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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](http://www.irs.gov/form990pf).

Open to Public Inspection

**For calendar year 2014 or tax year beginning , and ending**

Name of foundation <b>BENEFIELD CHARITABLE TR</b>			A Employer identification number <b>43-6935852</b>		
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see instructions) <b>(888) 730-4933</b>		
<b>Wells Fargo Bank N.A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>					
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>			
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity			D 1. Foreign organizations, check here <input type="checkbox"/>		
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return			2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
<input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>627,566</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
		(Part I, column (d) must be on cash basis)			

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	14,800	14,005		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	20,280			
	b Gross sales price for all assets on line 6a <b>283,576</b>				
	7 Capital gain net income (from Part IV, line 2)		20,280		
	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 <b>Total.</b> Add lines 1 through 11	35,080	34,285	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	10,345	7,759		2,586
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>660</b>	660			660
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	181	181		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	11,186	7,940	0	3,246
	25 Contributions, gifts, grants paid	28,801			28,801
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	39,987	7,940	0	32,047	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,907				
b <b>Net investment income</b> (if negative, enter -0-)		26,345			
c <b>Adjusted net income</b> (if negative, enter -0-)			0		

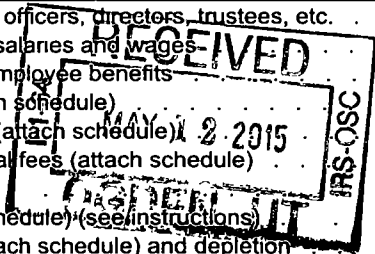
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	12,802	16,546	16,546
	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) . . . . .	569,968	560,677	611,020	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	582,770	577,223	627,566	
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	<b>Total liabilities</b> (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 . . . . .	582,770	577,223	
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	582,770	577,223		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	582,770	577,223		

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) . . . . .	1 582,770
2	Enter amount from Part I, line 27a . . . . .	2 -4,907
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3 1,208
4	Add lines 1, 2, and 3 . . . . .	4 579,071
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5 1,848
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 577,223

**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				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	20,280
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	30,028	624,259	0.048102	
2012	30,915	607,195	0.050914	
2011	28,253	618,883	0.045652	
2010	30,625	606,181	0.050521	
2009	21,273	562,641	0.037809	
2	Total of line 1, column (d)			0.232998
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			0.046600
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			639,272
5	Multiply line 4 by line 3			29,790
6	Enter 1% of net investment income (1% of Part I, line 27b)			263
7	Add lines 5 and 6			30,053
8	Enter qualifying distributions from Part XII, line 4			32,047

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	263
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	263
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	263
<b>6</b>	Credits/Payments:		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	202
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	202
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	61
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0
<b>11</b>	Enter the amount of line 10 to be. <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO		
<b>b</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	
<b>9</b> 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
<b>10</b> 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? . . . . . Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>WELLS FARGO BANK N.A.</u> Telephone no. ▶ <u>888-730-4933</u> Located at ▶ <u>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</u> ZIP+4 ▶ <u>27101-3818</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15 N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? ( <b>Exception.</b> 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 ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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. ▶ <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ) . . . . .	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?  Yes  No N/A  
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X  
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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, NC	Trustee	4.00 10,345		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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	
<b>Total. Add lines 1 through 3</b>	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	625,515
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	23,492
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	649,007
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	649,007
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	9,735
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	639,272
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	31,964

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	31,964
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	263
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	263
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	31,701
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	31,701
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	31,701

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	32,047
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	32,047
<b>5</b>	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) . . . . .	<b>5</b>	263
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	31,784

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				31,701
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only . . . . .			27,885	
<b>b</b> Total for prior years: 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .				
<b>b</b> From 2010 . . . . .				
<b>c</b> From 2011 . . . . .				
<b>d</b> From 2012 . . . . .				
<b>e</b> From 2013 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4. ▶ \$ <u>32,047</u>				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .			27,885	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2014 distributable amount . . . . .				4,162
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				27,539
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . . . .				
<b>b</b> Excess from 2011 . . . . .				
<b>c</b> Excess from 2012 . . . . .				
<b>d</b> Excess from 2013 . . . . .				
<b>e</b> 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> 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>b</b> 85% of line 2a . . . . .					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> 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
<p><b>a</b> Paid during the year See Attached Statement</p>				
<b>Total</b>				<b>3a</b> 28,801
<p><b>b</b> Approved for future payment NONE</p>				
<b>Total</b>				<b>3b</b> 0





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

Recipient(s) paid during the year

**Name**

WKNO TV 10 ATTN: CHARLES MCLARTY

**Street**

7151 CHERRY FARMS ROAD

<b>City</b> CORDOVA	<b>State</b> TN	<b>Zip Code</b> 38016	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 7,200
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**Name**

CHEROKEE BAPTIST CHURCH ATTN: GARRY BURKACK

**Street**

5349 QUINCE ROAD

<b>City</b> MEMPHIS	<b>State</b> TN	<b>Zip Code</b> 38119	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 7,200
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**Name**

ST. JUDE CHILDREN RESEARCH HOSPITAL

**Street**

501 ST. JUDE PLACE

<b>City</b> MEMPHIS	<b>State</b> TN	<b>Zip Code</b> 38105	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 7,200
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**Name**

HIGH PINE BAPTIST CHURCH C/O MARY FRANCES CLARK

**Street**

1048 CHESTNUT STREET

<b>City</b> ROANOKE	<b>State</b> AL	<b>Zip Code</b> 36274	<b>Foreign Country</b>
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<b>Relationship</b> NONE	<b>Foundation Status</b> PC
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<b>Purpose of grant/contribution</b> GENERAL SUPPORT GRANT	<b>Amount</b> 7,201
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**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
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<b>Relationship</b>	<b>Foundation Status</b>
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<b>Purpose of grant/contribution</b>	<b>Amount</b>
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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	Totals		Gross		Cost Other				Net Gain or Loss
				Long Term CG Distributions	Short Term CG Distributions	Gross Sales	283,576	283,296	283,296	0	0	
			11,325	Capital Gains/Losses	Other sales	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	DODGE & COX INTL STOCK F	256206103				1,032	796					234
2	DODGE & COX INTL STOCK F	256206103				1,616	1,148					468
3	DODGE & COX INCOME FD CC	256210105				2,482	2,523					-41
4	DODGE & COX INCOME FD CC	256210105				2,170	2,168					2
5	DODGE & COX INCOME FD CC	256210105				1,555	1,552					3
6	DODGE & COX INCOME FD CC	256210105				1,833	1,837					-4
7	DODGE & COX INCOME FD CC	256210105				410	411					-1
8	DODGE & COX INCOME FD CC	256210105				799	797					2
9	DODGE & COX INCOME FD CC	256210105				4,098	4,092					6
10	ARTISAN INTERNATIONAL FU	04314H204				1,398	1,051					347
11	ARTISAN MID CAP FUND-INS	04314H600				567	556					11
12	ARTISAN MID CAP FUND-INS	04314H600				299	312					-13
13	ARTISAN MID CAP FUND-INS	04314H600				2,890	2,242					348
14	CREDIT SUISSE COMM RET S	22544R305				2,140	2,577					-437
15	CREDIT SUISSE COMM RET S	22544R305				2,393	2,875					-482
16	CREDIT SUISSE COMM RET S	22544R305				6,374	6,889					-515
17	DIAMOND HILL LONG-SHORT	25264S833				218	175					43
18	DIAMOND HILL LONG-SHORT	25264S833				514	395					119
19	DIAMOND HILL LONG-SHORT	25264S833				184	136					48
20	DIAMOND HILL LONG-SHORT	25264S833				12,899	9,489					3,430
21	DREYFLUS EMG MKT DEBT LO	261980494				577	588					-11
22	DREYFLUS EMG MKT DEBT LO	261980494				6,800	6,701					99
23	DRIEHAUS ACTIVE INCOME F	262028855				3,066	3,060					6
24	DRIEHAUS ACTIVE INCOME F	262028855				4,172	4,160					12
25	DRIEHAUS ACTIVE INCOME F	262028855				8,683	8,643					40
26	DRIEHAUS ACTIVE INCOME F	262028855				662	661					1
27	DRIEHAUS ACTIVE INCOME F	262028855				3,214	3,193					21
28	EATON VANCE GLOBAL MACH	277923728				6,105	6,244					-139
29	EATON VANCE GLOBAL MACH	277923728				246	247					-1
30	EATON VANCE GLOBAL MACH	277923728				3,006	3,002					4
31	EATON VANCE GLOBAL MACH	277923728				281	280					1
32	EATON VANCE GLOBAL MACH	277923728				208	208					0
33	JP MORGAN MID CAP VALUE	315920702				236	233					3
34	GOLDMAN SACHS GROUP 5	38141GCM4				170	128					42
35	HARBOR CAPITAL APRCTN	411511504				10,000	10,067					-67
36	HARBOR CAPITAL APRCTN	411511504				3,578	2,696					882
37	HARBOR CAPITAL APRCTN	411511504				1,162	1,114					48
38	ISHARES CORE S & P 500 ET	464287200				4,960	3,529					1,431
39	KALMAR GR W VAL SM CAP	483438305				279	808					328
40	KEELEY SMALL CAP VAL FD C	487300808				549	224					54
41	KEELEY SMALL CAP VAL FD C	487300808				11,402	390					159
42	KEELEY SMALL CAP VAL FD C	487300808				822	7,520					3,882
43	KEELEY SMALL CAP VAL FD C	487300808				1,313	822					491
44	KEELEY SMALL CAP VAL FD C	487300808				173	164					9
45	LAUDUS MONDRIAN INTL FHM	51855Q655				11,413	12,180					-767
46	LAUDUS MONDRIAN INTL FHM	51855Q655				1,650	1,605					45
47	LAUDUS MONDRIAN INTL FHM	51855Q655				1,382	1,341					41
48	MFS VALUE FUND-CLASS 1 #8	529836984				220	219					1
49	MFS VALUE FUND-CLASS 1 #8	529836984				1,374	1,038					336
50	MFS VALUE FUND-CLASS 1 #8	529836984				671	482					189
51	MERGER FD SH BEN INT #260	589509108				3,173	3,127					46
52	MERGER FD SH BEN INT #260	589509108				3,323	3,250					73
53	MERGER FD SH BEN INT #260	589509108				2,938	3,071					-132
54	ASS GLOBAL ALTERNATIVES	638727865				3,442	3,431					-99
55	ASS GLOBAL ALTERNATIVES	638727865				411	396					15
56	NUVEEN HIGH YIELD MUNI BI	67065Q772				10,982	10,516					466
57	NUVEEN HIGH YIELD MUNI BI	67065Q772				707	736					-29
58	PIMCO TOTAL RET FD-INST #	693390700				4,006	10,000					354
59	PIMCO TOTAL RET FD-INST #	693390700				4,963	3,800					106
60	PIMCO TOTAL RET FD-INST #	693390700				3,198	4,945					18
61	PIMCO TOTAL RET FD-INST #	693390700				3,797	3,800					3
62	PIMCO TOTAL RET FD-INST #	693390700				260	255					5
63	PIMCO FOREIGN BD FD USD	683974505				393	379					14
64	OPPENHEIMER DEVELOPING	683974505				718	671					47
65	OPPENHEIMER DEVELOPING	683974505				1,422	1,246					176
66	OPPENHEIMER DEVELOPING	683974505				326	349					-23
67	PIMCO TOTAL RET FD-INST #	693390700				1,684	1,770					-86



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

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

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

		181	181	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	181	181		

**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			569,968	560,677	611,020
2	DODGE & COX INCOME FD COM 147		0	26,600	26,761
3	HARBOR CAPITAL APRCTION-INST 2012		0	36,686	47,801
4	PIMCO FOREIGN BD FD USD H-INST 103		0	13,764	13,918
5	T ROWE PRICE SHORT TERM BD FD 55		0	21,365	21,130
6	PRINCIPAL GL MULT STRAT-INST #4684		0	6,552	6,510
7	MERGER FUND-INST #301		0	9,490	9,355
8	ARTISAN MID CAP FUND-INSTL 1333		0	19,692	23,537
9	FID ADV EMER MKTS INC- CL I 607		0	9,516	9,167
10	ISHARES S & P 500 INDEX FUND		0	12,923	17,584
11	DREYFUS INTERNATL BOND FD CL I 6094		0	14,772	14,154
12	DODGE & COX INTL STOCK FD 1048		0	24,343	30,946
13	MFS VALUE FUND-CLASS I 893		0	40,486	50,326
14	DREYFUS EMG MKT DEBT LOC C-I 6083		0	16,172	14,054
15	DRIEHAUS ACTIVE INCOME FUND		0	12,845	12,734
16	JP MORGAN MID CAP VALUE-I 758		0	18,917	24,561
17	ASG GLOBAL ALTERNATIVES-Y 1993		0	13,449	13,063
18	VANGUARD REIT VIPER		0	17,553	23,652
19	AGR MANAGED FUTURES STR-I		0	9,559	9,770
20	STRATTON SM-CAP VALUE FD 37		0	12,524	11,954
21	VANGUARD EMERGING MARKETS ETF		0	10,369	9,965
22	JPMORGAN HIGH YIELD FUND SS 3580		0	22,537	21,901
23	T ROWE PRICE INST FLOAT RATE 170		0	9,886	9,637
24	U S TREASURY NOTES 4.500% 11/15/15		0	9,983	10,366
25	OPPENHEIMER DEVELOPING MKT-I 799		0	27,323	28,886
26	HERSHEY COMPANY 5.450% 9/01/16		0	10,171	10,752
27	VANGUARD TOTAL BOND MARKET ETF		0	26,947	27,017
28	SPDR DJ WILSHIRE INTERNATIONAL REA		0	19,706	21,907
29	NEUBERGER BERMAN LONG SH-INS #183		0	23,070	23,123
30	KALMAR GR W/ VAL SM CAP-INS #4		0	10,133	11,522
31	CREDIT SUISSE COMM RT ST-CO 2156		0	28,491	22,373
32			0	0	0
33	ARTISAN INTERNATIONAL FUND 661		0	24,853	32,574

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

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

1	Cost Basis Adjustment	1	360
2	Mutual Fund & CTF Income Additions	2	848
3	Total	3	1,208

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

1	Mutual Fund & CTF Income Subtraction	1	1,657
2	PY Return of Capital Adjustment	2	191
3	Total	3	1,848

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

Long Term CG Distributions		Short Term CG Distributions		Amount		11,325		0		272,251		263,352		8,955		8,955		0		0		8,955		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	
Description of Property Sold	CUSSIP #	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	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	Gain/Loss	
DODGE & COX INTL STOCK FD #1048	286206103		2/14/2012	12/31/2014	1,032		0	1,032	324	0	0	0	324	324	0	0	0	0	0	0	0	0	0	0
DODGE & COX INTL STOCK FD #1048	286206103		2/14/2012	12/31/2014	1,616		0	1,616	468	0	0	0	468	468	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		5/2/2013	12/31/2014	2,482		0	2,482	1,148	0	0	0	1,148	1,148	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		5/2/2013	12/31/2014	2,170		0	2,170	2,323	0	0	0	2,323	2,323	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		5/15/2014	6/24/2014	1,555		0	1,555	2,168	0	0	0	2,168	2,168	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		5/15/2014	6/24/2014	1,833		0	1,833	1,332	0	0	0	1,332	1,332	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		5/15/2014	10/23/2014	410		1	411	411	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		2/6/2013	10/23/2014	799		0	797	2	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		2/6/2013	10/31/2014	4,098		0	4,092	6	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
DODGE & COX INCOME FD COM #147	286210105		2/14/2012	12/31/2014	1,398		0	1,398	347	0	0	0	347	347	0	0	0	0	0	0	0	0	0	0
ARTISAN MID CAP FUND-INS #1333	04314H600		1/31/2014	5/1/2014	587		0	586	11	0	0	0	11	11	0	0	0	0	0	0	0	0	0	0
ARTISAN MID CAP FUND-INS #1333	04314H600		2/6/2013	5/1/2014	2,590		0	2,590	13	0	0	0	13	13	0	0	0	0	0	0	0	0	0	0
ARTISAN MID CAP FUND-INS #1333	04314H600		7/8/2011	5/1/2014	2,999		0	2,999	348	0	0	0	348	348	0	0	0	0	0	0	0	0	0	0
CREDIT SUISSE COMM RET ST1 #2156	22544R305		7/8/2011	6/24/2014	2,140		0	2,140	437	0	0	0	437	437	0	0	0	0	0	0	0	0	0	0
CREDIT SUISSE COMM RET ST1 #2156	22544R305		2/14/2012	6/24/2014	2,393		0	2,393	482	0	0	0	482	482	0	0	0	0	0	0	0	0	0	0
CREDIT SUISSE COMM RET ST1 #2156	22544R305		2/14/2012	12/31/2014	6,374		0	6,374	515	0	0	0	515	515	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		7/8/2011	12/31/2014	218		0	218	43	0	0	0	43	43	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		7/8/2011	12/31/2014	514		0	514	119	0	0	0	119	119	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		7/8/2011	5/1/2014	184		0	184	48	0	0	0	48	48	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		2/14/2012	10/23/2014	12,899		0	12,899	3,430	0	0	0	3,430	3,430	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		7/8/2011	5/1/2014	577		0	577	11	0	0	0	11	11	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		2/14/2012	5/1/2014	6,800		0	6,800	99	0	0	0	99	99	0	0	0	0	0	0	0	0	0	0
DIAMOND HILL LONG SHORT FD CL #	25264S833		2/14/2012	6/24/2014	3,066		0	3,066	6	0	0	0	6	6	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/6/2013	12/31/2014	4,172		0	4,172	12	0	0	0	12	12	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/19/2013	12/31/2014	8,683		0	8,683	40	0	0	0	40	40	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		5/5/2014	6/24/2014	662		0	662	661	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		10/17/2013	6/24/2014	3,214		0	3,214	21	0	0	0	21	21	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/19/2013	10/23/2014	6,105		0	6,105	139	0	0	0	139	139	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		10/17/2013	10/23/2014	246		0	246	4	0	0	0	4	4	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		5/5/2014	10/23/2014	3,006		0	3,002	4	0	0	0	4	4	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		6/26/2014	10/23/2014	281		0	280	1	0	0	0	1	1	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		10/17/2013	10/23/2014	236		0	236	3	0	0	0	3	3	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/8/2011	12/31/2014	170		0	170	42	0	0	0	42	42	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		5/7/2007	11/15/2014	10,000		0	10,067	67	0	0	0	67	67	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/14/2012	12/31/2014	3,578		0	3,578	882	0	0	0	882	882	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		5/5/2014	6/24/2014	1,162		0	1,162	48	0	0	0	48	48	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/14/2012	6/24/2014	4,960		0	4,960	1,431	0	0	0	1,431	1,431	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/10/2012	5/1/2014	1,336		0	1,336	808	0	0	0	808	808	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/6/2013	10/23/2014	278		0	278	54	0	0	0	54	54	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/14/2012	12/31/2014	11,403		0	11,403	159	0	0	0	159	159	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		5/29/2012	6/24/2014	1,313		0	1,313	822	0	0	0	822	822	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		3/5/2014	6/24/2014	173		0	173	164	0	0	0	164	164	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/14/2012	3/1/2014	1,650		0	1,650	767	0	0	0	767	767	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		1/3/2014	5/1/2014	1,382		0	1,382	41	0	0	0	41	41	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/14/2012	12/31/2014	220		0	220	12	0	0	0	12	12	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		2/14/2012	12/31/2014	1,374		0	1,374	108	0	0	0	108	108	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/8/2011	6/24/2014	671		0	671	482	0	0	0	482	482	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/8/2011	6/24/2014	3,173		0	3,173	312	0	0	0	312	312	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/19/2013	8/15/2014	3,250		0	3,250	38	0	0	0	38	38	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/19/2013	8/15/2014	3,323		0	3,323	73	0	0	0	73	73	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		7/19/2013	12/31/2014	2,939		0	2,939	132	0	0	0	132	132	0	0	0	0	0	0	0	0	0	0
DREYFUS EMG MGT DEBT LOC C-I #608	261980494		5/5/201																					



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

		10,345		0		0					
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
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	10,345		

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

	Date	Amount
1 Credit from prior year return . . . . .	1	202
2 First quarter estimated tax payment . . . . .	2	
3 Second quarter estimated tax payment . . . . .	3	
4 Third quarter estimated tax payment . . . . .	4	
5 Fourth quarter estimated tax payment . . . . .	5	
6 Other payments . . . . .	6	
7 Total . . . . .	7	202

**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	27,885
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	27,885