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: The Rock Foundation

A Employer identification number: 20-8164535

Number and street (or P O box number if mail is not delivered to street address): c/o McGuireWoods LLP P. O. Box 397 — Room/suite:

B Telephone number: (804) 775-1023

City or town, state or province, country, and ZIP or foreign postal code: Richmond, VA 23218

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: [X] 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)* ▶$ 1,654,180.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	34,559.	34,326.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	138,120.			
	b Gross sales price for all assets on line 6a 991,783.				
	7 Capital gain net income (from Part IV, line 2)		138,120.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	172,679.	172,446.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,222.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	5,409.	0.		5,409.
	b Accounting fees				
	c Other professional fees Stmt 3	10,669.	10,669.		0.
	17 Interest				
	18 Taxes Stmt 4	1,702.	432.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,027.	11,101.		5,434.
	25 Contributions, gifts, grants paid	100,000.			100,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	120,027.	11,101.		105,434.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	52,652.			
	b **Net investment income** (if negative, enter -0-)		161,345.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	110,321.	73,058.	73,058.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 7	1,188,702.	1,277,858.	1,581,122.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,299,023.	1,350,916.	1,654,180.
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			
	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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	1,299,023.	1,350,916.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,299,023.	1,350,916.	
	31 **Total liabilities and net assets/fund balances**	1,299,023.	1,350,916.	

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	1,299,023.
2	Enter amount from Part I, line 27a	2	52,652.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,351,675.
5	Decreases not included in line 2 (itemize) ▶ See Statement 6	5	759.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,350,916.

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	US Trust-See attached Gain/Loss Schedule	P		
b	US Trust-See attached Gain/Loss Schedule	P		
c	Capital Gains Dividends			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	332,726.		345,170.	<12,444.>
b	642,672.		508,493.	134,179.
c	16,385.			16,385.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<12,444.>
b				134,179.
c				16,385.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 138,120.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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	88,032.	1,690,116.	.052086
2012	83,612.	1,510,462.	.055355
2011	88,530.	1,547,533.	.057207
2010	80,056.	1,447,710.	.055298
2009	79,450.	1,293,454.	.061425

2	**Total** of line 1, column (d)	2	.281371
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	.056274
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,657,927.
5	Multiply line 4 by line 3	5	93,298.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,613.
7	Add lines 5 and 6	7	94,911.
8	Enter qualifying distributions from Part XII, line 4	8	105,434.

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 ▶ [X] and enter 1% of Part I, line 27b			1	1,613.
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	1,613.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,613.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,019.		
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	1,019.
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	594.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	4b		
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

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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 ▶ None

14 The books are in care of ▶ Rita Smith Telephone no. ▶ (804) 794-8230

Located at ▶ 2530 Salisbury Road, Midlothian, VA ZIP+4 ▶ 23113

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

			Yes	No
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 ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
Rita M. Smith 2530 Salisbury Rd Midlothian, VA 23113	President/Treasurer/Direct 1.00	2,222.	0.	0.
M. Anne Greggs 5616 Hardrock Place Richmond, VA 23230	Vice Pres/Director 1.00	0.	0.	0.
John B. O'Grady c/o McGuireWoods LLP 901 E. Cary St Richmond, VA 23219	Secretary/Director 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 The Rock Foundation makes grants to qualifying charitable organizations and does not carry on charitable activities directly.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	1,525,771.
b	Average of monthly cash balances	1b	157,404.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,683,175.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,683,175.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,248.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,657,927.
6	**Minimum investment return.** Enter 5% of line 5	6	82,896.

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	82,896.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1,613.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,613.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	81,283.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	81,283.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	81,283.

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	105,434.
b	Program-related investments - total from Part IX-B	1b	0.
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	105,434.
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	5	1,613.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	103,821.

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				81,283.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 — 15,456.				
b From 2010 — 8,216.				
c From 2011 — 11,941.				
d From 2012 — 8,855.				
e From 2013 — 4,545.				
f **Total** of lines 3a through e	49,013.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 105,434.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				81,283.
e Remaining amount distributed out of corpus	24,151.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	73,164.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	15,456.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	57,708.			
10 Analysis of line 9:				
a Excess from 2010 — 8,216.				
b Excess from 2011 — 11,941.				
c Excess from 2012 — 8,855.				
d Excess from 2013 — 4,545.				
e Excess from 2014 — 24,151.				

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

1 a 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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.

None

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				
Commonwealth Catholic Charities PO Box 6565 Richmond, VA 232600565	None	Public	2014 Grant for New Building (1 of 5 installments)	30,000.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	Public	2014 Campaign Support (1 of 5 installments)	7,500.
FETCH a Cure 5609 Patterson Ave, #D Richmond, VA 23226	None	Public	Special Support	2,500.
Hanover Tavern 13181 Hanover Courthouse Rd Hanover, VA 23069	None	Historical	Charitable Support	5,000.
Historic Richmond Foundation 4 E Main St, Suite 1C Richmond, VA 23219	None	Public	2014 Grant for The Monumental Church	2,000.
Total See continuation sheet(s)			▶ 3a	100,000.
b Approved for future payment None				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Longwood University 201 High Street Farmville, VA 23909	None	Educational	Hull Springs Farm	2,500.
Longwood University 201 High Street Farmville, VA 23909	None	Educational	RM & HM Smith Theatre Endowment Fund	2,500.
Massey Cancer Center PO Box 980037 Richmond, VA 232980037	None	Public	The Massey Club	2,000.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	2014 Grant for NEH Grant Parital pmt 2 of 5 pmts	6,500.
Maymont Foundation 1700 Hampton Street Richmond, VA 23220	None	Public	Restoration & Blue Room Furniture	5,000.
Capital Trees 5111 Cary Street Road Richmond, VA 23226	None	Public	2014 Grant for Low Line Park	3,500.
Richmond Symphony 612 E Grace St, Suite 401 Richmond, VA 23219	None	Public	2014 Grant for the League Designer House	2,500.
Rose Group for Cross-Cultural Understanding 616 E St NW Cb 909 Washington, DC 20004	None	Public	Operating Expenses	3,500.
Union Presbyterian Seminary 3401 Brook Road Richmond, VA 23227	None	Religious	2014 Grant for Story Path	2,500.
Virginia College Fund 4900 Augusta Ave #101 Richmond, VA 23230	None	Educational	2014 Grant for Scholarships	1,000.
Total from continuation sheets				53,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Virginia Museum of Fine Arts 200 N Boulevard Richmond, VA 23220	None	Public	2014 Grant to support ArtShare	3,500.
Woodrow Wilson Presidential Library Fdn PO Box 24 Staunton, VA 24402	None	Public	2014 Grant for Archival Acquisitions	5,000.
The Valentine 1015 East Clay St Richmond, VA 23219	None	Public	Operating Support	3,500.
Richmond Centerstage 600 E Grace St #400 Richmond, VA 23219	None	Public	Onstage Family Series	2,500.
Richmond Cultureworks 1906 Hamilton St #A Richmond, VA 23230	None	Public	Charitable Support	2,500.
Richmond Friends of the Homeless 4500 Kensington Ave Richmond, VA 23221	None	Public	The Feeding Program	2,500.
St John's Church Foundation 2319 E Broad St Richmond, VA 23223	None	Public	Charitable Support	2,000.
Total from continuation sheets				

Part XVI-A 'Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	34,559.	
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	138,120.	
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.		172,679.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 172,679.

(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).

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
		N/A	

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
N/A		

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

Rita M. Smith | 5-5-15 | ▶ PRESIDENT/TREASURER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
John B. O'Grady		5/4/15		P01316037
Firm's name ▶ McGuireWoods LLP			Firm's EIN ▶ 54-0505857	
Firm's address ▶ P. O. Box 397 Richmond, VA 23218-0397			Phone no. (804)775-1000	

423622
11-24-14

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Bank of America-Agent Divs	49,125.	16,385.	32,740.	32,507.	
Bank of America-Agent Int	1,819.	0.	1,819.	1,819.	
To Part I, line 4	50,944.	16,385.	34,559.	34,326.	

Form 990-PF | Legal Fees | Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP	5,409.	0.		5,409.
To Fm 990-PF, Pg 1, ln 16a	5,409.	0.		5,409.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank of America-Agency Fees	10,669.	10,669.		0.
	0.	0.		0.
To Form 990-PF, Pg 1, ln 16c	10,669.	10,669.		0.

Form 990-PF | Taxes | Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2014 estimated excise tax	1,019.	0.		0.
Foreign Tax paid from income	432.	432.		0.
2013 excise tax balance due	251.	0.		0.
To Form 990-PF, Pg 1, ln 18	1,702.	432.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Treasurer of VA - 2014 Registration Fee	25.	0.		25.
To Form 990-PF, Pg 1, ln 23	25.	0.		25.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 6

Description	Amount
Cost basis adjustments/timing difference	759.
Total to Form 990-PF, Part III, line 5	759.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
See schedule attached	COST	1,277,858.	1,581,122.
Total to Form 990-PF, Part II, line 13		1,277,858.	1,581,122.

AI0020904

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
65,469.030	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$65,469.03	$3.14	$65,469.03 1.000	$0.00	$39.28	0.06%
7,588.770	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	7,588.77	0.30	7,588.77 1.000	0 00	4 55	0 06
	Total Cash Equivalents		**$73,057.80**	**$3.44**	**$73,057.80**	**$0.00**	**$43.83**	**0.06%**
Total Cash/Currency			**$73,057.80**	**$3.44**	**$73,057.80**	**$0.00**	**$43.83**	**0.06%**

Equities

(2)Industry Sector Codes CND = Consumer Discretionary, CNS = Consumer Staples, ENR = Energy, FIN = Financials, HEA = Health Care, IND = Industrials, IFT = Information Technology, MAT = Materials, OEQ = Other Equities, TEL = Telecommunication Services, UTL = Utilities

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
200.000	ABBOTT LABS Ticker: ABT	002824100 HEA	$9,004 00 45.020	$0.00	$6,316.93 31.585	$2,687.07	$192.00	2.13%
200.000	ABBVIE INC Ticker: ABBV	00287Y109 HEA	13,088.00 65.440	0.00	6,554.46 32.772	6,533.54	392.00	2.99
20.000	AMAZON COM INC Ticker: AMZN	023135106 CND	6,207.00 310.350	0.00	5,802.70 290.135	404.30	0.00	0.00
100.000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN	9,304.00 93.040	0.00	5,136.28 51 363	4,167 72	104 00	1.11
85.000	AMGEN INC Ticker: AMGN	031162100 HEA	13,539.65 159.290	0.00	6,351 97 74.729	7,187.68	268.60	1.98
280.000	APPLE INC Ticker: AAPL	037833100 IFT	30,906.40 110.380	0.00	8,379.40 29.926	22,527.00	526.40	1 70
250 000	AT&T INC Ticker: T	00206R102 TEL	8,397 50 33.590	0 00	8,265 04 33.060	132 46	470.00	5 59

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
125 000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103 IFT	10,421.25 83.370	61.25	6,269.60 50.157	4,151.65	245.00	2.35
75.000	BECTON DICKINSON & CO Ticker: BDX	075887109 HEA	10,437.00 139.160	0.00	7,705.58 102.741	2,731.42	180.00	1.72
25.000	BIOGEN IDEC INC Ticker: BIIB	09062X103 HEA	8,486.25 339.450	0.00	7,111.76 284.470	1,374.49	0.00	0.00
35.000	BLACKROCK INC CL A Ticker: BLK	09247X101 FIN	12,514.60 357.560	0.00	8,419.06 240.545	4,095.54	270.20	2.15
75.000	BOEING CO Ticker: BA	097023105 IND	9,748.50 129.980	0.00	5,744.57 76.594	4,003.93	273.00	2.80
185.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	10,920.55 59.030	68.45	5,584.63 30.187	5,335.92	273.80	2.50
170.000	CATERPILLAR INC Ticker: CAT	149123101 IND	15,560.10 91.530	0.00	17,168.21 100.989	-1,608.11	476.00	3.05
100.000	CELGENE CORP Ticker: CELG	151020104 HEA	11,186.00 111.860	0.00	7,238.81 72.388	3,947.19	0.00	0.00
76.000	CHEVRON CORP Ticker: CVX	166764100 ENR	8,525.68 112.180	0.00	6,234.20 82.029	2,291 48	325.28	3.81
100.000	CHUBB CORP Ticker: CB	171232101 FIN	10,347.00 103.470	50.00	7,640.78 76.408	2,706.22	200.00	1.93
400.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	11,126.00 27 815	0.00	9,901.60 24 754	1,224.40	304.00	2.73
175.000	CITIGROUP INC NEW COM Ticker: C	172967424 FIN	9,469.25 54.110	0.00	9,510.77 54.347	-41.52	7.00	0.07
175.000	COCA COLA CO Ticker: KO	191216100 CNS	7,388 50 42 220	0.00	7,011.30 40.065	377.20	213.50	2.89
3,500.000	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	62,405.00 17.830	0.00	34,685.00 9.910	27,720.00	0.00	0.00

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
70.000	COMCAST CORP NEW CL A COM Ticker: CMCS A	20030N101 CND	4,060.70 58.010	0.00	3,398.57 48.551	662.13	63.00	1.55
150.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	10,359.00 69.060	0.00	9,798.79 65 325	560 21	438 00	4.22
65.000	COSTCO WHSL CORP NEW Ticker: COST	22160K105 CNS	9,213.75 141.750	0.00	7,481.62 115.102	1,732.13	92.30	1.00
100.000	CVS HEALTH CORP Ticker: CVS	126650100 CNS	9,631.00 96.310	0.00	7,923.50 79.235	1,707.50	140.00	1.45
100.000	DEVON ENERGY CORP NEW Ticker. DVN	25179M103 ENR	6,121.00 61.210	0.00	7,455.50 74.555	-1,334.50	96.00	1.56
48 000	DOVER CORP Ticker: DOV	260003108 IND	3,442.56 71.720	0.00	1,841.06 38.355	1,601.50	76.80	2 23
175.000	DOW CHEM CO Ticker: DOW	260543103 MAT	7,981.75 45.610	73.50	7,832.13 44.755	149.62	294.00	3.68
150.000	DU PONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	11,091.00 73.940	0.00	7,926.35 52.842	3,164.65	282.00	2.54
350.000	EMC CORP Ticker: EMC	268648102 IFT	10,409.00 29.740	40.25	10,355.98 29 589	53.02	161.00	1 54
125.000	EXXON MOBIL CORP Ticker XOM	30231G102 ENR	11,556.25 92.450	0.00	9,077.42 72.619	2,478.83	345.00	2.98
350.000	GENERAL ELEC CO Ticker: GE	369604103 IND	8,844.50 25.270	80.50	8,465.75 24 188	378.75	322.00	3.64
75.000	GENUINE PARTS CO Ticker: GPC	372460105 CND	7,992 75 106.570	43.13	6,276.13 83.682	1,716.62	172.50	2.15
100.000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	9,426.00 94 260	0.00	5,353 30 53 533	4,072.70	0.00	0.00
20.000	GOOGLE INC CL A COM Ticker: GOOG L	38259P508 IFT	10,613.20 530.660	0.00	10,664 89 533.245	-51 69	0 00	0 00
110.000	HALLIBURTON CO Ticker: HAL	406216101 ENR	4,326.30 3º 330	0.00	7,088.43 64.440	-2,762.13	79.20	1.83

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
125.000	HOME DEPOT INC Ticker HD	437076102 CND	13,121.25 104.970	0.00	3,696.71 29.574	9,424.54	235.00	1.79
100.000	HONEYWELL INTL INC Ticker: HON	438516106 IND	9,992.00 99.920	0.00	5,406.10 54 061	4,585.90	207.00	2 07
300.000	INTEL CORP Ticker: INTC	458140100 IFT	10,887.00 36.290	0.00	7,256.96 24.190	3,630.04	270.00	2.48
200 000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	12,516.00 62.580	0.00	10,262.64 51.313	2,253.36	320.00	2.55
125.000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	13,071.25 104.570	0.00	8,153.58 65.229	4,917.67	350.00	2.67
60.000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	6,932.40 115.540	50.40	4,087.50 68.125	2,844 90	201.60	2.90
200.000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	11,358 00 56.790	90 00	8,137 71 40.689	3,220 29	360.00	3.17
150 000	METLIFE INC Ticker: MET	59156R108 FIN	8,113 50 54.090	0.00	6,816.64 45.444	1,296.86	210.00	2.58
300.000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	13,935.00 46.450	0.00	8,319.40 27.731	5,615.60	372.00	2.67
85.000	MONSANTO CO NEW COM Ticker: MON	61166W101 MAT	10,154 95 119.470	0.00	9,229 90 108.587	925.05	166.60	1.64
275.000	MORGAN STANLEY Ticker. MS	617446448 FIN	10,670.00 38.800	0.00	8,727.03 31.735	1,942.97	110.00	1.03
100.000	PEPSICO INC Ticker: PEP	713448108 CNS	9,456.00 94.560	65.50	8,151.01 81.510	1,304.99	262.00	2.77
375.000	PFIZER INC Ticker: PFE	717081103 HEA	11,681.25 31.150	0.00	8,595.78 22.922	3,085.47	420.00	3.59
100 000	PHILLIPS 66 Ticker: PSX	718546104 ENR	7,170.00 71.700	0.00	6,802.86 68.029	367 14	200.00	2.78
71.000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	6,477.33 91.230	0.00	3,894 35 54 850	2,582.98	136.32	2.10

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
43 000	PRICE T ROWE GROUP INC Ticker: TROW	74144T108 FIN	3,691.98 85.860	0 00	2,404.03 55.908	1,287.95	75.68	2 05
93.000	PROCTER & GAMBLE CO Ticker: PG	742718109 CNS	8,471.37 91.090	0.00	6,206 94 66.741	2,264 43	239.38	2 82
100 000	QUALCOMM INC Ticker: QCOM	747525103 IFT	7,433.00 74.330	0.00	7,658.82 76.588	-225.82	168.00	2.26
100.000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	10,817.00 108.170	0 00	5,696.59 56.966	5,120.41	242.00	2.23
80 000	SCHLUMBERGER LTD NETHERLANDS ANTILLES Ticker SLB	806857108 ENR	6,832.80 85.410	32 00	7,052.54 88.157	-219.74	128 00	1.87
200 000	SPDR S&P 500 ETF TR UNIT SER 1 Ticker: SPY	78462F103 OEQ	41,108.00 205.540	226.98	38,572.66 192.863	2,535.34	767 00	1 86
175.000	TEXAS INSTRS INC Ticker: TXN	882508104 IFT	9,356.38 53.465	0.00	6,645.15 37.972	2,711.23	238.00	2 54
112 000	TIME WARNER INC NEW COM Ticker: TWX	887317303 CND	9,567.04 85.420	0.00	3,660.63 32.684	5,906.41	142.24	1.48
125.000	TJX COS INC NEW Ticker: TJX	872540109 CND	8,572.50 68.580	0.00	5,454.65 43.637	3,117.85	87 50	1.02
100.000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	10,585.00 105.850	0.00	9,376.50 93.765	1,208.50	220.00	2.07
100.000	UNITED TECHNOLOGIES CORP Ticker. UTX	913017109 IND	11,500.00 115.000	0.00	10,470.74 104.707	1,029.26	236.00	2.05
200.000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	8,990.00 44.950	49.00	5,139.33 25.697	3,850 67	196.00	2.18
125.000	V F CORP Ticker: VFC	918204108 CND	9,362.50 74.900	0.00	6,862.52 54.900	2,499.98	160.00	1 70

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
700.000	VANGUARD GROWTH ETF Ticker: VUG	922908736 OEQ	73,073.00 104.390	0.00	50,721.49 72.459	22,351.51	882.00	1.20
307.000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	14,361.46 46.780	0.00	11,665.28 37.998	2,696.18	675.40	4.70
45.000	VISA INC CL A COM Ticker: V	92826C839 IFT	11,799.00 262.200	0.00	9,444.73 209.883	2,354.27	86.40	0.73
250.000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	13,705.00 54 820	0 00	9,495.84 37.983	4,209 16	350.00	2.55
75.000	3M CO Ticker: MMM	88579Y101 IND	12,324.00 164.320	0.00	10,856 91 144.759	1,467.09	307.50	2.49
	Total U.S. Large Cap		**$841,136.95**	**$930.96**	**$612,895.59**	**$228,241.36**	**$16,304.20**	**1.93%**
U.S. Mid Cap								
225.000	AMERICAN WTR WKS CO INC NEW COM Ticker: AWK	030420103 UTL	$11,992.50 53.300	$0.00	$10,663.23 47.392	$1,329.27	$279.00	2.32%
2,000.000	EATON VANCE ATLANTA CAP SMID-CAP FUND CL I Ticker: EISM X	277902698 OEQ	50,400.00 25.200	0.00	24,840.00 12.420	25,560.00	0.00	0.00
3,195.892	JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND Ticker: JVMI X	47803W406 OEQ	63,821.96 19.970	0.00	35,700.00 11.171	28,121.96	335.57	0.52
200.000	VANGUARD MID-CAP ETF Ticker: VO	922908629 OEQ	24,712.00 123.560	0.00	19,435.00 97.175	5,277.00	318.60	1.28
	Total U.S. Mid Cap		**$150,926.46**	**$0.00**	**$90,638.23**	**$60,288.23**	**$933.17**	**0.61%**
U.S. Small Cap								
425.000	CEF ISHARES CORE S&P SMALL-CAP Ticker: IJR	464287804 OEQ	$48,475.50 114.060	$0.00	$44,597.37 104.935	$3,878.13	$595.43	1.22%

AI0020907

Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Small Cap (cont)								
7 000	HALYARD HEALTH INC Ticker: HYH	40650V100 HEA	318 29 45.470	0.00	165.24 23.606	153.05	0.00	0.00
350 000	VANGUARD SMALL-CAP ETF Ticker: VB	922908751 OEQ	40,831.00 116 660	0.00	37,583.77 107.382	3,247 23	585.55	1.43
	Total U.S. Small Cap		**$89,624.79**	**$0.00**	**$82,346.38**	**$7,278.41**	**$1,180.98**	**1.31%**
International Developed								
650.000	ARTISAN INTL VALUE FUND Ticker: ARTKX	04314H881 OEQ	$22,236.50 34.210	$0.00	$19,643.00 30.220	$2,593.50	$355.55	1.59%
1,200.000	ISHARES INTL SELECT DIVIDEND ETF Ticker: IDV	464288448 OEQ	40,428 00 33.690	0 00	41,688.48 34 740	-1,260 48	2,310 00	5 71
850.000	ISHARES MSCI EAFE ETF Ticker: EFA	464287465 OEQ	51,714.00 60.840	0.00	54,769.31 64 434	-3,055.31	1,921.85	3 71
100.000	LYONDELLBASELL INDUSTRIES NV CL A COM NETHERLANDS Ticker: LYB	N53745100 MAT	7,939 00 79.390	0.00	7,162.20 71.622	776.80	280.00	3 52
	Total International Developed		**$122,317.50**	**$0.00**	**$123,262.99**	**-$945.49**	**$4,867.40**	**3.97%**
Emerging Markets								
1,200.000	ISHARES MSCI EMERGING MARKETS ETF Ticker: EEM	464287234 OEQ	$47,148.00 39.290	$0.00	$50,251.00 41.876	-$3,103.00	$1,051 20	2.23%
	Total Emerging Markets		**$47,148.00**	**$0.00**	**$50,251.00**	**-$3,103.00**	**$1,051.20**	**2.23%**
Total Equities			**$1,251,153.70**	**$930.96**	**$959,394.19**	**$291,759.51**	**$24,336.95**	**1.94%**

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income								
Investment Grade Taxable								
7,000.000	***2016*** CITIGROUP INC SR UNSECD NT DTD 01/10/13 1.250% DUE 01/15/16 Moody's: BAA2 S&P. A-	172967GG0	$7,007.07 100.101	$40.34	$7,037.17 100.531	-$30.10	$87.50	1.24% 1.23
50,000.000	***2017*** ANHEUSER BUSCH INBEV WORLDWIDE INC UNSECD GTD SR NT DTD 07/16/12 1.375% DUE 07/15/17 Moody's. A2 S&P: A	03523TBN7	49,955.50 99.911	317.01	50,345.50 100.691	-390.00	687.50	1 37 1.37
50,000.000	***2018*** GENERAL ELEC CAP CORP SR UNSECD MTN DTD 04/02/13 1.625% DUE 04/02/18 Moody's: A1 S&P: AA+	36962G6W9	50,076 50 100.153	200.86	50,083.50 100.167	-7 00	812 50	1.62 1.62
400.000	VANGUARD SHORT-TERM CORPORATE BOND ETF	92206C409	31,852 00 79.630	0 00	32,069 92 80.175	-217 92	579 60	1.82
	Total Investment Grade Taxable		**$138,891.07**	**$558.21**	**$139,536.09**	**-$645.02**	**$2,167.10**	**1.56%**
International Developed Bonds								
50,000.000	***2015*** BP CAP MKTS PLC CO GTD NT UNITED KINGDOM DTD 10/01/10 3.125% DUE 10/01/15 Moody's: A2 S&P: A	05565QBN7	$50,896.50 101.793	$390.62	$51,983.50 103.967	-$1,087.00	$1,562.50	3.07% 0.70
	Total International Developed Bonds		**$50,896.50**	**$390.62**	**$51,983.50**	**-$1,087.00**	**$1,562.50**	**3.07%**
Global High Yield Taxable								
5,000.000	FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INSTL	315807552	$48,050 00 9.610	$153.14	$49,745.00 9.949	-$1,695.00	$1,695.00	3.52%
	Total Global High Yield Taxable		**$48,050.00**	**$153.14**	**$49,745.00**	**-$1,695.00**	**$1,695.00**	**3.52%**

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Settlement Date

Portfolio Detail

Account: 40-05-500-1840867 THE ROCK FOUNDATION - COMBINED
Sub-Account: 40-05-500-1301886 IM THE ROCK FOUNDATION

Dec. 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP / Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Global High Yield Taxable (cont)								
Total Fixed Income			**$237,837.57**	**$1,101.97**	**$241,264.59**	**-$3,427.02**	**$5,424.60**	**2.28%**
Real Estate								
Public REITs								
100.000	AVALONBAY CMNTYS INC	053484101	$16,339.00 163.390	$116.00	$14,304.90 143 049	$2,034.10	$464.00	2.84%
125.000	BOSTON PROPERTIES INC	101121101	16,086.25 128.690	643.75	13,435.67 107.485	2,650.58	325.00	2.02
200.000	HEALTH CARE REIT INC	42217K106	15,134.00 75.670	0.00	11,055.50 55.278	4,078.50	636.00	4.20
85.000	PUBLIC STORAGE INC COM (REIT)	74460D109	15,712 25 184.850	0 00	12,202.43 143.558	3,509.82	476.00	3.02
85.000	SIMON PPTY GROUP INC NEW	828806109	15,479.35 182.110	0.00	12,363.26 145.450	3,116.09	442.00	2.85
250.000	VANGUARD GLOBAL EX-U S REAL ESTATE ETF	922042676	13,380.00 53 520	0.00	13,837.25 55 349	-457.25	549.25	4.10
	Total Public REITs		**$92,130.85**	**$759.75**	**$77,199.01**	**$14,931.84**	**$2,892.25**	**3.13%**
Total Real Estate			**$92,130.85**	**$759.75**	**$77,199.01**	**$14,931.84**	**$2,892.25**	**3.13%**
Total Portfolio			**$1,654,179.92**	**$2,796.12**	**$1,350,915.59**	**$303,264.33**	**$32,697.63**	**1.97%**
Accrued Income			$2,796.12					
Total			**$1,656,976.04**					

(1) Market Value in the Portfolio Detail section does not include Accrued Income

Income for 2014

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

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

Short Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
AMERICAN ELECTRIC POWER INC		**025537101**	**AEP**						
08/25/14	02/12/14	50	$2,648.69	$2,438.25	$210.44		$0.00	$0.00	$0.00
08/25/14	01/23/14	42	$2,224.90	$1,999.83	$225.07		$0.00	$0.00	$0.00
BAXTER INTERNATIONAL INC		**071813109**	**BAX**						
01/23/14	07/08/13	80	$5,517.10	$5,683.60	$-166.50		$0.00	$0.00	$0 00
CDK GLOBAL INC		**12508E101**	**CDK**						
10/22/14	01/23/14	0.67	$17 06	$20.06	$-3.00		$0.00	$0.00	$0.00
10/23/14	01/23/14	9	$252.67	$270 71	$-18.04		$0.00	$0.00	$0.00

Short Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
CDK GLOBAL INC		12508E101	CDK						
10/23/14	02/12/14	8.33	$233.95	$239.19	$-5.24		$0.00	$0.00	$0.00
CISCO SYSTEM INC		17275R102	CSCO						
01/23/14	06/25/13	44	$989.76	$1,066.77	$-77.01		$0.00	$0.00	$0.00
01/23/14	03/07/13	213	$4,791.35	$4,668.60	$122.75		$0.00	$0.00	$0.00
CITIGROUP INC		172967GG0	C 16						
08/12/14	03/18/14	43000	$43,277.35	$43,228.33	$49 02		$0.00	$0.00	$0.00
COLUMBIA FDS SER TR I REAL ESTATE		19765P547	CREE X						
01/08/14	03/07/13	750	$9,832.50	$11,325 00	$-1,492.50		$0.00	$0.00	$0.00
CONOCOPHILLIPS		20825C104	COP						
02/12/14	09/06/13	9	$586.64	$617.36	$-30.72		$0.00	$0.00	$0.00
CREDIT SUISSE COMMODITY-RETURN		22544R305	CRSO X						
01/08/14	03/07/13	3000	$21,330.00	$23,670.00	$-2,340.00		$0.00	$0.00	$0.00
DEERE & CO		244199105	DE						
08/25/14	01/08/14	75	$6,378.98	$6,703.60	$-324.62		$0.00	$0.00	$0 00
08/25/14	01/23/14	25	$2,126.33	$2,197.99	$-71.66		$0.00	$0.00	$0.00
EMC CORPORATION		268648102	EMC						
01/23/14	07/17/13	201	$5,264.09	$5,104.64	$159.45		$0 00	$0.00	$0.00

U.S. TRUST

Bank of America Private Wealth Management

IM THE ROCK FOUNDATION

2014 Tax Information Letter

Account Number 055001301886

Short Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
EMERSON ELECTRIC CO		**291011104**	**EMR**						
08/25/14	01/23/14	76	$4,919.17	$5,116.27	$-197.10		$0.00	$0.00	$0.00
FIFTH THIRD BANCORP		**316773100**	**FITB**						
01/23/14	06/25/13	148	$3,180.62	$2,644.79	$535.83		$0.00	$0.00	$0.00
01/23/14	06/26/13	16	$343.85	$287.66	$56.19		$0.00	$0.00	$0.00
HCP INC		**40414L109**	**HCP**						
01/08/14	07/08/13	150	$5,599.16	$6,706.06	$-1,106.90		$0.00	$0.00	$0.00
ISHARES MSCI EMERGING MKTS MIN		**464286533**	**EEMV**						
01/08/14	09/10/13	250	$14,019.06	$14,676.45	$-657.39		$0.00	$0.00	$0.00
01/08/14	07/08/13	450	$25,234.30	$25,331.99	$-97.69		$0.00	$0.00	$0.00
ISHARES TR MSCI EAFE INDEX FD		**464287465**	**EFA**						
10/08/14	01/08/14	800	$49,538.90	$52,992.00	$-3,453.10		$0.00	$0.00	$0.00
ISHARES TR S&P SMALLCAP 600 INDEX		**464287804**	**IJR**						
10/08/14	05/07/14	75	$7,590.83	$7,895.25	$-304.42		$0.00	$0.00	$0.00
10/08/14	02/12/14	75	$7,590.83	$7,870.13	$-279.30		$0 00	$0.00	$0.00
10/08/14	03/17/14	250	$25,302.77	$27,751.25	$-2,448.48		$0.00	$0.00	$0.00
ISHARES DOW JONES EPAC SELECT		**464288448**	**IDV**						
01/08/14	07/08/13	200	$7,461.87	$6,397.58	$1,064.29		$0.00	$0.00	$0.00
01/08/14	03/07/13	250	$9,327.34	$8,741.75	$585.59		$0.00	$0.00	$0.00

Short Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
KLA-TENCOR CORP		482480100	KLAC						
01/23/14	02/07/13	50	$3,175.69	$2,821.81	$353.88		$0.00	$0.00	$0.00
01/23/14	02/08/13	14	$889.19	$796.29	$92.90		$0.00	$0.00	$0.00
LAUDER ESTEE COS INC CL A		518439104	EL						
10/08/14	05/07/14	100	$7,413.81	$7,395.78	$18.03		$0.00	$0.00	$0.00
MACYS INC		55616P104	M						
01/23/14	08/07/13	53	$2,917.33	$2,542.46	$374.87		$0 00	$0 00	$0.00
MID-AMER APT CMNTYS INC		59522J103	MAA						
10/08/14	01/08/14	100	$6,636.16	$6,152.70 *	$483.46		$0.00	$0.00	$0.00
OCCIDENTAL PETROLEUM CORP		674599105	OXY						
08/25/14	02/12/14	54	$5,561.60	$4,976.92	$584.68		$0.00	$0.00	$0.00
PHILIP MORRIS INTL INC		718172109	PM						
02/12/14	09/20/13	21	$1,652 06	$1,900.49	$-248.43		$0.00	$0.00	$0.00
PUBLIC STORAGE INC		74460D109	PSA						
10/08/14	01/08/14	6	$998.88	$901.00	$97.88		$0.00	$0 00	$0.00
TARGET CORP		87612E106	TGT						
05/07/14	07/08/13	80	$4,638.28	$5,687.60	$-1,049.32		$0.00	$0.00	$0.00
UNITED PARCEL SVC INC CL B		911312106	UPS						
01/23/14	03/18/13	11	$1,077.15	$934.75	$142.40		$0.00	$0.00	$0.00

Short Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
UNITED PARCEL SVC INC CL B		911312106	UPS						
01/23/14	06/25/13	12	$1,175.08	$1,031 08	$144 00		$0.00	$0 00	$0.00
01/23/14	03/15/13	22	$2,154.31	$1,880.20	$274.11		$0.00	$0.00	$0.00
01/23/14	05/09/13	12	$1,175.08	$1,067.00	$108.08		$0.00	$0.00	$0.00
VANGUARD INDEX FDS REIT VIPER SHS		922908553	VNQ						
01/08/14	01/28/13	250	$16,298.59	$17,098.23	$-799.64		$0.00	$0.00	$0.00
01/08/14	03/07/13	100	$6,519.44	$6,913.74	$-394.30		$0.00	$0.00	$0.00
VERIZON COMMUNICATIONS		92343V104	VZ						
03/19/14	02/24/14	0.77	$35.39	$36.95	$-1.56		$0.00	$0.00	$0.00
VODAFONE GROUP PLC NEW		92857W308	VOD						
03/13/14	10/21/13	0.18	$6.95	$12.31	$-5.36		$0.00	$0.00	$0.00
08/25/14	10/21/13	74	$2,524.82	$5,003.48	$-2,478.66		$0.00	$0.00	$0.00
WASHINGTON PRIME GROUP INC		939647103	WPG						
09/03/14	01/08/14	37.5	$732.36	$693.41	$38.95		$0.00	$0.00	$0.00
ACCENTURE PLC		G1151C101	ACN						
05/07/14	01/23/14	20	$1,564.06	$1,678.50	$-114.44		$0.00	$0.00	$0.00
Total Short Term Gain/Loss			*$332,726 30*	*$345,169.81*	*$-12,443.51*		*$0.00*	*$0.00*	*$0.00*

Long Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
ALTRIA GROUP INC		02209S103	MO						
01/23/14	04/11/11	46	$1,718.48	$1,230.85	$487.63		$0.00	$0.00	$0 00
01/23/14	12/23/06	11	$410.94	$219.23	$191.71		$0.00	$0.00	$0.00
01/23/14	12/10/06	66	$2,465.65	$1,294.57	$1,171.08		$0.00	$0.00	$0.00
AMERICAN ELECTRIC POWER INC		025537101	AEP						
08/25/14	02/17/10	14	$741.63	$471.21	$270.42		$0.00	$0.00	$0.00
08/25/14	02/04/10	44	$2,330.85	$1,507.33	$823.52		$0.00	$0.00	$0.00
BRISTOL MYERS SQUIBB COMPANY		110122108	BMY						
01/23/14	09/23/11	4	$215.29	$123.67	$91.62		$0.00	$0.00	$0.00
CDK GLOBAL INC		12508E101	CDK						
10/23/14	02/17/10	2.67	$74.88	$41.82	$33.06		$0.00	$0 00	$0.00
10/23/14	12/06/10	1	$28.08	$17.69	$10.39		$0.00	$0.00	$0.00
10/23/14	12/06/10	1	$28.07	$17.64	$10.43		$0.00	$0.00	$0.00
10/23/14	12/06/10	3.33	$93.57	$59.05	$34.52		$0.00	$0.00	$0.00
10/23/14	02/04/10	15.67	$439.85	$240.94	$198.91		$0.00	$0.00	$0.00
CME GROUP INC		12572Q105	CME						
05/07/14	11/21/11	15	$1,050.05	$721.50	$328.55		$0.00	$0.00	$0.00
05/07/14	11/16/11	35	$2,450.11	$1,727.21	$722.90		$0.00	$0.00	$0.00
05/07/14	03/21/12	5	$350.02	$292.96	$57.06		$0.00	$0.00	$0.00

Long Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
CMS ENERGY CORP		**125896100**	**CMS**						
01/23/14	02/14/12	75	$2,016.33	$1,615.87	$400.46		$0.00	$0.00	$0.00
COLUMBIA ACORN TR INTL SELECT CL Z		**197199763**	**ACFF X**						
02/12/14	12/07/12	800	$22,016.00	$20,616.00	$1,400.00		$0.00	$0.00	$0.00
COLUMBIA INCOME OPPORTUNITIES		**19763T889**	**CIOZ X**						
03/17/14	02/15/12	3128.26	$31,845.68	$30,000.00	$1,845.68		$0.00	$0.00	$0.00
03/17/14	12/07/12	2500	$25,450.00	$25,175.00	$275.00		$0.00	$0.00	$0.00
COLUMBIA FDS SER TR I INTERMEDIATE		**19765N468**	**SRBF X**						
03/17/14	06/24/08	2501.27	$22,736.55	$21,285.82	$1,450.73		$0.00	$0.00	$0.00
03/17/14	08/15/07	3567.84	$32,431.62	$30,933.13	$1,498.49		$0.00	$0.00	$0.00
03/17/14	08/15/07	9506.67	$86,415.61	$82,422.80	$3,992.81		$0.00	$0.00	$0.00
COLUMBIA FDS SER TR I REAL ESTATE		**19765P547**	**CREE X**						
01/08/14	10/08/08	1284.02	$16,833.46	$13,976.64	$2,856.82		$0.00	$0.00	$0.00
COLUMBIA FDS SER TR I SELECT LARGE		**19765Y688**	**UMLG X**						
08/25/14	07/20/10	553.16	$10,410.55	$5,559.30	$4,851.25		$0.00	$0.00	$0.00
08/25/14	01/25/10	446.84	$8,409.45	$4,428.15	$3,981.30		$0.00	$0.00	$0.00
10/08/14	01/25/10	230.76	$4,236.79	$2,286.85	$1,949.94		$0.00	$0.00	$0.00
DOMINION RES INC VA NEW		**25746U109**	**D**						
01/23/14	03/01/12	32	$2,123.00	$1,622.22	$500.78		$0.00	$0.00	$0.00

Long Term Transactions

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Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)	
DUKE ENERGY CORP		**26441C204**	**DUK**							
01/23/14	01/08/13	27	$1,847.97	$1,754.26	$93.71		$0.00	$0.00	$0.00	
EATON VANCE ATLANTA CAP SMID-CAP		**277902698**	**EISM X**							
02/12/14	04/14/10	1434.19	$34,234.10	$19,548.00	$14,686.10		$0.00	$0.00	$0.00	
02/12/14	01/14/10	16.78	$400.51	$208.40	$192.11		$0.00	$0.00	$0.00	
03/17/14	01/14/10	730	$17,680.60	$9,066.60	$8,614.00		$0 00	$0.00	$0.00	
05/07/14	01/14/10	250	$6,025.00	$3,105.00	$2,920.00		$0.00	$0.00	$0.00	
08/25/14	01/14/10	1000	$24,970.00	$12,420.00	$12,550.00		$0.00	$0.00	$0.00	
EMERSON ELECTRIC CO		**291011104**	**EMR**							
08/25/14	11/21/11	49	$3,171.57	$2,387.61	$783.96		$0.00	$0.00	$0.00	
EXXON MOBIL CORP		**30231G102**	**XOM**							
02/12/14	03/01/12	2	$181.99	$173.98	$8.01		$0.00	$0.00	$0.00	
HALYARD HEALTH INC		**40650V100**	**HYH**							
12/10/14	11/14/11	0.5	$19.38	$11.82	$7.56		$0.00	$0.00	$0.00	
HEALTH CARE REIT INC		**42217K106**	**HCN**							
10/08/14	07/08/13	85	$5,410.39	$5,461.12 *	$-50.73		$0.00	$0.00	$0.00	
HOME DEPOT INC		**437076102**	**HD**							
02/12/14	04/11/11	28	$2,156.38	$1,055.81	$1,100.57		$0.00	$0.00	$0.00	

Long Term Transactions

DESCRIPTION		CUSIP	SYMBOL						
Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
INTERNATIONAL BUSINESS MACHINES		459200101	IBM						
05/07/14	08/13/07	45	$8,550.93	$5,096.58	$3,454.35		$0.00	$0.00	$0.00
ISHARES DOW JONES EPAC SELECT		464288448	IDV						
01/08/14	12/07/12	700	$26,116.54	$23,074.24	$3,042.30		$0.00	$0.00	$0.00
JOHN HANCOCK FDS III		47803W406	JVMI X						
03/17/14	04/05/11	250	$4,642 50	$3,110.00	$1,532.50		$0.00	$0.00	$0.00
05/07/14	04/05/11	350	$6,482.00	$4,354.00	$2,128.00		$0.00	$0.00	$0.00
08/25/14	04/05/11	1000	$19,700.00	$12,440.00	$7,260.00		$0.00	$0.00	$0.00
KNOWLES CORP		49926D109	KN						
04/17/14	02/04/10	13.5	$414.54	$190.36	$224 18		$0.00	$0.00	$0.00
04/17/14	02/17/10	1.5	$46.06	$21.81	$24.25		$0 00	$0.00	$0.00
04/17/14	11/21/11	9	$276.36	$150.84	$125.52		$0.00	$0.00	$0.00
MACYS INC		55616P104	M						
01/23/14	03/21/12	41	$2,256.80	$1,649.88	$606.92		$0.00	$0.00	$0 00
MARSH & MCLENNAN INC		571748102	MMC						
01/23/14	10/15/12	5	$238.27	$171.24	$67.03		$0.00	$0.00	$0.00
01/23/14	10/12/12	77	$3,669.36	$2,647.17	$1,022.19		$0.00	$0.00	$0.00
01/23/14	10/11/12	19	$905.43	$653.44	$251.99		$0.00	$0.00	$0.00

Long Term Transactions

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Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
MCDONALDS CORP		**580135101**	**MCD**						
08/25/14	04/11/11	16	$1,513.01	$1,220.28	$292.73		$0.00	$0.00	$0.00
08/25/14	10/26/11	6	$567.38	$549.45	$17.93		$0.00	$0 00	$0.00
08/25/14	11/18/11	21	$1,985.82	$1,950.93	$34.89		$0.00	$0.00	$0.00
08/25/14	02/04/10	22	$2,080.38	$1,416.96	$663.42		$0.00	$0.00	$0.00
08/25/14	02/17/10	4	$378 25	$256.43	$121.82		$0.00	$0.00	$0.00
MICROSOFT CORP		**594918104**	**MSFT**						
01/23/14	12/10/06	9	$323.27	$263.38	$59.89		$0.00	$0.00	$0.00
NEXTERA ENERGY INC		**65339F101**	**NEE**						
01/23/14	10/31/07	7	$621.13	$473.46	$147.67		$0.00	$0.00	$0.00
01/23/14	08/02/10	3	$266.20	$161.90	$104.30		$0.00	$0.00	$0.00
01/23/14	08/02/10	4	$354.93	$215.26	$139.67		$0.00	$0.00	$0.00
01/23/14	08/03/10	3	$266 20	$161 30	$104.90		$0.00	$0.00	$0.00
01/23/14	07/29/10	12	$1,064.80	$630.50	$434.30		$0.00	$0.00	$0.00
01/23/14	07/30/10	8	$709.87	$417.86	$292.01		$0 00	$0.00	$0.00
OCCIDENTAL PETROLEUM CORP		**674599105**	**OXY**						
08/25/14	02/04/10	26	$2,677.81	$2,005.83	$671.98		$0.00	$0.00	$0.00
PARKER-HANNIFIN CP		**701094104**	**PH**						
02/12/14	02/04/10	20	$2,346.05	$1,106.55	$1,239.50		$0.00	$0.00	$0.00
02/12/14	02/17/10	2	$234 61	$115 82	$118.79		$0 00	$0.00	$0.00

Long Term Transactions

Date sold or disposed	Date acquired	Units	Proceeds	Cost or other basis	Net Gain/Loss	Code	Adjustments	Portion Subject to 988 and Market Discount (included in Net G/L)	Portion Subject to 28% Rates (included in Net G/L)
DESCRIPTION		**CUSIP**	**SYMBOL**						
PARKER-HANNIFIN CP		**701094104**	**PH**						
02/12/14	04/11/11	4	$469.21	$381.91	$87.30		$0.00	$0.00	$0.00
PHILIP MORRIS INTL INC		**718172109**	**PM**						
02/12/14	04/11/11	18	$1,416.04	$1,209.56	$206.48		$0.00	$0.00	$0.00
02/12/14	11/09/11	6	$472.02	$417.54	$54.48		$0.00	$0.00	$0.00
05/07/14	10/12/11	21	$1,798.20	$1,390.82	$407.38		$0.00	$0.00	$0.00
05/07/14	12/10/06	61	$5,223.36	$2,748.80	$2,474.56		$0.00	$0.00	$0.00
05/07/14	04/11/11	18	$1,541.32	$1,209.55	$331.77		$0.00	$0.00	$0.00
PRUDENTIAL JENNISON MID-CAP		**74441C808**	**PEGZ X**						
01/08/14	11/28/11	217.78	$8,789.44	$6,150.00	$2,639.44		$0.00	$0.00	$0.00
01/08/14	02/15/12	350.63	$14,151.39	$11,150.00	$3,001.39		$0.00	$0.00	$0.00
02/12/14	11/28/11	750	$30,240.00	$21,180.00	$9,060.00		$0.00	$0.00	$0.00
RPM INC OHIO		**749685103**	**RPM**						
01/23/14	11/21/11	70	$2,897.59	$1,551.07	$1,346.52		$0.00	$0.00	$0.00
01/23/14	11/22/11	30	$1,241.83	$675.93	$565.90		$0.00	$0.00	$0.00
ROYAL DUTCH SHELL PLC SPONSORED		**780259206**	**RDS A**						
02/12/14	09/13/11	29	$2,036.49	$1,849.33	$187.16		$0.00	$0.00	$0.00
02/12/14	11/04/11	6	$421.34	$420.09	$1.25		$0.00	$0.00	$0.00
02/12/14	11/24/11	1	$70 22	$70.97	$-0.75		$0.00	$0.00	$0.00
02/12/14	09/13/11	35	$2,457.83	$2,254 13	$203.70		$0.00	$0.00	$0.00

Long Term Transactions

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SEMPRA ENERGY		816851109	SRE						
01/23/14	02/17/10	5	$460.72	$241.54	$219.18		$0.00	$0.00	$0.00
01/23/14	02/04/10	24	$2,211.43	$1,198.50	$1,012.93		$0.00	$0.00	$0.00
SHERWIN WILLIAMS CO		824348106	SHW						
05/07/14	11/21/11	29	$5,772.17	$2,437.65	$3,334.52		$0.00	$0.00	$0.00
05/07/14	03/01/12	5	$995.20	$515.65	$479.55		$0.00	$0.00	$0.00
05/07/14	11/23/11	5	$995.20	$418.38	$576 82		$0 00	$0.00	$0.00
SIMON PPTY GROUP INC NEW		828806109	SPG						
10/08/14	03/15/13	7	$1,158.33	$1,048.72	$109.61		$0.00	$0 00	$0.00
10/08/14	12/10/12	1	$165.47	$146.89	$18.58		$0.00	$0 00	$0.00
TIME INC NEW		887228104	TIME						
07/17/14	10/26/11	8.13	$204.96	$90.23	$114.73		$0.00	$0.00	$0.00
07/17/14	11/09/11	5.88	$148.21	$64.28	$83.93		$0.00	$0.00	$0.00
VANGUARD GLOBAL EX-U S REAL		922042676	VNQI						
10/08/14	09/10/13	250	$13,370.30	$13,837.25	$-466.95		$0.00	$0.00	$0.00
VANGUARD INTL EQUITY INDEX FD INC		922042858	VWO						
01/08/14	12/07/12	100	$3,929.03	$4,301.31	$-372.28		$0.00	$0.00	$0.00
01/08/14	01/14/10	500	$19,645.16	$21,110.00	$-1,464.84		$0.00	$0.00	$0.00
01/08/14	10/08/08	100	$3,929.03	$2,581.75	$1,347.28		$0.00	$0.00	$0.00
01/23/14	10/08/08	700	$27,208.53	$18,072 25	$9,136.28		$0.00	$0 00	$0.00

Long Term Transactions

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VANGUARD INDEX FDS REIT VIPER SHS		922908553	VNQ						
01/08/14	08/20/12	100	$6,519.43	$6,485 72	$33.71		$0.00	$0.00	$0.00
WAL MART STORES INC		931142103	WMT						
05/07/14	11/09/11	46	$3,579.87	$2,671.21	$908.66		$0.00	$0.00	$0.00
WASHINGTON PRIME GROUP INC		939647103	WPG						
06/30/14	03/15/13	0.5	$9.52	$9.54	$-0.02		$0.00	$0.00	$0.00
09/03/14	12/10/12	5.5	$107.41	$102.84	$4.57		$0.00	$0.00	$0.00
09/03/14	03/15/13	3	$58.59	$57.21	$1.38		$0.00	$0.00	$0.00
WASTE MGMT INC DEL COM		94106L109	WM						
01/23/14	11/17/11	61	$2,573.84	$1,883.80	$690 04		$0.00	$0.00	$0.00
WESTAR ENERGY INC		95709T100	WR						
01/23/14	06/08/12	17	$559.04	$497.78	$61.26		$0.00	$0.00	$0.00
01/23/14	06/07/12	44	$1,446.91	$1,288.68	$158.23		$0.00	$0.00	$0.00
01/23/14	06/06/12	21	$690.57	$612.53	$78.04		$0.00	$0.00	$0.00
WISCONSIN ENERGY CORP		976657106	WEC						
01/23/14	02/14/12	47	$1,954.92	$1,606.52	$348.40		$0.00	$0.00	$0.00
ACCENTURE PLC		G1151C101	ACN						
05/07/14	09/15/11	68	$5,317.82	$3,525.85	$1,791.97		$0.00	$0.00	$0.00
05/07/14	11/23/11	12	$938.44	$648.74	$289.70		$0.00	$0 00	$0 00

Long Term Transactions

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ACE LTD		**H0023R105**	**ACE**						
01/23/14	12/19/12	6	$564.50	$490.20	$74.30		$0.00	$0.00	$0.00
01/23/14	09/26/12	23	$2,163.92	$1,733.51	$430.41		$0.00	$0.00	$0.00
01/23/14	12/18/12	7	$658.58	$569.32	$89.26		$0.00	$0 00	$0.00
Total Long Term Gain/Loss			*$642,672.28*	*$508,493.07*	*$134,179.21*		*$0 00*	*$0.00*	*$0.00*