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: TILLMAN CHARITABLE TRUST

A Employer identification number: 43-6461193

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:

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

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

Foreign country name — Foreign province/state/county — Foreign postal code

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)* ▶ $ 689,749

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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	9,831	9,455		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	56,023			
	b	Gross sales price for all assets on line 6a 295,010				
	7	Capital gain net income (from Part IV, line 2)		56,023		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	65,854	65,478	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	11,386	8,540		2,846
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	660			660
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,634	324		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,680	8,864	0	3,506
	25	Contributions, gifts, grants paid	29,680			29,680
	26	**Total expenses and disbursements.** Add lines 24 and 25	43,360	8,864	0	33,186
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	22,494			
	b	**Net investment income** (if negative, enter -0-)		56,614		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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SCANNED MAY 1 8 2015

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	28,535	40,992	40,992
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)	550,194	560,593	648,755
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)	578,729	601,585	689,747
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 ▶ ☐ 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	578,729	601,585	
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)	578,729	601,585	
31	**Total liabilities and net assets/fund balances** (see instructions)	578,729	601,585	

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	578,729
2	Enter amount from Part I, line 27a	2	22,494
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,258
4	Add lines 1, 2, and 3	4	602,481
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	896
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	601,585

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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				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	56,023
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	32,254	674,069	0 047850
2012	34,015	626,448	0.054298
2011	24,399	645,771	0.037783
2010	28,307	610,527	0 046365
2009	30,129	524,435	0.057450

2	**Total** of line 1, column (d)	2	0.243746
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 048749
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	712,165
5	Multiply line 4 by line 3	5	34,717
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	566
7	Add lines 5 and 6	7	35,283
8	Enter qualifying distributions from Part XII, line 4	8	33,186

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	1,132
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	1,132
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	1,132
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 727		
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	727
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	405
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?	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. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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?	4b	N/A	
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) ▶ MO			
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

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 ▶ 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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? — 5b N/A

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 No: 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? — 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	11,386		

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	697,647
b	Average of monthly cash balances	1b	25,363
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	723,010
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	723,010
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	10,845
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	712,165
6	**Minimum investment return.** Enter 5% of line 5	6	35,608

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	35,608
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,132		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,132
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	34,476
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,476
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	34,476

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	33,186
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	33,186
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	33,186

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				34,476
2	Undistributed income, if any, as of the end of 2014·				
a	Enter amount for 2013 only			29,680	
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: ▶ $ 33,186				
a	Applied to 2013, but not more than line 2a			29,680	
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				3,506
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				30,970
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ 3a				29,680
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	9,831	
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	56,023	
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		65,854	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 65,854

(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) (See instructions.)
	Not Applicable

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
		Not Applicable	

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

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

SVP Wells Fargo Bank N.A. | 4/13/2015 | SVP Wells Fargo Bank N.A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4/13/2015		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name					
CARE, INC					
Street					
151 ELLIS AVENUE NE					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	303030-2440		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,155

Name					
COVENANT HOUSE					
Street					
5 PENN PLAZA					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10001		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,155

Name					
ST. JUDE'S CHILDREN'S HOSPITAL					
Street					
501 ST. JUDE PLACE					
City		**State**	**Zip Code**	**Foreign Country**	
MEMPHIS		TN	38105		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,155

Name					
WHITE HOUSE RETREAT					
Street					
7400 CHRISTOPHER DRIVE					
City		**State**	**Zip Code**	**Foreign Country**	
ST LOUIS		MO	63129		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,156

Name					
CARDINAL RITTER SENIOR SERVICES					
Street					
7601 WATSON ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
ST LOUIS		MO	63119		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,155

Name					
CARDINAL GLENNON CHILDREN'S HOSP					
Street					
1465 SOUTH GRAND BOULEVARD					
City		**State**	**Zip Code**	**Foreign Country**	
ST LOUIS		MO	63104		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					4,155

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

Recipient(s) paid during the year

Name				
LOURDES-CENTER				
Street				
PO BOX 575				
City	**State**	**Zip Code**	**Foreign Country**	
BOSTON	MA	02215		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				4,155

Name				
SALVATION ARMY				
Street				
1130 HAMPTON AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
ST LOUIS	MO	63109-0787		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				594

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

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

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

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	15,923	Capital Gains/Losses	295,010	238,987	56,023
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ARTISAN INTERNATIONAL FU	04314H204			3/18/2010		11/17/2014	1,784	1,180				0	604
2	X	AQR MANAGED FUTURES STI	00203H859			7/12/2013		8/8/2014	7,037	7,251				0	-214
3	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		10/22/2014	5,875	4,579				0	1,296
4	X	ARTISAN INTERNATIONAL FU	04314H204			10/24/2014		11/17/2014	866	840				0	26
5	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		4/22/2014	29,748	23,691				0	6,057
6	X	DODGE & COX INT'L STOCK F	256206103			3/18/2010		4/22/2014	1,655	1,213				0	442
7	X	ARTISAN MID CAP FUND-INS	04314H600			5/10/2012		4/22/2014	1 473	1,156				0	317
8	X	ARTISAN MID CAP FUND-INS	04314H600			8/10/2012		4/22/2014	2,062	1,626				0	436
9	X	DODGE & COX INT'L STOCK F	256206103			3/18/2010		6/18/2014	984	689				0	295
10	X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/22/2014	6,347	5,308				0	1,039
11	X	DODGE & COX INT'L STOCK F	256206103			10/24/2014		11/17/2014	1,629	1,617				0	12
12	X	CREDIT SUISSE COMM RET S	22544R305			11/9/2010		1/21/2014	2,416	3,255				0	-839
13	X	CREDIT SUISSE COMM RET S	22544R305			11/9/2010		4/22/2014	2,807	3,458				0	-651
14	X	CREDIT SUISSE COMM RET S	22544R305			11/9/2010		6/18/2014	5,775	7,235				0	-1,460
15	X	CREDIT SUISSE COMM RET S	22544R305			11/9/2010		9/5/2014	1,465	1,971				0	-506
16	X	DIAMOND HILL LONG-SHORT	25264S833			7/22/2010		10/22/2014	12,477	8,354				0	4,123
17	X	JP MORGAN MID CAP VALUE-	339128100			3/18/2010		4/22/2014	27,106	15,636				0	11,470
18	X	JP MORGAN MID CAP VALUE-	339128100			8/12/2011		4/22/2014	702	429				0	273
19	X	HSBC FRONTIER MARKETS-I	40428X222			7/10/2013		4/22/2014	778	658				0	120
20	X	HARBOR CAPITAL APRCTION	411511504			4/24/2014		6/18/2014	2,883	2,770				0	113
21	X	HARBOR CAPITAL APRCTION	411511504			3/18/2010		6/18/2014	9,160	5,297				0	3,863
22	X	HARBOR CAPITAL APRCTION	411511504			10/24/2014		11/17/2014	4,169	4,034				0	135
23	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		6/18/2014	588	422				0	166
24	X	ISHARES CORE S & P 500 ETF	464287200			10/22/2014		11/17/2014	1,645	1,567				0	78
25	X	KALMAR GR W/ VAL SM CAP-I	483438305			6/20/2014		11/17/2014	1,069	1,104				1	-34
26	X	KALMAR GR W/ VAL SM CAP-I	483438305			4/24/2014		11/17/2014	1,578	1,619				41	0
27	X	KEELEY SMALL CAP VAL FD C	487300808			3/18/2010		6/18/2014	28,803	15,652				0	13,151
28	X	KEELEY SMALL CAP VAL FD C	487300808			7/12/2013		6/18/2014	102	91				0	11
29	X	MFS VALUE FUND-CLASS I #8	552983694			6/20/2014		11/17/2014	3,975	3,920				0	55
30	X	MERGER FD SH BEN INT #260	589509108			10/11/2013		6/18/2014	3 100	3,049				0	51
31	X	MERGER FD SH BEN INT #260	589509108			10/11/2013		8/8/2014	4,537	4,507				0	30
32	X	MERGER FD SH BEN INT #260	589509108			2/11/2013		8/8/2014	6,453	6,228				0	225
33	X	MSIF MID CAP GROWTH PTF-	617440508			6/20/2014		10/22/2014	1,737	1,734				0	3
34	X	MSIF MID CAP GROWTH PTF-	617440508			6/20/2014		11/17/2014	2,277	2,179				0	98
35	X	ASG GLOBAL ALTERNATIVES	63872T885			10/11/2013		1/21/2014	330	333				0	-3
36	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		1/21/2014	1,282	1,289				0	-7
37	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		9/5/2014	7,276	7,314				0	-38
38	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		11/17/2014	1,470	1,495				0	-25
39	X	OPPENHEIMER DEVELOPING	683974505			1/23/2014		4/22/2014	1,986	1,915				0	71
40	X	OPPENHEIMER DEVELOPING	683974505			1/23/2014		6/18/2014	9,378	8,563				0	815
41	X	OPPENHEIMER DEVELOPING	683974604			1/23/2014		11/17/2014	1,956	1,845				0	111
42	X	PRINCIPAL GL MULT STRAT-I	74255L696			8/8/2014		11/17/2014	748	735				0	13
43	X	ROBECO BP LNG/SHRT RES-I	74925K581			6/20/2014		9/5/2014	3,422	3,381				0	41
44	X	ROBECO BP LNG/SHRT RES-I	74925K581			6/20/2014		10/22/2014	524	535				0	-11
45	X	ROBECO BP LNG/SHRT RES-I	74925K581			1/23/2014		10/22/2014	560	549				0	11
46	X	ROBECO BP LNG/SHRT RES-I	74925K581			1/23/2014		11/17/2014	1,836	1,739				0	97
47	X	STRATTON SM-CAP VALUE FI	863137105			6/20/2014		11/17/2014	1,640	1,720				74	-6
48	X	TEMPLETON EMER MKT S/C-/	88019R690			1/23/2014		6/18/2014	835	772				0	63
49	X	TEMPLETON EMER MKT S/C-/	88019R690			7/30/2013		10/22/2014	1,305	1,154				0	151
50	X	TOUCHSTONE MID CAP VAL-I	89155H389			6/20/2014		11/17/2014	2,358	2,347				0	11
51	X	VANGUARD FTSE EMERGING	922042858			3/18/2010		1/21/2014	36,853	39,194				0	-2,341
52	X	VANGUARD FTSE EMERGING	922042858			8/10/2011		1/21/2014	5,540	5,746				0	-206
53	X	VANGUARD FTSE EMERGING	922042858			10/20/2011		1/21/2014	2,593	2,569				0	24
54	X	VANGUARD FTSE EMERGING	922042858			5/8/2012		1/21/2014	4,204	4,399				0	-195
55	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		1/21/2014	2,829	3,166				0	-337
56	X	VANGUARD REIT VIPER	922908553			10/9/2013		4/22/2014	2,088	1,894				0	194
57	X	VANGUARD REIT VIPER	922908553			10/9/2013		10/22/2014	1,301	1,103				0	198
58	X	VANGUARD REIT VIPER	922908553			3/18/2010		10/22/2014	766	467				0	299
59	X	VANGUARD REIT VIPER	922908553			3/18/2010		11/17/2014	945	560				0	385

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		660	0	0	660
1	TAX PREP FEES	660			660

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,634	324	0	0
1	Foreign Tax Withheld	324	324		
2	PY Excise Tax Due	583			
3	Estimated Excise Payments	727			

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
			550,194	560,593	648,755
1				0	
2	PRINCIPAL GL MULT STRAT-INST #4684		0	17,393	17,393
3	MERGER FUND-INST #301		0	6,978	6,932
4	ISHARES S & P 500 INDEX FUND		0	13,786	21,101
5	DODGE & COX INT'L STOCK FD 1048		0	38,770	50,049
6	MFS VALUE FUND-CLASS I 893		0	44,278	59,123
7	ASG GLOBAL ALTERNATIVES-Y 1993		0	24,913	24,446
8	VANGUARD REIT VIPER		0	16,935	28,998
9	TEMPLETON EMER MKT S/C-ADV 626		0	19,740	21,028
10	STRATTON SM-CAP VALUE FD 37		0	29,230	27,737
11	MSIF MID CAP GROWTH PTF-INST 8128		0	33,948	30,912
12	OPPENHEIMER DEVELOPING MKT-I 799		0	71,835	79,075
13	SPDR DJ WILSHIRE INTERNATIONAL REA		0	24,656	27,727
14	GOLDMAN SACHS COMM STRATEGY INS		0	15,013	10,767
15	ROBECO BP LNG/SHRT RES-INS		0	37,398	42,548
16	HSBC FRONTIER MARKETS-I		0	13,527	12,573
17	KALMAR GR W/ VAL SM CAP-INS #4		0	23,283	26,325
18	ARTISAN INTERNATIONAL FUND 661		0	34,486	51,301
19	HARBOR CAPITAL APRCTION-INST 2012		0	32,308	55,802
20	CREDIT SUISSE COMM RT ST-CO 2156		0	26,776	18,829
21	TOUCHSTONE MID CAP VAL-INST #552		0	35,340	36,089

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	478
2	Mutual Fund & CTF Income Additions	2	780
3	Total	3	1,258

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

1	Mutual Fund & CTF Income Subtraction	1	573
2	PY Return of Capital Adjustment	2	323
3	Total	3	896

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

	Amount
Long Term CG Distributions	15,923
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						279,087	0	116	239,103	40,100	0	0	0	40 100
1	ARTISAN INTERNATIONAL FUND #661	04314H204		3/18/2010	11/17/2014	1 784		0	1,180	604	0	0	0	604
2	AQR MANAGED FUTURES STR-I #15213	00203H859		7/12/2013	8/8/2014	7 037		0	7 251	-214	0	0	0	-214
3	DIAMOND HILL LONG SHORT FD CL I #1	25264S833		8/10/2012	10/22/2014	5,875		0	4,579	1,296	0	0	0	1 296
4	ARTISAN INTERNATIONAL FUND #661	04314H204		10/24/2014	11/17/2014	866		0	840	26	0	0	0	26
5	ARTISAN MID CAP FUND-INS #1333	04314H600		4/10/2012	4/22/2014	29,748		0	23 691	6 057	0	0	0	6 057
6	DODGE & COX INT'L STOCK FD #1048	256206103		3/18/2010	4/22/2014	1,655		0	1 213	442	0	0	0	442
7	ARTISAN MID CAP FUND-INS #1333	04314H600		5/10/2012	4/22/2014	1,473		0	1 156	317	0	0	0	317
8	ARTISAN MID CAP FUND-INS #1333	04314H600		8/10/2012	4/22/2014	2,062		0	1 626	436	0	0	0	436
9	DODGE & COX INT'L STOCK FD #1048	256206103		3/18/2010	6/18/2014	984		0	689	295	0	0	0	295
10	ARTISAN MID CAP FUND-INS #1333	04314H600		2/11/2013	4/22/2014	6 347		0	5 308	1 039	0	0	0	1 039
11	DODGE & COX INT'L STOCK FD #1048	256206103		10/24/2014	11/17/2014	1 629		0	1,617	12	0	0	0	12
12	CREDIT SUISSE COMM RET ST-I #2156	22544R305		11/9/2010	1/21/2014	2 416		0	3,255	-839	0	0	0	-839
13	CREDIT SUISSE COMM RET ST-I #2156	22544R305		11/9/2010	4/22/2014	2 807		0	3 458	-651	0	0	0	-651
14	CREDIT SUISSE COMM RET ST-I #2156	22544R305		11/9/2010	6/18/2014	5 775		0	7,235	-1,460	0	0	0	-1 460
15	CREDIT SUISSE COMM RET ST-I #2156	22544R305		11/9/2010	9/5/2014	1 465		0	1,971	-506	0	0	0	-506
16	DIAMOND HILL LONG-SHORT FD CL I #1	25264S833		7/22/2010	10/22/2014	12,477		0	8,354	4,123	0	0	0	4,123
17	JP MORGAN MID CAP VALUE-I #758	339128100		3/18/2010	4/22/2014	27,106		0	15,636	11,470	0	0	0	11 470
18	JP MORGAN MID CAP VALUE-I #758	339128100		8/12/2011	4/22/2014	702		0	429	273	0	0	0	273
19	HSBC FRONTIER MARKETS-I	40428X222		7/10/2013	4/22/2014	778		0	658	120	0	0	0	120
20	HARBOR CAPITAL APRCTION-INST #201	411511504		4/24/2014	6/18/2014	2 883		0	2,770	113	0	0	0	113
21	HARBOR CAPITAL APRCTION-INST #201	411511504		3/18/2010	6/18/2014	9,160		0	5,297	3,863	0	0	0	3 863
22	HARBOR CAPITAL APRCTION-INST #201	411511504		10/24/2014	11/17/2014	4 169		0	4 034	135	0	0	0	135
23	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	6/18/2014	588		0	422	166	0	0	0	166
24	ISHARES CORE S & P 500 ETF	464287200		10/22/2014	11/17/2014	1 645		0	1,567	78	0	0	0	78
25	KALMAR GR W/ VAL SM CAP-INS #4	483438305		6/20/2014	11/17/2014	1 069		1	1,104	-34	0	0	0	-34
26	KALMAR GR W/ VAL SM CAP-INS #4	483438305		4/24/2014	11/17/2014	1 578		41	1,619	0	0	0	0	0
27	KEELEY SMALL CAP VAL FD CL I #2251	487300808		3/18/2010	6/18/2014	28 803		0	15,652	13,151	0	0	0	13 151
28	KEELEY SMALL CAP VAL FD CL I #2251	487300808		7/12/2013	6/18/2014	102		0	91	11	0	0	0	11
29	MFS VALUE FUND-CLASS I #893	552983694		6/20/2014	11/17/2014	3 975		0	3,920	55	0	0	0	55
30	MERGER FD SH BEN INT #260	589509108		10/11/2013	6/18/2014	3 100		0	3,049	51	0	0	0	51
31	MERGER FD SH BEN INT #260	589509108		10/11/2013	8/8/2014	4,537		0	4,507	30	0	0	0	30
32	MERGER FD SH BEN INT #260	589509108		2/11/2013	8/8/2014	6 453		0	6,228	225	0	0	0	225
33	MSIF MID CAP GROWTH PTF-INST #812	617440508		6/20/2014	10/22/2014	1 737		0	1,734	3	0	0	0	3
34	MSIF MID CAP GROWTH PTF-INST #812	617440508		6/20/2014	11/17/2014	2,277		0	2,179	98	0	0	0	98
35	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		10/11/2013	1/21/2014	330		0	333	-3	0	0	0	-3
36	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	1/21/2014	1,282		0	1,289	-7	0	0	0	-7
37	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	9/5/2014	7 276		0	7 314	-38	0	0	0	-38
38	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	11/17/2014	1 470		0	1,495	-25	0	0	0	-25
39	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		1/23/2014	4/22/2014	1 986		0	1,915	71	0	0	0	71
40	OPPENHEIMER DEVELOPING MKT-Y #7	683974505		1/23/2014	6/18/2014	9 378		0	8 563	815	0	0	0	815
41	OPPENHEIMER DEVELOPING MKT-I #79	683974604		1/23/2014	11/17/2014	1,956		0	1,845	111	0	0	0	111
42	PRINCIPAL GL MULT STRAT-INST #4684	74255L696		8/8/2014	11/17/2014	748		0	735	13	0	0	0	13
43	ROBECO BP LNG/SHRT RES-INS	74925K581		6/20/2014	9/5/2014	3 422		0	3,381	41	0	0	0	41
44	ROBECO BP LNG/SHRT RES-INS	74925K581		6/20/2014	10/22/2014	524		0	535	-11	0	0	0	-11
45	ROBECO BP LNG/SHRT RES-INS	74925K581		1/23/2014	10/22/2014	560		0	549	11	0	0	0	11
46	ROBECO BP LNG/SHRT RES-INS	74925K581		1/23/2014	11/17/2014	1,836		0	1 739	97	0	0	0	97
47	STRATTON SM CAP VALUE FD #37	863137105		6/20/2014	11/17/2014	1,640		74	1 720	-6	0	0	0	-6
48	TEMPLETON EMER MKT S/C-ADV #626	88019R690		1/23/2014	6/18/2014	835		0	772	63	0	0	0	63
49	TEMPLETON EMER MKT S/C-ADV #626	88019R690		7/30/2013	10/22/2014	1,305		0	1,154	151	0	0	0	151
50	TOUCHSTONE MID CAP VAL-INST #552	89155H389		6/20/2014	11/17/2014	2,358		0	2 347	11	0	0	0	11
51	VANGUARD FTSE EMERGING MARKETS	922042858		3/18/2010	1/21/2014	36,853		0	39 194	-2,341	0	0	0	-2 341
52	VANGUARD FTSE EMERGING MARKETS	922042858		8/10/2011	1/21/2014	5 540		0	5 746	-206	0	0	0	-206
53	VANGUARD FTSE EMERGING MARKETS	922042858		10/20/2011	1/21/2014	2,593		0	2 569	24	0	0	0	24
54	VANGUARD FTSE EMERGING MARKETS	922042858		5/8/2012	1/21/2014	4 204		0	4 399	-195	0	0	0	-195
55	VANGUARD FTSE EMERGING MARKETS	922042858		2/7/2013	1/21/2014	2 829		0	3 166	-337	0	0	0	-337
56	VANGUARD REIT VIPER	922908553		10/9/2013	4/22/2014	2,088		0	1,894	194	0	0	0	194
57	VANGUARD REIT VIPER	922908553		10/9/2013	10/22/2014	1,301		0	1,103	198	0	0	0	198
58	VANGUARD REIT VIPER	922908553		3/18/2010	10/22/2014	766		0	467	299	0	0	0	299
59	VANGUARD REIT VIPER	922908553		3/18/2010	11/17/2014	945		0	560	385	0	0	0	385

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										11,386	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	11,386		

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	182
3	Second quarter estimated tax payment	6/11/2014	3	182
4	Third quarter estimated tax payment	9/9/2014	4	181
5	Fourth quarter estimated tax payment	12/9/2014	5	182
6	Other payments		6	
7	Total		7	727

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	29,680
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	29,680