Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: JOE S MCFADDIN FOUNDATION

A Employer identification number: 20-7103830

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 — Room/suite:

B Telephone number (see instructions): (804) 270-8229

City or town: ORLANDO — State: FL — ZIP code: 32802-1908

Foreign country name — Foreign province/state/county — Foreign postal code

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)* ▶ $ 766,620

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	18,320	17,750		
	5a	Gross rents				
	b	Net rental income or (loss)	-			
	6a	Net gain or (loss) from sale of assets not on line 10	53,914			
	b	Gross sales price for all assets on line 6a 312,355				
	7	Capital gain net income (from Part IV, line 2)		53,914		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	72,234	71,664	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	13,654	6,827		6,827
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	617	283		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,771	7,110	0	9,327
	25	Contributions, gifts, grants paid	27,352			27,352
	26	**Total expenses and disbursements.** Add lines 24 and 25	44,123	7,110	0	36,679
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	28,111			
	b	**Net investment income** (if negative, enter -0-)		64,554		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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HTA

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		423	423
	2	Savings and temporary cash investments	24,823	53,418	53,418
	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)	37,926		
	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)	604,099	640,890	712,778
	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)	666,848	694,731	766,620
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	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			
	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	666,848	694,731	
	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)	666,848	694,731	
	31	**Total liabilities and net assets/fund balances** (see instructions)	666,848	694,731	

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	666,848
2	Enter amount from Part I, line 27a	2	28,111
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	694,959
5	Decreases not included in line 2 (itemize) ▶ ROC ADJUSTMENT	5	228
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	694,731

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(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				0
b				0
c				0
d				0
e				0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0
b				0
c				0
d				0
e				0

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	53,914
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	0

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	36,971	738,532	0 050060
2012	30,180	705,951	0 042751
2011			0 000000
2010			0 000000
2009			0 000000

2	**Total** of line 1, column (d)	2	0 092811
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 046406
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	767,494
5	Multiply line 4 by line 3	5	35,616
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	646
7	Add lines 5 and 6	7	36,262
8	Enter qualifying distributions from Part XII, line 4	8	36,679

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	646
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	646
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-		5	646
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 569		
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	569
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	77
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 270-8229 Located at ▶ P O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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	N/A	
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	N/A	
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)? **5b** N/A

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** No: X

If "Yes" to 6b, file Form 8870

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

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

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
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	13,654	NONE	NONE

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
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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	754,956
b	Average of monthly cash balances	1b	24,226
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	779,182
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	779,182
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	11,688
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	767,494
6	**Minimum investment return.** Enter 5% of line 5	6	38,375

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	38,375
2a	Tax on investment income for 2014 from Part VI, line 5	2a	646		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	646
3	Distributable amount before adjustments Subtract line 2c from line 1			3	37,729
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	37,729
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	37,729

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	36,679
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	36,679
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	646
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	36,033

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				37,729
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			27,352	
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	0			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 36,679				
a	Applied to 2013, but not more than line 2a			27,352	
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				9,327
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	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
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			0	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				28,402
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 Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ 3a	27,352
b *Approved for future payment*				
NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,320	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	53,914	
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		72,234	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 72,234

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara [signature] 3/30/2015 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN	[signature]	3/30/2015		P00364310
Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ►	13-4008324
Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219			Phone no	412-355-6000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
CHRISTIAN FOUNDATION
Street
1 ELMWOOD AVE

City	State	Zip Code	Foreign Country
KANSAS CITY	KS	66103	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	13,676

Name
CHILDFUND INTERNATIONAL, USA
Street
2821 EMERYWOOD PKWY

City	State	Zip Code	Foreign Country
RICHMOND	VA	23294	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	13,676

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	22,020		Capital Gains/Losses	312,355	258,441	53,914
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN-EQY LONG SHOR	003020336			10/7/2013		3/24/2014	551	558				0	-7
2	X	ABERDEEN-EQY LONG SHOR	003020336			12/20/2013		3/24/2014	380	387				0	-7
3	X	ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		3/24/2014	6,232	6,181				0	51
4	X	ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		3/25/2014	732	724				0	8
5	X	ABERDEEN-EQY LONG SHOR	003020336			12/20/2012		3/25/2014	18	17				0	1
6	X	ABERDEEN-EQY LONG SHOR	003020336			10/26/2009		8/18/2014	14,812	13,055				0	1,757
7	X	ABERDEEN-EQY LONG SHOR	003020336			5/24/2010		8/18/2014	111	97				0	14
8	X	ABERDEEN-EQY LONG SHOR	003020336			12/20/2011		8/18/2014	10	9				0	1
9	X	ABERDEEN-EQY LONG SHOR	003020336			8/6/2012		8/18/2014	237	217				0	20
10	X	ABERDEEN-EQY LONG SHOR	003020336			12/20/2012		8/18/2014	147	136				0	11
11	X	CAMBIAR SMALL CAP-INS	0075W0593			12/12/2013		3/24/2014	1,857	1,729				0	128
12	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		3/24/2014	7,524	6,677				0	847
13	X	CAMBIAR SMALL CAP-INS	0075W0593			8/18/2014		10/17/2014	127	138				0	-11
14	X	BRANDES INTL S/C EQUITY-I	105262737			3/24/2014		8/18/2014	364	822				0	42
15	X	DOUBLELINE TOTAL RET BD-	258620103			11/19/2012		8/18/2014	727	752				0	-25
16	X	DOUBLELINE TOTAL RET BD-	258620103			11/19/2012		10/17/2014	3,613	3,735				45	-77
17	X	EATON VANCE ATLANTA CAP	277902698			3/24/2014		8/18/2014	464	452				0	12
18	X	EATON VANCE ATLANTA CAP	277902698			3/24/2014		10/17/2014	1,048	1,074				0	-26
19	X	EATON VANCE ATLANTA CAP	277902698			3/24/2014		10/27/2014	467	456				0	11
20	X	EATON VANCE FLOATING RA	277911491			7/29/2013		10/17/2014	135	138				0	-3
21	X	EATON VANCE FLOATING RA	277911491			3/24/2014		10/17/2014	591	605				0	-14
22	X	EATON VANCE FLOATING RA	277911491			3/11/2013		10/17/2014	722	739				12	-5
23	X	FEDERATED STRATEGIC VAL	314172560			12/4/2013		3/24/2014	207	204				0	3
24	X	FEDERATED STRATEGIC VAL	314172560			10/7/2013		3/24/2014	486	464				0	22
25	X	FEDERATED STRATEGIC VAL	314172560			10/7/2013		8/18/2014	918	822				0	96
26	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		8/18/2014	1,809	1,284				0	525
27	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		10/17/2014	1,885	1,385				0	500
28	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		10/27/2014	283	202				0	81
29	X	ABSOLUTE STRATEGIES FUN	34984T600			2/10/2009		3/24/2014	9,101	7,238				0	1,863
30	X	ABSOLUTE STRATEGIES FUN	34984T600			5/18/2009		3/24/2014	941	817				0	124
31	X	ABSOLUTE STRATEGIES FUN	34984T600			10/26/2009		3/24/2014	10,317	9,810				0	507
32	X	ABSOLUTE STRATEGIES FUN	34984T600			10/25/2010		3/24/2014	13,584	13,435				0	149
33	X	ABSOLUTE STRATEGIES FUN	34984T600			2/6/2012		3/24/2014	290	289				0	1
34	X	ABSOLUTE STRATEGIES FUN	34984T600			3/11/2013		3/24/2014	2,320	2,354				0	-34
35	X	ABSOLUTE STRATEGIES FUN	34984T600			7/29/2013		3/24/2014	76	78				0	-2
36	X	ABSOLUTE STRATEGIES FUN	34984T600			10/7/2013		3/24/2014	1,129	1,137				0	-8
37	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		8/18/2014	756	863				0	-107
38	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		10/17/2014	11,472	13,779				0	-2,307
39	X	GOLDMAN SACHS LOC EMG I	38145N303			7/29/2013		10/17/2014	1,357	1,462				0	-105
40	X	GOLDMAN SACHS LOC EMG I	38145N303			10/7/2013		10/17/2014	447	479				0	-32
41	X	GOLDMAN SACHS LOC EMG I	38145N303			3/24/2014		10/17/2014	1,550	1,564				0	-14
42	X	T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		3/24/2014	112	55				0	57
43	X	T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		3/25/2014	4,500	2,210				0	2,290
44	X	T ROWE PRICE INST L/C GRV	45775L408			8/18/2014		10/17/2014	2,745	2,882				0	-137
45	X	T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		10/17/2014	664	330				0	334
46	X	T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		10/27/2014	2,194	1,042				0	1,152
47	X	ISHARES BARCLAYS 3-7 YEA	464288661			10/7/2013		8/18/2014	366	364				0	2
48	X	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013		8/18/2014	122	121				0	1
49	X	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013		10/17/2014	2,341	2,300				0	41
50	X	ISHARES CORE MSCI EUROP	46434V738			8/18/2014		10/27/2014	394	428				34	0
51	X	JOHN HANCOCK III DISCPLN	47803U640			3/24/2014		8/18/2014	3,355	3,219				0	136
52	X	JOHN HANCOCK III DISCPLN	47803U640			3/24/2014		10/17/2014	3,028	3,066				0	-38
53	X	JOHN HANCOCK III DISCPLN	47803U640			3/24/2014		10/27/2014	1,903	1,848				0	55
54	X	JPMORGAN U S EQUITY FUN	4812A1142			12/12/2013		3/24/2014	2,808	2,664				0	144
55	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		3/24/2014	146	126				0	20
56	X	JPMORGAN U S EQUITY FUN	4812A1142			8/18/2014		10/17/2014	1,958	2,055				0	-97
57	X	JPMORGAN U S EQUITY FUN	4812A1142			8/18/2014		10/27/2014	1,448	1,455				0	-7
58	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		8/18/2014	473	476				0	-3
59	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		10/17/2014	14,472	14,459				0	13
60	X	WESTERN ASSET MTG BKD S	52469F333			10/7/2013		10/17/2014	391	387				0	4
61	X	WESTERN ASSET MTG BKD S	52469F333			3/24/2014		10/17/2014	763	744				0	19
62	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		3/24/2014	141	136				0	5
63	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		3/25/2014	3,500	3,372				0	128
64	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		8/18/2014	9,045	8,613				0	432
65	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		10/17/2014	490	502				0	-12
66	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		10/27/2014	136	136				0	0
67	X	MANNING & NAPIER WORLD (	563821545			3/11/2013		8/18/2014	32,735	29,340				0	3,395
68	X	MANNING & NAPIER WORLD (	563821545			12/16/2013		8/18/2014	545	521				0	24
69	X	MANNING & NAPIER WORLD (	563821545			3/24/2014		8/18/2014	1,336	1,310				0	26

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	22,020
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	312,355	258,441	53,914
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X	MANNING & NAPIER WORLD (	563821545			11/19/2012		8/18/2014	2,731	2,203				0	528
71	X	OPPENHEIMER DEVELOPING	683974505			12/6/2013		3/24/2014	210	219				0	-9
72	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		3/24/2014	3,955	3,977				0	-22
73	X	T ROWE PRICE DIVERS S/C G	779917103			12/13/2013		3/24/2014	103	98				0	5
74	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		3/24/2014	8,771	6,129				0	2,642
75	X	T ROWE PRICE DIVERS S/C G	779917103			8/18/2014		10/17/2014	166	176				0	-10
76	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/17/2014	145	106				0	39
77	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/27/2014	100	70				0	30
78	X	T ROWE PRICE REAL ESTATE	779919109			3/24/2014		8/18/2014	17,192	15,694				0	1,498
79	X	VAN ECK EMERGING MARKET	921075438			8/18/2014		10/17/2014	237	253				0	-16
80	X	WASATCH LONG/SHORT FUN	936793769			12/27/2013		3/24/2014	998	1,002				0	-4
81	X	WASATCH LONG/SHORT FUN	936793769			3/11/2013		3/24/2014	6,811	6,390				0	421
82	X	WASATCH LONG/SHORT FUN	936793769			3/11/2013		3/25/2014	2,000	1,871				0	129
83	X	WASATCH LONG/SHORT FUN	936793769			8/18/2014		10/17/2014	1,413	1,516				27	-76
84	X	WFA ABSOLUTE RETURN FUI	94987W737			3/24/2014		8/18/2014	666	643				0	23
85	X	WFA ABSOLUTE RETURN FUI	94987W737			3/24/2014		10/17/2014	736	742				2	-4
86	X	OPPENHEIMER DEVELOPING	683974505			10/25/2010		8/18/2014	4,035	3,424				0	611
87	X	OPPENHEIMER DEVELOPING	683974505			2/22/2011		8/18/2014	774	642				0	132
88	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		8/18/2014	1,123	987				0	136
89	X	OPPENHEIMER DEVELOPING	683974505			6/10/2013		8/18/2014	1,001	853				0	148
90	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		8/18/2014	14,614	11,888				0	2,726
91	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		10/17/2014	371	326				0	45
92	X	PIMCO INVESTMENT GRD CO	722005816			7/29/2013		8/18/2014	701	682				0	19
93	X	PIMCO INVESTMENT GRD CO	722005816			7/29/2013		10/17/2014	93	91				0	2
94	X	PIMCO INVESTMENT GRD CO	722005816			10/7/2013		10/17/2014	297	289				0	8
95	X	PIMCO INVESTMENT GRD CO	722005816			12/11/2013		10/17/2014	449	426				0	23
96	X	PIMCO INVESTMENT GRD CO	722005816			3/24/2014		10/17/2014	312	301				0	11
97	X	PIMCO INVESTMENT GRD CO	722005816			5/18/2009		10/17/2014	228	212				0	16
98	X	PIMCO EMERGING LOCAL BO	72201F516			3/11/2013		8/18/2014	538	606				0	-68
99	X	PIMCO EMERGING LOCAL BO	72201F516			8/6/2012		8/18/2014	402	448				0	-46
100	X	PIMCO EMERGING LOCAL BO	72201F516			8/6/2012		10/17/2014	610	714				73	-31
101	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			10/7/2013		8/18/2014	213	213				0	0
102	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		8/18/2014	107	106				0	1
103	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		10/17/2014	1,212	1,220				3	-5
104	X	OSTERWEIS STRATEGIC INC	742935489			3/24/2014		8/18/2014	179	179				0	0
105	X	RIDGEWORTH LARGECAP VA	76628R672			2/10/2009		3/24/2014	21,735	10,764				0	10,971
106	X	RIDGEWORTH LARGECAP VA	76628R672			12/18/2013		3/24/2014	2,699	2,652				0	47

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
	Description				
1	TAX PREP FEES	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		617	283	0	0
1	FOREIGN TAXES WITHHELD	283	283		
2	ESTIMATED EXCIST TAX PAYMENTS	334			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			604,099	640,890	712,778
1				0	712,778
2	BRANDES INTL S/C EQUITY-I		0	15,746	0
3	ADVISORS CAMBIAR SMALL CAP-I		0	7,899	0
4	DOUBLELINE TOTAL RETURN BD-I		0	37,392	0
5	EATON VANCE ATLANTA CAP SMID-CAP-I		0	20,971	0
6	EATON VANCE FLTG-RT-I		0	18,680	0
7	FEDERATED STRATEGIC VALUE-I		0	27,773	0
8	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	21,674	0
9	ISHARES CORE MSCI EUROPE		0	23,518	0
10	ISHARES CORE MSCI PACIFIC ETF		0	23,425	0
11	JOHN HANCOCK III DISCIPLINED VALUE-I		0	72,940	0
12	JPMORGAN TR I US EQUITY-I		0	48,064	0
13	MAINSTAY ICAP INTL-I		0	36,596	0
14	MANNING & NAPIER WORLD OPPTYS-A		0	57,858	0
15	OPPENHEIMER DEVELOPING MKTS INSTI		0	16,609	0
16	OSTERWEIS STRATEGIC INCOME-I		0	33,046	0
17	PIMCO 1-5 YR US TIPS INDEX ETF		0	14,742	0
18	PIMCO EMERGING LOCAL BD-I		0	16,813	0
19	PIMCO INVT GRADE CORP BD-I		0	13,896	0
20	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	5,367	0
21	T ROWE PRICE INSTL LARGE-CAP GRWT		0	32,291	0
22	VAN ECK EMERGING MARKETS-I		0	15,308	0
23	VANGUARD MTG BACKED SECS INDEX-S		0	14,680	0
24	WASATCH LONG/SHORT-I		0	50,851	0
25	WFA ABSOLUTE RETURN FUND-INS		0	14,751	0

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	22,020
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						290,335	0	196	258,637	31,894	0	0	0	31,894
1	ABERDEEN-EQY LONG SHORT-IN	003020336		10/7/2013	3/24/2014	551		0	558	-7	0	0	0	-7
2	ABERDEEN-EQY LONG SHORT-IN	003020336		12/20/2013	3/24/2014	380		0	387	-7	0	0	0	-7
3	ABERDEEN-EQY LONG SHORT-IN	003020336		3/11/2013	3/24/2014	6,232		0	6 181	51	0	0	0	51
4	ABERDEEN-EQY LONG SHORT-IN	003020336		3/11/2013	3/25/2014	732		0	724	8	0	0	0	8
5	ABERDEEN-EQY LONG SHORT-IN	003020336		12/20/2012	3/25/2014	18		0	17	1	0	0	0	1
6	ABERDEEN-EQY LONG SHORT-IN	003020336		10/26/2009	8/18/2014	14,812		0	13,055	1,757	0	0	0	1,757
7	ABERDEEN-EQY LONG SHORT-IN	003020336		5/24/2010	8/18/2014	111		0	97	14	0	0	0	14
8	ABERDEEN-EQY LONG SHORT-IN	003020336		12/20/2011	8/18/2014	10		0	9	1	0	0	0	1
9	ABERDEEN-EQY LONG SHORT-IN	003020336		8/6/2012	8/18/2014	237		0	217	20	0	0	0	20
10	ABERDEEN-EQY LONG SHORT-IN	003020336		12/20/2012	8/18/2014	147		0	136	11	0	0	0	11
11	CAMBIAR SMALL CAP-INS	0075W0593		12/12/2013	3/24/2014	1 857		0	1 729	128	0	0	0	128
12	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	3/24/2014	7,524		0	6 677	847	0	0	0	847
13	CAMBIAR SMALL CAP-INS	0075W0593		8/18/2014	10/17/2014	127		0	138	-11	0	0	0	-11
14	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	8/18/2014	864		0	822	42	0	0	0	42
15	DOUBLELINE TOTAL RET BD-I	258620103		11/19/2012	8/18/2014	727		0	752	-25	0	0	0	-25
16	DOUBLELINE TOTAL RET BD-I	258620103		11/19/2012	10/17/2014	3,613		45	3,735	-77	0	0	0	-77
17	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/24/2014	8/18/2014	464		0	452	12	0	0	0	12
18	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/24/2014	10/17/2014	1,048		0	1 074	-26	0	0	0	-26
19	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/24/2014	10/27/2014	467		0	456	11	0	0	0	11
20	EATON VANCE FLOATING RATE-I	277911491		7/29/2013	10/17/2014	135		0	138	-3	0	0	0	-3
21	EATON VANCE FLOATING RATE-I	277911491		3/24/2014	10/17/2014	591		0	605	-14	0	0	0	-14
22	EATON VANCE FLOATING RATE-I	277911491		3/11/2013	10/17/2014	722		12	739	-5	0	0	0	-5
23	FEDERATED STRATEGIC VAL DIV IS	314172560		12/4/2013	3/24/2014	207		0	204	3	0	0	0	3
24	FEDERATED STRATEGIC VAL DIV IS	314172560		10/7/2013	3/24/2014	486		0	464	22	0	0	0	22
25	FEDERATED STRATEGIC VAL DIV IS	314172560		10/7/2013	8/18/2014	918		0	822	96	0	0	0	96
26	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	8/18/2014	1,809		0	1,284	525	0	0	0	525
27	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	10/17/2014	1,885		0	1,385	500	0	0	0	500
28	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	10/27/2014	283		0	202	81	0	0	0	81
29	ABSOLUTE STRATEGIES FUND I	34984T600		2/10/2009	3/24/2014	9,101		0	7,238	1,863	0	0	0	1,863
30	ABSOLUTE STRATEGIES FUND I	34984T600		5/18/2009	3/24/2014	941		0	817	124	0	0	0	124
31	ABSOLUTE STRATEGIES FUND I	34984T600		10/26/2009	3/24/2014	10,317		0	9,810	507	0	0	0	507
32	ABSOLUTE STRATEGIES FUND I	34984T600		10/25/2010	3/24/2014	13,584		0	13 435	149	0	0	0	149
33	ABSOLUTE STRATEGIES FUND I	34984T600		2/6/2012	3/24/2014	290		0	289	1	0	0	0	1
34	ABSOLUTE STRATEGIES FUND I	34984T600		3/11/2013	3/24/2014	2,320		0	2,354	-34	0	0	0	-34
35	ABSOLUTE STRATEGIES FUND I	34984T600		7/29/2013	3/24/2014	76		0	78	-2	0	0	0	-2
36	ABSOLUTE STRATEGIES FUND I	34984T600		10/7/2013	3/24/2014	1,129		0	1,137	-8	0	0	0	-8
37	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	8/18/2014	756		0	863	-107	0	0	0	-107
38	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	10/17/2014	11,472		0	13,779	-2,307	0	0	0	-2,307
39	GOLDMAN SACHS LOC EMG MK-I	38145N303		7/29/2013	10/17/2014	1,357		0	1,462	-105	0	0	0	-105
40	GOLDMAN SACHS LOC EMG MK-I	38145N303		10/7/2013	10/17/2014	447		0	479	-32	0	0	0	-32
41	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/24/2014	10/17/2014	1,550		0	1,564	-14	0	0	0	-14
42	T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	3/24/2014	112		0	55	57	0	0	0	57
43	T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	3/25/2014	4,500		0	2,210	2 290	0	0	0	2,290
44	T ROWE PRICE INST L/C GRWTH	45775L408		8/18/2014	10/17/2014	2,745		0	2 882	-137	0	0	0	-137
45	T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	10/17/2014	664		0	330	334	0	0	0	334
46	T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	10/27/2014	2 194		0	1,042	1,152	0	0	0	1 152
47	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		10/7/2013	8/18/2014	366		0	364	2	0	0	0	2
48	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	8/18/2014	122		0	121	1	0	0	0	1
49	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	10/17/2014	2,341		0	2,300	41	0	0	0	41
50	ISHARES CORE MSCI EUROPE	46434V738		8/18/2014	10/27/2014	394		34	428	0	0	0	0	0
51	JOHN HANCOCK III DISCPLN V-I	47803U640		3/24/2014	8/18/2014	3,355		0	3,219	136	0	0	0	136
52	JOHN HANCOCK III DISCPLN V-I	47803U640		3/24/2014	10/17/2014	3,028		0	3,066	-38	0	0	0	-38
53	JOHN HANCOCK III DISCPLN V-I	47803U640		3/24/2014	10/27/2014	1,903		0	1,848	55	0	0	0	55
54	JPMORGAN U S EQUITY FUND-INST	4812A1142		12/12/2013	3/24/2014	2,808		0	2,664	144	0	0	0	144
55	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	3/24/2014	146		0	126	20	0	0	0	20
56	JPMORGAN U S EQUITY FUND-INST	4812A1142		8/18/2014	10/17/2014	1,958		0	2,055	-97	0	0	0	-97
57	JPMORGAN U S EQUITY FUND-INST	4812A1142		8/18/2014	10/27/2014	1 448		0	1,455	-7	0	0	0	-7
58	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	8/18/2014	473		0	476	-3	0	0	0	-3
59	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	10/17/2014	14,472		0	14,459	13	0	0	0	13
60	WESTERN ASSET MTG BKD SEC-I	52469F333		10/7/2013	10/17/2014	391		0	387	4	0	0	0	4
61	WESTERN ASSET MTG BKD SEC-I	52469F333		3/24/2014	10/17/2014	763		0	744	19	0	0	0	19
62	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	3/24/2014	141		0	136	5	0	0	0	5
63	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	3/25/2014	3,500		0	3,372	128	0	0	0	128
64	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	8/18/2014	9,045		0	8,613	432	0	0	0	432
65	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	10/17/2014	490		0	502	-12	0	0	0	-12
66	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	10/27/2014	136		0	136	0	0	0	0	0
67	MANNING & NAPIER WORLD OPPOR	563821545		3/11/2013	8/18/2014	32,735		0	29,340	3,395	0	0	0	3,395
68	MANNING & NAPIER WORLD OPPOR	563821545		12/16/2013	8/18/2014	545		0	521	24	0	0	0	24
69	MANNING & NAPIER WORLD OPPOR	563821545		3/24/2014	8/18/2014	1,336		0	1 310	26	0	0	0	26
70	MANNING & NAPIER WORLD OPPOR	563821545		11/19/2012	8/18/2014	2 731		0	2 203	528	0	0	0	528
71	OPPENHEIMER DEVELOPING MKT-Y	683974505		12/6/2013	3/24/2014	210		0	219	-9	0	0	0	-9
72	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	3/24/2014	3 955		0	3,977	-22	0	0	0	-22
73	T ROWE PRICE DIVERS S/C GRTH	779917103		12/13/2013	3/24/2014	103		0	98	5	0	0	0	5
74	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	3/24/2014	8 771		0	6,129	2,642	0	0	0	2,642
75	T ROWE PRICE DIVERS S/C GRTH	779917103		8/18/2014	10/17/2014	166		0	176	-10	0	0	0	-10
76	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	10/17/2014	145		0	106	39	0	0	0	39
77	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	10/27/2014	100		0	70	30	0	0	0	30
78	T ROWE PRICE REAL ESTATE FUND	779919109		3/24/2014	8/18/2014	17 192		0	15 694	1,498	0	0	0	1,498
79	VAN ECK EMERGING MARKETS-I	921075438		8/18/2014	10/17/2014	237		0	253	-16	0	0	0	-16
80	WASATCH LONG/SHORT FUND-INS	936793769		12/27/2013	3/24/2014	998		0	1 002	-4	0	0	0	-4
81	WASATCH LONG/SHORT FUND-INS	936793769		3/11/2013	3/24/2014	6 811		0	6 390	421	0	0	0	421
82	WASATCH LONG/SHORT FUND-INS	936793769		3/11/2013	3/25/2014	2,000		0	1 871	129	0	0	0	129
83	WASATCH LONG/SHORT FUND-INS	936793769		8/18/2014	10/17/2014	1,413		27	1,516	-76	0	0	0	-76
84	WFA ABSOLUTE RETURN FUND-INS	94987W737		3/24/2014	8/18/2014	666		0	643	23	0	0	0	23

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	22,020
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						290,335	0	196	258,637	31,894	0	0	0	31,894
85	WFA ABSOLUTE RETURN FUND-INS	94987W737		3/24/2014	10/17/2014	736		2	742	-4	0	0	0	-4
86	OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	8/18/2014	4,035		0	3 424	611	0	0	0	611
87	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/22/2011	8/18/2014	774		0	642	132	0	0	0	132
88	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	8/18/2014	1,123		0	987	136	0	0	0	136
89	OPPENHEIMER DEVELOPING MKT-Y	683974505		6/10/2013	8/18/2014	1,001		0	853	148	0	0	0	148
90	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	8/18/2014	14 614		0	11,888	2,726	0	0	0	2 726
91	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	10/17/2014	371		0	326	45	0	0	0	45
92	PIMCO INVESTMENT GRD CORP-IN	722005816		7/29/2013	8/18/2014	701		0	682	19	0	0	0	19
93	PIMCO INVESTMENT GRD CORP-IN	722005816		7/29/2013	10/17/2014	93		0	91	2	0	0	0	2
94	PIMCO INVESTMENT GRD CORP-IN	722005816		10/7/2013	10/17/2014	297		0	289	8	0	0	0	8
95	PIMCO INVESTMENT GRD CORP-IN	722005816		12/11/2013	10/17/2014	449		0	426	23	0	0	0	23
96	PIMCO INVESTMENT GRD CORP-IN	722005816		3/24/2014	10/17/2014	312		0	301	11	0	0	0	11
97	PIMCO INVESTMENT GRD CORP-IN	722005816		5/18/2009	10/17/2014	228		0	212	16	0	0	0	16
98	PIMCO EMERGING LOCAL BOND INST	72201F516		3/11/2013	8/18/2014	538		0	606	-68	0	0	0	-68
99	PIMCO EMERGING LOCAL BOND INST	72201F516		8/6/2012	8/18/2014	402		0	448	-46	0	0	0	-46
100	PIMCO EMERGING LOCAL BOND INST	72201F516		8/6/2012	10/17/2014	610		73	714	-31	0	0	0	-31
101	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		10/7/2013	8/18/2014	213		0	213	0	0	0	0	0
102	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	8/18/2014	107		0	106	1	0	0	0	1
103	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	10/17/2014	1,212		3	1,220	-5	0	0	0	-5
104	OSTERWEIS STRATEGIC INC FD I	742935489		3/24/2014	8/18/2014	179		0	179	0	0	0	0	0
105	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		2/10/2009	3/24/2014	21,735		0	10,764	10,971	0	0	0	10,971
106	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		12/18/2013	3/24/2014	2,899		0	2 652	47	0	0	0	47

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										13,654	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	13,654	NONE	NONE

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	235
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	7/8/2014	3	50
4	Third quarter estimated tax payment	10/3/2014	4	142
5	Fourth quarter estimated tax payment	1/2/2015	5	142
6	Other payments		6	
7	Total		7	569

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	27,352
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	27,352