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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2014

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.

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: **CLARK, S.A. & F.P. MEM. FD. IRR TUA**

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**

Room/suite:

City or town: **Winston Salem** State: **NC** ZIP code: **27101-3818**

Foreign country name: Foreign province/state/country: Foreign postal code:

A Employer identification number
35-6040188

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here

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

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

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

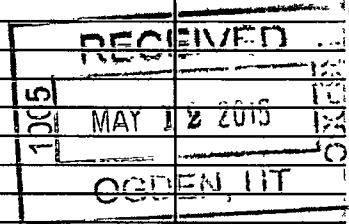
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,705,862**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	85,387	80,233		
	4a Gross rents				
	4b Net rental income or (loss)				
	5a Net gain or (loss) from sale of assets not on line 10	91,020			
	5b Gross sales price for all assets on line 6a 1,590,342				
	6 Capital gain net income (from Part IV, line 2)		91,020		
	7 Net short-term capital gain				
	8 Income modifications				
	9a Gross sales less returns and allowances				
	9b Less: Cost of goods sold				
9c Gross profit or (loss) (attach schedule)					
10 Other income (attach schedule)					
11 Total. Add lines 1 through 11	176,407	171,253	0		
Operating and Administrative Expenses	12 Compensation of officers, directors, trustees, etc.	48,831	36,623		12,208
	13 Other employee salaries and wages				
	14 Pension plans, employee benefits				
	15a Legal fees (attach schedule)				
	15b Accounting fees (attach schedule)	1,105			1,105
	15c Other professional fees (attach schedule)	3,793			3,793
	16 Interest				
	17 Taxes (attach schedule) (see instructions)	4,245	1,303		
	18 Depreciation (attach schedule) and depletion				
	19 Occupancy				
	20 Travel, conferences, and meetings				
	21 Printing and publications				
	22 Other expenses (attach schedule)	15	15		
	23 Total operating and administrative expenses. Add lines 13 through 23	57,989	37,941	0	17,106
	24 Contributions, gifts, grants paid	130,093			130,093
	25 Total expenses and disbursements. Add lines 24 and 25	188,082	37,941	0	147,199
26 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-11,675				
b Net investment income (if negative, enter -0-)		133,312			
c Adjusted net income (if negative, enter -0-)			0		



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Form 990-PF (2014)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	9,995	9,493	9,493
	2	Savings and temporary cash investments	81,891	160,588	160,588
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,236,126	3,140,610	3,535,773
	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)	3,328,012	3,310,691	3,705,854	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,328,012	3,310,691	
	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)	3,328,012	3,310,691		
31	Total liabilities and net assets/fund balances (see instructions)	3,328,012	3,310,691		

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	3,328,012
2	Enter amount from Part I, line 27a	2	-11,675
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,925
4	Add lines 1, 2, and 3	4	3,322,262
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	11,571
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,310,691

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			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))	
(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		
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	91,020
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	144,883	3,604,176	0.040199
2012	146,255	3,429,431	0.042647
2011	167,119	3,479,923	0.048024
2010	166,835	3,374,692	0.049437
2009	200,110	3,133,476	0.063862
2	Total of line 1, column (d)		2 0.244169
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 0.048834
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4 3,735,046
5	Multiply line 4 by line 3		5 182,397
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 1,333
7	Add lines 5 and 6		7 183,730
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.		8 147,199

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,666
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,666
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,666
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,122
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	2,122
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	544
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933			
Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC		ZIP+4 ▶ 27101-3818		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶	15	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?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20 ____ , 20 ____ , 20 ____ , 20 ____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 ____ , 20 ____ , 20 ____ , 20 ____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

<p>5a During the year did the foundation pay or incur any amount to:</p> <p>(1) Carry on propaqanda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p>				
<p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p>		5b	N/A	
<p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d). N/A</p>				
<p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p>		6b		X
<p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p>		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	48,831		

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	3,651,132
b	Average of monthly cash balances	1b	140,793
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,791,925
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	3,791,925
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	56,879
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,735,046
6	Minimum investment return. Enter 5% of line 5	6	186,752

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	186,752
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,666
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,666
3	Distributable amount before adjustments Subtract line 2c from line 1	3	184,086
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	184,086
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	184,086

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	147,199
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	147,199
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	147,199

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				184,086
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			26,233	
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: ► \$ 147,199				
a Applied to 2013, but not more than line 2a			26,233	
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				120,966
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' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				63,120
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 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
<p>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total ▶ 3a</p>				<p>130,093</p>
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total ▶ 3b</p>				<p>0</p>

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

Recipient(s) paid during the year

Name

CENTER FOR THE HOMELESS, INC.

Street

813 S MICHIGAN ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

ARTISTIC AND CULTURAL PROGRAMS THROUGHOUT SUMMER

Amount

4,200

Name

CHILDRENS DISPENSARY & HOSPITAL ASSOCIATION INC.

Street

2015 W WESTERN AVE STE 233

City

SOUTH BEND

State

IN

Zip Code

26619

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

MY COMMUNITY AT A PLACE TO BE ME PROGRAM

Amount

4,887

Name

MANOWE MINISTRIES INC DBA FIVE STAR LIFE

Street

2204 CALIFORNIA ROAD

City

ELKHART

State

IN

Zip Code

46514

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

FIVE STAR LIFE COACH DEVELOPMENT PROCESS

Amount

8,550

Name

REAL SERVICES INC

Street

1151 SOUTH MICHIGAN ST.

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SUPPORT OF THE MEALS ON WHEELS PROGRAM

Amount

20,000

Name

REAL SERVICES INC

Street

1151 SOUTH MICHIGAN ST.

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PURCHASE OF COLOR COPIER WITH FINISHER

Amount

6,810

Name

ST JOSEPH COUNTY BRIDGES OUT OF POVERTY INC.

Street

117 N LAFAYETTE BLVD

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SUPPORT OF EMPLOYER RESOURCE NETWORK PROGRAM

Amount

9,800

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

Recipient(s) paid during the year

Name

ST. VINCENT DEPAUL SOCIETY OF ST. JOSEPH COUNTY INC

Street

520 CRESCENT AVE

City

SOUTH BEND

State

IN

Zip Code

46617-1920

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

REFRESH TECHNOLOGY INFRASTRUCTURE

Amount

2,500

Name

UNIVERSTIY OF NOTRE DAME DU LAC

Street

940 GRACE GALL

City

NOTRE DAME

State

IN

Zip Code

46556

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNIVERSITY OF NOTRE DAME WRITING PROGRAM

Amount

8,586

Name

YOUNG MEN'S CHRISTIAN ASSOCIATION OF MICHIANA, INC.

Street

1201 NORTHSIDE BLVD

City

SOUTH BEND

State

IN

Zip Code

46615-3921

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

BUILDING RENOVATION PROJECT

Amount

2,500

Name

THE BEACON RESOURCE CENTER INC.

Street

4210 LINCOLN WAY W

City

SOUTH BEND

State

IN

Zip Code

46628-1253

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PHASE 2 RECLAIM & DEVELOPMENT PROJECT

Amount

11,500

Name

FAMILY INFORMATION SERVICE OF ST. JOSEPH COUNTY INC.

Street

15355 CARRIAGE LANE

City

MISHAWAKA

State

IN

Zip Code

46545

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING SUPPORT

Amount

14,210

Name

HANNAH'S HOUSE INC.

Street

518 W 4TH ST

City

MISHAWAKA

State

IN

Zip Code

46544

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

REPAIRS AND RENOVATIONS

Amount

8,990

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

Recipient(s) paid during the year

Name

P H M NON PROFIT ORGANIZATIONS INC.

Street

121 W FRANKLIN ST SUITE 400

City

ELKHART

State

IN

Zip Code

46516

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

REGISTRATION COSTS

Amount

1,000

Name

REAL SERVICES INC.

Street

1151 SOUTH MICHIGAN ST.

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

LATE STAGE CONFERENCE

Amount

9,160

Name

UNITED WAY OF ST. JOSEPH COUNTY

Street

3517 E JEFFERSON BLVD

City

SOUTH BEND

State

IN

Zip Code

46615

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PRESCRIPTION TO PLAY PROGRAM

Amount

4,900

Name

UPPER ROOM RECOVERY COMMUNITY

Street

333 N MAIN ST

City

SOUTH BEND

State

IN

Zip Code

46601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RENTAL KICKSTART PROGRAM

Amount

12,500

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

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

Check "X" to include in Part IV	Description	CUSIP #	Amount		Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gains/Losses			Net Gain or Loss
			Long Term CG Distributions	Short Term CG Distributions							Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
			42,748								1,590,342	1,499,322	91,020	
139	DRIEHAUS ACTIVE INCOME F	262028855			7/22/2013		7/8/2014	50,408	50,408				0	
140	DRIEHAUS ACTIVE INCOME F	262028855			5/5/2014		7/8/2014	4,389	4,401				-12	
141	DRIEHAUS ACTIVE INCOME F	262028855			10/17/2013		7/8/2014	17,580	17,548				32	
142	DRIEHAUS ACTIVE INCOME F	262028855			10/17/2013		10/16/2014	2,897	3,066				-69	
143	EATON VANCE GLOBAL MACH	277923728			7/22/2013		10/16/2014	34,723	35,742				-1,019	
144	EATON VANCE GLOBAL MACH	277923728			10/17/2013		10/16/2014	1,672	1,694				-22	
145	EATON VANCE GLOBAL MACH	277923728			1/31/2014		10/16/2014	17,968	18,063				-95	
146	EATON VANCE GLOBAL MACH	277923728			5/5/2014		10/16/2014	1,683	1,692				-9	
147	EATON VANCE GLOBAL MACH	277923728			7/10/2014		10/16/2014	2,110	2,125				-15	
148	FID ADV EMER MKTS INC-CL	315920702			10/17/2013		5/1/2014	943	930				13	
149	FID ADV EMER MKTS INC-CL	315920702			10/17/2013		7/8/2014	231	219				12	
150	FID ADV EMER MKTS INC-CL	315920702			10/17/2013		10/16/2014	1,729	1,710				19	
151	JP MORGAN MID CAP VALUE	339128100			10/17/2013		1/28/2014	444	453				-9	
152	GILEAD SCIENCES INC	375596103			12/8/2011		9/10/2014	7,343	1,325				6,018	
153	GOOGLE INC	38259P508			8/30/2012		1/28/2014	2,239	1,368				871	
154	INTERNATIONAL BUSINESS M	459200101			6/18/2013		1/28/2014	2,121	2,463				-342	
155	INTERNATIONAL BUSINESS M	459200101			11/11/2008		1/28/2014	1,671	1,106				565	
156	MONSTER BEVERAGE CORP	611740101			4/2/2012		8/14/2014	1,729	1,670				59	
157	MONSTER BEVERAGE CORP	611740101			7/22/2013		8/14/2014	21,553	21,105				448	
158	MONSTER BEVERAGE CORP	611740101			1/31/2014		8/14/2014	854	830				24	
159	MONSTER BEVERAGE CORP	611740101			2/19/2013		8/14/2014	16,094	15,494				600	
160	MONSTER BEVERAGE CORP	611740101			2/19/2013		10/16/2014	173	173				0	
161	MONSTER BEVERAGE CORP	611740101			1/22/2013		9/10/2014	2,926	1,542				1,384	
162	MONSTER BEVERAGE CORP	611740101			11/15/2012		9/10/2014	366	178				188	
163	NATIONAL OILWELL INC COM	637071101			7/5/2013		1/28/2014	1,681	1,643				38	
164	NATIONAL OILWELL INC COM	637071101			10/17/2013		1/28/2014	2,957	3,074				-117	
165	ASS GLOBAL ALTERNATIVES	638721885			7/22/2013		1/28/2014	13,081	13,575				-494	
166	ASS GLOBAL ALTERNATIVES	638721885			7/22/2013		7/8/2014	19,789	20,316				-527	
167	ASS GLOBAL ALTERNATIVES	638721885			7/22/2013		10/16/2014	167	173				-6	
168	ASS GLOBAL ALTERNATIVES	638721885			7/22/2013		10/16/2014	876	947				-71	
169	ASS GLOBAL ALTERNATIVES	638721885			12/8/2010		2/7/2014	1,663	1,235				428	
170	NESTLE S A REGISTERED SH	641069406			7/11/2014		10/16/2014	344	384				-40	
171	NESTLE S A REGISTERED SH	641069406			7/11/2014		10/16/2014	344	384				-40	

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

		1,105	0	0	1,105
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,105			1,105

Part I, Line 16c (990-PF) - Other Professional Fees

		3,793	0	0	3,793
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	3,793			3,793

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

		4,245	1,303	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	1,303	1,303		
2	PY Excise Tax Due	820			
3	Estimated Excise Payments	2,122			

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

		15	15	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR Fees	15	15		

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
1			3,236,126	3,140,610	3,535,773
2	AFFILIATED MANAGERS GROUP INC		0	6,109	14,432
3	APACHE CORPORATION COM		0	14,797	10,466
4	APPLE COMPUTER INC COM		0	15,113	35,542
5	ARTISAN INTERNATIONAL FUND 661		0	148,737	191,635
6	BAXTER INTL INC COM		0	12,098	12,752
7	BOEING COMPANY		0	11,595	18,587
8	CVS/CAREMARK CORPORATION		0	7,220	19,358
9	CISCO SYSTEMS INC		0	11,196	17,412
10	CUMMINS INC.		0	17,001	18,165
11	DIAGEO PLC - ADR		0	5,766	9,013
12	WALT DISNEY CO		0	8,758	20,439
13	DODGE & COX INCOME FD COM 147		0	192,271	199,660
14	E M C CORP MASS		0	9,601	12,431
15	GILEAD SCIENCES INC		0	2,279	11,028
16	INTERNATIONAL BUSINESS MACHS CORP		0	8,825	6,899
17	JOHNSON CONTROLS INC		0	8,870	12,810
18	MICROSOFT CORP		0	10,120	15,514
19	NATIONAL OILWELL INC COM		0	15,102	14,482
20	NESTLE S.A. REGISTERED SHARES - ADR		0	8,312	10,505
21	ORACLE CORPORATION		0	7,990	12,322
22	PIMCO FOREIGN BD FD USD H-INST 103		0	78,359	79,615
23	T ROWE PRICE SHORT TERM BD FD 55		0	157,156	155,562
24	SCHLUMBERGER LTD		0	9,423	17,765
25	TJX COS INC NEW		0	8,786	14,196
26	THERMO FISHER SCIENTIFIC INC		0	5,067	12,028
27	TOTAL FINA ELF S.A. ADR		0	10,630	11,469
28	UNION PACIFIC CORP		0	8,897	22,396
29	MCKESSON CORP		0	8,434	17,229
30	PRINCIPAL GL MULT STRAT-INST #4684		0	37,237	37,035
31	GOOGLE INC-CL C		0	5,553	8,949
32	GOLDMAN SACHS GROUP INC		0	8,445	10,854
33	HSBC - ADR		0	14,459	12,799
34	UNITED PARCEL SERVICE-CL B		0	6,533	11,117
35	TARGET CORP		0	6,816	14,575
36	UNITEDHEALTH GROUP INC		0	5,919	23,251
37	MERGER FUND-INST #301		0	54,036	53,988
38	BLACKROCK INC		0	9,028	10,369
39	ARTISAN MID CAP FUND-INSTL 1333		0	115,205	141,228
40	FID ADV EMER MKTS INC-CL I 607		0	54,120	52,165
41	JPMORGAN CHASE & CO		0	11,142	19,024
42	US BANCORP DEL NEW		0	9,170	14,249
43	ANHEUSER-BUSCH INBEV SPN ADR		0	6,354	13,478
44	DREYFUS INTERNATL BOND FD CL I 6094		0	83,236	79,768
45	DODGE & COX INTL STOCK FD 1048		0	151,963	180,945
46	DREYFUS EMG MKT DEBT LOC C-I 6083		0	94,685	82,484

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	3,236,126	3,140,610	3,535,773
			End of Year	FMV	End of Year	End of Year
47	DRIEHAUS ACTIVE INCOME FUND		0	73,671	72,907	
48	JP MORGAN MID CAP VALUE-I 758		0	108,606	145,380	
49	BERSHIRE HATHAWAY INC		0	12,140	23,423	
50	COMCAST CORP CLASS A		0	6,662	18,563	
51	ASG GLOBAL ALTERNATIVES-Y 1993		0	78,046	76,241	
52	GOOGLE INC		0	4,063	7,429	
53	VANGUARD REIT VIPER		0	83,320	139,320	
54	AQR MANAGED FUTURES STR-I		0	55,098	56,371	
55	LAS VEGAS SANDS CORP		0	12,586	11,632	
56	STRATTON SM-CAP VALUE FD 37		0	77,790	74,780	
57	CELANESE CORP		0	11,143	14,450	
58	VANGUARD EMERGING MARKETS ETF		0	59,149	58,269	
59	CITIGROUP INC		0	14,902	16,233	
60	JPMORGAN HIGH YIELD FUND SS 3580		0	133,567	129,800	
61	T ROWE PRICE INST FLOAT RATE 170		0	56,069	54,658	
62	MONSTER BEVERAGE CORP		0	4,496	10,943	
63	OPPENHEIMER DEVELOPING MKT-I 799		0	162,075	168,456	
64	EATON CORP PLC		0	7,916	10,262	
65	VANGUARD TOTAL BOND MARKET ETF		0	200,443	201,065	
66	CME GROUP INC		0	9,905	15,691	
67	SPDR DJ WILSHIRE INTERNATIONAL REA		0	116,104	132,525	
68	NEUBERGER BERMAN LONG SH-INS #183		0	133,714	133,611	
69	KALMAR GR W/ VAL SM CAP-INS #4		0	66,899	73,914	
70	CREDIT SUISSE COMM RT ST-CO 2156		0	169,833	129,860	

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

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

1	Cost Basis Adjustment	1	1,136
2	Mutual Fund & CTF Income Additions	2	4,789
3	Total	3	5,925

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

1	Mutual Fund & CTF Income Subtraction	1	9,625
2	PY Return of Capital Adjustment	2	1,946
3	Total	3	11,571

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

C	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	1,547,594	Adjustments	0	Cost or Other Basis Plus Expense of Sale	1,499,322	Gain or Loss	48,272	F.M.V. as of 12/31/69	Adjuster Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis of Losses	48,272
1	JOHNSON CONTROLS INC	478306107		3/12/2012	2/7/2014	1,680	1,680			1,144	536	0	0	0	0	0	0	0	536
2	JPMORGAN HIGH YIELD FUND SS #358	4812C0683		7/10/2014	10/16/2014	1,766	1,766			1,034	732	0	0	0	0	0	0	0	732
3	KALMAR GR W VAL SW CAP-INS #4	493439305		5/5/2013	12/8/2014	1,797	1,797			1,455	342	0	0	0	0	0	0	0	342
4	KELLEY SMALL CAP VAL FD CL I #2251	487300868		2/14/2011	7/8/2014	1,056	1,056			2,076	1,020	0	0	0	0	0	0	0	1,020
5	KELLEY SMALL CAP VAL FD CL I #2251	487300868		10/12/2011	7/8/2014	35,610	35,610			24,302	11,308	0	0	0	0	0	0	0	11,308
6	KELLEY SMALL CAP VAL FD CL I #2251	487300868		10/12/2011	7/8/2014	37,517	37,517			21,900	15,617	0	0	0	0	0	0	0	15,617
7	KELLEY SMALL CAP VAL FD CL I #2251	487300868		5/9/2014	7/8/2014	8,823	8,823			1,735	7,088	0	0	0	0	0	0	0	7,088
8	LAUDUS MONTRIAN INTL FINST #2940	518553655		1/24/2011	9/12/2014	68,005	68,005			69,722	-1,717	0	0	0	0	0	0	0	-1,717
9	LAUDUS MONTRIAN INTL FINST #2940	518553655		7/22/2013	9/12/2014	8,651	8,651			6,922	1,729	0	0	0	0	0	0	0	1,729
10	LAUDUS MONTRIAN INTL FINST #2940	518553655		10/17/2013	9/12/2014	4,777	4,777			9,109	-4,332	0	0	0	0	0	0	0	-4,332
11	LAUDUS MONTRIAN INTL FINST #2940	518553655		10/12/2014	9/12/2014	9,390	9,390			4,775	4,615	0	0	0	0	0	0	0	4,615
12	MERGER FD SH BEN INT #280	589509108		10/17/2013	7/8/2014	1,750	1,750			948	802	0	0	0	0	0	0	0	802
13	MERGER FD SH BEN INT #280	589509108		10/17/2013	7/8/2014	1,209	1,209			1,193	16	0	0	0	0	0	0	0	16
14	MERGER FD SH BEN INT #280	589509108		5/9/2014	7/8/2014	1,711	1,711			28	1,683	0	0	0	0	0	0	0	1,683
15	MERGER FD SH BEN INT #280	589509108		7/22/2013	7/8/2014	14,939	14,939			14,558	381	0	0	0	0	0	0	0	381
16	NEUBERGER BERMAN LONG SH-INS #	641284608		7/10/2014	10/15/2014	3,180	3,180			3,297	-117	0	0	0	0	0	0	0	-117
17	NOW INC/SH	67011P100		7/9/2013	8/11/2014	418	418			354	64	0	0	0	0	0	0	0	64
18	NOW INC/SH	67011P100		7/9/2013	8/11/2014	673	673			562	111	0	0	0	0	0	0	0	111
19	NOW INC/SH	67011P100		7/9/2013	8/11/2014	25	25			21	4	0	0	0	0	0	0	0	4
20	NUEVEN HIGH YIELD MUNI BD R #1668	670650772		7/10/2014	10/16/2014	1,639	1,639			1,588	51	0	0	0	0	0	0	0	51
21	NUEVEN HIGH YIELD MUNI BD R #1668	670650772		5/9/2014	10/16/2014	4,198	4,198			4,020	178	0	0	0	0	0	0	0	178
22	NUEVEN HIGH YIELD MUNI BD R #1668	670650772		5/9/2014	10/16/2014	62,704	62,704			60,046	2,658	0	0	0	0	0	0	0	2,658
23	ORACLE CORPORATION	683894105		2/19/2013	10/16/2014	828	828			642	186	0	0	0	0	0	0	0	186
24	OPENHEIMER DEVELOPING MKTY #7	683974505		2/19/2013	7/8/2014	3,627	3,627			3,301	326	0	0	0	0	0	0	0	326
25	OPENHEIMER DEVELOPING MKTY #7	683974505		2/19/2013	7/8/2014	914	914			517	397	0	0	0	0	0	0	0	397
26	PIMCO TOTAL RET FDNST #35	683350700		7/10/2012	12/8/2014	10,073	10,073			8,728	1,347	0	0	0	0	0	0	0	1,347
27	PIMCO TOTAL RET FDNST #35	683350700		10/17/2013	12/8/2014	12,150	12,150			12,823	-673	0	0	0	0	0	0	0	-673
28	PIMCO TOTAL RET FDNST #35	683350700		10/17/2013	12/8/2014	604	604			609	-5	0	0	0	0	0	0	0	-5
29	PIMCO TOTAL RET FDNST #35	683350700		10/17/2013	12/8/2014	19,117	19,117			19,012	105	0	0	0	0	0	0	0	105
30	PIMCO TOTAL RET FDNST #35	683350700		10/17/2013	12/8/2014	9,907	9,907			9,980	-73	0	0	0	0	0	0	0	-73
31	PIMCO TOTAL RET FDNST #35	683350700		5/9/2014	9/11/2014	11,021	11,021			11,021	0	0	0	0	0	0	0	0	0
32	PIMCO TOTAL RET FDNST #35	683350700		2/14/2011	10/16/2014	219,538	219,538			216,721	2,817	0	0	0	0	0	0	0	2,817
33	PIMCO TOTAL RET FDNST #35	683350700		5/9/2014	10/16/2014	13,958	13,958			13,882	76	0	0	0	0	0	0	0	76
34	PIMCO FOREIGN BD FD USD HINST #1	693390882		5/9/2014	10/16/2014	781	781			781	0	0	0	0	0	0	0	0	0
35	PIMCO FOREIGN BD FD USD HINST #1	693390882		7/10/2014	10/16/2014	603	603			2,105	-1,502	0	0	0	0	0	0	0	-1,502
36	PIMCO FOREIGN BD FD USD HINST #1	693390882		7/22/2013	10/16/2014	4,532	4,532			4,340	192	0	0	0	0	0	0	0	192
37	PIMCO FOREIGN BD FD USD HINST #1	693390882		8/14/2014	10/16/2014	553	553			563	-10	0	0	0	0	0	0	0	-10
38	PRINCIPAL GL MULT STRAT-INST #468	742551696		7/22/2013	12/8/2014	27,737	27,737			26,841	896	0	0	0	0	0	0	0	896
39	RODGEWORTH SEIX HY BDI-#5655	786281645		2/14/2011	12/8/2014	4,818	4,818			4,961	-143	0	0	0	0	0	0	0	-143
40	RODGEWORTH SEIX HY BDI-#5655	786281645		10/17/2013	12/8/2014	58,660	58,660			58,426	234	0	0	0	0	0	0	0	234
41	RODGEWORTH SEIX HY BDI-#5655	786281645		2/14/2011	12/8/2014	75,237	75,237			75,982	-745	0	0	0	0	0	0	0	-745
42	RODGEWORTH SEIX HY BDI-#5655	786281645		10/12/2011	9/12/2014	4,635	4,635			4,300	335	0	0	0	0	0	0	0	335
43	RODGEWORTH SEIX HY BDI-#5655	786281645		4/22/2012	9/12/2014	32,180	32,180			32,428	-248	0	0	0	0	0	0	0	-248
44	RODGEWORTH SEIX HY BDI-#5655	786281645		2/19/2013	7/8/2014	16,770	16,770			16,945	-175	0	0	0	0	0	0	0	-175
45	T ROWE PRICE SHORT TERM BD FD #5	77957P105		7/9/2015	10/16/2014	7,927	7,927			6,010	1,917	0	0	0	0	0	0	0	1,917
46	T ROWE PRICE SHORT TERM BD FD #5	77957P105		4/22/2012	10/29/2014	3,612	3,612			3,657	-45	0	0	0	0	0	0	0	-45
47	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/19/2013	10/29/2014	729	729			738	-9	0	0	0	0	0	0	0	-9
48	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2011	10/29/2014	15,062	15,062			15,219	-157	0	0	0	0	0	0	0	-157
49	T ROWE PRICE SHORT TERM BD FD #5	77957P105		1/31/2014	10/16/2014	2,580	2,580			2,647	-67	0	0	0	0	0	0	0	-67
50	T ROWE PRICE SHORT TERM BD FD #5	77957P105		6/22/2011	9/12/2014	4,480	4,480			4,286	194	0	0	0	0	0	0	0	194
51	T ROWE PRICE INST FLOAT RATE #170	78463X863		6/22/2011	9/12/2014	1,711	1,711			1,592	119	0	0	0	0	0	0	0	119
52	SPOR DJ WILSHIRE INTERNATIONAL R	78463X863		10/17/2001	7/8/2014	1,666	1,666			1,445	221	0	0	0	0	0	0	0	221
53	SPOR DJ WILSHIRE INTERNATIONAL R	78463X863		3/21/2012	12/8/2014	1,689	1,689			1,132	557	0	0	0	0	0	0	0	557
54	SCHLUMBERGER LTD	872540109		8/30/2013	12/8/2014	1,680	1,680			1,837	-157	0	0	0	0	0	0	0	-157
55	TARGET CORP	87612E106		12/8/2010	12/8/2014	820	820			697	123	0	0	0	0	0	0	0	123
56	TARGET CORP	87612E106		12/8/2010	12/8/2014	1,207	1,207			646	561	0	0	0	0	0	0	0	561
57	TARGET CORP	87612E106		9/27/2000	10/16/2014	625	625			602	23	0	0	0	0	0	0	0	23
58	TARGET CORP	87612E106		9/27/2000	10/16/2014	4,992	4,992			1,655	3,337	0	0	0	0	0	0	0	3,337
59	TARGET CORP	87612E106		12/17/2010	10/16/2014	1,056	1,056			719	337	0	0	0	0	0	0	0	337
60	TARGET CORP	87612E106		12/17/2010	10/16/2014	1,686	1,686			1,119	567	0	0	0	0	0	0	0	567
61	TARGET CORP	87612E106		7/5/2012	10/16/2014	3,642	3,642			2,411	1,231	0	0	0	0	0	0	0	1,231
62	TARGET CORP	87612E106		12/17/2010	2/7/2014	1,820	1,820			1,174	646	0	0	0	0	0	0	0	646
63	TARGET CORP	87612E106		4/30/2013	8/6/2014	781	781			602	1								

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

Long Term CG Distributions Short Term CG Distributions	Amount	CUIP #	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost of Other Basis Plus Expense of Sale	Gain of Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain/Loss Minus Excess of FMV Over Adjusted Basis of Losses
85	0	001055102	9/16/2010	12/29/2014	1,683			1,397	286	0	0	0	286
86	0	04314H600	2/19/2013	5/12/2014	15,813			13,773	2,040	0	0	0	2,040
87	0	071813109	8/19/2010	10/16/2014	481			500	1,147	0	0	0	1,147
88	0	001055102	9/16/2010	6/11/2014	6,684			5,337	1,147	0	0	0	1,147
89	0	084670702	12/9/2010	12/9/2014	1,679			1,197	482	0	0	0	482
90	0	08KSHRSH HATHAWAY INC	7/11/2014	10/16/2014	676			33	643	0	0	0	643
91	0	BHP BILLITON LIMITED - ADR	12/9/2010	10/16/2014	764			1,135	371	0	0	0	371
92	0	AFLAC INC	9/6/2011	10/16/2014	3,436			2,995	737	0	0	0	737
93	0	APPLE INC	9/26/2011	10/16/2014	730			371	359	0	0	0	359
94	0	ARTISAN INTERNATIONAL FUND #661	12/9/2010	12/9/2014	2,029			1,634	395	0	0	0	395
95	0	BHP BILLITON LIMITED - ADR	12/9/2010	11/24/2014	6,214			4,723	1,491	0	0	0	1,491
96	0	AME GROUP INC	8/30/2012	12/9/2014	1,096			7,599	-2,723	0	0	0	-2,723
97	0	AME GROUP INC	8/16/2012	12/9/2014	585			429	156	0	0	0	156
98	0	AME GROUP INC	12/9/2010	10/16/2014	477			833	95	0	0	0	95
99	0	CVS/CAREMARK CORPORATION	12/9/2010	12/9/2014	1,701			633	872	0	0	0	872
100	0	CAPITAL ONE FINANCIAL CORP	12/9/2010	3/25/2014	10,471			5,486	4,975	0	0	0	4,975
101	0	CAPITAL ONE FINANCIAL CORP	12/9/2010	10/16/2014	161			150	11	0	0	0	11
102	0	DELANSE CORP	9/29/2013	10/16/2014	696			201	495	0	0	0	495
103	0	DELANSE CORP	2/15/2013	10/16/2014	701			886	185	0	0	0	185
104	0	CELANESE CORP	2/15/2013	12/9/2014	1,051			869	182	0	0	0	182
105	0	CHEVRON CORP	2/10/2011	12/9/2014	8,927			7,584	1,343	0	0	0	1,343
106	0	CHEVRON CORP	7/11/2014	11/24/2014	1,175			1,234	-59	0	0	0	-59
107	0	CHEVRON CORP	2/10/2011	11/24/2014	1,628			1,573	55	0	0	0	55
108	0	CHEVRON CORP	2/15/2013	10/16/2014	899			368	531	0	0	0	531
109	0	CISCO SYSTEMS INC	3/25/2014	10/16/2014	2,043			496	1,455	0	0	0	1,455
110	0	CI GROUP INC	1/9/2013	6/25/2014	2,724			4,179	-1,455	0	0	0	-1,455
111	0	COACH INC	12/9/2010	6/25/2014	1,873			2,853	-980	0	0	0	-980
112	0	COACH INC	2/15/2013	6/25/2014	1,706			1,730	-24	0	0	0	-24
113	0	COMCAST CORP CLASS A	12/9/2010	12/9/2014	10,581			866	9,715	0	0	0	9,715
114	0	CREDIT SUISSE COMM RET ST1 #2156	2/14/2011	7/8/2014	47,438			12,960	34,478	0	0	0	34,478
115	0	CREDIT SUISSE COMM RET ST1 #2156	2/14/2011	7/8/2014	493			59,123	-11,687	0	0	0	-11,687
116	0	CUMMINS INC	2/14/2011	10/16/2014	655			760	-105	0	0	0	-105
117	0	DIAGEO PLC - ADR	2/9/2010	10/16/2014	773			511	262	0	0	0	262
118	0	DISNEY CO	2/9/2010	12/9/2014	1,749			1,039	710	0	0	0	710
119	0	DISNEY CO	2/10/2011	9/10/2014	2,509			1,272	1,237	0	0	0	1,237
120	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	7/8/2014	4,493			3,955	538	0	0	0	538
121	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	5/1/2014	6,106			4,980	1,126	0	0	0	1,126
122	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	7/8/2014	6,426			4,430	2,000	0	0	0	2,000
123	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	12/9/2014	10,428			10,352	76	0	0	0	76
124	0	DODGE & COX INT'L STOCK FD #1048	5/9/2014	7/8/2014	17,643			17,604	39	0	0	0	39
125	0	DODGE & COX INT'L STOCK FD #1048	5/9/2014	7/8/2014	6,163			6,141	22	0	0	0	22
126	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	9/1/2014	16,006			15,949	57	0	0	0	57
127	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	9/1/2014	4,785			4,646	139	0	0	0	139
128	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	10/16/2014	5,222			4,975	247	0	0	0	247
129	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	10/16/2014	2,168			2,179	-11	0	0	0	-11
130	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	5/1/2014	1,942			1,984	-42	0	0	0	-42
131	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	7/8/2014	40,315			39,545	770	0	0	0	770
132	0	DODGE & COX INT'L STOCK FD #1048	2/14/2011	10/16/2014	451			475	-24	0	0	0	-24
133	0	DODGE & COX INT'L STOCK FD #1048	7/10/2014	10/16/2014	2,549			2,588	-39	0	0	0	-39
134	0	DODGE & COX INT'L STOCK FD #1048	5/9/2014	10/16/2014	1,546			1,557	-11	0	0	0	-11
135	0	DODGE & COX INT'L STOCK FD #1048	2/19/2013	12/9/2014	16,724			16,677	47	0	0	0	47
136	0	DODGE & COX INT'L STOCK FD #1048	7/22/2013	12/9/2014	22,839			22,754	85	0	0	0	85
137	0	DODGE & COX INT'L STOCK FD #1048	7/22/2013	7/8/2014	50,408			50,408	0	0	0	0	0
138	0	DODGE & COX INT'L STOCK FD #1048	5/9/2014	7/8/2014	4,389			4,401	-12	0	0	0	-12
139	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	7/8/2014	17,580			17,548	32	0	0	0	32
140	0	DODGE & COX INT'L STOCK FD #1048	2/6/2013	10/16/2014	2,997			3,066	-69	0	0	0	-69
141	0	DODGE & COX INT'L STOCK FD #1048	2/6/2013	10/16/2014	34,723			35,742	-1,019	0	0	0	-1,019
142	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	10/16/2014	1,672			1,694	-22	0	0	0	-22
143	0	DODGE & COX INT'L STOCK FD #1048	7/22/2013	10/16/2014	1,683			1,683	0	0	0	0	0
144	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	10/16/2014	1,683			1,683	0	0	0	0	0
145	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	10/16/2014	2,110			2,125	-15	0	0	0	-15
146	0	DODGE & COX INT'L STOCK FD #1048	7/10/2014	5/1/2014	943			930	13	0	0	0	13
147	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	7/8/2014	231			219	12	0	0	0	12
148	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	10/16/2014	1,729			1,710	19	0	0	0	19
149	0	DODGE & COX INT'L STOCK FD #1048	10/17/2013	12/9/2014	444			453	-9	0	0	0	-9
150	0	DODGE & COX INT'L STOCK FD #1048	3/31/28/100	9/10/2014	7,343			7,325	18	0	0	0	18
151	0	DODGE & COX INT'L STOCK FD #1048	8/30/2012	12/9/2014	2,239			1,388	871	0	0	0	871
152	0	DODGE & COX INT'L STOCK FD #1048	2/19/2013	10/16/2014	536			536	0	0	0	0	0
153	0	DODGE & COX INT'L STOCK FD #1048	11/1/2008	8/14/2014	2,121			1,106	1,015	0	0	0	1,015
154	0	DODGE & COX INT'L STOCK FD #1048	7/22/2013	12/9/2014	1,729			1,670	59	0	0	0	59
155	0	DODGE & COX INT'L STOCK FD #1048	4/2/2012	8/14/2014	21,553			21,105	448	0	0	0	448
156	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	8/14/2014	854			830	24	0	0	0	24
157	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	8/14/2014	173			173	0	0	0	0	0
158	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	10/16/2014	2,926			2,926	0	0	0	0	0
159	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	8/14/2014	1,681			1,681	0	0	0	0	0
160	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	10/16/2014	3,074			3,074	0	0	0	0	0
161	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	10/16/2014	13,081			13,081	0	0	0	0	0
162	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	7/22/2013	19,789			19,789	0	0	0	0	0
163	0	DODGE & COX INT'L STOCK FD #1048	5/9/2010/108	7/22/2013	167			167	0	0	0	0	0

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

Description of Property Sold	CUSIP #	Date Acquired	Date Sold	Acquisition Method	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
Long Term CG Distributions								1,499,322	48,272				48,272
Short Term CG Distributions								0					0
					1,547,594			0					
169 ASG GLOBAL ALTERNATIVES-Y #1893	638721885	7/22/2013	10/16/2014		876			0	947				7
170 NESTLE S A REGISTERED SHARES - A	641069406	12/8/2010	27/2014		1,663			0	1,235				428
171 NESTLE S A REGISTERED SHARES - A	641069406	7/11/2014	10/16/2014		344			0	384				-40

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

1	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	48,831		
										48,831		0

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/7/2014	2	531
3 Second quarter estimated tax payment	6/11/2014	3	530
4 Third quarter estimated tax payment	9/9/2014	4	531
5 Fourth quarter estimated tax payment	12/9/2014	5	530
6 Other payments		6	
7 Total		7	2,122

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	26,233
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	26,233