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Form **990-PF**

# Return of Private Foundation

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

OMB No 1545-0052

**2014**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>SPORKIN, LILLIAN</b>			A Employer identification number <b>23-6913990</b>	
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			B Telephone number (see instructions) <b>(888) 730-4933</b>	
City or town <b>Winston Salem</b>		State <b>NC</b>	ZIP code <b>27101-3818</b>	
Foreign country name		Foreign province/state/county		Foreign postal code
<b>G</b> 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				
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>845,212</b>			<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
			<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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	19,012	17,863		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,025			
	b Gross sales price for all assets on line 6a <b>355,494</b>				
	7 Capital gain net income (from Part IV, line 2)		27,025		
	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)	454	454			
12 Total. Add lines 1 through 11	46,491	45,342	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	13,598	10,199		3,399
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,086			1,086
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	963	245		
	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	15,647	10,444	0	4,485
	25 Contributions, gifts, grants paid	38,049			38,049
26 Total expenses and disbursements. Add lines 24 and 25	53,696	10,444	0	42,534	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-7,205				
b Net investment income (if negative, enter -0-)		34,898			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	34,974	14,708	14,708
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . . . . .			
	c Investments—corporate bonds (attach schedule) . . . . .			
	11 Investments—land, buildings, and equipment: basis ▶ . . . . .			
	Less: accumulated depreciation (attach schedule) ▶ . . . . .			
Liabilities	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	738,665	750,400	830,504
	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) . . . . .	773,639	765,108	845,212
	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
Net Assets or Fund Balances	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
	23 Total liabilities (add lines 17 through 22) . . . . .	0	0	
	Foundations that follow SFAS 117, check here ▶ <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 . . . . .	773,639	765,108	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions) . . . . .	773,639	765,108	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	773,639	765,108	

## 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	773,639
2	Enter amount from Part I, line 27a . . . . .	2	-7,205
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	3	1,244
4	Add lines 1, 2, and 3 . . . . .	4	767,678
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	5	2,570
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	765,108

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	See Attached Statement			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

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

  

<b>2</b> 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 }	<b>2</b>	27,025
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

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

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

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

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

☐ Yes ☒ No

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

(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	40,697	847,257	0.048034
2012	38,862	817,571	0.047533
2011	43,412	858,969	0.050540
2010	39,319	813,782	0.048316
2009	45,468	726,358	0.062597

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.257020
<b>3</b> 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	<b>3</b>	0.051404
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	867,980
<b>5</b> Multiply line 4 by line 3	<b>5</b>	44,618
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	349
<b>7</b> Add lines 5 and 6	<b>7</b>	44,967
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	42,534

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)**

<b>1a</b>	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)			
<b>b</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	<b>1</b>		698
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		0
<b>3</b>	Add lines 1 and 2	<b>3</b>		698
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		698
<b>6</b>	Credits/Payments:			
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>		587
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		587
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		111
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		0
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <b>Refunded</b>	<b>11</b>		0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> 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>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no. ► 888-730-4933			
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

<b>5a</b> 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>b</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)?		<b>5b</b>	N/A	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>				
<b>c</b> 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?				
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> 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	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>		X
If "Yes" to 6b, file Form 8870				
<b>7a</b> 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	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	N/A	

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	Trustee 4 00	13,598		

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

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

Total number of other employees paid over \$50,000	0
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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	847,624
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	33,574
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	881,198
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	881,198
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	13,218
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	867,980
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	43,399

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	43,399
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	698
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	698
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	42,701
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	42,701
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	42,701

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	42,534
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	42,534
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	42,534

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				42,701
<b>2</b> Undistributed income, if any, as of the end of 2014:				
<b>a</b> Enter amount for 2013 only . . . . .			38,392	
<b>b</b> Total for prior years: 20____, 20____, 20____ . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .				
<b>b</b> From 2010 . . . . .				
<b>c</b> From 2011 . . . . .				
<b>d</b> From 2012 . . . . .				
<b>e</b> From 2013 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$ 42,534				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .			38,392	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2014 distributable amount . . . . .				4,142
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				38,559
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . . . .				
<b>b</b> Excess from 2011 . . . . .				
<b>c</b> Excess from 2012 . . . . .				
<b>d</b> Excess from 2013 . . . . .				
<b>e</b> Excess from 2014 . . . . .				

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

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

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

	Tax year				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					0
<b>b</b> 85% of line 2a . . . . .					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

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

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

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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			<b>3a</b>	38,049
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>3b</b>	0





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

Recipient(s) paid during the year

**Name**

UNITED ACTION FOR ANIMALS, INC

**Street**

PO Box 635

**City**

NEW YORK

**State**

NY

**Zip Code**

10021

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,683

**Name**

AMERICAN ANTIVIVISECTION SOCIETY

**Street**

801 OLD YORK ROAD STE 204

**City**

JENKINTOWN

**State**

PA

**Zip Code**

19046

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,683

**Name**

RYERSS FARM FOR AGED EQUINES

**Street**

1710 RIDGE ROAD

**City**

POTTSTOWN

**State**

PA

**Zip Code**

19465

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL SUPPORT GRANT

**Amount**

12,683

**Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Long Term CG Distributions				Amount	Capital Gains/Losses				Gross Sales	Cost, Other Base and Expenses	Net Gain or Loss			
Short Term CG Distributions				15,519					355,494	328,499	27,025			
									Other Sales					
									0	0	0			
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Base	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTISAN MID CAP FUND-INS	043144800		2/11/2013		4/22/2014	4,985	4,169				0	816
2	X	CREDIT SUISSE COMM RET S	22544R305		8/29/2011		4/22/2014	3,277	3,929				0	-652
3	X	CREDIT SUISSE COMM RET S	22544R305		6/18/2014		6/18/2014	11,735	14,307				0	-2,572
4	X	DIAMOND HILL LONG-SHORT	25264S833		5/10/2012		6/18/2014	1,140	858				0	282
5	X	DIAMOND HILL LONG-SHORT	25264S833		5/29/2011		10/22/2014	13,191	9,344				0	3,847
6	X	DIAMOND HILL LONG-SHORT	25264S833		6/19/2012		10/22/2014	4,051	3,157				0	894
7	X	DODGE & COX INCOME FD CI	256210105		2/11/2013		1/21/2014	2,404	2,441				0	-37
8	X	DODGE & COX INCOME FD CI	256210105		2/11/2013		6/18/2014	5,628	5,603				0	25
9	X	DODGE & COX INCOME FD CI	256210105		2/11/2013		9/5/2014	2,939	2,927				0	12
10	X	DODGE & COX INCOME FD CI	256210105		2/11/2013		10/22/2014	1,579	1,572				0	7
11	X	DODGE & COX INCOME FD CI	256210105		4/24/2014		10/22/2014	831	822				0	9
12	X	DODGE & COX INCOME FD CI	256210105		4/24/2014		10/28/2014	3,595	3,564				0	31
13	X	LAUDUS MONDRIAN INTL FFI	51855Q855		8/29/2011		4/22/2014	13,472	15,777				0	-2,305
14	X	LAUDUS MONDRIAN INTL FFI	51855Q855		2/14/2012		4/22/2014	1,782	1,918				0	-134
15	X	LAUDUS MONDRIAN INTL FFI	51855Q855		7/12/2013		4/22/2014	2,134	2,084				0	50
16	X	LAUDUS MONDRIAN INTL FFI	51855Q855		1/23/2014		4/22/2014	2,487	2,420				0	67
17	X	MERGER FD SH BEN INT #280	589509108		2/11/2013		6/18/2014	3,844	3,483				0	361
18	X	MERGER FD SH BEN INT #280	589509108		7/12/2013		8/8/2014	8,233	8,071				0	162
19	X	MERGER FD SH BEN INT #280	589509108		2/11/2013		8/8/2014	834	812				0	22
20	X	ASG GLOBAL ALTERNATIVES	63872T885		7/12/2013		1/21/2014	3,109	3,128				0	-19
21	X	ASG GLOBAL ALTERNATIVES	63872T885		7/12/2013		6/18/2014	4,690	4,772				0	-82
22	X	NUEVEN HIGH YIELD MUNI BI	57065Q772		4/24/2014		10/28/2014	635	608				0	27
23	X	NUEVEN HIGH YIELD MUNI BI	57065Q772		4/24/2014		12/19/2014	14,831	14,150				0	681
24	X	OPPENHEIMER DEVELOPING	683974505		2/11/2013		6/18/2014	2,016	1,620				0	396
25	X	OPPENHEIMER DEVELOPING	683974505		1/23/2014		6/18/2014	2	2				0	0
26	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		1/21/2014	2,388	2,498				0	-112
27	X	DODGE & COX INCOME FD CI	256210105		10/11/2013		10/28/2014	1,756	1,707				0	49
28	X	DREYFUS EMG MKT DEBT LO	261980494		8/29/2011		6/18/2014	4,995	5,275				0	-280
29	X	DREYFUS EMG MKT DEBT LO	261980494		8/19/2012		6/18/2014	3,530	3,584				0	-54
30	X	DRIEHAUS ACTIVE INCOME F	262028855		2/11/2013		1/21/2014	4,054	4,031				0	23
31	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		1/21/2014	5,018	4,986				0	32
32	X	DRIEHAUS ACTIVE INCOME F	262028855		7/12/2013		6/18/2014	11,772	11,706				0	66
33	X	DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013		6/18/2014	4,810	4,873				0	37
34	X	EATON VANCE GLOBAL MACI	277923728		7/12/2013		10/22/2014	8,060	8,244				0	-184
35	X	EATON VANCE GLOBAL MACI	277923728		1/23/2014		10/22/2014	4,725	4,755				0	-30
36	X	HARBOR CAPITAL APCRCTION	411511504		4/24/2014		8/18/2014	1,849	1,773				0	73
37	X	HARBOR CAPITAL APCRCTION	411511504		8/29/2011		6/18/2014	5,754	3,625				0	2,129
38	X	KEELEY SMALL CAP VAL FD	487300808		8/29/2011		6/18/2014	16,865	9,901				0	6,964
39	X	PIMCO TOTAL RET FD-INST #	693390700		5/10/2012		6/18/2014	208	305				0	-97
40	X	PIMCO TOTAL RET FD-INST #	693390700		8/29/2011		6/18/2014	5,045	5,073				0	-28
41	X	PIMCO TOTAL RET FD-INST #	693390700		8/29/2011		5/5/2014	3,189	3,189				0	0
42	X	PIMCO TOTAL RET FD-INST #	693390700		8/29/2011		9/30/2014	42,837	42,990				0	-353
43	X	PIMCO TOTAL RET FD-INST #	693390700		10/11/2013		9/30/2014	7,174	7,141				0	33
44	X	PIMCO TOTAL RET FD-INST #	693390700		4/24/2014		9/30/2014	4,572	4,551				0	21
45	X	RIDGEWORTH SEIX HY BDI	76828T645		7/12/2013		1/21/2014	6,479	6,603				0	-124
46	X	RIDGEWORTH SEIX HY BDI	76828T645		10/11/2013		1/21/2014	1,141	1,181				0	-20
47	X	RIDGEWORTH SEIX HY BDI	76828T645		8/29/2011		1/21/2014	13,342	12,720				0	622
48	X	RIDGEWORTH SEIX HY BDI	76828T645		8/29/2011		4/22/2014	21,753	20,550				0	1,203
49	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		4/22/2014	8,387	8,379				0	86
50	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		6/18/2014	4,494	4,511				0	-17
51	X	T ROWE PRICE SHORT TERM	77957P105		2/11/2013		10/22/2014	1,959	1,980				0	-21
52	X	T ROWE PRICE SHORT TERM	77957P105		2/14/2012		10/28/2014	4,894	4,743				0	149
53	X	SPDR DJ WILSHIRE INTERNA	78463X863		1/21/2014		4/22/2014	1,019	980				0	39
54	X	VANGUARD TOTAL BOND MA	921937835		9/30/2014		10/22/2014	1,821	1,804				0	17
55	X	VANGUARD TOTAL BOND MA	921937835		9/30/2014		10/28/2014	5,203	5,167				0	36
56	X	VANGUARD FTSE EMERGING	922042858		8/9/2012		1/21/2014	1,532	1,809				0	-276
57	X	VANGUARD FTSE EMERGING	922042858		2/7/2013		1/21/2014	2,004	2,243				0	-239
58	X	VANGUARD FTSE EMERGING	922042858		8/25/2011		1/21/2014	9,587	10,041				0	-454
59	X	VANGUARD FTSE EMERGING	922042858		8/25/2011		6/18/2014	911	884				0	27
60	X	VANGUARD REIT VIPER	922088553		11/19/2012		4/22/2014	720	814				0	-108
61	X	VANGUARD REIT VIPER	922088553		10/9/2013		4/22/2014	1,080	980				0	100
62	X	VANGUARD REIT VIPER	922088553		8/25/2011		4/22/2014	504	370				0	134
63	X	VANGUARD REIT VIPER	922088553		8/25/2011		10/22/2014	2,087	1,414				0	653



**Part I, Line 11 (990-PF) - Other Income**

		454	454	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	STATE TAX REFUND	454	454	

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

		1,086	0	0	1,086
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,086			1,086

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

		963	245	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	245	245		
2	PY EXCISE TAX DUE	131			
3	ESTIMATED EXCISE PAYMENTS	587			

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

			738,665	750,400	830,504
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				750,400	830,504

### Part III (990-PF) - Changes in Net Assets or Fund Balances

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#### Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	65
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,179
3	Total	3	1,244

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#### Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	2,136
2	PY RETURN OF CAPITAL ADJUSTMENT	2	434
3	Total	3	2,570

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

Long Term CG Distributions		Amount		Short Term CG Distributions		15,510		0		0		0		0		0		0		11,508		0		0		0		11,508	
Description of Property		CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Game Minus Excess of FMV Over Adjusted Basis or Losses															
1	ARTISAN MID CAP FUND #133	043414000		04/21/2003	4/22/2014	4,905		0	4,189	816				816															
2	CREDIT SUISSE COMM RET ST #1251	22544R300		6/29/2011	4/22/2014	3,277		0	3,929	-652				-652															
3	CREDIT SUISSE COMM RET ST #1251	22544R300		6/29/2011	6/18/2014	11,735		0	14,307	2,572				2,572															
4	DIAMOND HILL LONG SHORT FD CL I #1	252645833		8/10/2012	6/18/2014	1,140		0	858	282				282															
5	DIAMOND HILL LONG SHORT FD CL I #1	252645833		8/28/2011	10/22/2014	13,191		0	9,844	3,347				3,347															
6	DIAMOND HILL LONG SHORT FD CL I #1	252645833		8/10/2012	10/22/2014	4,051		0	3,157	894				894															
7	DOODGE & COX INCOME FD COM #147	256210105		2/11/2013	1/21/2014	2,404		0	2,441	-37				-37															
8	DOODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/18/2014	5,628		0	5,803	-175				-175															
9	DOODGE & COX INCOME FD COM #147	256210105		2/11/2013	9/5/2014	2,038		0	2,038	0				0															
10	DOODGE & COX INCOME FD COM #147	256210105		2/11/2013	10/22/2014	1,579		0	1,572	7				7															
11	DOODGE & COX INCOME FD COM #147	256210105		4/24/2014	10/22/2014	631		0	822	-191				-191															
12	DOODGE & COX INCOME FD COM #147	256210105		4/24/2014	10/28/2014	3,595		0	3,584	11				11															
13	LAUDS MONDRIAN INTL FHINST #2940	518505085		2/14/2012	4/22/2014	13,473		0	15,777	-2,304				-2,304															
14	LAUDS MONDRIAN INTL FHINST #2940	518505085		2/14/2012	4/22/2014	1,762		0	1,916	-154				-154															
15	LAUDS MONDRIAN INTL FHINST #2940	518505085		7/12/2013	4/22/2014	2,134		0	2,084	50				50															
16	LAUDS MONDRIAN INTL FHINST #2940	518505085		1/23/2014	4/22/2014	2,407		0	2,420	-13				-13															
17	MERGER FD SH BEN INT #280	589508106		7/12/2013	6/18/2014	3,644		0	3,463	181				181															
18	MERGER FD SH BEN INT #280	589508106		7/12/2013	8/6/2014	8,233		0	8,071	162				162															
19	MERGER FD SH BEN INT #280	589508106		2/11/2013	8/6/2014	634		0	612	22				22															
20	ASG GLOBAL ALTERNATIVES-Y #1903	638727885		7/12/2013	1/21/2014	3,108		0	3,128	-19				-19															
21	ASG GLOBAL ALTERNATIVES-Y #1903	638727885		7/12/2013	6/12/2014	4,660		0	4,772	-112				-112															
22	NUEVEN HIGH YIELD MUNI BD-R #1668	670850772		4/24/2014	10/28/2014	635		0	608	27				27															
23	NUEVEN HIGH YIELD MUNI BD-R #1668	670850772		4/24/2014	12/19/2014	14,631		0	14,190	441				441															
24	OPPENHEIMER DEVELOPING MKT-Y #7	683874505		2/11/2013	6/18/2014	2,016		0	1,820	196				196															
25	OPPENHEIMER DEVELOPING MKT-Y #7	683874505		1/23/2014	6/18/2014	2		0	2	0				0															
26	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	1/21/2014	2,918		0	2,498	112				112															
27	DOODGE & COX INCOME FD COM #147	256210105		10/11/2013	10/28/2014	46		0	1,707	-1,661				-1,661															
28	DREYFUS EMG MKT DEBT LOC C-I #808	261980484		8/29/2011	6/18/2014	4,955		0	5,275	-280				-280															
29	DREYFUS EMG MKT DEBT LOC C-I #808	261980484		8/29/2011	6/18/2014	2,618		0	2,525	94				94															
30	DRIENHAUS ACTIVE INCOME FUND	262028655		2/11/2013	1/21/2014	4,094		0	4,031	63				63															
31	DRIENHAUS ACTIVE INCOME FUND	262028655		7/12/2013	1/21/2014	5,018		0	4,966	52				52															
32	DRIENHAUS ACTIVE INCOME FUND	262028655		7/12/2013	6/18/2014	11,772		0	11,708	64				64															
33	DRIENHAUS ACTIVE INCOME FUND	262028655		1/11/2013	6/18/2014	4,910		0	4,873	37				37															
34	EATON VANGUARD GLOBAL MACRO-F #900	277923728		7/29/2011	10/22/2014	5,080		0	5,244	-164				-164															
35	EATON VANGUARD GLOBAL MACRO-F #900	277923728		1/23/2014	10/22/2014	-30		0	4,755	-30				-30															
36	HARBOR CAPITAL APLOCATION INST #20	411511504		4/24/2014	6/18/2014	1,848		0	1,773	75				75															
37	HARBOR CAPITAL APLOCATION INST #20	411511504		8/29/2011	6/18/2014	5,155		0	5,215	-60				-60															
38	KEELEY SMALL CAP VAL FD CL I #2251	627300809		8/29/2011	6/18/2014	16,685		0	9,901	6,784				6,784															
39	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	6/18/2014	298		0	305	-7				-7															
40	PIMCO TOTAL RET FD-INST #35	693390700		8/29/2011	6/18/2014	5,045		0	5,073	-28				-28															
41	PIMCO TOTAL RET FD-INST #35	693390700		8/29/2011	9/30/2014	3,189		0	3,149	40				40															
42	PIMCO TOTAL RET FD-INST #35	693390700		8/29/2011	9/30/2014	42,837		0	42,990	-153				-153															
43	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	9/30/2014	7,174		0	7,141	33				33															
44	PIMCO TOTAL RET FD-INST #35	693390700		4/24/2014	9/30/2014	4,572		0	4,551	21				21															
45	RIDGEWORTH SEIX HY BDI #5855	766281845		6/12/2013	1/21/2014	6,476		0	6,408	68				68															
46	RIDGEWORTH SEIX HY BDI #5855	766281845		10/11/2013	1/21/2014	1,141		0	1,181	-20				-20															
47	RIDGEWORTH SEIX HY BDI #5855	766281845		5/26/2011	1/21/2014	13,342		0	12,720	622				622															
48	RIDGEWORTH SEIX HY BDI #5855	766281845		6/29/2011	4/22/2014	21,753		0	20,550	1,203				1,203															
49	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	4/22/2014	8,287		0	8,373	-86				-86															
50	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	6/18/2014	4,464		0	4,511	-47				-47															
51	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	10/22/2014	1,969		0	1,960	-9				-9															
52	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	10/28/2014	4,694		0	4,743	-49				-49															
53	SPDR DJ WILLIAMS INTERNATIONAL R	784633663		1/21/2014	4/22/2014	1,019		0	960	59				59															
54	VANGUARD TOTAL BOND MARKET ETR	922042856		9/30/2014	10/28/2014	1,621		0	1,604	17				17															
55	VANGUARD TOTAL BOND MARKET ETR	922042856		9/30/2014	10/28/2014	5,187		0	5,187	36				36															
56	VANGUARD FTSE EMERGING MARKET	922042856		8/8/2012	1/21/2014	1,532		0	1,608	-76				-76															
57	VANGUARD FTSE EMERGING MARKET	922042856		7/27/2013	1/21/2014	2,004		0	2,243	-239				-239															
58	VANGUARD FTSE EMERGING MARKET	922042856		8/25/2011	4/22/2014	9,507		0	10,214	-707				-707															
59	VANGUARD FTSE EMERGING MARKET	922042856		8/25/2011	6/18/2014	911		0	864	47				47															
60	VANGUARD REIT VIPER	922908553		11/19/2012	4/22/2014	720		0	614	106				106															
61	VANGUARD REIT VIPER	922908553		10/4/2013	4/22/2014	1,080		0	960	120				120															
62	VANGUARD REIT VIPER	922908553		8/25/2011	1/22/2014	504		0	423	81				81															
63	VANGUARD REIT VIPER	922908553		8/25/2011	10/22/2014	2,007		0	1,414	593				593															

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

											13,598	0	0
Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	13,598			

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

	Date		Amount
1 Credit from prior year return . . . . .		1	0
2 First quarter estimated tax payment . . . . .	5/7/2014	2	147
3 Second quarter estimated tax payment . . . . .	6/11/2014	3	147
4 Third quarter estimated tax payment . . . . .	9/9/2014	4	146
5 Fourth quarter estimated tax payment . . . . .	12/9/2014	5	147
6 Other payments . . . . .		6	
7 Total . . . . .		7	587



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

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year . . . . .	1	38,392
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total . . . . .	10	38,392