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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its 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

, 2014, and ending

, 20

Name of foundation

LANDRYS HELPING HEART FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

1525 W W.T. HARRIS BLVD. D1114-044

City or town, state or province, country, and ZIP or foreign postal code

CHARLOTTE, NC 28262

A Employer identification number

26-1631464

B Telephone number (see instructions)

800-352-3705

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$

5,323,330.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	102,648.	101,002.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	170,831.			
b Gross sales price for all assets on line 6a	2,717,031.			
7 Capital gain net income (from Part IV, line 2)		170,831.		
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)	2,395.	2,395.		STMT 13
12 Total. Add lines 1 through 11	275,874.	274,228.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	3,000.	NONE	NONE	3,000.
c Other professional fees (attach schedule)	50,086.	50,086.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	37,882.	4,511.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	1,831.	709.		1,122.
24 Total operating and administrative expenses. Add lines 13 through 23	92,799.	55,306.	NONE	4,122.
25 Contributions, gifts, grants paid	234,100.			234,100.
26 Total expenses and disbursements. Add lines 24 and 25	326,899.	55,306.	NONE	238,222.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-51,025.			
b Net investment income (if negative, enter -0-)		218,922.		
c Adjusted net income (if negative, enter -0-)				

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	87.	333.	333.
	2	Savings and temporary cash investments	317,888.	250,332.	250,332.
	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 ▶	NONE		
	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) . STMT 18	3,797,749.	4,016,274.	4,209,720.
	c	Investments - corporate bonds (attach schedule) . STMT 37	349,745.	219,745.	202,812.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule) . STMT 38	680,000.	605,000.	660,133.
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)	5,145,469.	5,091,684.	5,323,330.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒				
	27	Capital stock, trust principal, or current funds	5,145,469.	5,091,684.	
	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)	5,145,469.	5,091,684.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,145,469.	5,091,684.	

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	5,145,469.
2	Enter amount from Part I, line 27a	2	-51,025.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 39	3	3,566.
4	Add lines 1, 2, and 3	4	5,098,010.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 40	5	6,326.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,091,684.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,714,966.		2,544,135.	170,831.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			170,831.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	170,831.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3		

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

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

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

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

☒ Yes ☐ No

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

(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			
2012			
2011			
2010			
2009			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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.			8

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)		1	4,378.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	4,378.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
3 Add lines 1 and 2		5	4,378.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		7	17,017.
6 Credits/Payments:		8	
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 17,017.	9	
b Exempt foreign organizations - tax withheld at source	6b NONE	10	12,639.
c Tax paid with application for extension of time to file (Form 8868)	6c NONE	11	8,259.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d			
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 4,380. Refunded ☐			

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Wells Fargo Bank</u> Telephone no ► <u>(800) 352-3705</u> Located at ► <u>ONE WEST 4TH STREET, WINSTON SALEM, NC</u> ZIP+4 ► <u>27101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
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)	2b	X
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.)	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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****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? ☐ 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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
William J Albertson 12220 Birmingham Hwy Bldg 70, Alpharetta, GA 30004	Settlor Trustee 50	-0-	-0-	-0-
Crista Albertson 12220 Birmingham Hwy Bldg 70, Alpharetta, GA 30004	Settlor Trustee 50	-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 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	

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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 5,293,405.
b	Average of monthly cash balances	1b 172,944.
c	Fair market value of all other assets (see instructions).	1c NONE
d	Total (add lines 1a, b, and c)	1d 5,466,349.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 5,466,349.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 81,995.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,384,354.
6	Minimum investment return. Enter 5% of line 5	6 269,218.

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	1 269,218.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 4,378.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 4,378.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 264,840.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 264,840.
6	Deduction from distributable amount (see instructions).	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 264,840.

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 238,222.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 238,222.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 238,222.

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				264,840.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			236,169.	
b Total for prior years: 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>238,222.</u>				
a Applied to 2013, but not more than line 2a			236,169.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				2,053.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				262,787.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

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

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

SEE STATEMENT 41

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Fidelity Charitable Gift Fund PO BOX 770001 Cincinnati OH 45277-0053	NA	PC	MEMORIAL FUND	231,000.
The Gathering 320 CROOKED STICK DRIVE Alpharetta GA 30004	NA	PC	SUPPORT	3,100.
Total			▶ 3a	234,100.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	102,648.		
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	170,831.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue. a _____						
b <u>MUTUAL FUND INCOME</u>			14	2,395.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				275,874.		
13 Total. Add line 12, columns (b), (d), and (e)				13		275,874.

(See worksheet in line 13 instructions to verify calculations.)

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

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	119.	119.
AGL RES INC COM	144.	144.
AIA GROUP LTD-SP ADR	165.	165.
ABAXIS INC	17.	17.
ABERDEEN EMERG MARKETS-INST #5840	2,636.	2,636.
ACCOR SA - ADR	34.	34.
ACUITY BRANDS INC	4.	4.
ADIDAS-AG ADR	140.	140.
ADVANCE AUTO PARTS COM	3.	3.
ACADIAN EMG MKTS PORT-INST #1260	1,069.	1,069.
AIR LIQUIDE ADR FRANCE ADR	268.	268.
ALASKA AIR GRP INC COM	52.	52.
ALBEMARLE CORP COM	31.	31.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	19.	19.
ALLIANT TECHSYSTEMS INC COM W/RTS ATTACH	12.	12.
ALLIANZ AG-ADR COM	485.	485.
AMADEUS IT HOLDING-UNSP ADR	87.	87.
AMERICAN AIRLS GROUP INC	3.	3.
AMERICAN FINL GRP INC OHIO COM	153.	153.
AMERICAN REALTY CAPITAL, PROPER	27.	2.
AMERICAN TOWER CORP	448.	448.
AMERISOURCEBERGEN CORP COM	78.	78.
AMTRUST FINANCIAL SERVICES INC	84.	84.
ANHUI CONCH CEMENT-H-UNS ADR	26.	26.
ANHEUSER-BUSCH INBEV SPN ADR	846.	846.
APACHE CORP COM RTS EXP 01/31/2006	105.	105.
APARTMENT INVT & MGMT CO,CL A	1.	1.
APPLE COMPUTER INC COM	540.	540.
APTARGROUP INC COM	61.	61.
ARLINGTON ASSET INVESTMENT CORP	105.	105.
ARM HLDGS PLC SPONSORED ADR	190.	190.
ASHMORE EMERG MKTS CR DB-INS	4,497.	4,497.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ASSTEAD GROUP PLC-UNSPON ADR	39.	39.
ASSA ABLOY AB-UNSP ADR	76.	76.
ATLANTIA SPA-UNSPONSORED ADR	81.	81.
ATLAS COPCO AB ADR	174.	174.
AVALONBAY CMNTYS INC COM	152.	152.
AVIV REIT INC	36.	24.
BG GROUP PLC- SPON ADR ISIN US0554342032	124.	124.
BRE PPTYS INC CL A	116.	68.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	383.	383.
C R BARD INC COM W/RTS EXP 10/23/2005	3.	3.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	289.	289.
BAYERISCHE MOTOREN WERKE (BMW) ADR	253.	253.
BHP LIMITED SPONS ADR COM	314.	314.
BLACKBAUD INC	36.	36.
BLACKROCK INC	104.	104.
BOEING CO COM	302.	302.
BORG WARNER INC COM	14.	14.
BRITISH AMERICAN TOB-SP ADR COM	122.	122.
BROCADE COMMUNICATIONS SYSTEMS	11.	11.
BROWN & BROWN INC COM	69.	69.
BROWN-FORMAN CORP CL B COM	39.	39.
BURBERRY GROUP PLC-SPON ADR	95.	95.
CBL & ASSOC PPTYS INC COM W/RIGHTS ATTAC	26.	26.
CDW CORP/DE	8.	8.
CME GROUP INC	668.	668.
CSL LIMITED - ADR	54.	54.
CSL LTE-SPONSORED ADR	56.	56.
CVS CORP COM	196.	196.
CABOT OIL & GAS CORP CL A	1.	1.
CAL MAINE FOODS INC	16.	16.
CAMDEN PROPERTY TRUST	95.	95.
CANADIAN NATL RY CO COM	165.	165.
CAPELLA EDUCATION CO	18.	18.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	38.	38.
CARDINAL HLTH INC COM	4.	4.
CARLISLE COS INC COM	8.	8.
CARNIVAL CORP PAIRED CTF 1 COM	59.	59.
CBS OUTDOOR AMERICAS INC	28.	28.
CELANESE CORP	134.	134.
CHEMED CORP NEW	25.	25.
CHEVRONTXACO CORP COM	329.	329.
CHINA MOBILE HK LTD -SP ADR	95.	95.
CHURCH & DWIGHT CO INC COM W/RIGHTS ATTA	32.	32.
CINEMARK HOLDINGS INC	18.	18.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	434.	434.
CINTAS CORP COM	291.	291.
CITIGROUP INC.	8.	8.
CLARCOR INC COM W/RTS EXP 04/25/2006	40.	40.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	160.	160.
COCHLEAR LTD-UNSPON ADR	136.	136.
COHEN & STEERS INC	49.	38.
COMCAST CORP NEW CL A	249.	249.
COMPAGNIE FINANCIERE - ADR	70.	70.
COMPASS GROUP PLC - ADR	541.	541.
COMPUTER PROGRAMS & SYSTEMS INC	210.	210.
COOPER COS INC COM NEW	1.	1.
CORRECTIONS CORP OF AMERICA COM	211.	211.
COSTCO WHOLESALE CORP COM	167.	167.
CUBESMART	81.	81.
CUMMINS INC COM	338.	338.
DBS GRP HLDGS SPONSORED ADR	184.	184.
DDR CORP	144.	16.
DST SYS INC DEL COM	80.	80.
DAIKIN INDUSTRIES-UNSPONADR	35.	35.
DAIWA HOUSE IND LTD ADR	75.	75.
DASSAULT SYSTEMES S.A. SPA ADR	110.	110.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DELTA AIR LINES INC	18.	18.
DELUXE CORP COM	78.	78.
DIAGEO PLC SPONSORED ADR NEW	255.	255.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	163.	163.
DOMINOS PIZZA INC	18.	18.
DOMTAR CORP	86.	86.
DUKE RLTY INVTs INC COM NEW	78.	75.
DUPONT FABROS TECHNOLOGY INC	120.	120.
E M C CORP MASS COM	145.	145.
ENI S P A ADR	113.	113.
ENN ENERGY HOLDINGS-UNSP ADR	31.	31.
EPR PROPERTIES	282.	252.
ECOLAB INC COM	37.	37.
EDUCATION RLTY TR INC	20.	16.
EMBRAER SA ADR	58.	58.
EMCOR GRP INC COM	6.	6.
EMPLOYERS HOLDINGS INC	9.	9.
ENERGIZER HLDGS INC COM	39.	39.
ENERSYS	19.	19.
EQUINIX INC	602.	517.
EQUITY ONE INC COM	84.	59.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	168.	168.
ESSEX PPTY TR INC COM W/RTS ATTACHED 11/	173.	173.
EXELIS INC	13.	13.
EXPONENT INC	53.	53.
EXPERIAN PLC - ADR	93.	93.
EXTRA SPACE STORAGE INC	173.	173.
FBL FINL GROUP INC CL A	51.	51.
FEI CO COM	11.	11.
FLIR SYS INC COM W/RIGHTS ATTACHED EXPIR	9.	9.
FACTSET RESEARCH SYSTEMS INC COM	79.	79.
FANUC CORPORATION ADR	166.	166.
FASTENAL CO COM	278.	278.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	111.	111.
FEDERATED INVS INC PA CL B	159.	159.
FEDERATED NATIONAL HOLDING CO	4.	4.
FID ADV EMER MKTS INC- CL I #607	1,282.	1,282.
FIRST INDL RLTY TR INC COM	136.	136.
FIRST REPUBLIC BANK/SAN FRANCI	14.	14.
FORTUNE BRANDS HOME & SECURITY	6.	6.
FRESENIUS MED CARE AKTIENGESSELLSCHAFT SP	193.	193.
FUCHS PETROLUB SE-PREF ADR	68.	68.
GEO GROUP INC	6.	5.
GEO GROUP INC/THE	12.	10.
GALAXY ENTERTAINMENT GRP-ADR	40.	40.
GANNETT CO INC COM W/RIGHTS ATTACHED EXP	157.	157.
GENERAL GROWTH PROPERTIE-W/I	184.	184.
GOLDMAN SACHS GRP INC COM	118.	118.
GOLDMAN SACHS COMM STRATEGY #2653	59.	59.
GRACO INC COM W/RIGHTS ATTACHED EXP 3/29	17.	17.
GREEN PLAINS INC.	6.	6.
THE GREENBRIER COMPANIES, INC.	7.	7.
HCP INC	229.	219.
HSBC HLDGS PLC SPONSORED ADR NEW	816.	816.
HSBC FRONTIER MARKETS-I	9,525.	9,525.
HARRIS ASSOC INVT TR	1,284.	1,284.
HASBRO INC COM	44.	44.
HEALTHSOUTH REHABILITATION CORPORAT	18.	18.
HEALTH CARE REIT INC COM	330.	225.
HEARTLAND EXPRESS INC COM	5.	5.
HENNES & MAURITZ AB ADR	178.	178.
HENRY JACK & ASSOC INC COM	62.	62.
HITTITE MICROWAVE CORP	44.	44.
HONG KONG EXCH & CLEARING LTD -ADR	112.	112.
HOST MARRIOTT CORP NEW COM	214.	214.
ITT CORP	15.	15.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ICICI BK LTD SPON ADR SPONSORED ADR	129.	129.
IMPERIAL OIL LTD COM NEW	66.	66.
INFORMA PLC-SP ADR	67.	67.
INGREDION INC	102.	102.
INTELIQUENT INC	76.	76.
INTER PARFUMS INC	39.	39.
INTERCONTINENTAL EXCHANGE, INC	32.	32.
INTL BUSINESS MACHINES CORP COM	168.	168.
INTERVAL LEISURE GROUP INC	17.	17.
INTESA SANPAOLO-SPON ADR	73.	73.
ISHARES TRUST RUSSELL 1000 GROWTH INDEX	219.	219.
ITAU UNIBANCO H-SPON PRF ADR	1,392.	1,392.
JGC CORP-UNSPONSORED ADR	116.	116.
JP MORGAN CHASE & CO COM	413.	413.
JOHNSON Ctls INC COM W/RTS ATTACHED EXP	203.	203.
JONES LANG LASALLE INC COM	26.	26.
J2 GLOBAL INC	18.	18.
JPMORGAN HIGH YIELD FUND SS #3580	2,447.	2,447.
JULIUS BAER GROUP LTD-UN ADR	45.	45.
KANSAS CITY SOUTHN INDS INC COM	6.	6.
KDDI CORP-UNSPONSORED ADR	76.	76.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	102.	73.
KINGFISHER PLC - ADR	229.	229.
KOMATSU LTD SPONSORED ADR NEW	41.	41.
KONE OYJ-B-UNSPONSORED ADR	98.	98.
KUBOTA LTD COM	51.	51.
L'OREAL - ADR	186.	186.
LUMH MOET HENNESSY LOUIS VUITTON	224.	224.
LADBROKES PLC-ADR	44.	44.
LANDSTAR SYS INC COM	71.	71.
LAS VEGAS SANDS CORP	274.	274.
LASALLE HOTEL PPTYS COM SH BEN INT	27.	27.
LENNOX INTERNATIONAL INC COM W/RIGHTS AT	15.	15.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LINCOLN ELEC HLDS INC COM	17.	17.
LITHIA MOTORS INC CL A COM	46.	46.
LIXIL GROUP CORP-UNSPN ADR	37.	37.
LORILLARD INC	69.	69.
M & T BK CORP COM	52.	52.
MAKITA CORPORATION - ADR	15.	15.
MARATHON PETROLEUM CORP	15.	15.
MARKETAXESS HLDGS INC	20.	20.
MASTERCARD INC	13.	13.
MCGRAW HILL COS INC	14.	14.
MCKESSON HBOC INC COM	76.	76.
MEAD JOHNSON NUTRITION CO	275.	275.
MEDICAL PPTYS TR INC	66.	41.
MEDIOLANUM SPA-UNSPONSOR ADR	102.	102.
MERCADOLIBRE INC	9.	9.
MICHELIN (CGDE) ADR	177.	177.
MICROSOFT CORP COM	288.	288.
MILLER (HERMAN) INC COM W/RTS ATTACHED E	23.	23.
MINERALS TECHNOLOGIES INC COM W/RIGHTS A	4.	4.
MITSUBISHI ESTATE LTD ADR	20.	20.
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	71.	71.
MONOTARO CO LTD-UNSP ADR	9.	9.
MORGAN STANLEY INS FR EMG-I	61.	61.
MTN GROUP LTD ADR	278.	278.
NATIONAL OILWELL INC COM	274.	274.
NESTLE S A SPONSORED ADR REPSTG REG SH	948.	948.
NETAPP INC	27.	27.
NEUBERGER BERMAN LONG SH-INS #1830	137.	137.
NEW JERSEY RES CORP COM RTS EXP 08/15/20	29.	29.
NEWMARKET CORP	30.	30.
NOKIA CORP SPONSORED ADR	235.	235.
NOVARTIS AG SPONSORED ADR	204.	204.
NOVO-NORDIST A S ADR	318.	318.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OFG BANCORP	17.	17.
OCEANEERING INTL INC COMMON	203.	203.
ORACLE CORP COM	122.	122.
OPPENHEIMER DEVELOPING MKT-I #799	1,543.	1,543.
OWENS & MINOR INC NEW COM	82.	82.
PDL BIOPHARMA INC	101.	101.
PIMCO FDS PAC INVT MGMT SER PIMCO LOW DU	354.	354.
PVH CORP	1.	1.
PACIFIC RUBIALES ENERGY CORP	71.	71.
PAYCHEX INC COM	69.	69.
PEARSON PLC SPONSORED ADR	113.	113.
PEBBLEBROOK HOTEL TRUST	143.	143.
PENNSYLVANIA REAL ESTATE INVT TR SH BEN	8.	1.
PERNOD-RICARD SA-UNSPON ADR	16.	16.
PETSMART INC COM W/RTS ATTACHED EXP 08/2	15.	15.
PIMCO COMMODITY REAL RET STRAT-I#45	275.	275.
PIMCO EMERGING LOCAL BOND IS #332	1,856.	1,108.
PIONEER NAT RES CO COM W/RIGHTS ATTACHED	1.	1.
POLARIS INDS INC COM W/RIGHTS ATTACHED E	84.	84.
POOL CORPORATION	45.	45.
PRAXAIR INC COM	93.	93.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	11.	11.
PRIMERICA INC	23.	23.
PROASSURANCE CORPORATION COMMON	22.	22.
PROLOGIS INC	173.	173.
PRUDENTIAL PLC ADR	107.	107.
PUBLIC STORAGE INC COM	257.	257.
PUBLICIS S A NEW SPONSORED ADR	149.	149.
PULTE HOMES, INC COM	22.	22.
QTS REALTY TRUST INC-CL A	37.	37.
QUALCOMM INC COM W/RTS ATTACHED	433.	433.
QUESTCOR PHARMACEUTICALS INC	28.	28.
R L I CORP COM	78.	78.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
RPC ENERGY SVC INC COM	53.	53.
RAMCO-GERSHENSON PPTYS TR COM	5.	5.
RBC BEARINGS INC	162.	162.
RECKITT BENCKIS/S ADR	109.	109.
RELIANCE STL & ALUM CO COM	14.	14.
RETAIL PROPERTIES OF AME-A	26.	17.
REXAM PLC-SPONSORED ADR	69.	69.
RIDGEWORTH SEIX HY BD-I #5855	5,508.	5,508.
ROCHE HLDG LTD SPONSORED ADR	554.	554.
ROCK-TENN CO CL A	67.	67.
ROGERS COMMUNICATIONS INC CL B	37.	37.
ROLLINS INC	19.	19.
ROSS STORES INC COM	62.	62.
T ROWE PRICE INST FLOAT RATE #170	1,429.	1,429.
ROYAL DUTCH SHELL PLC SPONSORED	188.	188.
ROYAL MAIL PLC-UNSP ADR	58.	58.
RUTH'S HOSPITALITY GROUP	15.	15.
RYLAND GRP INC COM	6.	6.
RYOHIN KEIKAKU CO-UNSP ADR	16.	16.
SEI INVT CO COM	11.	11.
SL GREEN RLTY CORP COM W/RIGHTS ATTACHED	77.	77.
SM ENERGY CO	7.	7.
SPDR DJ WILSHIRE INTERNATIONAL REAL	2,273.	2,273.
SANDERSON FARMS INC COM W/RIGHTS ATTACHE	26.	26.
SANDS CHINA LTD-UNSPONS ADR	98.	98.
SAP AG SPONSORED ADR	223.	223.
SASOL LTD (SOUTH AFRICA) SPONSORED ADR	124.	124.
SAUL CTRS INC COM	80.	80.
SCHLUMBERGER LTD COM	845.	845.
SCHNEIDER ELECTRIC SE - ADR	258.	258.
SCHWAB CHARLES CORP NEW COM	119.	119.
SELECT MEDICAL HOLDINGS CORPORATION	24.	24.
SENIOR HSG PPTYS TR SH BEN INT	33.	18.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SERVICE CORP INTL COM	28.	28.
SEVEN & I HOLDINGS CO., LTD ADR	56.	56.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	4.	4.
SILVER WHEATON CORP	23.	23.
SIMON PPTY GRP INC NEW COM	786.	786.
SOFTBANK CORP-UNSPON ADR	14.	14.
SONOVA HOLDIN-UNSPON ADR	65.	65.
SOTHEYB'S HLDGS INC CL A	538.	538.
SOUTHERN COPPER CORP	22.	22.
STARBUCKS CORP COM	378.	378.
STONE HARBOR LOCAL MARKET FD #14604	124.	124.
SUMITOMO TRUST AND BANKING ADR	98.	98.
SUMITOMO MITSUI TR-SPON ADR	84.	84.
SUN CMNTYS INC COM	29.	12.
SUNSTONE HOTEL INVS INC NEW	122.	122.
SUNTORY BEVERAGE & FOOD-UADR	30.	30.
SUSQUEHANNA BANCSHARES INC PA COM	29.	29.
SVENSKA HANDELSB-A-UNSP ADR	207.	207.
SWATCH GROUP AG/THE-UNSP ADR	67.	67.
SYMANTEC CORP COM W/RTS EXP 8/12/2008	47.	47.
SYMEX CORP-UNSPON ADR	69.	69.
TJX COS INC NEW COM	126.	126.
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORE	431.	431.
TARGET CORP COM	460.	460.
TAUBMAN CTRS INC COM	146.	92.
TECHNE CORP COM	66.	66.
TEMPLETON EMER MKT S/C-ADV #626	701.	701.
TENCENT HOLDINGS LTD-UNS ADR	7.	7.
TESCO PLC SPONSORED ADR	124.	124.
TEVA PHARMACEUTICAL INDS LTD ADR	108.	108.
THERMO ELECTRON CORP COM W/RTS ATTACHED	50.	50.
THOR INDS INC COM	34.	34.
3M CO COM	111.	111.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TIFFANY & CO NEW COM W/RIGHTS ATTACHED E	282.	282.
TORO CO COM RTS EXP 06/14/2008	62.	62.
TOTAL FINA ELF S A SPONSORED ADR	618.	618.
TOUCHSTONE SMALL CAP CORE-IN #555	499.	499.
TOWERS WATSON & CO CL A	9.	9.
TOYOTA MTR CORP COM (ADR 2)	141.	141.
TRACTOR SUPPLY CO COM	11.	11.
TURKIYE GARANTI BANKSASI-ADR	66.	66.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	267.	267.
UBIQUITI NETWORKS INC	22.	22.
UNI CHARM CORPORATION ADR	49.	49.
UNIFIRST CORP MASS	1.	1.
UNILEVER PLC SPONSORED ADR NEW	243.	243.
UNION PAC CORP COM	308.	308.
UNITED INSURANCE HOLDINGS CORP	7.	7.
UNITED PARCEL SERVICE CL B COM	253.	253.
UNITEDHEALTH GRP INC COM	304.	304.
VALMONT INDS INC	30.	30.
VENTAS INC-COM	361.	361.
VISA INC-CLASS A SHRS	198.	198.
VORNADO RLTY TR COM	254.	254.
VULCAN MATERIALS CO COM W/RIGHTS ATTACHE	5.	5.
WPP PLC NEW ADR	306.	306.
WABTEC COM	4.	4.
WADDELL & REED FINL INC CL A W/RIGHTS AT	100.	100.
WASHINGTON PRIME GROUP	37.	37.
WEINGARTEN RLTY INVS SH BEN INT	53.	53.
WHIRLPOOL CORP COM W/RTS ATTACHED EXP 05	35.	35.
WHOLE FOODS MKT INC COM	32.	32.
WOLSELEY PLC	72.	72.
XINYI GLASS HOLDI-UNSP ADR	421.	421.
YUM! BRANDS INC	66.	66.
ACCENTURE PLC	59.	59.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BUNGE LIMITED COM	105.	105.
DELPHI AUTOMOTIVE PLC	36.	36.
EATON CORP PLC	253.	
ENSCO PLC-CL A	47.	47.
MAIDEN HOLDINGS LTD	31.	31.
NABORS INDUSTRIES LTD COM	5.	5.
HOME LOAN SERVICING SOLUTION	31.	31.
SIGNET JEWELERS LIMITED	8.	8.
PERRIGO CO PLC	2.	2.
GAI AURORA OPPORTUNITIES FD LLC	15,730.	15,730.
GAI CORBIN MULTI STRATEGY FUND	5,064.	5,064.
ACE LIMITED	622.	622.
GARMIN LTD	29.	29.
TE CONNECTIVITY LTD	15.	15.
UBS AG -NEW ADR	77.	77.
ASML HOLDING NV-NY REG SHS ADR	52.	52.
COPA HOLDINGS SA	16.	16.
WF ADV GOVT MM FD-INSTL #1751	17.	17.
	-----	-----
TOTAL	102,648.	101,002.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MUTUAL FUND INCOME	2,395.	2,395.
	-----	-----
TOTALS	2,395.	2,395.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	3,000.			3,000.
TOTALS	3,000.	NONE	NONE	3,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WELLS FARGO - MANAGEMENT FEES	41,860.	41,860.
INVESTMENT ADVISER FEES	8,226.	8,226.
-----	-----	-----
TOTALS	50,086.	50,086.
-----	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,871.	2,871.
FEDERAL TAX PAYMENT - PRIOR YE	16,354.	
FEDERAL ESTIMATES - PRINCIPAL	17,017.	
FOREIGN TAXES ON QUALIFIED FOR	1,132.	1,132.
FOREIGN TAXES ON NONQUALIFIED	508.	508.
	-----	-----
TOTALS	37,882.	4,511.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OFFICER INSURANCE COVERAGE	1,122.		1,122.
ADR FEES	709.	709.	
TOTALS	1,831.	709.	1,122.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
STATEMENT ATTACHED		
001055102 AFLAC INC		
001084102 AGCO CORP COM		
001204106 AGL RES INC COM	4,833.	5,506.
001317205 AIA GROUP LTD-SP ADR	10,017.	12,183.
00164V103 AMC NETWORKS INC		
00184X105 AOL INC		
002567105 ABAXIS INC		
003021714 ABERDEEN EMERG MARKE		
004498101 ACI WORLDWIDE INC		
00687A107 ADIDAS-AG ADR		
00724F101 ADOBE SYS INC		
00758M162 ACADIAN EMG MKTS POR		
00762W107 ADVISORY BRD CO	75,000.	74,027.
008252108 AFFILIATED MANAGERS		
009126202 AIR LIQUIDE - ADR	11,531.	13,583.
015351109 ALEXION PHARMACEUTIC	10,030.	10,452.
018490102 ALLERGAN INC	12,688.	12,582.
018581108 ALLIANCE DATA SYS CO	8,955.	15,944.
018805101 ALLIANZ SE ADR		
02043Q107 ALNYLAM PHARMACEUTIC	10,059.	10,969.
02263T104 AMADEUS IT HOLDING-U		
023135106 AMAZON COM INC COM	11,787.	12,104.
025676206 AMERICAN EQUITY INVT		
025932104 AMERICAN FINL GROUP	3,833.	4,736.
03027X100 AMERICAN TOWER CORP	20,111.	29,062.
03073E105 AMERISOURCEBERGEN CO	3,456.	5,680.
03076C106 AMERIPRISE FINL INC		
03524A108 ANHEUSER-BUSCH INBEV	31,121.	34,595.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
03662Q105 ANSYS INC		
03674X106 ANTERO RESOURCES COR		
037411105 APACHE CORP	10,387.	7,646.
03748R101 APARTMENT INVT & MGM	6,241.	7,319.
037833100 APPLE INC	22,245.	35,101.
038336103 APTARGROUP INC COM		
042068106 ARM HOLDINGS PLC - A	22,647.	24,354.
042735100 ARROW ELECTRS INC	4,961.	5,963.
045327103 ASPEN TECHNOLOGY INC		
045387107 ASSA ABLOY AB-UNSP A	4,292.	6,768.
04685W103 ATHENAHEALTH INC	16,091.	19,087.
049255706 ATLAS COPCO AB ADR	5,647.	5,818.
05329W102 AUTONATION INC		
053484101 AVALONBAY CMNTYS INC	7,482.	8,823.
055434203 BG GROUP PLC - ADR	13,973.	9,886.
05564E106 BRE PPTYS INC CL A 1		
056752108 BAIDU INC ADR	1,814.	4,331.
05946K101 BANCO BILBAO VIZCAYA	5,080.	5,052.
067383109 BARD C R INC		
071813109 BAXTER INTL INC	12,076.	12,533.
072743206 BAYERISCHE MOTOREN W	10,545.	10,686.
073302101 B/E AEROSPACE, INC.		
084670702 BERKSHIRE HATHAWAY I	18,698.	23,724.
086516101 BEST BUY INC		
088606108 BHP BILLITON LIMITED	6,175.	4,070.
09061G101 BIOMARIN PHARMACEUTI	11,686.	17,357.
09227Q100 BLACKBAUD INC		
097023105 BOEING CO	15,599.	18,067.
101121101 BOSTON PROPERTIES IN	8,656.	9,909.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
101137107 BOSTON SCIENTIFIC CO		
112463104 BROOKDALE SR LIVING	1,495.	1,980.
115236101 BROWN & BROWN INC		
12082W204 BURBERRY GROUP PLC-S		
12572Q105 CME GROUP INC	12,509.	15,602.
12637N105 CSL LIMITED - ADR		
126650100 CVS HEALTH CORPORATI	11,297.	19,069.
127097103 CABOT OIL & GAS CORP		
133131102 CAMDEN PPTY TR SH BE	5,564.	5,686.
136375102 CANADIAN NATL RR CO	6,456.	8,683.
14040H105 CAPITAL ONE FINANCIA		
14149Y108 CARDINAL HEALTH INC		
143658300 CARNIVAL CORP		
150870103 CELANESE CORP	12,915.	14,270.
151020104 CELGENE CORP COM	13,777.	23,267.
15670R107 CEPHEID		
156782104 CERNER CORP COM	20,839.	26,446.
16115Q308 CHART INDUSTRIES INC		
163086101 CHEFS' WAREHOUSE HOL		
166764100 CHEVRON CORP		
16941M109 DPS CHINA MOBILE LIM		
171340102 CHURCH & DWIGHT INC		
17275R102 CISCO SYSTEMS INC	13,829.	18,135.
179895107 CLARCOR INC		
189754104 COACH INC		
191459205 COCHLEAR LTD-UNSPON		
192422103 COGNEX CORP		
19247A100 COHEN & STEERS INC		
194014106 COLFAX CORPORATION		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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20030N101 COMCAST CORP CLASS A	13,793.	17,519.
204166102 COMMVault SYSTEMS IN		
20449X203 COMPASS GROUP PLC -		
205306103 COMPUTER PROGRAMS &		
20605P101 CONCHO RESOURCES INC		
21036P108 CONSTELLATION BRANDS		
216648402 COOPER COS INC COM N		
217204106 COPART INC COM		
22025Y407 CORRECTIONS CORP OF		
22160K105 COSTCO WHOLESale COR	12,240.	15,451.
22160N109 COSTAR GROUP, INC		
225447101 CREE, INC		
229663109 CUBESMART	3,328.	4,260.
231021106 CUMMINS INC.	17,519.	18,454.
23304Y100 DBS GROUP HOLDINGS L	5,451.	6,223.
23317H102 DDR CORP	4,462.	4,443.
233326107 DST SYS INC COM	4,406.	6,026.
23334L102 DSW INC		
237545108 DASSAULT SYSTEMES S.	12,443.	11,834.
23918K108 DAVITA HEALTHCARE PA		
247361702 DELTA AIR LINES INC		
25243Q205 DIAGEO PLC - ADR	10,427.	9,241.
25389M877 DIGITALGLOBE INC		
254687106 WALT DISNEY CO	14,291.	19,874.
25470F302 DISCOVERY COMMUNICAT		
262037104 DRIL-QUIP INC COM		
264411505 DUKE REALTY CORPORAT	3,238.	3,757.
26613Q106 DUPONT FABROS TECHNO	1,829.	2,360.
26852M105 EII INTERNATIONAL PR		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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268648102 E M C CORP MASS	11,231.	12,580.
26884U109 EPR PROPERTIES	4,092.	4,207.
278865100 ECOLAB INC		
29082A107 EMBRAER SA ADR		
29413U103 ENVISION HEALTHCARE		
29444U502 EQUINIX INC	15,286.	18,138.
294752100 EQUITY ONE INC	2,752.	2,866.
29476L107 EQUITY RESIDENTIAL P	5,922.	7,040.
297178105 ESSEX PPTY TR COM	9,508.	11,983.
30214U102 EXPONENT INC		
30215C101 EXPERIAN PLC - ADR		
30219E103 EXPRESS INC		
30225T102 EXTRA SPACE STORAGE		
30241L109 FEI CO COM	3,745.	5,043.
303075105 FACTSET RESH SYS INC		
307305102 FANUC CORPORATION AD	6,938.	10,241.
311900104 FASTENAL CO	10,311.	9,512.
313747206 FEDERAL RLTY INVT TR	3,935.	4,671.
314211103 FEDERATED INVESTORS		
315616102 F5 NETWORKS INC	4,278.	6,132.
32008F200 FIRST EAGLE OVERSEAS		
32054K103 FIRST INDL RLTY TR I	5,447.	6,271.
34964C106 FORTUNE BRANDS HOME		
358029106 FRESENIUS MEDICAL CA	4,868.	5,237.
36191G107 GNC HOLDINGS INC		
364730101 GANNETT INC	4,239.	6,258.
368287207 OA0 GAZPROM LEVEL 1		
370023103 GENERAL GROWTH PROPE	7,624.	10,014.
375558103 GILEAD SCIENCES INC	7,587.	10,746.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
38141G104 GOLDMAN SACHS GROUP		
38143H381 GOLDMAN SACHS COMM S	8,970.	10,661.
38259P508 GOOGLE INC	75,000.	53,033.
38388F108 W. R. GRACE & CO COM		
384109104 GRACO INC		
38526M106 GRAND CANYON EDUCATI		
399473107 GROUPON INC		
40171V100 GUIDEWIRE SOFTWARE I		
402635304 GULFPORT ENERGY CORP	2,529.	2,466.
40414L109 HCP INC	14,734.	12,894.
404280406 HSBC - ADR		
405024100 HAEMONETICS CORP MAS		
42217K106 HEALTH CARE REIT INC	8,802.	9,988.
425883105 HENNES & MAURITZ AB		
426281101 HENRY JACK & ASSOC I		
428291108 HEXCEL CORP NEW COM		
428567101 HIBBETT SPORTS INC		
43365Y104 HITTITE MICROWAVE CO		
43858F109 HONG KONG EXCH & CLE		
440543106 HORNBECK OFFSHORE SV	3,853.	5,424.
44107P104 HOST HOTELS & RESORT		
45104G104 ICICI BANK LTD. - AD	7,911.	10,292.
453038408 IMPERIAL OIL LTD COM	7,436.	9,760.
455807107 INDUST AND COMM BK O	6,793.	7,100.
456837103 ING GROEP N.V. - ADR		
457187102 INGREDION INC	4,876.	5,939.
45866F104 INTERCONTINENTALEXCH		
459200101 INTERNATIONAL BUSINE	8,069.	6,899.
46115H107 INTESA SANPAOLO-SPON		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287614 ISHARES RUSSELL 1000		
465562106 ITAU UNIBANCO H-SPON	7,564.	6,271.
466140100 JGC CORP-UNSPONSORED	8,639.	5,241.
46625H100 JPMORGAN CHASE & CO	15,989.	18,336.
478366107 JOHNSON CONTROLS INC	10,899.	12,423.
48020Q107 JONES LANG LASALLE I	6,785.	9,596.
48137C108 JULIUS BAER GROUP LT		
485170302 KANSAS CITY SOUTHERN		
49427F108 KILROY REALTY CORP C	4,046.	5,387.
495724403 KINGFISHER PLC - ADR		
500458401 KOMATSU LIMITED - AD	3,821.	3,699.
50048H101 KONE OYJ-B-UNSPONSOR		
501173207 KUBOTA LIMITED - ADR		
501797104 L BRANDS INC		
501889208 LKQ CORP		
502117203 L'OREAL - ADR	8,258.	8,932.
502441306 LVMH MOET HENNESSY U	3,123.	3,788.
515098101 LANDSTAR SYS INC COM	5,388.	6,020.
517834107 LAS VEGAS SANDS CORP	12,272.	11,341.
517942108 LASALLE HOTEL PROPER		
533900106 LINCOLN ELECTRIC HOL		
53578A108 LINKEDIN CORP	15,679.	18,607.
536797103 LITHIA MOTORS INC CL	4,846.	6,068.
550021109 LULULEMON ATHLETICA		
55003T107 LUMBER LIQUIDATORS H		
56585A102 MARATHON PETROLEUM C		
58155Q103 MCKESSON CORP	10,993.	16,814.
582839106 MEAD JOHNSON NUTRITI	14,476.	17,695.
58463J304 MEDICAL PPTYS TR INC		

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
58733R102 MERCADOLIBRE INC		
59410T106 MICHELIN (CGDE) ADR		
594918104 MICROSOFT CORP	10,403.	13,145.
596278101 MIDDLEBY CORP	5,436.	6,937.
600544100 MILLER HERMAN INC		
606783207 MITSUBISHI ESTATE CO	5,519.	3,881.
606822104 MITSUBISHI UFJ FINL		
61022V107 MONOTARO CO LTD-UNSP	1,673.	1,505.
611740101 MONSTER BEVERAGE COR	6,385.	10,727.
62474M108 MTN GROUP LTD ADR	6,055.	5,925.
62855J104 MYRIAD GENETICS INC		
62944T105 NVR INC COM		
63654U100 NATIONAL INTST CORP		
637071101 NATIONAL OILWELL INC	15,269.	14,351.
641069406 NESTLE S.A. REGISTER	21,721.	23,417.
64110L106 NETFLIX.COM INC		
64126X201 NEUSTAR INC	4,754.	5,338.
654902204 NOKIA CORPORATION -		
65528V107 NOKIAN TYRES OYJ-UNS		
66987V109 NOVARTIS AG - ADR		
670100205 NOVO NORDISK A/S - A	12,781.	14,733.
675232102 OCEANEERING INTL INC	11,362.	13,712.
679580100 OLD DOMINION FREIGHT	11,051.	8,704.
68389X105 ORACLE CORPORATION	5,837.	7,609.
683974505 OPPENHEIMER DEVELOPI	9,831.	12,682.
690732102 OWENS & MINOR INC CO		
690768403 OWENS ILL INC COM NE		
693656100 PVH CORP		
69367U105 BANK MANDIRI TBK UNS		

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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69480U206 PACIFIC RUBIALES ENE		
705015105 PEARSON PLC - ADR		
70509V100 PEBBLEBROOK HOTEL TR	4,368.	7,164.
709102107 PENNSYLVANIA REAL ES		
71654V408 PETROLEO BRASILEIRO		
722005667 PIMCO COMMODITY REAL	75,000.	55,765.
723787107 PIONEER NAT RES CO C		
731068102 POLARIS INDS INC COM	4,203.	6,655.
73278L105 POOL CORPORATION		
74005P104 PRAXAIR INC COM		
740189105 PRECISION CASTPARTS	19,310.	21,197.
741503403 THE PRICELINE GROUP	17,771.	22,804.
74340W103 PROLOGIS INC	10,464.	10,671.
74460D109 PUBLIC STORAGE INC C	7,650.	8,688.
74463M106 PUBLICIS GROUPE S.A.		
747525103 QUALCOMM INC	15,460.	17,765.
74762E102 QUANTA SVCS INC COM		
74835Y101 QUESTCOR PHARMACEUTI		
74925K581 ROBECO BP LNG/SHRT R	264,000.	299,113.
749607107 RLI CORP COM		
749660106 RPC INC	4,282.	3,860.
751452202 RAMCO-GERSHENSON PPT		
75524B104 RBC BEARINGS INC		
756255204 RECKITT BENCKIS/S AD		
759509102 RELIANCE STL & ALUM		
761283100 RESTORATION HARDWARE		
76131V202 RETAIL PROPERTIES OF		
767754104 RITE AID CORP		
771195104 ROCHE HOLDINGS LTD -	9,427.	10,537.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
775711104 ROLLINS INC		
778296103 ROSS STORES INC	5,070.	7,352.
783764103 RYLAND GROUP INC		
78388J106 SBA COMMUNICATIONS C		
78440X101 SL GREEN REALTY CORP	8,183.	10,593.
78454L100 SM ENERGY CO	6,683.	3,241.
78572M105 SABMILLER PLC - ADR		
79466L302 SALESFORCE COM INC	24,802.	32,680.
795435106 SALIX PHARMACEUTICAL		
803054204 SAP SE	10,448.	9,681.
803866300 SASOL LIMITED - ADR	2,826.	2,392.
804395101 SAUL CTRS INC COM	2,339.	2,917.
806857108 SCHLUMBERGER LTD	38,850.	39,630.
80687P106 SCHNEIDER ELECTRIC S	8,094.	7,248.
808513105 SCHWAB CHARLES CORP	6,864.	12,770.
81721M109 SENIOR HOUSING PROP		
81762P102 SERVICENOW INC	17,428.	18,794.
82481R106 SHIRE PLC ADR	7,830.	8,927.
828336107 SILVER WHEATON CORP		
828806109 SIMON PROPERTY GROUP	25,486.	28,045.
82966C103 SIRONA DENTAL SYSTEM		
82968B103 SIRIUS XM HOLDINGS I		
83569C102 SONOVA HOLDIN-UNSPON	3,411.	4,521.
835898107 SOTHEBYS		
84265V105 SOUTHERN COPPER CORP		
848637104 SPLUNK INC	11,179.	13,441.
855244109 STARBUCKS CORP COM	20,640.	24,861.
86272T106 STRATEGIC HOTELS & R	2,482.	3,691.
86562X106 SUMITOMO MITSUI TR-S	2,616.	2,126.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
867892101 SUNSTONE HOTEL INVS	3,190.	3,995.
86959C103 SVENSKA HANDELSB-A-U	3,587.	3,838.
870123106 SWATCH GROUP AG/THE-	7,715.	6,040.
870297801 MLN ELEMENTS ROGERS	80,283.	60,929.
87157D109 SYNAPTICS INC	3,768.	6,196.
87160A100 SYNGENTA AG - ADR		
87162H103 SYNTHEL INC	4,284.	5,937.
87184P109 SYSMEX CORP-UNSPON A	7,422.	10,370.
872540109 TJX COS INC NEW	11,013.	14,059.
87264S106 TRW AUTOMOTIVE HLDGS		
87336U105 TABLEAU SOFTWARE INC	12,635.	15,442.
874039100 TAIWAN SEMICONDUCTOR	17,784.	20,799.
87612E106 TARGET CORP		
876568502 TATA MTRS LTD ADR	4,372.	3,974.
876664103 TAUBMAN CTRS INC COM		
87817A107 TEAM HEALTH HOLDINGS		
878377100 TECHNE CORP		
88019R641 TEMPLETON FRONTIER M		
88019R690 TEMPLETON EMER MKT S		
88032Q109 TENCENT HOLDINGS LTD	116,893.	121,431.
881575302 TESCO PLC - ADR		
883556102 THERMO FISHER SCIENT	9,105.	11,652.
885160101 THOR INDS INC		
88579Y101 3M CO		
886547108 TIFFANY & CO NEW	10,957.	14,854.
891092108 TORO CO		
89151E109 TOTAL S.A. - ADR	9,741.	8,755.
89155H256 TOUCHSTONE SMALL CAP	75,000.	74,468.
891894107 TOWERS WATSON & CO C		

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE		ENDING FMV	
	-----		----	
892331307 TOYOTA MOTOR CORPORA				
900148701 TURKIYE GARANTI BANK	6,473.		5,550.	
902641646 E-TRACS ALERIAN MLP	24,891.		26,146.	
902973304 US BANCORP DEL NEW	11,811.		13,979.	
90347A100 UBIQUITI NETWORKS IN	5,149.		3,853.	
90384S303 ULTA SALON COSMETICS	3,941.		5,497.	
904311107 UNDER ARMOUR INC				
90460M204 UNI CHARM CORPORATIO	7,969.		10,179.	
904767704 UNILEVER PLC - ADR	8,066.		7,570.	
907818108 UNION PACIFIC CORP	15,590.		22,396.	
909218109 UNIT CORP				
911312106 UNITED PARCEL SERVIC	9,329.		11,451.	
911363109 UNITED RENTAL INC CO				
91324P102 UNITEDHEALTH GROUP I	16,371.		22,644.	
920253101 VALMONT INDS INC				
92210H105 VANTIV INC				
92276F100 VENTAS INC COM	10,810.		10,970.	
92345Y106 VERISK ANALYTICS INC				
92532F100 VERTEX PHARMACEUTICA				
92826C839 VISA INC-CLASS A SHR	19,603.		27,793.	
928563402 VMWARE INC	5,244.		5,776.	
929042109 VORNADO REALTY TRUST	7,105.		9,888.	
92937A102 WPP PLC NEW ADR	7,570.		10,931.	
930059100 WADDELL & REED FINAN				
94946T106 WELLCARE HEALTH PLAN				
95082P105 WESCO INTL INC	3,553.		3,201.	
966837106 WHOLE FOODS MKT INC				
98418R100 XINYI GLASS HOLDI-UN	1,900.		1,096.	
988498101 YUM BRANDS INC				

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
D18190898 DEUTSCHE BANK AG REG		
G0083B108 ACTAVIS PLC		
G01767105 ALKERMES PLC		
G1151C101 ACCENTURE PLC		
G16962105 BUNGE LIMITED	5,225.	6,818.
G27823106 DELPHI AUTOMOTIVE PL		
G29183103 EATON CORP PLC	10,502.	10,534.
G5480U104 LIBERTY GLOBAL PLC-A		
G5480U120 LIBERTY GLOBAL PLC-S		
G60754101 MICHAEL KORS HOLDING		
G81477104 SINA CORPORATION		
H0023R105 ACE LIMITED	18,277.	23,321.
M85548101 STRATASYS LTD		
N07059210 ASML HOLDING NV-NY R		
N97284108 YANDEX NV-A		
P31076105 COPA HOLDINGS SA		
00507G102 ACTELION LTD-UNSP AD	2,292.	2,177.
009279100 AIRBUS GROUP NV - UN	3,961.	3,245.
011659109 ALASKA AIR GROUP INC	5,045.	7,410.
012653101 ALBEMARLE CORP COM	7,241.	6,795.
017175100 ALLEGHANY CORP DEL N	8,585.	9,270.
018804104 ALLIANT TECHSYSTEMS	4,604.	4,301.
02917T104 AMERICAN REALTY CAPI	1,977.	1,910.
032095101 AMPHENOL CORP CL A	9,449.	9,793.
03232P405 AMSURG CORP	3,349.	3,448.
032359309 AMTRUST FINANCIAL SE	8,014.	11,194.
03485P201 ANGLO AMERN PLC ADR	2,217.	1,795.
041356205 ARLINGTON ASSET INVE	3,382.	3,193.
045055100 ASHTEAD GROUP PLC-UN	4,052.	4,589.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
045519402 ASSOC BRITISH FOODS-	3,847.	3,964.
048173108 ATLANTIA SPA-UNSPONS	4,972.	4,281.
050095108 ATWOOD OCEANICS INC	7,072.	4,369.
05565A202 BNP PARIBAS - ADR	8,409.	7,463.
05566U108 BOFI HOLDING INC	4,023.	3,735.
072730302 BAYER AG - ADR	9,886.	9,989.
08160H101 BENCHMARK ELECTRS IN	3,339.	3,485.
09247X101 BLACKROCK INC	8,466.	9,654.
093671105 BLOCK H & R INC	7,372.	7,241.
095180105 BLOUNT INTERNATIONAL	3,374.	3,655.
110448107 BRITISH AMERICAN TOB	9,436.	8,518.
111621306 BROCADE COMMUNICATIO	3,407.	3,860.
115637209 BROWN FORMAN CORP CL	6,910.	6,676.
118440106 BUCKLE INC COM	4,623.	4,622.
124830100 CBL & ASSOC PPTYS IN	442.	505.
12637N204 CSL LTE-SPONSORED AD	5,762.	6,999.
126804301 CABELAS INC	5,618.	4,955.
128030202 CAL MAINE FOODS INC	3,351.	3,357.
139594105 CAPELLA EDUCATION CO	3,356.	4,002.
142795202 CARLSBERG AS-B-SPON	3,087.	2,401.
143130102 CARMAX INC	8,538.	10,653.
15135B101 CENTENE CORP DEL	3,332.	4,466.
16359R103 CHEMED CORP NEW	2,688.	3,170.
169656105 CHIPOTLE MEXICAN GRI	12,492.	15,744.
172908105 CINTAS CORP	11,349.	13,413.
172967424 CITIGROUP INC.	14,204.	15,475.
204319107 COMPAGNIE FINANCIERE	4,589.	4,213.
23381B106 DAIKIN INDUSTRIES-UN	7,369.	6,848.
234062206 DAIWA HOUSE IND LTD	7,418.	6,784.

LANDRYS HELPING HEART FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
243537107 DECKERS OUTDOOR CORP	9,653.	9,195.
248019101 DELUXE CORP	3,333.	3,486.
256746108 DOLLAR TREE INC	11,347.	14,428.
26168L205 DREW INDUSTRIES INC	3,381.	3,728.
28140H203 EDUCATION REALTY TRU	1,781.	2,049.
29084Q100 EMCOR GROUP INC COM	3,378.	3,470.
292218104 EMPLOYERS HOLDINGS I	3,335.	3,715.
29266R108 ENERGIZER HOLDINGS I	9,678.	10,028.
29275Y102 ENERSYS	3,389.	3,271.
29355A107 ENPHASE ENERGY INC	3,525.	3,258.
30162A108 EXELIS INC	2,046.	2,191.
30239F106 FBL FINL GROUP INC C	3,347.	4,236.
30303M102 FACEBOOK INC	17,267.	18,023.
31422T101 FEDERATED NATIONAL H	2,819.	2,899.
34988V106 FOSSIL GROUP INC	5,243.	5,980.
35804M105 FRESENIUS SE & CO-SP	4,642.	4,942.
35952Q106 FUCHS PETROLUB SE-PR	4,603.	3,978.
36162J106 GEO GROUP INC/THE	323.	404.
37253A103 GENTHERM INC	9,765.	7,910.
379577208 GLOBUS MEDICAL INC -	2,422.	2,520.
38259P706 GOOGLE INC-CL C	40,311.	44,218.
388689101 GRAPHIC PACKAGING HL	3,388.	3,637.
393222104 GREEN PLAINS INC.	3,396.	1,883.
393657101 THE GREENBRIER COMPA	3,312.	2,525.
40418F108 HFF INC	3,292.	3,843.
40428X222 HSBC FRONTIER MARKET	167,000.	137,023.
413838509 OAKMARK INTL SMALL C	84,000.	68,412.
418056107 HASBRO INC	5,571.	5,664.
421924309 HEALTHSOUTH REHABILI	3,351.	3,269.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
450911201 ITT CORP	3,367.	2,832.
452327109 ILLUMINA INC	15,903.	19,565.
45672B305 INFORMA PLC-SP ADR	5,396.	4,748.
45772F107 INPHI CORP	3,418.	4,250.
458118106 INTEGRATED DEVICE TE	3,389.	3,998.
45824V209 INSYS THERAPEUTICS I	3,475.	4,132.
45825N107 INTELIQUENT INC	2,752.	4,476.
458334109 INTER PARFUMS INC	5,663.	4,447.
46113M108 INTERVAL LEISURE GRO	4,355.	4,345.
471105205 JAPAN TOBACCO INC-UN	4,030.	3,350.
48123V102 J2 GLOBAL INC	3,360.	3,906.
48667L106 KDDI CORP-UNSPONSORE	7,569.	7,821.
50540R409 LABORATORY CRP OF AM	5,566.	5,611.
516012101 LANNETT INC	6,919.	7,118.
518415104 LATTICE SEMICONDUCTO	3,373.	3,128.
526107107 LENNOX INTERNATIONAL	2,314.	2,377.
53224V100 LIFELOCK INC	3,370.	4,276.
535223200 LINDE AG ADR	3,810.	3,746.
539439109 LLOYDS BANKING GROUP	8,048.	7,127.
544147101 LORILLARD INC	6,713.	7,049.
55261F104 M & T BANK CORPORATI	9,211.	9,296.
55262C100 MBIA INC	6,010.	5,705.
560877300 MAKITA CORPORATION -	6,175.	4,550.
576853105 MATRIX SVC CO	3,332.	2,611.
58502L104 MEDIOLANUM SPA-UNSPO	4,326.	3,517.
603158106 MINERALS TECHNOLOGIE	5,522.	6,181.
64110D104 NETAPP INC	6,846.	6,756.
64128R608 NEUBERGER BERMAN LON	66,159.	67,406.
646025106 NEW JERSEY RES CORP	3,406.	3,978.

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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651587107 NEWMARKET CORP	11,103.	10,895.
67069D108 NUTRI SYS INC	3,409.	3,558.
670704105 NUVASIVE INC	3,330.	4,527.
682128103 OMNIVISION TECHNOLOG	3,370.	3,224.
683974604 OPPENHEIMER DEVELOPI	155,755.	151,490.
69329Y104 PDL BIOPHARMA INC	3,377.	2,591.
69924R108 PARAMOUNT GROUP INC	2,793.	2,807.
704326107 PAYCHEX INC	7,669.	8,357.
71714F104 PHARMERICA CORP	3,371.	2,796.
724078100 PIPER JAFFRAY COS	3,397.	3,427.
741511109 PRICESMART INC	3,615.	3,649.
74267C106 PROASSURANCE CORPORA	3,367.	3,296.
74435K204 PRUDENTIAL PLC - ADR	11,091.	10,988.
745867101 PULTE GRP INC	8,183.	9,421.
74736A103 QTS REALTY TRUST INC	3,381.	3,790.
74972G103 RPX CORP	3,351.	3,087.
749941100 RF MICRO DEVICES INC	3,408.	4,861.
756568101 RED ELECTRICA COR-UN	3,341.	3,337.
761655604 REXAM PLC-SPONSORED	6,444.	5,121.
772739207 ROCK-TENN CO CL A	5,642.	6,769.
775109200 ROGERS COMMUNICATION	5,498.	5,479.
775781206 ROLLS-ROYCE HOLDINGS	6,526.	4,905.
780259206 ROYAL DUTCH SHELL PL	8,030.	6,695.
780641205 KONINKLIJKE KPN N.V.	3,207.	2,979.
783332109 RUTH'S HOSPITALITY G	3,375.	4,590.
783513104 RYANAIR HOLDINGS PLC	4,492.	5,987.
78392U105 RYOHIN KEIKAKU CO-UN	2,503.	2,574.
78463X863 SPDR DJ WILSHIRE INT	133,516.	124,003.
79588J102 SAMPO OYJ-A SHS-UNSP	5,930.	5,535.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE		ENDING FMV	
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80007R105 SANDS CHINA LTD-UNSP	11,627.		7,978.	
801056102 SANMINA CORP	3,334.		3,341.	
81619Q105 SELECT MEDICAL HOLDI	3,367.		3,442.	
817565104 SERVICE CORP INTL	3,415.		3,541.	
81783H105 SEVEN & I HOLDINGS C	7,753.		6,491.	
830566105 SKECHERS U S A INC	3,398.		3,205.	
83404D109 SOFTBANK CORP-UNSPON	8,885.		7,187.	
83416B109 SOLARWINDS INC	2,825.		3,189.	
862121100 STORE CAPITAL CORP	1,190.		1,297.	
86562M209 SUMITOMO TRUST AND B	8,152.		7,142.	
866674104 SUN CMNTYS INC COM	2,599.		3,083.	
868459108 SUPERNUS PHARMACEUTI	3,378.		3,187.	
870195104 SWEDBANK AB ADR	7,357.		7,024.	
871503108 SYMANTEC CORP	7,721.		8,081.	
87155N109 SYMRISE AG ADR	3,781.		4,250.	
88023U101 TEMPUR SEALY INTERNA	8,830.		7,907.	
88033G407 TENET HEALTHCARE COR	9,095.		7,854.	
881624209 TEVA PHARMACEUTICAL	9,023.		9,432.	
88164L100 TESSERA TECHNOLOGIES	3,410.		3,361.	
888706108 TIVO INC	3,326.		2,842.	
891826109 TOWER INTERNATIONAL	3,334.		2,581.	
894648104 TRECORA RESOURCES	3,377.		3,675.	
904708104 UNIFIRST CORP MASS	3,408.		4,251.	
909214306 UNISYS CORPORATION	3,371.		4,304.	
910710102 UNITED INSURANCE HOL	3,188.		3,753.	
913004107 UNITED STATIONERS IN	6,085.		6,071.	
91307C102 UNITED THERAPEUTICS	4,192.		5,568.	
913483103 UNIVERSAL ELECTRONIC	3,296.		3,967.	
919134304 VALEO - ADR	5,183.		5,326.	

LANDRYS HELPING HEART FOUNDATION
 FORM 990PF, PART II - CORPORATE STOCK
 =====

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
92220P105 VARIAN MED SYS INC	5,425.	5,623.
929160109 VULCAN MATERIALS COM	5,068.	5,324.
939647103 WASHINGTON PRIME GRO	1,622.	1,326.
963320106 WHIRLPOOL CORP	7,238.	9,106.
977868306 WOLSELEY PLC	4,486.	4,830.
977874205 WOLTERS KLUWER NV -	3,397.	3,721.
G5753U112 MAIDEN HOLDINGS LTD	3,388.	3,581.
G6648D109 HOME LOAN SERVICING	3,303.	3,396.
G81276100 SIGNET JEWELERS LIMI	3,114.	3,947.
N07831105 AVG TECHNOLOGIES	3,383.	3,810.
N6596X109 NXP SEMICONDUCTORS N	3,193.	3,362.
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TOTALS	4,016,274.	4,209,720.
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LANDRYS HELPING HEART FOUNDATION
FORM 990PF, PART II - CORPORATE BONDS
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26-1631464

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
044820504 ASHMORE EMERG MKTS C		
315920702 FID ADV EMER MKTS IN	24,795.	22,306.
4812C0803 JPMORGAN HIGH YIELD		
693390791 PIMCO LOW DURATION I	24,950.	24,673.
72201F516 PIMCO EMERGING LOCAL	70,000.	57,884.
76628T645 RIDGEWORTH SEIX HY B	100,000.	97,949.
77958B402 T ROWE PRICE INST FL		
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TOTALS	219,745.	202,812.
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LANDRYS HELPING HEART FOUNDATION

26-1631464

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
70299F505 PARTNERS GROUP PRIVA	C	255,000.	295,162.
GRA991003 GRAHAM ALT INV FUND	C	75,000.	89,417.
GTA994003 GAI AURORA OPPORTUNI	C	275,000.	275,554.
GTC997004 ASGI CORBIN MULTI ST	C		
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TOTALS		605,000.	660,133.
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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
WASH SALES ADJ	717.
MUTUAL FUND POSTING CURR YR EFF PRIOR YR	2,343.
DEFERRED INCOME	501.
ROUNDING	5.

TOTAL	3,566.
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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	3,855.
RETURN OF CAPITAL ADJUSTMENTS	1,206.
COST BASIS ADJ ON MERGERS	499.
CAPITAL GAIN POSTING NEXT YE EFF CURR YR	700.
CAPITAL LOSS POSTING CURR YR EFF PRIOR YR	66.

TOTAL	6,326.
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FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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WILLIAM J ALBERTSON
CRISTA ALBERTSON

Qualified Distributions to Donor Advised Funds
(Form 990-PF, Part VII-A, Line 12)

Foundation: _____ Landry's Helping Heart Foundation, Inc _____

Employer Identification Number: _____ 26-1631464 _____

Tax Year Ending: _____ 2014 _____

The following table details the grants made by the foundation to donor advised funds over which the foundation or a disqualified person retained advisory privileges.

Recipient Donor Advised Fund	How Grant to Donor Advised Fund Accomplished Charitable Purpose of Above Named Foundation	Amount of Grant Treated as a Qualifying Distribution
<u>Fidelity Charitable Gift Fund</u>	<u>Grants to the Fidelity Charitable Gift Fund enabled Landry's Helping Heart to request grants be made to institutions helping children</u>	<u>\$ 231,000</u>
_____	_____ _____ _____	\$ _____
_____	_____ _____ _____	\$ _____