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Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014 or tax year beginning

, and ending

<p>NAME HOLLEMAN, ROY & MARIAN FOUNDATION NUMBER AND STREET (OR P O BOX NUMBER IF MAIL IS NOT DELIVERED TO STREET ADDRESS) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 CITY OR TOWN Winston Salem FOREIGN COUNTRY NAME STATE ZIP CODE FOREIGN PROVINCE/STATE/COUNTY FOREIGN POSTAL CODE</p>		<p>A Employer identification number 27-3867635 B Telephone number (see instructions) (888) 730-4933 C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																																																																																											
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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			978	978
	2 Savings and temporary cash investments		155,963	421,729	421,729
	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)				
Liabilities	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		3,754,032	3,289,191	3,835,736
	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)		3,909,995	3,711,898	4,258,443
	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.				
Part III Analysis of Changes in Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds		3,909,995	3,711,898	
	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)		3,909,995	3,711,898	
	31 Total liabilities and net assets/fund balances (see instructions)		3,909,995	3,711,898	

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	3,909,995
2 Enter amount from Part I, line 27a	2	-209,553
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	18,143
4 Add lines 1, 2, and 3	4	3,718,585
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	6,687
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,711,898

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
b See Attached Statement					
c See Attached Statement					
d See Attached Statement					
e See Attached Statement					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a			0		
b			0		
c			0		
d			0		
e			0		
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-54,401	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	165,858	4,236,748	0.039147
2012	339,396	4,168,504	0.081419
2011	101,366	4,127,662	0.024558
2010	748	4,067,304	0.000184
2009			0.000000
2 Total of line 1, column (d)			2 0.145308
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.036327
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 4,355,372
5 Multiply line 4 by line 3			5 158,218
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 767
7 Add lines 5 and 6			7 158,985
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			8 232,738

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1 2 3 4 5	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		767
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0	
3	Add lines 1 and 2	767	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	767	
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	1,510	
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	1,510	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 0		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 743		
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ► 743 Refunded ► 11 0		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes 1a	No X
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>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA <i>b</i> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	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? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 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	N/A
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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	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)

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	Trustee 4 00	66,560		

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE.....	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

Amount

1 NONE.....	
.....	
2	
.....	

All other program-related investments. See instructions

3 NONE.....	
.....	

Total. Add lines 1 through 3

► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,260,059
b	Average of monthly cash balances	1b	161,638
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,421,697
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,421,697
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	66,325
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,355,372
6	Minimum investment return. Enter 5% of line 5	6	217,769

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	217,769
2a	Tax on investment income for 2014 from Part VI, line 5	2a	767
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	767
3	Distributable amount before adjustments Subtract line 2c from line 1	3	217,002
4	Recoveries of amounts treated as qualifying distributions	4	15,000
5	Add lines 3 and 4	5	232,002
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	232,002

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	232,738
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	232,738
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	767
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	231,971

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 Distrbutable amount for 2014 from Part XI, line 7				232,002
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			45,037	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e		0		
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 232,738				
a Applied to 2013, but not more than line 2a			45,037	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				187,701
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0		
b Prior years' undistrbutable income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistrbutable income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistrbutable income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistrbutable income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				44,301
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NA

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	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)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 215,000
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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				
5	Net rental income or (loss) from real estate			14	122,534
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	-54,401
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a <u>OTHER INCOME</u>			14	9,311
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)		0		77,444
13	Total. Add line 12, columns (b), (d), and (e)			13	77,444

(See worksheet in line 13 instructions to verify calculations)

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

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

Recipient(s) paid during the year

Name

CITY OF DEL MAR FIRE DEPARTMENT

Street

2200 JIMMY DURANTE BLVD

City DEL MAR	State CA	Zip Code 92014	Foreign Country
------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution KITCHEN REMODEL	Amount 90,000
---	-------------------------

Name

SAN DIEGO STATE UNIVERSITY

Street

5500 CAMPANILE DR

City SAN DIEGO	State CA	Zip Code 92182	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution LIBRARY	Amount 35,000
---	-------------------------

Name

OKLAHOMA STATE UNIVERSITY

Street

400 S MONROE

City STILLWATER	State OK	Zip Code 74074	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution LIBRARY MEDIASCAPE	Amount 30,000
--	-------------------------

Name

VOICE FOR THE ANIMALS

Street

2633 LINCOLN BLVD #202

City SANTA MONICA	State CA	Zip Code 90405-4656	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution ADOPTION PROGRAM	Amount 10,000
--	-------------------------

Name

SAN DIEGO HUMANE SOCIETY & SPCA

Street

5500 GAINS ST

City SAN DIEGO	State CA	Zip Code 92110	Foreign Country
--------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution TREATABLE PET INITIATIVE	Amount 10,000
--	-------------------------

Name

CHULA VISTA ANIMAL CARE FACILITY

Street

130 BEYER WAY

City CHULA VISTA	State CA	Zip Code 91911	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution ENHANCEMENT PROJECT	Amount 40,000
---	-------------------------

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Cost, Other Basis and Expenses		Net Gain or Loss	
														Capital Gains/Losses Other sales			
														Total	Gross Sales		
1 X	ABERDEEN GLOBAL HIGH INC	04315J980	...	...	1/18/2010	1/28/2014	-	43,462	47,039	-	-	-	0	0	823,746	878,147	0
2 X	ABERDEEN GLOBAL HIGH INC	04315J980	...	...	7/28/2011	1/28/2014	-	56,538	59,747	-	-	-	0	0	-	-	-3,209
3 X	BHP BILLITON LIMITED -ADR	08B860810	...	...	7/28/2011	12/2/2014	-	6,431	11,604	-	-	-	0	0	-	-	-5,175
4 X	BHP BILLITON LIMITED -ADR	08B860810	...	...	10/11/2013	12/2/2014	-	14,148	18,481	-	-	-	0	0	-	-	-4,333
5 X	DIGITAL RLY TR INC	253888103	...	...	7/28/2011	3/19/2014	-	10,229	12,340	-	-	-	0	0	-	-	-2,111
6 X	INTERNATIONAL BUSINESS M	459290101	...	...	5/23/2012	3/19/2014	-	2,557	3,494	-	-	-	0	0	-	-	-937
7 X	INTERNATIONAL BUSINESS M	459290101	...	...	7/28/2011	10/21/2014	-	8,104	9,129	-	-	-	0	0	-	-	-1,025
8 -	INTERNATIONAL BUSINESS M	459290101	...	...	8/9/2011	10/21/2014	-	8,104	8,423	-	-	-	0	0	-	-	-319
9 X	ASC GLOBAL ALTERNATIVES	63872T885	...	...	5/23/2012	10/21/2014	-	4,052	4,855	-	-	-	0	0	-	-	-803
10 -	ASC GLOBAL ALTERNATIVES	63872T885	...	...	8/8/2013	11/28/2014	-	50,900	49,182	-	-	-	0	0	-	-	-818
11 -	PIMCO EMERGING LOCAL EO	72201F516	...	...	7/28/2011	10/14/2014	-	75,000	90,986	-	-	-	0	0	-	-	-15,986
12 X	PIMCO EMERGING LOCAL EO	72201F516	...	...	11/18/2010	10/21/2014	-	83,408	100,000	-	-	-	0	0	-	-	-16,591
13 X	PIMCO EMERGING LOCAL EO	72201F516	...	...	7/28/2011	10/21/2014	-	7,440	9,034	-	-	-	0	0	-	-	-1,594
14 X	PLUM CREEK TIMBER CO INC	729251098	...	...	12/1/2010	1/10/2014	-	20,287	20,287	-	-	-	0	0	-	-	-1,367
15 X	SENIOR HOUSING PROP TRU	81721M109	...	...	12/2/2013	2/4/2014	-	17,487	18,854	-	-	-	0	0	-	-	-367
16 X	MLN ELEMENTS ROGERS TO	870287801	...	...	1/1/2013	11/24/2014	-	77,824	86,242	-	-	-	0	0	-	-	-8,618
17 X	VANGUARD SHORT TERM BD	921537927	...	...	7/28/2011	2/3/2014	-	20,070	20,284	-	-	-	0	0	-	-	-214
18 X	VANGUARD FSE EMERGING	922042558	...	...	7/28/2011	1/29/2014	-	11,311	14,511	-	-	-	0	0	-	-	-3,200
19 X	VANGUARD FTSE EMERGING	922042558	...	...	8/8/2011	1/29/2014	-	18,852	20,605	-	-	-	0	0	-	-	-1,753
20 X	VERIZON COMMUNICATIONS	92343V104	...	...	2/25/2014	3/4/2014	-	19	19	-	-	-	0	0	-	-	0
21 -	VOodafone Group Plc-Ser A	92897W908	...	...	5/23/2012	2/28/2014	-	15	18	-	-	-	0	0	-	-	-3
22 -	WELLS FARGO ADV INTL BON	94985D982	...	...	4/20/2011	12/16/2014	-	68,373	75,000	-	-	-	0	0	-	-	-6,627
23 X	WELLS FARGO ADV INTL BON	94985D982	...	...	7/28/2011	12/16/2014	-	175,470	200,000	-	-	-	0	0	-	-	-24,530

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	9,311	9,311	0

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

	1,088	0	0	1,088
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	1,088			1,088

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

	4,282	2,040	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAXES PAID	2,040	2,040		
2 PY EXCISE TAXES PAID	732			
3 ESTIMATED EXCISE TAXES PAID	1,510			

Part I, Line 23 (990-PF) - Other Expenses

		67	57	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEE	57	57		
2	STATE AG FEE	10			10

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

				3,754,032	3,289,191	3,835,736
	Asset Description	Valuation	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	AFLAC INC			0	12,381	18,327
2	ABBOTT LABORATORIES			0	6,816	13,506
3	APPLE COMPUTER INC COM			0	45,654	92,719
4	BAXTER INTL INC COM			0	19,909	20,888
5	CISCO SYSTEMS INC			0	13,429	25,034
6	CUMMINS INC			0	20,023	23,067
7	DIAGEO PLC -ADR			0	14,888	22,818
8	WALT DISNEY CO			0	10,546	28,257
9	DODGE & COX INCOME FD COM 147			0	50,000	49,355
10	DODGE & COX STOCK FUND 145			0	27,759	52,168
11	EMC CORP MASS			0	18,743	22,305
12	GENERAL ELECTRIC CO			0	11,818	18,952
13	HOME DEPOT INC			0	5,876	20,994
14	JOHNSON & JOHNSON			0	15,443	26,142
15	MICROSOFT CORP			0	15,075	27,870
16	NESTLE SA REGISTERED SHARES - ADR			0	31,168	36,475
17	VODAFONE GROUP PLC-SP ADR			0	21,032	14,898
18	NOVARTIS AG -ADR			0	16,709	27,798
19	ORACLE CORPORATION			0	16,546	26,982
20	T ROWE PRICE SMALL CAP STOCK 65			0	20,000	20,326
21	ROYCE PENNSYLVANIA MUT FD-INV 260			0	85,000	93,305
22	SCHLUMBERGER LTD			0	18,096	21,352
23	UNION PACIFIC CORP			0	9,018	23,826
24	GOLDMAN SACHS GROUP INC			0	12,760	19,383
25	HSBC -ADR			0	44,230	37,784
26	UNITED PARCEL SERVICE CL B			0	13,311	22,234
27	TARGET CORP			0	16,103	22,773
28	MERGER FUND-INST#301			0	100,000	97,311
29	MAINSTAY CONVERTIBLE FD CL 2584			0	6,236	6,040
30	ARTIO GLOBAL HIGH INCOME-I 1525			0	90,026	86,590
31	VERIZON COMMUNICATIONS			0	23,153	28,536
32	FID ADV EMER MKTS INC-CL 1 607			0	75,000	71,473
33	JPMORGAN CHASE & CO			0	10,245	18,774
34	US BANCORP DEL NEW			0	8,856	17,980
35	ANHEUSER-BUSCH INBEV SPN ADR			0	39,311	44,928
36	JP MORGAN ALERIAN MLP INDEX			0	151,350	183,800
37	DODGE & COX INTL STOCK FD 1048			0	45,795	65,019
38	CHEVRON CORP			0	17,045	22,436
39	ISHARES INC MSCI SOUTH KOREA INDEX			0	29,767	27,645
40	DRIEHAUS ACTIVE INCOME FUND			0	100,000	98,488
41	3M CO			0	12,523	24,648
42	JP MORGAN MID CAP VALUE-I 758			0	40,000	43,185
43	BERSHIRE HATHAWAY INC			0	18,360	37,538
44	CONOCOPHILLIPS			0	14,381	20,718
45	COMCAST CORP CLASS A			0	11,419	29,005

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	EATON VANCE FLOATING RATE FD-1924		0	110,187	107,557
48	ASG GLOBAL ALTERNATIVES-Y 1993		0	45,818	45,978
49	LOOMIS SAYLES BOND FD INSTL 1162		0	301,062	310,874
50	PRINCIPAL MIDCAP BLEND FD-IN 4749		0	40,000	54,604
51	ISHARES S&P INDIA NIFTY 50 I		0	15,175	14,950
52	AMERICAN CAMPUS CMNITYS INC		0	23,173	24,816
53	VANGUARD REIT VIPER		0	35,337	64,800
54	VANGUARD MIDCAP VIPER		0	57,368	98,848
55	AQR MANAGED FUTURES STR-I		0	70,000	73,424
56	VANGUARD PACIFIC ETF		0	101,508	102,366
57	VANGUARD EUROPEAN ETF		0	85,216	83,856
58	MEDICAL PPTY STR INC		0	25,032	24,804
59	TEMPLETON FRONTIER MARKET-AD 674		0	55,000	51,637
60	OPPENHEIMER DEVELOPING MKT-I 799		0	125,000	139,698
61	EPR PROPERTIES		0	25,252	25,934
62	VANGUARD BD INDEX FD INC		0	502,516	499,688
63	SPDR DJ WILSHIRE INTERNATIONAL REA		0	37,596	41,570
64	HCP INC		0	15,943	22,015
65	ROBECO BP LNG/SHRT RES-INS		0	140,000	150,373
66	FEDERATED STRAT VAL DIV FD IS 662		0	53,671	71,660
67	VISA INC-CLASS A SHRS		0	7,547	26,220
68	PEPSICO INC		0	15,927	23,640
69	PROCTER & GAMBLE CO		0	15,063	22,772

3,289,191

3,754,032

3,835,736

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

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

1	RETURN OF PRIOR YEAR GRANTS	1	15,000
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	3,143
3	Total	3	18,143

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

1	MUTUAL FUND & CTF INCOME SUBTRACTIONS	1	5,873
2	PY RETURN OF CAPITAL ADJUSTMENT	2	775
3	COST BASIS ADJUSTMENT	3	39
4	Total	4	6,687

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

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

1	Wells Fargo Bank N A Trust Tax D	<input checked="" type="checkbox"/> if Business	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
			X	1 WV 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	66 360		

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	2	378
3 Second quarter estimated tax payment	3	377
4 Third quarter estimated tax payment	4	378
5 Fourth quarter estimated tax payment	5	377
6 Other payments	6	
7 Total	7	1,510

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	45,037
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	45,037