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Form 990-PF

Return of Private Foundation

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

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

2014

Open to Public
Inspection

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

Name of foundation J CLYDE AND VELMA APOLLOS ENGLAND FAMILY CHARITABLE FOUNDATION NO 2		A Employer identification number 20-7277315	
Number and street (or P O box number if mail is not delivered to street address) 230 FREDERICA ST		B Telephone number (see instructions) (270) 688-7878	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,645,313		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	107,222	107,222	107,222	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	81,679			
	b Gross sales price for all assets on line 6a 1,090,500				
	7 Capital gain net income (from Part IV, line 2)		81,640		
	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)	667			
	12 Total. Add lines 1 through 11	189,568	188,862	107,222	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,000	1,000	1,000	
	c Other professional fees (attach schedule)	22,505	11,253	11,252	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	145	73	72	
	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	24,650	12,326	12,324	
	25 Contributions, gifts, grants paid.	54,500		54,500	
	26 Total expenses and disbursements. Add lines 24 and 25	79,150	12,326	66,824	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	110,418			
	b Net investment income (if negative, enter -0-)		176,536		
	c Adjusted net income (if negative, enter -0-)			107,222	

	Part III 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		56,772	42,510	52,732
	2 Savings and temporary cash investments				
	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)		1,378,335	1,503,015	1,592,581
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,435,107	1,545,525	1,645,313
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,435,107	1,545,525	
	30 Total net assets or fund balances (see instructions)		1,435,107	1,545,525	
	31 Total liabilities and net assets/fund balances (see instructions)		1,435,107	1,545,525	

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	1,435,107
2	Enter amount from Part I, line 27a	2	110,418
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,545,525
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	1,545,525

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)
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1a

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV 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)	$\begin{cases} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{cases}$	2	81,640
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\begin{cases} \text{If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8} \end{cases}$	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	37,992	1,435,107	0 02647
2012	75,291	1,455,122	0 05174
2011	70,260	1,486,773	0 04726
2010	69,095	1,518,737	0 04550
2009	83,818	1,435,303	0 05840
2 Total of line 1, column (d).			2 0 22936
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 04587
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 1,585,817
5 Multiply line 4 by line 3.			5 72,746
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,765
7 Add lines 5 and 6.			7 74,511
8 Enter qualifying distributions from Part XII, line 4.			8 66,824

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,531
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	3,531
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	3,531
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,000
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	1,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	40
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,571
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KY		
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► BB&T TRUST DEPARTMENT Telephone no ► (270) 688-7878
Located at ► 230 FREDERICA ST OWENSBORO KY ZIP +4 ► 42301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►

16	Yes	No
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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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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	No
	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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	► 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	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	► Yes	✓ No	
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)		3b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b	No

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

5a	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	No
Organizations relying on a current notice regarding disaster assistance check here. ►				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
DEBRA BARANY 230 FREDERICA ST OWENSBORO, KY 423019001	Trustee 0 00	0		
JOHN TAYLOR 101 MCKENNA ST GLASGOW, KY 42142	Trustee 0 00	0		
ANN BETH MOORE 100 N MAIN ST TOMPKINSVILLE, KY 42167	Trustee 0 00	0		
WADE MARKHAM 1101 COLLEGE ST BOWLING GREEN, KY 42101	Trustee 0 00	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.				►

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		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3 **►**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,609,966
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,609,966
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,609,966
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,149
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,585,817
6	Minimum investment return. Enter 5% of line 5.	6	79,291

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	79,291
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	3,531
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,531
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	75,760
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	75,760
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	75,760

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	66,824
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	66,824
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	66,824

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				75,760
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			54,215	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 66,824				
a Applied to 2013, but not more than line 2a			54,215	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				12,609
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				63,151
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)

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MONROE COUNTY SCHOOL BOARD OF EDUCATION 309 EMBERTON ST TOMPKINSVILLE, KY 42168	DONOR/DONEE	501(c)(3)	SUPPORT PUBLIC EDUCATION	45,000
AMERICAN CANCER SOCIETY 952 FAIRVIEW AV STE 4 BOWLING GREEN, KY 42101	DONOR/DONEE	PC	SUPPORT CHARITY	2,500
AMERICAN LUNG ASSOCIATION OF KENTUCKY 55 W WACKER DR STE 1150 CHICAGO, IL 60601	DONOR/DONEE	PC	SUPPORT CHARITY	3,500
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	DONOR/DONEE	PC	SUPPORT CHARITY	3,500
Total			► 3a	54,500
b Approved for future payment				
Total			► 3b	

Form 550-11 (2014) Part XVI-A Analysis of Income-Producing Activities

Part XVI A Analysis of Income P1

Line	Analysis of Income Producing Activities		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	Unrelated business income	Excluded by section 512, 513, or 514		
	(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				
4 Dividends and interest from securities.				107,222
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				81,679
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory.				
11 Other revenue a <u>COURT SETTLEMENT</u>				667
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e).				189,568
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13	189,568

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

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)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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.

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

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.

* * * * *

2015-04-03

* * * * *

Signature of officer or trustee

Date

Titl

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

Paid Preparer Use Only	Print/Type preparer's name LARRY C HOWLETT	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00122443
	Firm's name ► Larry C Howlett CPA PLLC			Firm's EIN ►	
	Firm's address ► 631 Newberry St Bowling Green, KY 42103			Phone no (270) 842-4242	

TY 2014 Accounting Fees Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,000	1,000	0	1,000

TY 2014 Investments Corporate Stock Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 14000265

Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHEDULE 1	1,503,015	1,592,581

TY 2014 Other Income Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
COURT SETTLEMENT	667		

TY 2014 Other Professional Fees Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER FEE	22,505	11,253	0	11,252

TY 2014 Taxes Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	145	73		72



BRANCH BANKING & TRUST COMPANY

Run on 1/26/2015 3:47:56 PM

Realized Gain/Loss Report

Start Date: 01/01/2014

End Date: 12/31/2014

Account: 1932005393

Administrator: DEBRA BARANY 270-689-2551

BRANCH BANKING AND TRUST COMPANY TRUSTEE OF THE J CLYDE & VELMA
APOLLOS ENGLAND FAMILY CHARITABLE FOUNDATION #2 UNDER

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
17.387 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	01/06/2014	05/16/2013	639.32	629.76	9.56 Covered
1560.478 SHARES OF FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INST CL FUND # 279	01/06/2014	06/21/2013	15,557.96	15,479.94	78.02 Covered
1301.05 SHARES OF FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INST CL FUND # 279	01/06/2014	09/23/2013	12,971.47	12,945.45	26.02 Covered
1460.583 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	01/06/2014	06/21/2013	14,927.15	14,649.65	277.50 Covered
160 SHARES OF ISHARES DJ US REAL ESTATE	01/06/2014	05/16/2013	10,194.22	11,988.80	1,794.58- Covered
60 SHARES OF TIDEWATER INC COMMON	01/06/2014	06/21/2013	3,571.43	3,355.87	215.56 Covered
180 SHARES OF CHARLES SCHWAB CORP COMMON	01/06/2014	06/21/2013	4,647.52	3,704.40	943.12 Covered
1321.879 SHARES OF FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INST CL FUND # 279	03/13/2014	06/21/2013	13,179.13	13,113.04	66.09 Covered
854.065 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	03/13/2014	05/16/2013	29,994.77	30,934.24	939.47- Covered
40 SHARES OF ROGERS COMMUNICATIONS INC INC	03/13/2014	09/23/2013	1,542.96	1,772.40	229.44- Covered
110 SHARES OF ISHARES DJ US REAL ESTATE	03/13/2014	05/16/2013	7,482.93	8,242.30	759.37- Covered
30 SHARES OF AMERICAN EXPRESS CO COMMON	03/13/2014	06/21/2013	2,714.35	2,196.95	517.40 Covered
50 SHARES OF MONSTER BEVERAGE CORP COMMON	03/13/2014	06/21/2013	3,516.86	2,808.39	708.47 Covered
2015.627 SHARES OF FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INST CL FUND # 279	04/02/2014	06/21/2013	20,075.65	19,995.02	80.63 Covered
3702.91 SHARES OF PRUDENTIAL SHORT TERM CORPORATE BOND FUND CL Z FUND # 434	04/02/2014	06/21/2013	42,065.06	41,953.97	111.09 Covered
20 SHARES OF ISHARES DJ US REAL ESTATE	04/02/2014	05/16/2013	1,358.17	1,498.60	140.43 Covered
30 SHARES OF TARGET CORP COM COMMON	04/02/2014	09/23/2013	1,831.63	1,935.00	103.37- Covered
.36 SHARES OF BLACKHAWK NETWORK HOLDINGS I COMMON -B	05/06/2014	04/15/2014	8.37	8.74	0.37- Covered
1261.295 SHARES OF ARTISAN MID CAP VALUE #1464 CLOSED TO NEW	06/10/2014	01/06/2014	35,278.42	33,462.14	1,816.28 Covered
951.237 SHARES OF ARTISAN MID CAP VALUE #1464 CLOSED TO NEW	06/10/2014	04/07/2014	26,606.10	25,750.00	856.10 Covered

886.575 SHARES OF FEDERATED HIGH YIELD BOND INST CL FUND # 900	06/10/2014	06/21/2013	9,229.24	8,892.35	336.89 Covered
2796.119 SHARES OF PRUDENTIAL SHORT TERM CORPORATE BOND FUND CL Z FUND # 434	06/10/2014	06/21/2013	31,819.84	31,680.03	139.81 Covered
271.8 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	06/10/2014	01/06/2014	4,539.06	4,699.43	160.37- Covered
284.817 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	06/10/2014	03/13/2014	4,756.45	4,764.98	8.53- Covered
282.005 SHARES OF VIRTUS QUALITY SMALL CAP FUND CL I FUND # 1764	06/10/2014	04/02/2014	4,709.48	4,808.19	98.71- Covered
21 SHARES OF BLACKHAWK NETWORK HOLDINGS I COMMON -B	06/10/2014	04/15/2014	522.37	509.77	12.60 Covered
100 SHARES OF THE COCA-COLA CO COCA COLA COMPANY COMMON	06/10/2014	09/23/2013	4,101.41	3,864.50	236.91 Covered
130 SHARES OF MATTEL INC COMMON	06/10/2014	03/13/2014	5,056.24	4,806.70	249.54 Covered
20 SHARES OF PHILLIP MORRIS INTL INC COMMON	06/10/2014	09/23/2013	1,763.86	1,795.80	31.94- Covered
120 SHARES OF LENNAR CORP COMMON	07/25/2014	06/10/2014	4,592.89	5,004.00	411.11- Covered
20 SHARES OF MCDONALDS CORP. COMMON	07/25/2014	09/23/2013	1,911.66	1,948.60	36.94- Covered
15 SHARES OF NOW INC/DE COMMON	07/25/2014	01/06/2014	495.96	483.52	12.44 Covered
174.165 SHARES OF COHEN & STEERS REALTY SHARES INSTITUTIONAL	09/16/2014	06/10/2014	8,154.41	8,182.27	27.86- Covered
400.319 SHARES OF PIMCO REAL RETURN FUND-INST FUND # 122	09/16/2014	06/10/2014	4,563.64	4,591.66	28.02- Covered
637.105 SHARES OF PIMCO REAL RETURN FUND-INST FUND # 122	09/16/2014	07/25/2014	7,262.99	7,435.02	172.03- Covered
1195.655 SHARES OF STERLING CAPITAL CORPORATE FUND-I	09/16/2014	07/25/2014	12,279.37	12,375.03	95.66- Covered
13 SHARES OF CITIGROUP INC COMMON	09/16/2014	06/10/2014	677.74	641.08	36.66 Covered
25 SHARES OF COMCAST CORP CLASS A	09/16/2014	07/25/2014	1,426.84	1,367.00	59.84 Covered
256 SHARES OF FORD MOTOR COMPANY MOTOR COMPANY	09/16/2014	04/02/2014	4,213.38	4,212.48	0.90 Covered
64 SHARES OF HOME DEPOT INC COMMON	09/16/2014	06/10/2014	5,785.15	5,170.88	614.27 Covered
68 SHARES OF ISHARES S&P SMALLCAP 600/BARRA VALUE INDEX FUND	09/16/2014	06/10/2014	7,641.33	7,798.69	157.36- Covered
45 SHARES OF JPMORGAN CHASE & CO J P MORGAN CHASE & CO COMMON	09/16/2014	06/10/2014	2,701.07	2,595.60	105.47 Covered
12 SHARES OF LOCKHEED MARTIN CORP COMMON	09/16/2014	07/25/2014	2,124.73	2,040.90	83.83 Covered
73 SHARES OF MACY'S INC COMMON	09/16/2014	06/10/2014	4,420.42	4,296.42	124.00 Covered
154 SHARES OF MYRIAD GENETICS INC COMMON	09/16/2014	11/26/2013	5,784.88	4,460.98	1,323.90 Covered
28 SHARES OF NATIONAL OILWELL VARCO I COMMON	09/16/2014	01/06/2014	2,308.40	2,006.66	301.74 Covered
27 SHARES OF PHILLIPS 66 COMMON	09/16/2014	07/25/2014	2,327.74	2,224.67	103.07 Covered
16 SHARES OF WELLS FARGO & CO COMMON	09/16/2014	06/10/2014	837.18	839.84	2.66- Covered

13 SHARES OF PERRIGO CO PLC	:	09/16/2014	12/19/2013	1,875.27	1,978.67	103.40- Covered
100 SHARES OF NIELSON HOLDINGS N.V.		09/16/2014	04/02/2014	4,467.40	4,534.69	67.29- Covered
50 SHARES OF ENERGEN CORPORATION COMMON		09/16/2014	07/25/2014	3,937.41	4,426.25	488.84- Covered
169 SHARES OF VANGUARD REIT VIPERS		09/16/2014	07/25/2014	12,530.22	12,907.38	377.16- Covered
70 SHARES OF CHECKPOINT SOFTWARE TECHNOLOGY COMMON		09/16/2014	01/06/2014	4,896.74	4,471.90	424.84 Covered
15 SHARES OF CAPITAL ONE FINANCIAL CORP COMMON		09/16/2014	06/10/2014	1,229.90	1,224.45	5.45 Covered
32 SHARES OF CISCO SYSTEMS INC SYSTEMS COMMON		09/16/2014	06/10/2014	810.16	800.96	9.20 Covered
62 SHARES OF DIRECTV COMMON		09/16/2014	04/02/2014	5,391.71	4,836.00	555.71 Covered
62 SHARES OF QUALCOMM INC COMMON		09/16/2014	03/13/2014	4,692.36	4,690.46	1.90 Covered
63 SHARES OF APPLE INC COMMON		09/16/2014	03/13/2014	6,306.80	4,776.84	1,529.96 Covered
43 SHARES OF BARRICK GOLD CORP COMMON		09/30/2014	09/16/2014	629.28	711.44	82.16- Covered
131 SHARES OF AES CORP COMMON		09/30/2014	09/16/2014	1,850.97	1,914.73	63.76- Covered
26 SHARES OF AMERICAN CAPITAL AGENCY CORP COMMON		09/30/2014	09/16/2014	554.17	588.77	34.60- Covered
3 SHARES OF APACHE CORPORATION COMMON		09/30/2014	09/16/2014	278.97	295.24	16.27- Covered
17 SHARES OF AVERY DENNISON CORP. COMMON		09/30/2014	09/16/2014	760.31	824.24	63.93- Covered
8 SHARES OF CABOT OIL AND GAS		09/30/2014	09/16/2014	260.91	271.48	10.57- Covered
15 SHARES OF CRANE CO. COMMON		09/30/2014	09/16/2014	951.34	1,026.96	75.62- Covered
7 SHARES OF CITRIX SYSTEMS INC COMMON		09/30/2014	09/16/2014	498.06	499.91	1.85- Covered
46 SHARES OF CVS COMMON		09/30/2014	09/16/2014	3,664.96	3,786.03	121.07- Covered
18 SHARES OF QUEST DIAGNOSTICS COMMON		09/30/2014	09/16/2014	1,098.42	1,138.95	40.53- Covered
10 SHARES OF DOVER CORPORATION COMMON		09/30/2014	09/16/2014	807.03	855.25	48.22- Covered
16 SHARES OF EQT CORPORATION COMMON		09/30/2014	09/16/2014	1,464.68	1,538.40	73.72- Covered
44 SHARES OF FORD MOTOR COMPANY MOTOR COMPANY		09/30/2014	04/02/2014	652.28	724.02	71.74- Covered
12 SHARES OF FIDELITY NATIONAL INFORMATION SERVICES INC COMMON		09/30/2014	09/16/2014	675.88	684.66	8.78- Covered
19 SHARES OF LEAR CORP COMMON		09/30/2014	09/16/2014	1,668.63	1,929.93	261.30- Covered
11 SHARES OF LABORATORY CORP OF AMERICAN HOLDINGS COMMON		09/30/2014	09/16/2014	1,125.43	1,176.62	51.19- Covered
15 SHARES OF LIBERTY MEDIA CORP COMMON		09/30/2014	09/16/2014	706.70	734.03	27.33- Covered
29 SHARES OF LIBERTY MEDIA CORP COMMON - C		09/30/2014	09/16/2014	1,358.18	1,417.95	59.77- Covered
12 SHARES OF MONDELEZ INTERNATIONAL INC. COMMON		09/30/2014	09/16/2014	408.53	427.26	18.73- Covered
30 SHARES OF MEDTRONIC INC COMMON		09/30/2014	09/16/2014	1,860.70	1,979.70	119.00- Covered
16 SHARES OF MARATHON PETROLEUM CORP COMMON		09/30/2014	09/16/2014	1,346.45	1,426.80	80.35- Covered

40 SHARES OF NEWS CORP COMMON NEW CL A W/I	09/30/2014	09/16/2014	667.38	687.20	19.82- Covered
84 SHARES OF ON SEMICONDUCTOR COMMON	09/30/2014	09/16/2014	753.46	808.08	54.62- Covered
39 SHARES OF ORACLE CORP COMMON	09/30/2014	09/16/2014	1,491.90	1,607.00	115.10- Covered
12 SHARES OF RICE ENERGY INC COMMON	09/30/2014	09/16/2014	318.89	357.06	38.17- Covered
18 SHARES OF TE CONNECTIVITY LTD	09/30/2014	09/16/2014	996.72	1,122.75	126.03- Covered
18 SHARES OF TIME INC COMMON	09/30/2014	09/16/2014	424.34	433.53	9.19- Covered
22 SHARES OF VALERO ENERGY CORP	09/30/2014	09/16/2014	1,023.52	1,086.91	63.39- Covered
12 SHARES OF HONEYWELL INTERNATIONAL INC	09/30/2014	09/16/2014	1,115.55	1,136.82	21.27- Covered
12 SHARES OF EMERSON ELECTRIC COMPANY COMMON	09/30/2014	09/16/2014	752.20	770.94	18.74- Covered
7 SHARES OF AGILENT TECHNOLOGIES	09/30/2014	09/16/2014	398.54	406.25	7.71- Covered
23 SHARES OF CROWN HOLDINGS INC COMMON	09/30/2014	09/16/2014	1,022.91	1,119.99	97.08- Covered
10 SHARES OF ENERGEN CORPORATION COMMON	09/30/2014	07/25/2014	719.53	885.25	165.72- Covered
17 SHARES OF EOG RESOURCES INC COMMON	09/30/2014	09/16/2014	1,662.65	1,793.24	130.59- Covered
7 SHARES OF HALLIBURTON COMPANY COMMON	09/30/2014	09/16/2014	452.50	474.50	22.00- Covered
47 SHARES OF QEP RESOURCES INC COMMON	09/30/2014	09/16/2014	1,449.68	1,537.14	87.46- Covered
34 SHARES OF TYSON FOODS INC INC. COMMON	09/30/2014	09/16/2014	1,338.38	1,330.93	7.45 Covered
30 SHARES OF AMERICAN HOMES 4 RENT- A COMMON REIT	11/12/2014	09/16/2014	517.63	520.95	3.32- Covered
13 SHARES OF DISCOVERY COMMUNICATIONS C COMMON	11/12/2014	09/16/2014	405.53	506.93	101.40- Covered
6 SHARES OF HCA HOLDINGS, INC COMMON	11/12/2014	09/16/2014	389.06	430.11	41.05- Covered
44 SHARES OF HUNTSMAN CORPORATION COMMON	11/12/2014	09/16/2014	1,084.79	1,271.38	186.59- Covered
60 SHARES OF ISHARES RUSSELL MIDCAP VALUE	11/12/2014	07/25/2014	4,372.63	4,315.50	57.13 Covered
183 SHARES OF ISHARES RUSSELL MIDCAP VALUE	11/12/2014	09/16/2014	13,336.51	13,242.80	93.71 Covered
17 SHARES OF MACY'S INC COMMON	11/12/2014	06/10/2014	1,039.78	1,000.53	39.25 Covered
15 SHARES OF NCR CORP NEW COMMON	11/12/2014	09/16/2014	427.56	512.18	84.62- Covered
10 SHARES OF NIELSON HOLDINGS N.V.	11/12/2014	04/02/2014	431.34	453.47	22.13- Covered
14 SHARES OF NORFOLK SOUTHERN CORP COMMON	11/12/2014	09/16/2014	1,629.07	1,515.29	113.78 Covered
2 SHARES OF SHIRE PHARMACEUTICALS GROUP PLC	11/12/2014	09/16/2014	401.08	517.45	116.37- Covered
10 SHARES OF SCRIPPS NETWORKS INTERACTIVE CL A COMMON	11/12/2014	09/16/2014	737.63	782.45	44.82- Covered
33 SHARES OF TIME WARNER INC COMMON	11/12/2014	09/16/2014	2,557.61	2,550.07	7.54 Covered
12 SHARES OF SANOFI SYNTHELABO SA-ADR	11/12/2014	09/16/2014	555.40	676.77	121.37- Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			505,404.82	502,375.15	3,029.67

** LONG TERM CAPITAL GAIN (LOSS)

248.129 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	01/06/2014	12/22/2010	9,123.70	8,739.11	384.59
1699.129 SHARES OF FEDERATED INTERMEDIATE CORP BOND : CLASS IS FUND #303	01/06/2014	03/13/2012	16,141.73	17,059.25	917.52- Covered
2996.718 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	01/06/2014	06/22/2010	52,892.08	38,058.32	14,833.76
120 SHARES OF THOR INDS INC COMMON	01/06/2014	03/13/2012	6,533.68	3,981.15	2,552.53 Covered
140 SHARES OF BROADRIDGE FINANCIAL SOLUTIONS LLC COMMON	01/06/2014	03/13/2012	5,542.96	3,400.60	2,142.36 Covered
2175.065 SHARES OF FEDERATED INTERMEDIATE CORP BOND CLASS IS FUND #303	03/13/2014	06/22/2010	20,858.88	21,685.39	826.51-
1094.191 SHARES OF FEDERATED INTERMEDIATE CORP BOND CLASS IS FUND #303	03/13/2014	03/13/2012	10,493.29	10,985.68	492.39- Covered
144.407 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	03/13/2014	08/08/2008	9,977.08	9,028.31	948.77
157.403 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	03/13/2014	03/13/2012	10,874.97	9,554.37	1,320.60 Covered
104.502 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	03/13/2014	02/12/2013	7,220.04	6,639.00	581.04 Covered
634.987 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	03/13/2014	10/14/2009	10,909.08	11,861.55	952.47-
323.397 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	03/13/2014	03/13/2012	5,555.96	6,461.47	905.51- Covered
314.187 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	03/13/2014	12/22/2010	11,034.25	11,065.67	31.42-
560.543 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	03/13/2014	09/23/2010	3,329.62	4,540.40	1,210.78-
240.294 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	03/13/2014	03/22/2011	1,427.35	2,290.00	862.65-
8 SHARES OF BLACKROCK INC COMMON	03/13/2014	03/13/2012	2,399.72	1,584.86	814.86 Covered
10 SHARES OF BLACKROCK INC COMMON	03/13/2014	11/26/2012	2,999.64	1,936.90	1,062.74 Covered
66.54 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	04/02/2014	03/13/2012	4,806.85	4,038.98	767.87 Covered
340.13 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	04/02/2014	06/22/2010	6,125.74	4,319.65	1,806.09
1829.468 SHARES OF MAINSTAY MARKETFIELD FUND-I	04/02/2014	11/26/2012	33,534.14	28,558.00	4,976.14 Covered
372.47 SHARES OF MAINSTAY MARKETFIELD FUND-I	04/02/2014	02/12/2013	6,827.37	6,183.00	644.37 Covered
184.467 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	04/02/2014	12/22/2010	6,911.98	6,496.93	415.05
100 SHARES OF	04/02/2014	03/13/2012	7,388.83	4,224.43	3,164.40 Covered

INDEX CORP COMMON					
60 SHARES OF ISHARES DJ US REAL ESTATE	04/02/2014	11/26/2012	4,074.50	3,786.33	288.17 Covered
160 SHARES OF OGE ENERGY CORP COMMON	04/02/2014	03/13/2012	5,858.67	4,244.80	1,613.87 Covered
210 SHARES OF SAFEWAY INC COMMON	04/02/2014	11/26/2012	7,956.72	3,461.87	4,494.85 Covered
90 SHARES OF PENTAIR LTD COMMON	04/02/2014	03/13/2012	7,264.64	3,528.90	3,735.74 Covered
70 SHARES OF TARGET CORP COM COMMON	04/02/2014	03/22/2011	4,273.80	3,540.21	733.59 Covered
1700.883 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	06/10/2014	09/23/2010	10,120.25	13,777.15	3,656.90-
110 SHARES OF ENSCO PLC	06/10/2014	11/26/2012	5,755.99	6,318.09	562.10- Covered
170 SHARES OF KINDER MORGAN INC COMMON	06/10/2014	05/16/2013	5,958.28	6,790.99	832.71- Covered
50 SHARES OF PHILLIP MORRIS INTL INC COMMON	06/10/2014	03/13/2012	4,409.65	4,260.00	149.65 Covered
140 SHARES OF PEARSON PLC SPONSORED ADR	06/10/2014	03/13/2012	2,658.00	2,699.20	41.20- Covered
80 SHARES OF PEARSON PLC SPONSORED ADR	06/10/2014	11/26/2012	1,518.85	1,532.00	13.15- Covered
.5 SHARES OF NOW INC/DE COMMON	07/15/2014	06/21/2013	17.48	13.80	3.68 Covered
2504.629 SHARES OF DOUBLELINE TOTAL RETURN BOND FUND	07/25/2014	05/16/2013	27,601.00	28,577.82	976.82- Covered
329.262 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	07/25/2014	05/16/2013	24,108.56	22,093.48	2,015.08 Covered
395.061 SHARES OF ADVISORY RESEARCH MLP & ENERGY INC-I	07/25/2014	03/13/2012	5,779.74	4,312.23	1,467.51 Covered
1158.66 SHARES OF ADVISORY RESEARCH MLP & ENERGY INC-I	07/25/2014	11/26/2012	16,951.20	12,977.00	3,974.20 Covered
490.561 SHARES OF ADVISORY RESEARCH MLP & ENERGY INC-I	07/25/2014	06/21/2013	7,176.91	5,769.00	1,407.91 Covered
60 SHARES OF MCDONALDS CORP. COMMON	07/25/2014	11/26/2012	5,734.97	5,160.73	574.24 Covered
150 SHARES OF SPECTRA ENERGY CORP COMMON	07/25/2014	02/12/2013	6,386.11	4,485.69	1,900.42 Covered
50 SHARES OF SPECTRA ENERGY CORP COMMON	07/25/2014	06/21/2013	2,128.70	1,673.59	455.11 Covered
40 SHARES OF TIME WARNER CABLE INC COMMON	07/25/2014	02/12/2013	5,958.87	3,522.94	2,435.93 Covered
5 SHARES OF TIME WARNER CABLE INC COMMON	07/25/2014	05/16/2013	744.86	489.57	255.29 Covered
290 SHARES OF ISHARES DJ US REAL ESTATE	07/25/2014	03/13/2012	21,144.94	17,826.04	3,318.90 Covered
220 SHARES OF ISHARES DJ US REAL ESTATE	07/25/2014	11/26/2012	16,040.99	13,883.23	2,157.76 Covered
60 SHARES OF BAXTER INTERNATIONAL INC INTERNATIONAL INC COMMON	07/25/2014	03/13/2012	4,587.80	3,556.20	1,031.60 Covered
30 SHARES OF BAXTER INTERNATIONAL INC INTERNATIONAL INC COMMON	07/25/2014	11/26/2012	2,293.90	2,004.00	289.90 Covered
7 SHARES OF NOW INC/DE COMMON	07/25/2014	06/21/2013	231.45	193.20	38.25 Covered
140 SHARES OF MAXIM INTEGRATED PRODUCT COMMON	07/25/2014	06/21/2013	4,048.01	3,883.88	164.13 Covered
70 SHARES OF UNILEVER PLC-SPONSORED ADR	07/25/2014	03/13/2012	3,112.23	2,326.80	785.43 Covered
40 SHARES OF UNILEVER PLC-SPONSORED ADR	07/25/2014	08/21/2012	1,778.41	1,436.40	342.01 Covered

40 SHARES OF UNILEVER PLC-SPONSORED ADR	07/25/2014	11/26/2012	1,778.42	1,525.44	252.98 Covered
1983.281 SHARES OF DOUBLELINE TOTAL RETURN BOND FUND	09/16/2014	03/13/2012	21,716.93	22,212.75	495.82- Covered
129.386 SHARES OF DOUBLELINE TOTAL RETURN BOND FUND	09/16/2014	11/26/2012	1,416.78	1,475.00	58.22- Covered
243.749 SHARES OF DOUBLELINE TOTAL RETURN BOND FUND	09/16/2014	05/16/2013	2,669.05	2,781.18	112.13- Covered
58.995 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	09/16/2014	12/22/2010	2,372.19	2,077.80	294.39
380.084 SHARES OF PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	09/16/2014	09/23/2010	2,071.46	3,078.68	1,007.22-
53 SHARES OF COACH INC COMMON	09/16/2014	11/26/2012	1,981.89	3,052.80	1,070.91- Covered
12 SHARES OF SCHLUMBERGER LTD COMMON	09/16/2014	03/26/2009	1,266.51	544.42	722.09
50 SHARES OF ABBVIE INC COMMON	09/16/2014	10/10/2008	2,914.18	1,322.99	1,591.19
60 SHARES OF ABBVIE INC COMMON	09/16/2014	09/23/2010	3,497.02	1,614.12	1,882.90
16 SHARES OF ABBVIE INC COMMON	09/16/2014	03/22/2011	932.54	399.72	532.82 Covered
106 SHARES OF THE TRAVELERS COMPANIES INC COMMON	09/16/2014	10/10/2008	9,961.51	3,193.78	6,767.73
90 SHARES OF PFIZER INC COMMON	09/16/2014	11/26/2012	2,700.84	2,209.50	491.34 Covered
130 SHARES OF METLIFE INC COMMON	09/16/2014	11/26/2012	7,197.28	4,295.20	2,902.08 Covered
120 SHARES OF MICROSOFT CORP CORP COMMON	09/16/2014	10/10/2008	5,586.47	2,673.60	2,912.87
51 SHARES OF OCCIDENTAL PETROLEUM CO. COMMON	09/16/2014	11/26/2012	5,046.08	3,833.57	1,212.51 Covered
50 SHARES OF OMNICOM GROUP COMMON	09/16/2014	03/13/2012	3,514.68	2,440.50	1,074.18 Covered
30 SHARES OF OMNICOM GROUP COMMON	09/16/2014	11/26/2012	2,108.80	1,422.60	686.20 Covered
24 SHARES OF APPLE INC COMMON	09/16/2014	06/21/2013	2,402.59	1,408.66	993.93 Covered
351.03 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	09/30/2014	05/16/2013	24,210.54	23,554.11	656.43 Covered
164.585 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	09/30/2014	10/14/2009	3,132.05	3,074.45	57.60
93.324 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	09/30/2014	03/24/2010	1,775.96	1,739.56	36.40
162.772 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	09/30/2014	12/22/2010	6,253.70	5,732.83	520.87
.6 SHARES OF CALIFORNIA RESOURCES CORP COMMON	12/17/2014	11/26/2012	3.34	3.93	0.59- Covered
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			\$85,095.23	506,485.35	78,609.88

** SHORT TERM CAPITAL GAINS DIVIDENDS

1248.505 BASIS SHARES OF ARTISAN INTERNATIONAL SMALL CAP FUND # 1465	7.24
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2497.739 BASIS SHARES OF GOLDMAN SACHS GROWTH OPPORTUNITY FUND CLASS I #1132	1,404.23		
5313.785 BASIS SHARES OF PIMCO FOREIGN BOND (US DOLLAR HEDGED) FUND CLASS I #103	210.69		
2039.42 BASIS SHARES OF PIMCO REAL RETURN FUND-INST FUND # 122	7.04		
2648.127 BASIS SHARES OF HOTCHKIS & WILEY HIGH YIELD FUND-I	41.42		
7783.722 BASIS SHARES OF METROPOLITAN WEST TOTAL RETURN BOND FUND INST CL FUND # 512	142.36		
335.493 BASIS SHARES OF COHEN & STEERS REALTY SHARES INSTITUTIONAL	155.00		
3500.642 BASIS SHARES OF NEUBERGER BERMAN STRATEGIC INCOME FUND-I	192.54		
1865.282 BASIS SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	3.36		
** TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	2,163.88

**** LONG TERM CAPITAL GAINS DIVIDENDS**

509.658 BASIS SHARES OF COHEN & STEERS REALTY SHARES INSTITUTIONAL	27.52
2123.191 BASIS SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	333.81
1248.505 BASIS SHARES OF ARTISAN INTERNATIONAL SMALL CAP FUND # 1465	1,714.57
2497.739 BASIS SHARES OF GOLDMAN SACHS GROWTH OPPORTUNITY FUND CLASS I #1132	13,985.09
927.071 BASIS SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	554.06
2265.802 BASIS SHARES OF STERLING CAPITAL CORPORATE FUND-I	24.56
2337.47 BASIS SHARES OF INVESCO INTERNATIONAL GROWTH FUND R5 SHS	2,585.94
2648.127 BASIS SHARES OF HOTCHKIS & WILEY HIGH YIELD FUND-I	223.00
7783.722 BASIS SHARES OF METROPOLITAN WEST TOTAL RETURN BOND FUND INST CL FUND # 512	67.17
335.493 BASIS SHARES OF COHEN & STEERS REALTY SHARES INSTITUTIONAL	373.74
488.377 BASIS SHARES OF EAGLE SMALL CAP GROWTH FUND INST CL FUND # 131	3,166.43
1865.282 BASIS SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	362.65

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FAMILY CHARITBALE FOUNDATION #2
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** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	23,418.54
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BRANCH BANKING & TRUST COMPANY Run on 3/16/2015 4:28:15 PM

Asset Details

As of 12/31/2014

Combined Portfolios
Settlement Date Basis

Account: 1932005393

BRANCH BANKING AND TRUST
COMPANY TRUSTEE OF THE J
CLYDE & VELMA
APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION #2
UNDER

Administrator: DEBRA BARANY @ 270-689-2551

Investment Officer: LEE LAMONICA @ 859-281-2180

Investment Authority: Sole
Investment Objective: BALANCED (STANDARD)
Lot Select Method: MLMG
Sort By: CUSIP

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Yield	Price	Da
	CASH			30.09	30.09	30			0.00		
ABT	002824100 ABBOTT LABORATORIES COMMON	150.000000	45.020	3,629.98	3,629.98	6,753	3,123	0.42	144	2.13	12/31/20
ABBY	00287Y109 ABBVIE INC COMMON	24.000000	65.440	599.58	599.58	1,571	971	0.10	47	3.00	12/31/20
ATVI	00507V109 ACTIVISION BLIZZARD INC COMMON	225.000000	20.150	5,713.54	5,713.54	5,541	172-	0.35	55	0.99	12/31/20
AIEVX	008882771 INVESCO INTERNATIONAL GROWTH FUND RS SHS	2,337,470000	32.690	80,174.02	80,174.02	76,412	3,762-	4.80	0.00		12/31/20
AKAM	00971T101 AKAMAI TECHNOLOGIES COMMON	8.000000	62.960	497.64	497.64	504	6	0.03	0.00		12/31/20
ALL	020002101 ALLSTATE CORP COMMON	45.000000	70.250	2,779.42	2,779.42	3,161	382	0.20	50	1.59	12/31/20
ACC	024835100 AMERICAN CAMPUS COMMUNITIES COMMON	9.000000	41.360	337.36	337.36	372	35	0.02	14	3.68	12/31/20
ANTM	036752103 ANTHÈM INC COMMON	40.000000	125.670	3,098.00	3,098.00	5,027	1,929	0.32	70	1.39	12/31/20
APOL	037604105 APOLLO GROUP INC COMMON	42.000000	34.110	1,134.21	1,134.21	1,433	298	0.09	0.00		12/31/20

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 FAMILY CHARITBALE FOUNDATION #2
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<u>AAPL</u>	037833100	<u>165.000000</u>	110.380	6,677.97	6,677.97	18,213	11,935	1.14	310	1.70	12/31/20
<u>ARTIX</u>	04314H808	<u>1,248.505000</u>	22.460	33,105.55	33,105.55	28,041	5,064-	1.76	0.00	12/31/20	
<u>BRK.B</u>	084670702	<u>150.000000</u>	150.150	18,023.18	18,023.18	22,523	4,499	1.41	0.00	12/31/20	
<u>BRCM</u>	111320107	<u>190.000000</u>	43.330	5,034.05	5,034.05	8,233	3,199	0.52	91	1.11	12/31/20
<u>BRCD</u>	111621306	<u>140.000000</u>	11.840	1,450.40	1,450.40	1,658	207	0.10	20	1.18	12/31/20
<u>CBG</u>	12504L109	<u>14.000000</u>	34.250	422.87	422.87	480	57	0.03	0.00	12/31/20	
<u>CRG</u>	13057Q107	<u>9.000000</u>	5.510	58.96	58.96	50	9-		0.00	12/31/20	
<u>CQE</u>	14040H105	<u>65.000000</u>	82.550	5,305.95	5,305.95	5,366	60	0.34	78	1.45	12/31/20
<u>CVX</u>	166764100	<u>25.000000</u>	112.180	4,564.80	4,564.80	8,414	3,849	0.53	321	3.82	12/31/20
<u>CSCO</u>	17275R102	<u>168.000000</u>	27.815	4,205.04	4,205.04	4,673	468	0.29	128	2.73	12/31/20
<u>C</u>	172967424	<u>197.000000</u>	54.110	9,964.98	9,964.98	10,660	695	0.67	8	0.07	12/31/20
<u>COH</u>	189754104	<u>227.000000</u>	37.560	8,249.40	8,249.40	8,526	277	0.54	306	3.59	12/31/20
<u>CISI</u>	192446102	<u>227.000000</u>	52.660	7,155.29	7,155.29	11,954	4,799	0.75	0.00	12/31/20	
<u>CSRIX</u>	19247U106	<u>335,493000</u>	50.060	15,761.47	15,761.47	16,795	1,033	1.05	369	2.20	12/31/20

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AssetDetail

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CMCSA	20030N101	25,000000	58.010	4,101.00	4,101.00	4,351	250	0.27	68	1.55	12/31/20
CMI	231021106	40,000000	144.170	4,451.60	4,451.60	5,767	1,315	0.36	125	2.16	12/31/20
DAL	247361702	28,000000	49.190	1,096.90	1,096.90	1,377	280	0.09	10	0.73	12/31/20
DFS	254709108	34,000000	65.490	2,153.05	2,153.05	2,227	74	0.14	33	1.47	12/31/20
DTV	25490A309	8,000000	86.700	624.00	624.00	694	70	0.04		0.00	12/31/20
DBLJX	258620103	8,500,328000	10.970	95,017.25	95,017.25	93,249	1,768-	5.86	4,539	4.87	12/31/20
EMC	268648102	450,000000	29.740	11,388.10	11,388.10	13,383	1,995	0.84	207	1.55	12/31/20
HSIXX	269858304	408,377000	54.840	28,349.81	28,349.81	26,783	1,567-	1.68		0.00	12/31/20
EBAY	278642103	10,000000	56.120	515.45	515.45	561	46	0.04		0.00	12/31/20
EXPD	302130109	6,000000	44.610	252.27	252.27	268	15	0.02	4	1.43	12/31/20
ESRX	30219G108	180,000000	84.670	12,486.03	12,486.03	15,241	2,755	0.96		0.00	12/31/20
XOM	30231G102	20,000000	92.450	7,023.65	7,023.65	6,472	552-	0.41	193	2.99	12/31/20
FITB	316773100	106,000000	20.375	2,187.31	2,187.31	2,160	28-	0.14	55	2.55	12/31/20
GIS	370334104	130,000000	53.330	5,095.20	5,095.20	6,933	1,838	0.44	213	3.08	12/31/20
GILD	375558103	130,000000	94.260	4,889.56	4,889.56	12,254	7,364	0.77		0.00	12/31/20

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FAMILY CHARITBALE FOUNDATION #2

EIN:20-7277315

GILEAD SCIENCES,
INC.

GPN	37940X102 GLOBAL PAYMENTS INC COMMON	9,000,000	80.730	641.74	641.74	727	85	0.05	1 0.10 12/31/20
GGOJX	38142Y401 GOLDMAN SACHS GROWTH OPPORTUNITY FUND CLASS I #1132	2,497,739,000	27.750	78,098.24	78,098.24	69,312	8,786-	4.35	0.00 12/31/20
GOOGL	38259P508 GOOGLE INC CLASS A COMMON	7,000,000	530.660	970.34	970.34	3,715	2,744	0.23	0.00 12/31/20
GOOG	38259P706 GOOGLE INC CLASS C COMMON	7,000,000	526.400	967.89	967.89	3,685	2,717	0.23	0.00 12/31/20
HAINX	411511306 HARBOR INTERNATIONAL FUND INST CLASS #11	1,225,168,000	64.780	73,486.06	73,486.06	79,366	5,880	4.98	1,737 2.19 12/31/20
HD	437076102 HOME DEPOT INC COMMON	16,000,000	104.970	1,292.72	1,292.72	1,680	387	0.11	30 1.79 12/31/20
HWHJX	44134R735 HOTCHKIS & WILEY HIGH YIELD FUND-I	2,648,127,000	12.390	34,654.05	34,654.05	32,810	1,844-	2.06	1,962 5.98 12/31/20
JBH	445658107 J. B. HUNT	3,000,000	84.250	225.07	225.07	253	28	0.02	2 0.95 12/31/20
INTC	458140100 INTEL COMMON	260,000,000	36.280	5,671.90	5,671.90	9,435	3,764	0.59	234 2.48 12/31/20
IP	460146103 INTERNATIONAL PAPER COMPANY COMMON	34,000,000	53.580	1,674.67	1,674.67	1,822	147	0.11	54 2.99 12/31/20
INTU	461202103 INTUIT INC COMMON	6,000,000	92.190	501.75	501.75	553	51	0.03	6 1.08 12/31/20
INFINX	461418535 ADVISORY RESEARCH MLP & ENERGY INC-I	1,846,294,000	13.290	20,152.97	20,152.97	24,537	4,384	1.54	1,647 6.71 12/31/20
IWS	464287473 ISHARES RUSSELL MIDCAP VALUE	1,080,000,000	73.760	76,946.83	76,946.83	79,661	2,714	5.00	1,469 1.84 12/31/20
IJS	464287879 ISHARES S&P SMALLCAP 600/BARRA VALUE INDEX FUND	252,000,000	117.940	28,496.97	28,496.97	29,721	1,224	1.87	418 1.41 12/31/20

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JPM	46625H100 JP MORGAN CHASE & CO J P MORGAN CHASE & CO COMMON	<u>95,000,000</u>	62,580	5,479.60	5,479.60	5,945	466	0.37	152	2.56	12/31/20	EIN:20-7277315
JNJ	478160104 JOHNSON & JOHNSON COMMON	<u>41,000,000</u>	104,570	4,328.16	4,328.16	4,287	41-	0.27	115	2.68	12/31/20	
LKQ	501889208 LKQ CORP COMMON	<u>210,000,000</u>	28,120	5,671.32	5,671.32	5,905	234	0.37		0.00	12/31/20	
LZEMX	52106N889 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	<u>1,865,282,000</u>	17,190	28,981.44	28,981.44	32,064	3,083	2.01	698	2.18	12/31/20	
LEN	526057104 LENNAR CORP COMMON	<u>7,000,000</u>	44,810	276.68	276.68	314	37	0.02	1	0.36	12/31/20	
LMT	539830109 LOCKHEED MARTIN CORP COMMON	<u>18,000,000</u>	192,570	3,061.35	3,061.35	3,466	405	0.22	108	3.12	12/31/20	
MTB	55261F104 M & T BANK CORPORATION	<u>75,000,000</u>	125,620	8,253.00	8,253.00	9,422	1,169	0.59	210	2.23	12/31/20	
MCK	58155Q103 MCKESSON CORP CORPORATION	<u>3,000,000</u>	207,580	582.17	582.17	623	41	0.04	3	0.46	12/31/20	
MN	582839106 MEAD JOHNSON NUTRITION COMPANY COMMON	<u>61,000,000</u>	100,540	5,056.87	5,056.87	6,133	1,076	0.39	92	1.49	12/31/20	
MET	59156R108 METLIFE INC COMMON	<u>20,000,000</u>	54,090	660.80	660.80	1,082	421	0.07	28	2.59	12/31/20	
MWDX	592905509 METROPOLITAN WEST TOTAL RETURN BOND FUND INST CL FUND # 512	<u>2,283,722,000</u>	10,900	82,741.01	82,741.01	84,843	2,102	5.33	1,930	2.28	12/31/20	
MSEI	594918104 MICROSOFT CORP CORP COMMON	<u>75,000,000</u>	46,450	1,671.00	1,671.00	3,484	1,813	0.22	93	2.67	12/31/20	
MYGN	62855J104 MYRIAD GENETICS INC COMMON	<u>16,000,000</u>	34,060	463.48	463.48	545	81	0.03		0.00	12/31/20	
NOV	637071101 NATIONAL OILWELL VARCO I	<u>62,000,000</u>	65,530	4,134.25	4,134.25	4,063	71-	0.26	114	2.81	12/31/20	

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<u>NSTLX</u>	64128K751 NEUBERGER BERMAN STRATEGIC INCOME FUND-I	<u>3,500,642000</u>	11.130	39,409.51	39,409.51	38,962	447-	2.45	1,551	3.98 12/31/20
<u>NVS</u>	66987V109 NOVARTIS A G ADR	<u>100,000000</u>	92.660	5,577.40	5,577.40	9,266	3,689	0.58	234	2.52 12/31/20
<u>OXY</u>	674599105 OCCIDENTAL PETROLEUM CO. COMMON	<u>24,000000</u>	80.610	1,741.15	1,741.15	1,935	193	0.12	69	3.57 12/31/20
<u>OCR</u>	681904108 OMNICARE INC COMMON	<u>22,000000</u>	72.930	1,403.27	1,403.27	1,604	201	0.10	19	1.21 12/31/20
<u>OMC</u>	681919106 OMNICOM GROUP COMMON	<u>10,000000</u>	77.470	474.20	474.20	775	301	0.05	20	2.58 12/31/20
<u>OPWYX</u>	683974505 OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	<u>927,071000</u>	35.060	31,919.67	31,919.67	32,503	583	2.04	208	0.64 12/31/20
<u>PEORX</u>	693390882 PIMCO FOREIGN BOND (US DOLLAR HEDGED) FUND CLASS I #103	<u>5,313,785000</u>	10.770	56,698.26	56,698.26	57,229	531	3.59	1,408	2.46 12/31/20
<u>PRRIX</u>	693391104 PIMCO REAL RETURN FUND- INST FUND # 122	<u>2,039,420000</u>	10.920	23,005.33	23,005.33	22,270	735-	1.40	357	1.60 12/31/20
<u>PEP</u>	713448108 PEPSICO INC COMMON	<u>70,000000</u>	94.560	3,693.64	3,693.64	6,619	2,926	0.42	183	2.77 12/31/20
<u>PFE</u>	717081103 PFIZER INC COMMON	<u>160,000000</u>	31.150	3,518.40	3,518.40	4,984	1,466	0.31	179	3.60 12/31/20
<u>PSX</u>	718546104 PHILLIPS 66 COMMON	<u>43,000000</u>	71.700	3,542.98	3,542.98	3,083	460-	0.19	86	2.79 12/31/20
<u>PCRIX</u>	722005667 PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	<u>5,735,005000</u>	4.480	37,426.86	37,426.86	25,693	11,734-	1.61	126	0.49 12/31/20
<u>PLI</u>	731068102 POLARIS INDUSTRIES INC	<u>45,000000</u>	151.240	3,051.90	3,051.90	6,806	3,754	0.43	86	1.27 12/31/20
<u>PCLN</u>	741503403 PRICELINE GROUP INC/THE COMMON	<u>9,000000</u>	1,140.210	8,707.24	8,707.24	10,262	1,555	0.64	0.00	12/31/20

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<u>PRU</u>	744320102 PRUDENTIAL FINANCIAL INC	<u>12,000,000</u>	90,460	1,551.84	1,551.84	1,538	14-	0.10	39 2.56	12/31/20
<u>QCOM</u>	747525103 QUALCOMM INC COMMON	<u>188,000,000</u>	74,330	12,052.80	12,052.80	13,974	1,921	0.88	316 2.26	12/31/20
<u>RTN</u>	755111507 RAYTHEON COMPANY COMMON	<u>22,000,000</u>	108,170	2,241.91	2,241.91	2,380	138	0.15	53 2.24	12/31/20
<u>RHP</u>	78377T107 RYMAN HOSPITALITY PROPERTIES INC COMMON	<u>7,000,000</u>	52,740	327.01	327.01	369	42	0.02	15 4.17	12/31/20
	786514208 SAFEWAY INC COMMON	<u>130,000,000</u>	35,120	2,143.07	2,143.07	4,566	2,423	0.29	120 2.62	01/01/19
<u>SLB</u>	806857108 SCHLUMBERGER LTD COMMON	<u>72,000,000</u>	85,410	3,070.41	3,070.41	6,150	3,079	0.39	115 1.87	12/31/20
<u>SIX</u>	83001A102 SIX FLAGS ENTERTAINMENT CORP COMMON	<u>19,000,000</u>	43,150	663.39	663.39	820	156	0.05	40 4.82	12/31/20
<u>SRCL</u>	858912108 STERICYCLE INC COMMON	<u>66,000,000</u>	131,080	7,426.34	7,426.34	8,651	1,225	0.54	0.00	12/31/20
<u>SSCPX</u>	85917K710 STERLING CAPITAL CORPORATE FUND-I	<u>2,265,802,000</u>	10,230	23,092.65	23,092.65	23,179	87	1.46	757 3.26	12/31/20
<u>BISTX</u>	85917L569 STERLING CAPITAL TOTAL RETURN BOND FUND INST CL FUND # 342	<u>18,575,495,000</u>	10,720	197,431.17	197,431.17	200,201	2,770	12.56	7,302 3.65	12/31/20
<u>TEVA</u>	881624209 TEVA PHARMACEUTICAL INDS LTD ADR COMMON	<u>27,000,000</u>	57,510	1,414.67	1,414.67	1,553	138	0.10	31 2.00	12/31/20
<u>TRV</u>	89417E109 THE TRAVELERS COMPANIES INC COMMON	<u>19,000,000</u>	105,850	572.47	572.47	2,011	1,439	0.13	42 2.08	12/31/20
<u>UAL</u>	910047109 UNITED CONTINENTAL HOLDINGS INC COMMON	<u>11,000,000</u>	66,890	544.12	544.12	736	192	0.05	0.00	12/31/20

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<u>UPS</u>	911312106 UNITED PARCEL SERVICES B	<u>50.000000</u>	111.170	3,610.00	3,610.00	5,559	1,949	0.35	134	2.41	12/31/20	
<u>UNH</u>	91324P102 UNITED HEALTH GROUP INC COMMON	<u>6.000000</u>	101.090	522.63	522.63	607	84	0.04	9	1.48	12/31/20	
<u>VAR</u>	92220P105 VARIAN MED SYS INC COMMON	<u>80.000000</u>	86.510	5,423.88	5,423.88	6,921	1,497	0.43		0.00	12/31/20	
<u>VNO</u>	922908553 VANGUARD REIT VIPERS	<u>361.000000</u>	81.000	27,762.87	27,762.87	29,241	1,478	1.83	1,054	3.60	12/31/20	
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS INC	<u>28.000000</u>	46.780	1,372.70	1,372.70	1,310	63-	0.08	62	4.70	12/31/20	
<u>VRSK</u>	92345Y106 VERISK ANALYTICS INC COMMON	<u>99.000000</u>	64.050	5,885.21	5,885.21	6,341	456	0.40		0.00	12/31/20	
<u>V</u>	92826C839 VISA INC CLASS A SHARES COMMON	<u>28.000000</u>	262.200	5,026.54	5,026.54	7,342	2,315	0.46	54	0.73	12/31/20	
<u>WFC</u>	949746101 WELLS FARGO & CO COMMON	<u>124.000000</u>	54.820	6,508.76	6,508.76	6,798	289	0.43	174	2.55	12/31/20	
<u>WDC</u>	958102105 WESTERN DIGITAL CORP	<u>13.000000</u>	110.700	1,268.86	1,268.86	1,439	170	0.09	21	1.45	12/31/20	
<u>ZMH</u>	98956P102 ZIMMER HOLDINGS INC COMMON	<u>11.000000</u>	113.420	1,153.85	1,153.85	1,248	94	0.08	10	0.78	12/31/20	
<u>COV</u>	G2554F113 COVIDIEN PLC	<u>21.000000</u>	102.280	1,920.13	1,920.13	2,148	228	0.13	30	1.41	12/31/20	
<u>LBTYK</u>	G5480U120 LIBERTY GLOBAL COMMON PLC- SERIES C	<u>50.000000</u>	48.310	2,095.75	2,095.75	2,416	320	0.15		0.00	12/31/20	
<u>SIX</u>	G7945M107 SEAGATE TECHNOLOGY	<u>13.000000</u>	66.500	758.87	758.87	865	106	0.05	28	3.25	12/31/20	
<u>VR</u>	G9319H102 VALIDUS HOLDINGS LTD	<u>18.000000</u>	41.560	709.11	709.11	748	39	0.05	22	2.89	12/31/20	
<u>PRGO</u>	G97822103 PERRIGO CO PLC	<u>47.000000</u>	167.160	7,153.63	7,153.63	7,857	703	0.49	20	0.25	12/31/20	
<u>ACE</u>	H0023R105 ACE LTD	<u>22.000000</u>	114.880	2,340.91	2,340.91	2,527	186	0.16	57	2.26	12/31/20	
<u>CHKP</u>	M22465104 CHECKPOINT	<u>10.000000</u>	78.570	638.84	638.84	786	147	0.05		0.00	12/31/20	

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SOFTWARE
TECHNOLOGY
COMMON

<u>CLB</u>	N22717107 CORE LABORATORIES N.V.	<u>35,000,000</u>	120,340	4,867.27	4,867.27	4,212	655-	0.26	70	1.66	12/31/20
	SA0000578 BB&T TRUST DEPOSIT WD	<u>78,546,890,000</u>		78,546.89	78,546.89	78,547		4.94	71	0.09	01/01/19
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Total Portfolio				1,503,015.62	1,503,015.62	1,592,581	89,566	100.00	33,733	2.12	
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