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

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052 **2014** Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation
ALFRED J. MCALLISTER AND DOROTHY N. MCALLISTER FOUNDATION

A Employer identification number 35-2050825

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
2310 N 725 E

B Telephone number 765-589-8834

City or town, state or province, country, and ZIP or foreign postal code
LAFAYETTE, IN 47905

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 11,859,101.66

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	266,162.03	266,162.03		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	421,799.55			
	b Gross sales price for all assets on line 6a 5,124,557.87				
	7 Capital gain net income (from Part IV, line 2)		421,799.55		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	687,961.58	687,961.58		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	96,000.00	9,600.00		86,400.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	14,820.00	10,374.00		4,446.00
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	29,106.52	9,106.52		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	81,874.86	81,874.86		0.00
	24 **Total operating and administrative expenses** Add lines 13 through 23	221,801.38	110,955.38		90,846.00
	25 Contributions, gifts, grants paid	446,500.00			446,500.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	668,301.38	110,955.38		537,346.00
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	19,660.20			
	b **Net investment income** (if negative, enter -0-)		577,006.20		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	500,092.16	579,584.82	579,584.82
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	5,969,653.22	6,010,131.59	7,276,686.84
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	3,972,762.65	3,872,451.82	4,002,830.00
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,442,508.03	10,462,168.23	11,859,101.66
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	10,442,508.03	10,462,168.23	
	30 **Total net assets or fund balances**	10,442,508.03	10,462,168.23	
	31 **Total liabilities and net assets/fund balances**	10,442,508.03	10,462,168.23	

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	10,442,508.03
2	Enter amount from Part I, line 27a	2	19,660.20
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	10,462,168.23
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,462,168.23

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	5,124,557.87		4,702,758.32	421,799.55

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				
b				
c				
d				
e				421,799.55

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	421,799.55
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	512,061.50	11,063,486.30	.046284
2012	516,261.50	10,486,053.29	.049233
2011	496,838.00	10,598,560.53	.046878
2010	464,458.00	10,164,318.65	.045695
2009	600,438.55	9,363,099.85	.064128

2 Total of line 1, column (d)	2	.252218
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	.050444
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,539,310.73
5 Multiply line 4 by line 3	5	582,088.99
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,770.06
7 Add lines 5 and 6	7	587,859.05
8 Enter qualifying distributions from Part XII, line 4	8	537,346.00

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	11,540.12
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3 Add lines 1 and 2		3	11,540.12
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	11,540.12
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 20,265.52		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	20,265.52
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	8,725.40
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	8,725.40 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ WAYNE E. WEBER Telephone no. ▶ 317-585-4455

Located at ▶ 11999 LAKESIDE DRIVE, FISHERS, IN ZIP+4 ▶ 46038

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. DAVID WEBB 4839 WHIPPOORWILL DRIVE LAFAYETTE, IN 47909	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WILLIAM J. MCCAW 2310 N 725 E LAFAYETTE, IN 47905	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
WAYNE E. WEBER 11999 LAKESIDE DRIVE FISHERS, IN 46038	CO-TRUSTEE 5.00	24,000.00	0.00	0.00
CHARLES MAX LAYDEN P. O. BOX 909 LAFAYETTE, IN 47902	CO-TRUSTEE 5.00	24,000.00	0.00	0.00

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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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	11,179,760.72
b	Average of monthly cash balances		1b	535,275.55
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,715,036.27
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets		2	0.00
3	Subtract line 2 from line 1d		3	11,715,036.27
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	175,725.54
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,539,310.73
6	**Minimum investment return** Enter 5% of line 5		6	576,965.54

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	576,965.54
2a	Tax on investment income for 2014 from Part VI, line 5	2a 11,540.12		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	11,540.12
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	565,425.42
4	Recoveries of amounts treated as qualifying distributions		4	0.00
5	Add lines 3 and 4		5	565,425.42
6	Deduction from distributable amount (see instructions)		6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	565,425.42

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	537,346.00
b	Program-related investments - total from Part IX-B	1b	0.00
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	537,346.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	537,346.00

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.

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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				565,425.42
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			533,291.96	
b Total for prior years: ______ , ______ , ______		0.00		
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	0.00			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 537,346.00				
a Applied to 2013, but not more than line 2a			533,291.96	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2014 distributable amount				4,054.04
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				561,371.38
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.00			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.00			
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) N/A

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FOOD FINDERS 50 OLYMPIA COURT LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	40,000.00
BOY SCOUTS OF AMERICA 6286 INDIANA 26 LAFAYETTE, IN 47905	NONE	PUBLIC CHARITY	CHARITABLE	25,000.00
IVY TECH FOUNDATION 3101 SOUTH CREASY LANE LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
LAFAYETTE URBAN MINISTRY 525 NORTH 9TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	6,300.00
LYN TREECE BOYS & GIRLS CLUB 1529 NORTH 10TH ST LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	11,000.00
Total SEE CONTINUATION SHEET(S)			▶ 3a	446,500.00
b Approved for future payment NONE				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	266,162.03	
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	421,799.55	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		687,961.58	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 687,961.58

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

William J. McCann (signature) | Date | CO-TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CHARLENE M. BEAVER	Charlene M. Beaver	5/11/15		P01357640
Firm's name ▶ CHARLENE M. BEAVER, CPA			Firm's EIN ▶ 20-4297717	
Firm's address ▶ 11999 LAKESIDE DRIVE FISHERS, IN 46038			Phone no. 317-585-4455	

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	PUBLICALLY TRADED SECURITIES - MERRILL LYNCH 2307	P	VARIOUS	VARIOUS
b	PUBLICALLY TRADED SECURITIES - MERRILL LYNCH 2328	P	VARIOUS	VARIOUS
c	PUBLICALLY TRADED SECURITIES - MERRILL LYNCH 2366	P	VARIOUS	VARIOUS
d	PUBLICALLY TRADED SECURITIES - MERRILL LYNCH 2370	P	VARIOUS	VARIOUS
e	PUBLICALLY TRADED SECURITIES - MERRILL LYNCH 4079	P	VARIOUS	VARIOUS
f	PUBLICALLY TRADED SECURITIES - CHARLES SCHWAB	P	VARIOUS	VARIOUS
g	BLACKROCK STRATEGIC OPP SETTLEMENT	P	VARIOUS	03/28/14
h	WACHOVIA EQUITY SECURITIES SETTLEMENT	P	VARIOUS	03/14/14
i	DELL SETTLEMENT	P	VARIOUS	09/29/14
j	AIG SETTLEMENT	P	VARIOUS	11/18/14
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(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	145,202.14		114,678.16	30,523.98
b	900,544.10		908,760.85	<8,216.75>
c	1,651,180.41		1,646,295.04	4,885.37
d	197,003.53		222,138.82	<25,135.29>
e	2,199,201.77		1,809,633.96	389,567.81
f	1,246.90		1,251.49	<4.59>
g	9,947.42			9,947.42
h	15.81			15.81
i	575.64			575.64
j	3,139.53			3,139.53
k	16,500.62			16,500.62
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				30,523.98
b				<8,216.75>
c				4,885.37
d				<25,135.29>
e				389,567.81
f				<4.59>
g				9,947.42
h				15.81
i				575.64
j				3,139.53
k				16,500.62
l				
m				
n				
o				

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	421,799.55
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATALIE'S SECOND CHANCE 10 SOUTH 16TH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	20,000.00
NEW COMMUNITY SCHOOL 1904 ELMWOOD AVENUE LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	71,000.00
PAWS & CLAWS ANIMAL SHELTER INC PO BOX 294 ATTICA, IN 47918	NONE	PUBLIC CHARITY	CHARITABLE	32,300.00
PURDUE UNIVERSITY BEELER SCHOLARSHIP 575 STADIUM MALL DRIVE WEST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	2,000.00
SALVATION ARMY 1110 UNION STREET LAFAYETTE, IN 47904	NONE	PUBLIC CHARITY	CHARITABLE	6,300.00
STIDHAM UNITED METHODIST CHURCH 5300 S 175 W LAFAYETTE, IN 47909	NONE	PUBLIC CHARITY	CHARITABLE	10,000.00
TIPPECANOE ARTS FEDERATION 638 NORTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	24,000.00
TIPPECANOE CO HISTORICAL ASSN 909 SOUTH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	8,500.00
WABASH CENTER 2000 GREENBUSH STREET LAFAYETTE, IN 47903	NONE	PUBLIC CHARITY	CHARITABLE	58,000.00
WILDCAT WILDLIFE CENTER 4709 N 400 W DELPHI, IN 46923	NONE	PUBLIC CHARITY	CHARITABLE	59,600.00
Total from continuation sheets				344,200.00

ALFRED J. MCALLISTER AND DOROTHY N.
MCALLISTER FOUNDATION 35-2050825

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YWCA OF GREATER LAFAYETTE 605 NORTH 6TH STREET LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	12,000.00
LAFAYETTE PARKS FOUNDATION P.O. BOX 1535 LAFAYETTE, IN 47902	NONE	PUBLIC CHARITY	CHARITABLE	9,000.00
WOLF PARK INC 4004 EAST 800 NORTH BATTLE GROUND, IN 47920	NONE	PUBLIC CHARITY	CHARTIABLE	24,000.00
ART MUSEUM OF GREATER LAFAYETTE 102 SOUTH TENTH ST LAFAYETTE, IN 47901	NONE	PUBLIC CHARITY	CHARITABLE	7,500.00
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB - DIVIDENDS	2.40	0.00	2.40	2.40	
MERRILL LYNCH #2307 - DIVIDENDS	18,525.36	0.00	18,525.36	18,525.36	
MERRILL LYNCH #2307 - INTEREST	546.07	0.00	546.07	546.07	
MERRILL LYNCH #2328 - DIVIDENDS	49,664.82	9,115.08	40,549.74	40,549.74	
MERRILL LYNCH #2328 - INTEREST	14.94	0.00	14.94	14.94	
MERRILL LYNCH #2366 - DIVIDENDS	85,038.69	7,378.54	77,660.15	77,660.15	
MERRILL LYNCH #2366 - INTEREST	55.66	0.00	55.66	55.66	
MERRILL LYNCH #2370 - DIVIDENDS	19,152.53	0.00	19,152.53	19,152.53	
MERRILL LYNCH #2370 - INTEREST	10.51	0.00	10.51	10.51	
MERRILL LYNCH #4079 - DIVIDENDS	109,472.25	7.00	109,465.25	109,465.25	
MERRILL LYNCH #4079 - INTEREST	92.07	0.00	92.07	92.07	
MERRILL LYNCH #4J05 - INTEREST	87.35	0.00	87.35	87.35	
TO PART I, LINE 4	282,662.65	16,500.62	266,162.03	266,162.03	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,820.00	10,374.00		4,446.00
TO FORM 990-PF, PG 1, LN 16B	14,820.00	10,374.00		4,446.00

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD FROM DIVIDENDS	9,106.52	9,106.52		0.00
FEDERAL EXCISE TAX	20,000.00	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	29,106.52	9,106.52		0.00

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	80,399.86	80,399.86		0.00
INSURANCE - BOND	750.00	750.00		0.00
PROFESSIONAL SUBSCRIPTIONS	725.00	725.00		0.00
TO FORM 990-PF, PG 1, LN 23	81,874.86	81,874.86		0.00

FORM 990-PF CORPORATE STOCK		STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONTPELIER	2,422.47	2,420.10
MORGAN STANLEY VIII	7,921.25	8,414.53
ALBERMARLE	21,799.16	21,406.28
ALTRIA GROUP	16,795.70	26,113.10
BLACKROCK INC	15,034.95	25,029.20
BRISTOL MYERS SQUIBB	10,977.12	19,834.08
CARNIVAL CORP	16,279.75	19,854.54
CHEVRON CORP	11,936.65	13,573.78
CINN FINANCIAL	12,292.68	18,451.48
CISCO SYSTEMS	11,837.95	18,858.57
COCA COLA	10,757.56	12,201.58
CONOCOPHILLIPS	14,041.40	17,748.42
CORNING INC	16,892.35	24,007.71
CORRECTIONS CORP	18,229.56	17,806.60
DOMINION RES	11,925.61	17,302.50
DUKE ENERGY	9,985.49	13,032.24
ELI LILLY & CO	15,655.43	19,869.12

GENERAL DYNAMICS	14,894.89	30,551.64
HASBRO INC	16,122.87	25,075.44
WINDSTREAM	20,029.97	15,754.88
INTEL CORP	16,652.95	24,096.56
IBM	9,855.37	8,022.00
KINDER MORGAN MGMT	21,225.06	35,667.33
LORILLARD INC	18,004.01	27,441.84
LOWES COMPANIES	9,096.03	24,355.20
THE MOSIAC COMPANY	12,923.50	13,147.20
MICROSOFT CORP	10,226.37	16,071.70
NEWMARKET CORP	9,337.55	16,948.26
PAYCHEX INC	9,222.47	14,405.04
PFIZER INC	16,779.96	22,832.95
PHILIP MORRIS INTL	9,813.15	9,448.20
REYNOLDS AMERICAN	8,490.45	13,303.89
VERIZON COMM	10,753.60	12,162.80
WELLS FARGO & CO	16,112.51	27,300.36
ABBVIE INC	11,966.27	15,901.92
ACADIA HEALTHCARE	15,404.73	19,587.20
ACCENTURE	9,445.80	10,717.20
ACE LIMITED	9,671.61	11,258.24
ACI WORLDWIDE	18,576.87	17,910.96
ACUITY BRANDS	14,407.97	18,629.31
AFFILIATED MANAGERS	15,872.87	16,766.96
AKORN INCORP	19,231.77	28,417.00
ALIGN TECH	15,792.08	15,990.26
ALLEGHENY TECH	8,627.40	8,657.73
APPLE INC	13,663.83	19,758.02
AT&T INC	13,329.56	12,596.25
B/E AEROSPACE	11,056.68	10,443.60
BANCORPSOUTH	9,029.18	8,531.29
BANK NEW YORK	4,369.02	5,314.67
BELDEN INC	15,136.68	17,495.82
BLACKROCK INC	8,536.64	10,011.68
BOEING	13,356.22	12,738.04
CATERPILLAR INC	8,706.29	9,061.47
CHEVRON CORP	15,148.63	14,022.50
CIENA CORP	13,882.18	12,189.48
COLGATE PALMOLIVE	13,338.36	13,838.00
COMERICA INC	7,874.33	8,103.32
COVIDIEN	8,785.39	13,500.96
CULLEN FIRST BKRS	9,667.56	9,607.04
CVS HEALTH CORP	13,168.62	19,358.31
DECKERS OUTDOORS	19,034.29	18,025.92
DEXCOM INC	13,176.50	17,285.70
DIAMONDBACK ENERGY	8,278.50	7,173.60
DISCOVER FINANCIAL	9,850.36	10,871.34
EMC CORPORATION	9,121.90	11,093.02
E TRADE FINANCIAL	15,199.37	19,040.18
EURONET WORLDWIDE	16,662.18	17,787.60
EXACT SCIENCES	13,629.51	15,037.12
FIDELITY NATIONAL INFO	11,656.12	14,057.20
FORTINET	15,618.36	17,782.80
F5 NETWORKS	16,037.98	18,004.18

GANNETT CO	18,799.90	18,136.24
GENERAL MOTORS	10,359.08	11,275.93
HEALTH CARE SERVICES	12,141.38	12,402.93
HEXCEL CORP	13,279.49	12,612.96
HILLENBRAND	16,464.16	18,285.00
HONEYWELL INTL	12,262.98	13,589.12
ITC HOLDINGS	7,447.94	9,824.49
JONES LANG LASALLE	15,118.25	19,940.69
JPMORGAN CHASE & CO	13,815.06	15,519.84
KATE SPADE	6,254.36	6,498.03
KINDER MORGAN INC	9,413.09	11,381.39
KIRBY CORP	15,586.17	13,322.10
LA QUINTA HOLDINGS	16,001.54	17,295.04
LITHIA MOTORS	7,980.58	8,322.24
LOWES COMPANIES	10,215.20	13,760.00
MACYS INC	9,314.86	12,032.25
MARSH & MCLENNAN	12,709.85	14,081.04
MARTIN MARIETTA	16,528.36	15,334.48
MATADOR	15,505.26	12,117.77
MCCORMICK	8,522.91	9,064.60
MEMORIAL RESOURCE	15,754.90	12,170.25
MICROSOFT CORP	13,909.53	17,279.40
MIDDLEBY CORP	14,247.79	19,621.80
MWI VETERINARY SUPPLY	18,808.51	19,029.92
NEXTERA ENERGY	9,428.63	11,266.74
NIELSEN	9,552.84	9,527.49
NOVO NORDISK	7,252.30	8,844.88
PACKAGING CORP	9,228.74	11,395.30
PERKINELMER	15,735.76	15,261.77
PFIZER INC	14,951.15	14,547.05
PHILIP MORRIS INTL	13,565.09	12,054.60
PHILLIPS 66	11,774.94	12,189.00
POLARIS INDUSTRIES	16,322.05	17,997.56
POLYONE CORP	11,153.88	12,661.94
POOL CORPORATION	11,546.25	13,322.40
PRA GROUP	15,464.40	14,308.71
QUALCOMM INC	11,305.48	11,669.81
RAMBUS INC	16,743.57	15,392.92
RAYMOND JAMES	15,097.51	16,270.36
SOVRAN SELF STORAGE	15,868.21	15,874.04
TAKE TWO INTER	11,960.55	14,295.30
TRAM HEALTH HOLDINGS	16,901.73	20,825.86
TELEDYNE TECH INC	18,731.85	20,650.74
TEXAS CAP BANCSHARES	11,796.46	12,006.93
TIME WARNER CABLE	11,288.57	14,141.58
TRACTOR SUPPLY	10,288.62	11,034.80
TRIMBLE	11,990.55	9,925.96
TUPPERWARE BRANDS	7,997.04	5,607.00
ULTA SALON	8,179.65	10,355.04
UNION PACIFIC	10,204.16	15,248.64
UNITEDHEALTH GROUP	11,168.91	15,567.86
VF CORPORATION	12,115.65	16,103.50
WELLS FARGO & CO	13,707.48	17,268.30
WHIRLPOOL CORP	10,943.72	14,143.02

WHITEWAVE FOODS	13,716.19	16,480.29
ZIONS BANCORP	8,178.68	8,039.82
A/A GROUP	22,014.34	23,948.32
AIR LIQUIDE	8,093.96	7,342.76
AJINOMOTO CO	8,046.15	10,345.47
AMCOR	7,286.40	7,668.04
ASML HOLDINGS	15,537.66	18,844.10
ASSA B	15,718.84	16,638.08
ASTRAZENECA	11,674.30	12,217.44
BANK OF CHINA	6,550.20	7,601.05
BAYER AG	10,055.94	10,551.00
BAYERISCHE MOTOREN	6,067.15	5,885.35
BHP BILLITON	5,770.24	3,869.62
BNP PARABAS	11,400.16	9,239.09
CIE FINANCIERE	13,090.81	11,528.39
CENOVUS ENERGY	11,486.50	10,681.16
DAIMLER	9,503.72	9,723.20
DANONE	15,781.53	14,165.74
DBS GROUP	11,390.08	12,934.19
DENSO CORP	6,354.40	6,128.33
DIAGEO	7,774.32	6,888.63
ENBRIDGE	7,496.79	8,482.65
ENI EUR1	6,745.49	4,424.57
ESSILOR	5,415.39	5,719.52
FANUC	17,587.50	17,467.09
FST QUANTUM	3,626.04	2,865.09
GEMALTO MONTROUGE	20,634.44	15,535.56
HERMES	0.00	356.72
HITACHI	8,041.34	8,556.51
HSBC HOLDINGS	8,116.49	6,870.40
IMPERIAL TOBACCO	4,740.00	5,306.44
INDIVIOR PLC	97.73	104.83
INFOSYS TECH	3,577.93	3,963.96
JARDINE MATHESON	9,324.24	10,605.30
KAWASAKI HEAVY	4,067.25	4,413.97
KEYENCE CORP	19,027.56	21,093.96
KONINKLIJKE	13,549.64	10,478.35
KUBOTA	3,779.68	3,378.17
L'OREAL	12,137.91	11,967.76
L.V.M.H.	6,549.84	5,440.99
LIBERTY GLOBAL	13,241.11	15,111.71
LLOYDS BANK	19,356.25	18,343.01
MARUBENI CORP	8,501.23	6,890.61
MEGGITT HOLDINGS	7,418.87	7,412.73
MURATA MFG	7,991.90	10,830.26
NATIONAL GRID	10,600.78	12,053.57
NESTLE	12,390.56	12,333.90
NISSAN MOTORS	5,599.08	5,324.86
NORVARTIS	17,510.05	20,725.64
NOVO NORDISK	17,958.05	21,784.19
PENROD RICARD	16,769.19	15,741.13
PRUDENTIAL	11,065.61	11,562.21
RECKITT BENCKISER	3,860.92	3,655.66
RIO TINTO	3,461.70	3,087.31

RICHE HOLDINGS	22,977.93	22,273.23
SAFRAN	10,937.40	11,038.67
SAMPO	17,278.80	17,051.60
SAP	9,510.27	8,188.80
SCHNEIDER ELECTRIC	7,494.52	6,233.99
SIEMENS	13,241.80	12,738.32
SINGAPORE TELECOM	5,179.80	5,026.81
SMC CORP	15,906.50	17,865.48
SOFTBANK CORP	14,391.08	11,666.32
SUMITOMO MIYSUI	4,448.63	3,831.46
SVENSKA	5,536.46	5,666.48
SWISSCOM	5,673.25	5,784.23
SYSMEX	9,380.34	11,733.46
TOTAL SA	7,554.98	6,482.86
TREND MICRO	9,855.79	8,162.28
TULLOW OIL	8,179.50	3,936.75
UNILEVER	11,515.76	11,760.40
VODAFONE	9,406.53	9,755.20
WYNN	7,558.27	5,474.40
FEDERATED INVESTERS	13,350.21	22,096.03
ABBOTT LABS	31,022.76	36,781.34
ACTAVIS PLC	25,714.80	26,770.64
ALCOA INC	32,960.47	32,353.71
ALIBABA GROUP	16,361.74	17,357.98
ALLIANCE DATA SYS	24,844.18	38,044.65
ALLSTATE	15,015.40	38,988.75
AMAZON.COM	48,494.65	44,690.40
AMDOCS	11,476.54	16,375.92
AMERICA MOVIL	6,269.28	6,410.02
AMERIPRISE FINANCIAL	13,163.52	36,633.25
AMETEK INC	6,947.26	10,683.89
AMERICAN ELEC POWER	26,565.78	38,375.04
AMPHENOL	11,100.10	20,017.32
ANHUI CONCH	13,981.53	14,310.28
ANTHEM INC	29,727.09	38,706.36
AON PLC	10,515.96	14,508.99
APPLE INC	57,686.40	132,235.24
ASML HOLDINGS	33,660.45	36,446.54
AT&T INC	56,672.86	60,562.77
ATHENAHEALTH INC	9,403.76	16,318.40
ATMEL CORP	8,756.94	12,290.29
AUST	8,638.77	11,882.00
AXIS CAPITAL	7,641.29	14,305.20
BAE SYS	11,045.01	13,936.10
BANCO BRANDESCO	16,533.84	14,640.15
BARCLAYS PLC	5,664.89	6,094.06
BARRICK GOLD	23,464.80	21,317.25
BAXTER INTERNATIONAL	65,268.24	68,013.12
BEACH ENERGY	7,495.96	3,821.28
BIO TECHNE	5,969.30	8,131.20
BIOGEN	12,836.23	13,238.55
BOC HONG KONG	14,730.53	15,077.25
BRISTOL MYERS SQUIBB	25,274.47	38,428.53
CA INC	25,038.45	28,988.40

CADENCE DESIGN	9,636.76	13,297.97
CALIFORNIA RESOURCES	1,103.31	694.26
CANADIAN PACIFIC	5,080.12	11,368.71
CAP GEMINI	3,202.40	6,081.76
CARLSBERG	12,130.03	10,495.98
CARTER HOLDINGS	7,236.71	7,857.90
CELGENE	31,679.29	49,106.54
CENTRICA	13,306.50	10,356.00
CHEUNG KONG	13,400.49	12,974.72
CHEVRON CORP	21,472.54	29,952.06
CHINA CONSTUCT	11,553.09	13,192.90
CHINA MOBILE	11,494.78	13,116.86
CHINA PETE	12,350.84	12,799.58
CIMPRESS	10,457.99	20,131.96
CISCO SYSTEMS	24,628.58	39,163.53
CIT GROUP	23,001.11	22,001.80
CITIGROUP INC	31,143.94	33,277.65
COLFAX CORP	6,755.02	5,621.13
COMCAST CORP	33,079.72	41,013.07
COMERICA INC	16,601.99	15,176.16
COMPANHIA	0.00	3,226.77
CONOCOPHILLIPS	48,033.81	64,571.10
COPEL PARANA	13,585.55	11,629.11
COSTAR GROUP	2,924.70	6,427.05
COSTCO WHOLESALE	32,463.35	38,556.00
CROWN CASTLE INTL	20,986.52	24,633.10
CVS HEALTH CORP	15,039.12	24,751.67
DANAHER CORP	21,526.99	32,741.22
DEUTSCHE BOERSE	4,248.94	5,848.08
DNB ASA	2,705.31	2,682.54
DOMINION RES	25,861.26	32,913.20
E I DUPONT DE NEMOURS	17,355.81	34,308.16
EXPEDITORS INTL	10,505.23	12,223.14
FACEBOOK INC	33,393.79	34,484.84
FIDELITY NATIONAL INFO	8,133.55	9,454.40
FIFTH THIRD BANCORP	20,692.80	26,956.13
FLEXTRONICS INTL	4,598.78	7,580.04
FORD MOTOR CO	57,775.33	61,690.00
GARTNER INC	9,952.04	17,094.63
GENERAL ELECTRIC	24,737.10	30,905.21
GENERAL MOTORS	31,812.22	29,464.04
GENERAL DYNAMICS	17,607.32	19,954.90
GILDAN ACTIVEWEAR	12,329.12	14,872.65
GLAXOSMITHKLINE	31,802.15	24,703.72
GOLDCORP INC	24,999.29	19,871.96
GOLDEN AGRI	14,832.10	10,043.04
GOOGLE INC	23,437.69	37,146.20
HARRIS CORP	14,500.01	29,805.30
HCA HOLDINGS	25,360.52	25,172.77
HITACHI	10,615.89	13,197.12
HOME DEPOT INC	33,282.34	44,087.40
HSBC HOLDINGS	20,870.52	19,883.83
IDEXX LAB	24,797.90	24,909.36
IMPERIAL TOBACCO	11,848.69	14,437.50

INCYTE CORPORATION	1,974.35	7,603.44
INTEL CORP	21,813.08	34,765.82
INTERNATINAL PAPER	20,586.23	36,327.24
INTUIT CO	41,870.67	53,285.82
ISRAEL CHEMICAL	3,248.79	3,364.00
ISUZU MOTORS	13,948.95	13,875.39
JACK HENRY	5,583.71	8,823.88
JOHNSON & JOHNSON	34,478.39	50,821.02
JPMORGAN CHASE & CO	43,613.20	73,844.40
KLA TENCOR	10,795.53	14,204.64
KOC HOLDING	6,633.43	9,025.38
KOMATSU	7,827.24	7,088.00
LAMAR ADVERTISING	11,840.66	15,501.96
LEVEL 3 COMM	25,007.66	26,220.78
LPL FINANCIAL	8,306.58	10,692.00
LUKOIL	15,442.88	9,817.60
MACYS INC	33,455.97	35,505.00
MAGNA INTL	2,649.84	7,282.23
MANULIFE	9,972.44	13,229.37
MARKS & SPENCER	13,113.71	15,279.36
MASIMO CORP	6,295.40	7,348.86
MATTEL INC	28,305.27	28,778.87
MEAD JOHNSON	3,828.90	5,328.62
MEDIVATION INC	4,738.22	8,367.24
MERCK AND CO	21,572.97	31,632.03
METHANEX CORP	6,469.92	4,628.83
METLIFE INC	51,175.09	61,987.14
MICROSOFT CORP	23,247.25	35,812.95
MITSUI CO	12,204.02	12,071.04
MIZUHO FINANCIAL	11,941.72	11,502.20
MSC INDL	8,245.91	9,506.25
MSCI INC	13,280.04	17,884.88
NAVIENT CORP	29,880.92	40,821.29
NEXTERA ENERGY	15,914.30	18,069.30
NICE SYSTS	7,454.76	7,698.80
NOBLE ENERGY	17,745.08	11,430.63
NORFOLK SOUTHERN	25,430.34	34,855.98
NORTHROP GRUMMAN	12,734.81	36,994.89
OCCIDENTAL PETE	19,835.16	34,339.86
OMNICOM GROUP	6,724.23	9,993.63
ON SEMICONDUCTOR	6,760.68	10,525.07
OPEN TEXT CORP	6,369.29	7,282.50
ORANGE	1,972.36	4,297.68
PEPSICO INC	38,623.04	42,646.56
PERSIMMON	11,435.84	12,805.47
PFIZER INC	52,906.41	71,240.05
PHARMACYCLICS	5,341.74	4,645.88
PNC FINANCIAL	20,688.72	32,477.88
POTASH CORP	11,564.55	9,713.00
PRECISION CASTPARTS	40,701.31	58,292.96
T ROWE PRICE GROUP	6,073.87	8,414.28
PROCTER & GAMBLE	21,963.14	30,424.06
PT BANK RAKYAT	6,626.95	7,153.71
PUBLIC SERVICE ENT	31,667.26	34,991.45

RALPH LAUREN	33,214.76	38,142.96
RANGE RESOURCES	26,617.12	20,364.45
RENAISSANCERE HOLDINGS	3,624.28	6,416.52
REXNORD	14,704.75	14,499.94
RIO TINTO	14,981.74	11,699.24
RITCHIE BROS	6,351.05	8,685.47
ROPER INDUSTRIES	5,367.56	16,885.80
ROYAL DUTCH SHELL	49,144.91	47,802.30
RYANAIR	6,692.81	15,251.78
SAGE GROUP	3,770.68	6,740.13
SALESFORCE	24,405.77	25,503.30
SANDISK CORP	22,082.47	20,771.76
SANOFI	9,773.99	11,949.82
SASOL LTD	22,050.13	22,516.21
HENRY SCHEIN	10,144.23	17,835.65
SENSATA TECH	16,522.24	26,781.51
SHERMAN WILLIAMS	24,695.10	40,245.12
SIEMENS	8,056.17	11,200.00
SKY PLC	7,065.70	6,853.56
SMURFIT KAPPA GROUP	6,610.79	6,584.60
SOLERA HOLDINGS	15,195.47	17,452.38
SPLUNK INC	27,802.78	26,468.55
SS AND C TECHNOLOGIES	11,094.43	14,622.50
STARBUCKS CORP	14,749.69	28,061.10
STARWOOD HOTELS	34,863.25	35,022.24
STATOIL	13,861.51	13,313.16
SVENSKA	2,605.56	4,813.76
SYMANTEC	32,493.03	34,044.19
TAIWAN MANUFACTURING	4,251.38	7,653.96
TARGET CORP	29,565.78	36,740.44
TATA MOTORS	5,033.26	8,244.60
TE CONNECTIVITY	11,533.38	20,366.50
TECHNIP	6,659.03	4,764.00
TELENOR	6,966.45	6,175.48
TEVA PHAMACEUTICALS	57,438.48	76,660.83
TORONTO DOMINION BANK	6,420.40	13,378.40
TOTAL SA	63,198.45	57,856.00
TRANSDIGM	4,103.07	6,872.25
TRAVELERS COS	20,889.34	39,164.50
TWENTY FIRST CENTURY FOX	14,439.92	18,242.39
UNION PACIFIC	27,642.93	53,727.63
UNITED OVERSEAS	11,895.01	15,564.37
VALE	18,727.60	6,822.12
VARIAN MEDICAL	13,039.15	18,772.67
VERISK ANALYTICS	18,144.78	23,954.70
VERIZON COMM	30,983.43	30,173.10
VERTEX PHARM	16,595.15	17,463.60
VISA INC	33,259.84	40,378.80
VMWARE INC	23,119.02	20,217.40
VOLKSWAGEN	10,950.44	11,621.28
WALMART STORES INC	30,000.17	35,124.92
WATERS CORP	6,601.13	9,355.76
WELLS FARGO & CO	38,158.77	68,799.10
WOLVERINE WORLD WIDE	7,290.70	9,341.99

WORLD FUEL SERVICES	6,713.72	8,635.12
XEROX CORP	30,400.17	38,821.86
XILINX INC	9,957.14	12,207.78
YOUKU TUDOU INC	3,018.56	1,852.24
ZURICH INSURANCE	12,381.75	20,935.20
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,010,131.59	7,276,686.84

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANGEL OAK MULTI STRATEGY	FMV	77,142.04	76,244.55
ALLIANZGI INCOME AND GROWTH	FMV	127,795.73	122,989.90
BLACKROCK GLOBAL LONG	FMV	85,197.16	79,254.10
BLACKROCK STRATEGIC INCOME	FMV	101,315.81	100,027.08
BLACKROCK MULTI ASSET	FMV	184,816.50	185,987.26
BLACKROCK LOW DURATION	FMV	85,149.84	84,498.81
CALAMOS MARKET NEUTRAL	FMV	139,709.43	139,370.63
FIRST EAGLE GLOBAL	FMV	53,248.23	51,440.39
GOLDMAN SACHS INCOME	FMV	74,547.49	73,363.18
GOTHAM ABSOLUTE RETURN	FMV	116,950.26	121,747.03
EMERGING GLOBAL	FMV	35,734.12	33,144.72
HEALTH CARE SELECT	FMV	161,947.59	204,182.68
ISHARES MSCI CDA	FMV	41,643.00	40,721.46
ISHARES MSCI SWITERLAND	FMV	55,146.06	53,873.00
ISHARES MSCI SWEDEN	FMV	18,646.56	17,386.83
ISHARES MSCI UK	FMV	112,607.27	100,246.80
ISHARES NASDAQ BIOTECH	FMV	94,604.79	135,597.45
ISHARES MSCI PACIFIC	FMV	46,777.17	41,884.35
ISHARES IBOXX	FMV	33,017.21	34,390.08
FIRST TR EXCHANGE	FMV	97,112.75	98,173.32
ISHARES TIPS	FMV	20,614.81	20,497.83
ISHARES 3-7 YEAR	FMV	57,973.19	58,219.56
ISHARES MSB ETF	FMV	73,317.92	75,321.48
ISHARES MSCI EMU	FMV	201,765.18	182,885.22
ISHARES INC CORE	FMV	106,128.04	98,433.79
MARKET VECTORS EMERGING	FMV	21,539.24	19,412.89
POWERSHARES GLOBAL	FMV	27,279.30	27,118.08
POWERSHARES PREFERRED	FMV	3,228.87	3,469.20
SECTOR SPDR	FMV	100,030.48	116,626.68
FIRST TRUST ISE CLOUD	FMV	95,384.79	99,432.75
SPDR BARCLAYS HIGH	FMV	28,659.32	27,297.27
VANGUARD CONS STAPLES	FMV	70,196.12	78,525.48
CONSUMER DISCRETIONARY	FMV	233,113.17	259,018.50
VANGUARD MATERIALS	FMV	53,766.15	57,131.48
VANGUARD INFORMATION	FMV	275,344.84	327,753.76
VAUGUARD TELECOMM	FMV	58,768.04	58,287.36
VANGUARD ENERGY	FMV	246,492.06	215,649.84
VANGUARD INDUSTRIAL	FMV	263,153.87	290,764.04

VANGUARD INTERMEDIATE	FMV	54,496.54	55,042.00
VANGUARD SHORT BOND	FMV	20,690.15	20,547.15
WISDOMTREE TRUST	FMV	117,400.73	116,872.02
TOTAL TO FORM 990-PF, PART II, LINE 13		3,872,451.82	4,002,830.00