309		1330 WEST PEACHTREE ST.		ARTHRITIS RESEARCH	1,000
DANA-FARBER CANCER INSTITUTE		BROOKLINE MA 02445-7226		10 BROOKLINE PLACE WEST		CANCER RESEARCH	1,000
HUNGER COALITION		HENDERSONVILLE NC 28793		PO BOX 6151		FOOD FOR INDIGENT PERSONS	500

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**Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
SLOAN-KETTERING CANCER CENTER NEW YORK NY 10065				1275 YORK AVENUE		CANCER RESEARCH	500
AMERICAN HEART ASSOCIATION MORRISVILLE NC 27560-7687				3131 RDU CENTER, STE 100		CARDIOVASCULAR RESEARCH	1,000
JOHNS HOPKINS INSTITUTIONS BALTIMORE MD 21201				100 NORTH CHARLES STREET		PROSTATE CANCER RESEARCH	500
BRIGHTFOCUS FOUNDATION CLARKSBURG MD 20871				22512 GATEWAY CENTER DRIV		ALZHEIMER'S DISEASE RESEARCH	500
PARKINSON'S DISEASE FOUNDATION NEW YORK NY 10018				1359 BROADWAY, SUITE 1509		RESEARCH	500
HENDERSONVILLE RESCUE MISSION HENDERSONVILLE NC 28793				PO BOX 1512		FOOD, CLOTHING FOR INDIGENT	500
MELROSE EDUCATION FOUNDATION MELROSE MA 02176				PO BOX 760891		IMPROVE CLASSROOM LEARNING	2,500
CHRISTIAN AGRICULTURAL MISSION HENDERSONVILLE NC 28793				PO BOX 111		FARMING AID IN HAITI	1,000
INTERFAITH ASSISTANCE MINISTRY HENDERSONVILLE NC 28791				210 ERINGHAUS STREET		FOOD, CLOTHING FOR NEEDY	50,000
AMAZING GRACE GOLF TOURNAMENT MELROSE MA 02176				54 LAKE AVENUE		EXCELLENCE IN PUBLIC SCHOOLS	500
PISGAH LEGAL SERVICES ASHEVILLE NC 28802				PO BOX 2276		LEGAL AID FOR THE INDIGENT	1,000
RHEMA FELLOWSHIP CHURCH SOMERVILLE MA 02138				30 WASHINGTON STREET		WORLDWIDE MINISTRY	750
ALPHA PHI OMEGA INDEPENDENCE MO 64055				14901 EAST 42ND STREET S.		CAMPUS LEADERSHIP	750
ST JUDE CHILDRENS HOSPITAL MEMPHIS TN 38101-9950				PO BOX 1893		CHILDHOOD DISEASES	500
TOTAL							<u>77,000</u>