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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

Open to Public Inspection

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

For calendar year 2014 or tax year beginning

, and ending

Name of foundation STEPHEN D MITCHELL FOUNDATION INC		A Employer identification number 46-0743407
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 3666		B Telephone number (see instructions) 864-421-5797
City or town, state or province, country, and ZIP or foreign postal code GREENVILLE SC 29608		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,763,593	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,086	14,086		
	4 Dividends and interest from securities	49,318	49,318		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	41,110			
	b Gross sales price for all assets on line 6a 882,021				
	7 Capital gain net income (from Part IV, line 2)		41,110		
	8 Net short-term capital gain			0	
	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) STMT 1	243				
12 Total. Add lines 1 through 11	104,757	104,514	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,004			2,004
	c Other professional fees (attach schedule) STMT 3	38,630			38,630
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	1,857	1,857		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	425	188		237
	24 Total operating and administrative expenses. Add lines 13 through 23	42,916	2,045	0	40,871
	25 Contributions, gifts, grants paid	144,000			144,000
26 Total expenses and disbursements. Add lines 24 and 25	186,916	2,045	0	184,871	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-82,159				
b Net investment income (if negative, enter -0-)		102,469			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	166,441	73,081	73,081
	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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) STMT 6	180,606	194,206	192,864
	b Investments – corporate stock (attach schedule) SEE STMT 7	1,986,272	2,005,022	2,208,788
	c Investments – corporate bonds (attach schedule) SEE STMT 8	269,514	252,812	246,969
	11 Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 9	48,655	42,827	41,891
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,651,488	2,567,948	2,763,593
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. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	2,651,488	2,567,948	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	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)	2,651,488	2,567,948	
	31 Total liabilities and net assets/fund balances (see instructions)	2,651,488	2,567,948	

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	2,651,488
2 Enter amount from Part I, line 27a	2	-82,159
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	52
4 Add lines 1, 2, and 3	4	2,569,381
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	1,433
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,567,948

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 WORKSHEET				
b				
c				
d				
e				

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

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	41,110
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	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	28,937

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	147,466	2,733,647	0.053945
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)	2	0.053945
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	0.053945
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,740,637
5 Multiply line 4 by line 3	5	147,844
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,025
7 Add lines 5 and 6	7	148,869
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	184,871

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,025
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	1,025
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,025
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	720
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	720
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	305
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SC		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARY LUCAS MITCHELL 15 MERIMAC CT Located at ► GREENVILLE SC ZIP+4 ► 29609	Telephone no ►		
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		
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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ 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? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
HUME LUCAS MITCHELL JR 133 STONE LAKE DRIVE GREENVILLE SC 29609	TRUSTEE/CHAI 0.00	5,000	0	0
MARY LUCAS MITCHELL PO BOX 3666 GREENVILLE SC 29608	TRUSTEE/SECR 0.00	5,000	0	0

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	

Total Add lines 1 through 3 ▶

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	2,662,612
b	Average of monthly cash balances	1b	119,761
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,782,373
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,782,373
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	41,736
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,740,637
6	Minimum investment return. Enter 5% of line 5	6	137,032

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	137,032
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,025
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,025
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	136,007
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	136,007
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	136,007

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	184,871
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	184,871
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	1,025
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	183,846

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				136,007
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
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				11,482
f Total of lines 3a through e	11,482			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 184,871				
a Applied to 2013, but not more than line 2a				
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				136,007
e Remaining amount distributed out of corpus	48,864			
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	60,346			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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	60,346			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				11,482
e Excess from 2014				48,864

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

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

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

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) N/A
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 N/A
2	Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
	Check here <input checked="" type="checkbox"/> 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 N/A
b	The form in which applications should be submitted and information and materials they should include N/A
c	Any submission deadlines N/A
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors N/A

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

DAA

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	
		14	14,086	
		14	49,318	
		18	41,110	
		14	243	
		0	104,757	0

13	104,757
----	---------

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)

N/A

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

(2) Other assets

b Other transactions.

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

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

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

✓ Mary McNeill
Signature of officer or trustee

✓ 5-13-2015
Date

✓ President
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PETER C. TIFFANY

05/12/15

Firm's name ▶ **BRADSHAW, GORDON & CLINKSCALES, LLC**

PTIN P00037053

Firm's address ▶ 630 E WASHINGTON ST STE B
GREENVILLE, SC 29601-2963

Firm's EIN ▶ 57-1060705

Phone no **864-233-0590**

Form **990-PF** (2014)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2014

For calendar year 2014, or tax year beginning

, and ending

Name

Employer Identification Number

STEPHEN D MITCHELL FOUNDATION INC

46-0743407

(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)
(1) GMAC LLC DEBENTURES	P	05/24/13	06/30/14
(2) WF 4318 S/T COVERED	P	VARIOUS	VARIOUS
(3) WF 4318 S/T NONCOVERED	P	VARIOUS	VARIOUS
(4) WF 4318 L/T COVERED	P	VARIOUS	VARIOUS
(5) WF 4318 L/T NONCOVERED	P	VARIOUS	VARIOUS
(6) WF 4318	P	VARIOUS	VARIOUS
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 9,773		9,711	62
(2) 603,763		574,085	29,678
(3) 25,166		25,907	-741
(4) 203,604		190,474	13,130
(5) 30,717		31,736	-1,019
(6) 8,998		8,998	
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))
(1)			62
(2)			29,678
(3)			-741
(4)			13,130
(5)			-1,019
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			



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STEPHEN D MITCHELL FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ABBOTT LABORATORIES CUSIP 002824100	137 00000	10/16/2013	04/09/2014	5,124 15	4,877 00		0 00	247 15	
ALLERGAN INC CUSIP 018490102	29 00000	10/16/2013	04/02/2014	3,603 09	2,610 62		0 00	992 47	
	28 00000	10/16/2013	04/07/2014	3,437 03	2,520 59		0 00	916 44	
	29 00000	10/16/2013	04/22/2014	4,750 49	2,610 62		0 00	2,139 87	
	18 00000	10/16/2013	07/08/2014	2,969 64	1,620 38		0 00	1,349 26	
	25 00000	10/16/2013	08/27/2014	4,090 43	2,250 53		0 00	1,839 90	
Subtotals	129.00000			\$18,850.68	\$11,612.74		\$0.00	\$7,237.94	
AMERISOURCEBERGEN CORP CUSIP 03073E105	87 00000	10/16/2013	03/18/2014	5,914 54	5,527 11		0 00	387 43	
ANHUI CONCH CEMENT CO LTD - UNSPON ADR CUSIP 035243104	274 00000	01/21/2014	09/30/2014	4,329 07	5,401 77		0 00	-1,072 70	
	101 00000	03/27/2014	09/30/2014	1,595 76	2,084.64		0 00	-488 88	
Subtotals	375.00000			\$5,924.83	\$7,486.41		\$0.00	(\$1,561.58)	
ASSOC BRITISH FOODS LTD ADR NEW CUSIP 045519402	37 00000	10/16/2013	07/23/2014	1,791 99	1,181 78		0 00	610 21	
ATLANTIA S P A-UNSPN ADR CUSIP 048173108	317 00000	10/16/2013	04/14/2014	3,927 86	3,405 72		0.00	522.14	

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STEPHEN D MITCHELL FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued**Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)**

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
BB SEGURIDADE ADR PARTICIPACOES S/A CUSIP 05541J103	186 00000	04/15/2014	09/24/2014	2,435 99	2,165 42		0 00	270 57	
BAYERISCHE MOTOREN WERKE AG - UNSPON ADR CUSIP 072743206	108 00000 59 00000	10/16/2013 10/16/2013	10/07/2014 10/15/2014	3,725 00 1,958 79	4,001 30 2,185 89		0 00 0 00	-276 30 -227 10	
Subtotals	167.00000			\$5,683.79	\$6,187.19		\$0.00	(\$503 40)	
BED BATH & BEYOND INC CUSIP 075896100	53 00000 124 00000	10/16/2013 10/16/2013	02/07/2014 02/13/2014	3,385 98 8,065 46	4,086 73 9,561 39		0 00 0 00	-700 75 -1,495 93	
Subtotals	177.00000			\$11,451.44	\$13,648.12		\$0 00	(\$2,196.68)	
BIOMERIEUX INC CUSIP 09062X103	18 00000	10/16/2013	01/27/2014	5,400 85	4,322 47		0 00	1,078 38	
CVS CAREMARK CORP CUSIP 126650100	54 00000	10/16/2013	06/25/2014	4,067 42	3,196 80		0 00	870 62	
CALIFORNIA RES CORP CUSIP 13057Q107	0 08629 0 07023 17 11371 12 92977	02/18/2014 05/21/2014 02/18/2014 05/21/2014	12/01/2014 12/01/2014 12/10/2014 12/10/2014	0 60 0 49 100 32 75 80	0 72 0 59 143 40 108 30		0 00 0 00 0 00 0 00	-0 12 -0 10 -43 08 -32 50	
Subtotals	30.20000			\$177.21	\$253.01		\$0.00	(\$75 80)	
CHINA CONSTRUCTION BANK CORP - UNSPON ADR CUSIP 168919108	572 00000	10/16/2013	05/08/2014	7,833 94	9,009 00		0 00	-1,175 06	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
CHINA MOBILE LTD SPONS ADR CUSIP 16941M109	155 00000	10/16/2013	03/21/2014	6,473 20	8,440 92		0 00	-1,967 72	
CIELO SA SPONSORED ADR CUSIP 171778202	159 00000	10/16/2013	09/24/2014	2,564 58	2,453 37		0 00	111 21	
COCA-COLA COMPANY CUSIP 191216100	188 00000	05/24/2013	02/19/2014	7,003 48	7,941 12		0 00	-937 64	
	443 00000	05/24/2013	04/01/2014	17,156 30	18,712 32		0 00	-1,556 02	
Subtotals	631.00000			\$24,159.78	\$26,653.44		\$0.00	(\$2,493.66)	
COCA-COLA ENTERPRISES CUSIP 19122T109	88 00000	10/16/2013	02/12/2014	4,007 69	3,617 47		0 00	390 22	
	114 00000	10/16/2013	06/18/2014	5,210 87	4,686 25		0 00	524 62	
Subtotals	202.00000			\$9,218.56	\$8,303.72		\$0.00	\$914.84	
COMCAST CORP CLA SPL NEW CUSIP 20030N200	81 00000	10/16/2013	06/12/2014	4,229 73	3,674 97		0 00	554 76	
COSTCO WHSL CORP NEW COM CUSIP 22160K105	33 00000	10/16/2013	05/27/2014	3,756 68	3,867 27		0 00	-110 59	
CROWN HOLDINGS INC CUSIP 228368106	3 00000	04/24/2014	10/27/2014	139 50	142 66		0 00	-3 16	
DISNEY WALT COMPANY CUSIP 254687106	47 00000	10/16/2013	08/20/2014	4,224 36	3,120 80		0 00	1,103 56	

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Proceeds from Broker and Barter Exchange Transactions, Continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
DOLLAR TREE STORES INC CUSIP 256746108	8 00000	11/18/2014	11/20/2014	534 15	493 47		0 00	40 68	
E M C CORP MASS CUSIP 268648102	224 00000	10/16/2013	01/14/2014	5,626 87	5,552 94		0 00	73 93	
EOG RESOURCES INC CUSIP 26875P101	4 00000	10/01/2014	10/27/2014	353 15	395 84		0 00	-42 69	
EBAY INC CUSIP 278642103	96 00000	10/16/2013	06/06/2014	4,763 00	5,155 08		0 00	-392 08	
	84 00000	10/16/2013	06/24/2014	4,101 34	4,510 69		0 00	-409 35	
	104 00000	10/16/2013	08/15/2014	5,534 16	5,584 66		0 00	-50 50	
	97 00000	10/16/2013	10/16/2014	4,614 69	5,208 76		0 00	-594 07	
	6 00000	12/02/2013	10/16/2014	285 45	315 74		0 00	-30 29	
	41 00000	12/02/2013	10/23/2014	2,081 67	2,157 49		0 00	-75 82	
	56 00000	01/24/2014	10/23/2014	2,843 26	3,044 93		0 00	-201 67	
Subtotals	484 00000			\$24,223.57	\$25,977.35		\$0.00	(\$1,753.78)	
EXXON MOBIL CORP CUSIP 30231G102	43 00000	05/24/2013	02/12/2014	3,919 86	3,935 79		0 00	-15 93	
	41 00000	05/24/2013	05/07/2014	4,228 68	3,752 73		0 00	475 95	
	35 00000	05/24/2013	05/21/2014	3,537 92	3,203 55		0 00	334 37	
Subtotals	119.00000			\$11,686.46	\$10,892.07		\$0 00	\$794.39	
FACEBOOK INC CLASS A CUSIP 30303M102	5 00000	10/15/2014	11/20/2014	367 19	360 53		0 00	6 66	
FRANKLIN RESOURCES INC CUSIP 354613101	182 00000	10/16/2013	04/16/2014	9,554 58	9,490 58		0 00	64 00	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
GENERAL ELECTRIC COMPANY CUSIP 369604103	187 00000	05/24/2013	01/17/2014	4,957 47	4,400 11		0 00	557 36	
	151 00000	05/24/2013	01/21/2014	3,955 06	3,553 03		0 00	402 03	
Subtotals	338.00000			\$8,912.53	\$7,953.14		\$0.00	\$959.39	
GILEAD SCIENCES INC CUSIP 375558103	38 00000	10/16/2013	08/25/2014	4,042 30	2,480 21		0 00	1,562 09	
GOLDMAN SACHS GROUP INC CUSIP 38141G104	30 00000	10/16/2013	07/09/2014	4,923 79	4,862 93		0 00	60 86	
	23 00000	10/16/2013	09/24/2014	4,270 50	3,728 25		0 00	542 25	
Subtotals	53.00000			\$9,194.29	\$8,591.18		\$0.00	\$603.11	
GOOGLE INC CL A CUSIP 38259P508	3 00000	10/16/2013	01/09/2014	3,406 45	2,688 86		0 00	717 59	
	5 00000	10/16/2013	03/25/2014	5,804 50	4,481 43		0 00	1,323 07	
Subtotals	8.00000			\$9,210.95	\$7,170.29		\$0.00	\$2,040.66	
GOOGLE CL C NON-VOTING CUSIP 38259P706	6 00000	10/16/2013	04/07/2014	3,185 49	2,684 55		0 00	500 94	
	8 00000	10/16/2013	04/11/2014	4,267 34	3,579 40		0 00	687 94	
Subtotals	14 00000			\$7,452.83	\$6,263.95		\$0.00	\$1,188.88	
GRAINGER W W INC CUSIP 384802104	2 00000	06/11/2014	11/20/2014	491 83	538 50		0 00	-46 67	
HSBC HOLDINGS PLC-SPON ADR CUSIP 404280406	94 00000	10/16/2013	03/31/2014	4,775 05	5,158 46		0 00	-383 41	
	105 00000	10/16/2013	07/18/2014	5,358 64	5,762 10		0 00	-403 46	
Subtotals	199.00000			\$10,133 69	\$10,920.56		\$0.00	(\$786.87)	
ILLINOIS TOOL WORKS INC CUSIP 452308109	3 00000	04/03/2014	10/27/2014	265 04	250 91		0 00	14 13	

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STEPHEN D MITCHELL FOUNDATION

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~~Proceeds from Broker and Barter Exchange Transactions, continued~~

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
IMPERIAL TOB GROUP PLC SPONSORED ADR CUSIP 453142101	1 00000	04/09/2014	10/27/2014	83 99	81 56		0 00	2 43	
JAPAN TOBACCO INC ADR UNSPON CUSIP 471105205	147 00000 106 00000	10/06/2014 10/06/2014	12/12/2014 12/18/2014	2,160 48 1,441 77	2,418 29 1,743 80		0 00 0 00	-257 81 -302 03	
Subtotals	253.00000			\$3,602 25	\$4,162.09		\$0 00	(\$559.84)	
JOHNSON CONTROLS INC CUSIP 478366107	76 00000 152 00000 171 00000	10/16/2013 10/16/2013 10/16/2013	01/03/2014 01/27/2014 04/29/2014	3,848 47 7,082 00 7,440 37	3,205 32 6,410 64 7,211 97		0 00 0 00 0 00	643 15 671 36 228 40	
Subtotals	399.00000			\$18,370.84	\$16,827.93		\$0.00	\$1,542.91	
JUNIPER NETWORK INC CUSIP 48203R104	328 00000 163 00000 168 00000	10/16/2013 10/16/2013 01/14/2014	07/23/2014 08/01/2014 10/27/2014	7,329 66 3,790 56 3,180 87	6,866 52 3,412 33 4,266 81		0 00 0 00 0 00	463 14 378 23 -1,085 94	
Subtotals	659.00000			\$14,301.09	\$14,545.66		\$0.00	(\$244.57)	
LIXIL GROUP CORP CUSIP 53931R103	48 00000 24 00000 68 00000	10/16/2013 10/16/2013 10/16/2013	01/27/2014 03/24/2014 03/25/2014	2,518 68 1,269 20 3,677 37	2,016 94 1,008 47 2,857 33		0 00 0 00 0 00	501 74 260 73 820 04	
Subtotals	140.00000			\$7,465.25	\$5,882.74		\$0.00	\$1,582.51	
LOCKHEED MARTIN CORP CUSIP 539830109	21 00000 26 00000 25 00000 22 00000 25 00000	10/16/2013 10/16/2013 10/16/2013 10/16/2013 10/16/2013	01/16/2014 02/26/2014 05/14/2014 06/11/2014 07/31/2014	3,218 36 4,214 19 4,156 56 3,631 46 4,194 46	2,685 12 3,324 43 3,196 56 2,812 97 3,196 56		0 00 0 00 0 00 0 00 0 00	533 24 889 76 960 00 818 49 997 90	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
LOCKHEED MARTIN CORP CUSIP 539830109	26 00000	10/16/2013	09/03/2014	4,524 70	3,324 42		0 00	1,200 28	
Subtotals	145.00000			\$23,939.73	\$18,540.06		\$0.00	\$5,399.67	
LORILLARD INC CUSIP 544147101	80 00000	10/16/2013	04/09/2014	4,241 32	3,758 32		0 00	483 00	
	59 00000	10/16/2013	04/29/2014	3,380 21	2,771 77		0 00	608 44	
	57 00000	10/16/2013	05/07/2014	3,352.88	2,677 81		0 00	675 07	
	55 00000	10/16/2013	05/28/2014	3,253 74	2,583 85		0 00	669 89	
Subtotals	251.00000			\$14,228.15	\$11,791.75		\$0.00	\$2,436.40	
MCKESSON CORPORATION CUSIP 58155Q103	3 00000	11/22/2013	11/20/2014	614 06	489 36		0.00	124 70	
MERCK & CO INC NEW CUSIP 58933Y105	6 00000	08/13/2014	10/27/2014	338 99	344 70		0 00	-5 71	
NASDAQ OMX GROUP CUSIP 631103108	6 00000	11/19/2013	10/27/2014	245 93	229 68		0 00	16 25	
NESTLE S A REG ADR CUSIP 641069406	47 00000	10/16/2013	08/13/2014	3,579 44	3,194 08		0 00	385 36	
NIKE INC CLASS B CUSIP 654106103	58 00000	10/16/2013	01/21/2014	4,284 98	4,322 34		0 00	-37 36	
	51 00000	10/16/2013	04/03/2014	3,789 63	3,800 68		0 00	-11 05	
	57 00000	10/16/2013	08/11/2014	4,282 89	4,247 81		0 00	35 08	
	55 00000	10/16/2013	08/12/2014	4,221 77	4,098 76		0 00	123 01	
Subtotals	221.00000			\$16,579.27	\$16,469.59		\$0.00	\$109.68	
NOVO NORDISK A S ADR CUSIP 670100205	81 00000	10/16/2013	07/21/2014	3,643 88	2,748 29		0 00	895 59	

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~~Proceeds from Broker and Barter Exchange Transactions, continued~~

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
OCCIDENTAL PETE CORP CUSIP 674599105	40 00000	10/16/2013	06/25/2014	4,063 61	3,868 40		0 00	195 21	
	41 00000	10/16/2013	07/07/2014	4,159 24	3,965 11		0 00	194 13	
Subtotals	81.00000			\$8,222.85	\$7,833.51		\$0.00	\$389.34	
ORACLE CORPORATION CUSIP 68389X105	104 00000	10/16/2013	04/02/2014	4,286 10	3,437 19		0 00	848 91	
	115 00000	10/16/2013	10/15/2014	4,347 19	3,800 74		0 00	546 45	
Subtotals	219.00000			\$8,633.29	\$7,237.93		\$0.00	\$1,395.36	
P P G INDUSTRIES INC CUSIP 693506107	32 00000	10/16/2013	01/22/2014	6,040 36	5,317 12		0 00	723 24	
PEPSICO INCORPORATED CUSIP 713448108	119 00000	05/24/2013	02/20/2014	9,313 05	9,827 02		0 00	-513 97	
PETROLEUM GEO-SVS ADR CUSIP 716599105	350 00000	10/16/2013	09/25/2014	2,100 86	4,112 15		0 00	-2,011 29	
PFIZER INCORPORATED CUSIP 717081103	126 00000	05/24/2013	04/24/2014	3,873 19	3,717 12		0 00	156 07	
PHILIP MORRIS INTERNATIONAL INC CUSIP 718172109	63 00000	05/24/2013	01/08/2014	5,240 30	5,929 56		0 00	-689 26	
	124 00000	05/24/2013	01/28/2014	10,010 07	11,670 88		0 00	-1,660 81	
Subtotals	187.00000			\$15,250.37	\$17,600 44		\$0.00	(\$2,350.07)	
PRICELINE GROUP INC COM NEW CUSIP 741503403	3 00000	10/16/2013	04/11/2014	3,495 79	3,103 80		0 00	391 99	
PRUDENTIAL FINANCIAL INC CUSIP 744320102	39 00000	10/16/2013	01/16/2014	3,532 67	3,177 14		0 00	355 53	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
PRUDENTIAL PLC SPON ADR CUSIP 74435K204	98 00000	10/16/2013	09/17/2014	4,498 83	3,781 24		0 00	717 59	
QUALCOMM INC CUSIP 747525103	60 00000	10/16/2013	08/12/2014	4,455 40	4,126 02		0 00	329 38	
	57 00000	10/16/2013	08/29/2014	4,331 65	3,919 72		0 00	411 93	
	53 00000	10/16/2013	09/04/2014	3,960 31	3,644 65		0 00	315 66	
Subtotals	170.00000			\$12,747.36	\$11,690.39		\$0.00	\$1,056.97	
RALPH LAUREN CORP CLASS A CUSIP 751212101	29 00000	10/16/2013	05/12/2014	4,257 33	4,582 83		0 00	-325 50	
	16 00000	10/16/2013	06/19/2014	2,486 65	2,528 45		0 00	-41 80	
Subtotals	45.00000			\$6,743.98	\$7,111.28		\$0.00	(\$367.30)	
RED ELECTRICA CORPORACION SA CUSIP 756568101	205 00000	10/16/2013	04/24/2014	3,332 10	2,550 11		0 00	781 99	
	134 00000	10/16/2013	07/10/2014	2,238 97	1,666 90		0 00	572 07	
Subtotals	339.00000			\$5,571 07	\$4,217.01		\$0.00	\$1,354.06	
REXAM PLC SPON ADR XXX 1 RCPT= 5 ORD SHRS CUSIP 761655604	0 55555	06/02/2014	06/02/2014	25 55	0 01		0 00	25 54	
RYANAIR HLDGS PLC SPONSORED ADR CUSIP 783513104	3 00000	10/16/2013	03/20/2014	165 32	148 16		0 00	17 16	
	26 00000	10/16/2013	03/21/2014	1,450 10	1,284 01		0 00	166 09	
Subtotals	29.00000			\$1,615.42	\$1,432.17		\$0.00	\$183.25	

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~~Proceeds from Broker and Barter Exchange Transactions continued~~

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ST JUDE MEDICAL INC CUSIP 790849103	62 00000	10/16/2013	01/08/2014	4,043 07	3,466 80		0 00	576 27	
	70 00000	10/16/2013	08/06/2014	4,544 82	3,914 11		0 00	630 71	
Subtotals	132.00000			\$8,587.89	\$7,380.91		\$0.00	\$1,206.98	
SANDS CHINA LTD UNSPONSORED ADR CUSIP 80007R105	45 00000	10/16/2013	01/22/2014	3,590 09	3,128 85		0 00	461 24	
	104 00000	10/16/2013	09/18/2014	5,782 27	7,231 12		0 00	-1,448 85	
Subtotals	149.00000			\$9,372.36	\$10,359.97		\$0.00	(\$987.61)	
SANOFI ADR CUSIP 80105N105	100 00000	10/16/2013	04/04/2014	5,175 06	4,968 03		0 00	207 03	
	35 00000	10/16/2013	06/03/2014	1,860 06	1,738 80		0 00	121 26	
	68 00000	12/12/2013	06/03/2014	3,613 84	3,439 82		0 00	174 02	
Subtotals	203.00000			\$10,648.96	\$10,146 65		\$0.00	\$502.31	
SAP AG-SPONSORED ADR CUSIP 803054204	66 00000	10/16/2013	01/22/2014	5,288 66	4,789 97		0 00	498 69	
SCHLUMBERGER LTD CUSIP 806857108	12 00000	04/21/2014	11/20/2014	1,144 80	1,221 76		0 00	-76 96	
STATE STR CORP CUSIP 857477103	75 00000	10/16/2013	02/28/2014	4,948 45	5,138 70		0 00	-190 25	
	61 00000	10/16/2013	03/27/2014	4,153 81	4,179 48		0 00	-25 67	
	66 00000	10/16/2013	04/21/2014	4,289 21	4,522 06		0 00	-232 85	
Subtotals	202 00000			\$13,391 47	\$13,840.24		\$0.00	(\$448.77)	
STRYKER CORP CUSIP 863667101	53 00000	10/16/2013	04/15/2014	4,123 28	3,769 55		0 00	353 73	
	46 00000	10/16/2013	04/28/2014	3,534 81	3,271 68		0 00	263 13	
	106 00000	10/16/2013	07/24/2014	8,579 68	7,539 08		0 00	1,040 60	
Subtotals	205.00000			\$16,237.77	\$14,580.31		\$0.00	\$1,657 46	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
TJX COS INC NEW CUSIP 872540109	51 00000	10/16/2013	04/14/2014	2,947 63	2,929 71		0 00	17 92	
	79 00000	10/16/2013	05/20/2014	4,350 95	4,538 17		0 00	-187 22	
	77 00000	10/16/2013	08/13/2014	4,125 65	4,423 28		0 00	-297 63	
Subtotals	207.00000			\$11,424 23	\$11,891.16		\$0.00	(\$466.93)	
TAIWAN SEMICONDUCTOR MFG CO LTD ADR CUSIP 874039100	192 00000	10/16/2013	01/10/2014	3,242 61	3,501 61		0 00	-259 00	
TEXAS INSTRUMENTS INC CUSIP 882508104	9 00000	10/15/2014	10/27/2014	431 09	379 33		0 00	51 76	
THERMO FISHER SCIENTIFIC INC CUSIP 883556102	34 00000	10/16/2013	01/29/2014	3,791 78	3,181 01		0 00	610 77	
	32 00000	10/16/2013	02/19/2014	3,948 50	2,993 89		0 00	954 61	
Subtotals	66.00000			\$7,740.28	\$6,174.90		\$0.00	\$1,565.38	
TIME WARNER INC NEW CUSIP 887317303	3 00000	06/12/2014	10/27/2014	238 52	205 60		0 00	32 92	
TULLOW OIL PLC UNSPONSORED ADR CUSIP 899415202	418 00000	10/16/2013	02/14/2014	2,647 65	3,344 00		0 00	-696 35	
UNITED PARCEL SERVICE-B CUSIP 911312106	47 00000	10/16/2013	08/07/2014	4,473 65	4,285 77		0 00	187 88	
VALEO SPONSORED ADR CUSIP 919134304	60 00000	10/16/2013	01/28/2014	3,327 83	2,732 46		0 00	595 37	
	26 00000	10/16/2013	05/14/2014	1,669 98	1,184 07		0 00	485 91	
Subtotals	86.00000			\$4,997 81	\$3,916.53		\$0 00	\$1,081.28	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
VERIZON COMMUNICATIONS COM CUSIP 92343V104	0.23000	02/24/2014	02/24/2014	10.78	11.06		0.00	-0.28	
VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR CUSIP 92857W308	0.54545 36.37143	02/24/2014 10/16/2013	02/24/2014 07/31/2014	22.61 1,210.17	0.01 2,413.34		0.00 0.00	22.60 -1,203.17	
Subtotals	36.91688			\$1,232.78	\$2,413.35		\$0.00	(\$1,180.57)	
WALGREEN COMPANY CUSIP 931422109	120.00000 5.00000 45.00000	03/18/2014 03/18/2014 03/25/2014	08/06/2014 11/20/2014 11/20/2014	7,224.06 340.49 3,064.42	8,066.39 336.09 3,026.13		0.00 0.00 0.00	-842.33 4.40 38.29	
Subtotals	170.00000			\$10,628.97	\$11,428.61		\$0.00	(\$799.64)	
WELLS FARGO COMPANY CUSIP 949746101	85.00000 53.00000	05/24/2013 10/16/2013	03/27/2014 10/15/2014	4,181.54 2,548.91	3,420.40 2,233.21		0.00 0.00	761.14 315.70	
Subtotals	138.00000			\$6,730.45	\$5,653.61		\$0.00	\$1,076.84	
YAHOO JAPAN CORPORATION ADR CUSIP 98433V102	643.00000	10/16/2013	05/01/2014	5,638.48	6,642.19		0.00	-1,003.71	
YUM BRANDS INC CUSIP 988498101	54.00000 54.00000 46.00000 42.00000	03/12/2014 03/12/2014 04/09/2014 06/19/2014	07/21/2014 07/30/2014 07/31/2014 07/31/2014	4,030.93 3,942.23 3,183.64 2,906.81	4,163.60 4,163.59 3,519.57 3,377.20		0.00 0.00 0.00 0.00	-132.67 -221.36 -335.93 -470.39	
Subtotals	196.00000			\$14,063.61	\$15,223.96		\$0.00	(\$1,160.35)	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
COVIDIEN PLC CUSIP G2554F113	3 00000	10/16/2013	06/18/2014	268.41	186.90		0 00	81.51	
	28 00000	10/16/2013	07/16/2014	2,484.29	1,744.40		0 00	739.89	
	38 00000	10/16/2013	09/17/2014	3,473.84	2,367.40		0 00	1,106.44	
	17 00000	10/16/2013	10/15/2014	1,476.36	1,059.10		0 00	417.26	
	38 00000	11/06/2013	10/15/2014	3,300.12	2,471.90		0 00	828.22	
	1 00000	11/06/2013	10/27/2014	89.43	65.05		0 00	24.38	
	45 00000	01/22/2014	11/12/2014	4,175.15	3,056.88		0 00	1,118.27	
Subtotals	170.00000			\$15,267.60	\$10,951.63		\$0.00	\$4,315.97	
EATON CORP PLC CUSIP G29183103	6 00000	02/12/2014	10/27/2014	375.05	421.95		0 00	-46.91	
SIGNET JEWELERS LTD CUSIP G81278100	17 00000	10/16/2013	04/21/2014	1,697.70	1,261.84		0 00	435.86	
TYCO INTERNATIONAL LTD SHS CUSIP H89128104	37 00000	05/24/2013	03/19/2014	1,577.17	1,267.99		0 00	309.18	
	50 00000	10/16/2013	03/19/2014	2,131.32	1,743.73		0 00	387.59	
	107 00000	10/16/2013	04/02/2014	4,569.69	3,731.57		0 00	838.12	
	143 00000	10/16/2013	04/09/2014	5,913.82	4,987.05		0 00	926.77	
Subtotals	337.00000			\$14,192.00	\$11,730.34		\$0.00	\$2,461.66	
Totals				\$603,763.19	\$574,084.61		\$0.00	\$29,678.67	

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~~Proceeds from Broker and Barter Exchange Transactions, continued~~

Short Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis Code	Adjustments	Gain/Loss Amount	Additional Information
AT&T INC SENIOR NOTES CPN 2.50% DUE 08/15/2015 CUSIP 00206R904	6000 00000	10/18/2013	07/16/2014	6,142.53	6,183.96	0.00	-41.43	
	1000 00000	10/18/2013	07/16/2014	1,023.76	1,030.66	0.00	-6.90	
Subtotals	7000.00000			\$7,166.29	\$7,214.62	\$0.00	(\$48.33)	
JPMORGAN CHASE & CO SUB GLOBAL NOTES CPN 5.13% DUE 09/15/2014 CUSIP 46625HBV1	18000 00000	11/04/2013	09/15/2014	18,000.00	18,692.10	0.00	-692.10	
Totals				\$25,166.29	\$25,906.72	\$0.00	(\$740.43)	



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Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ABBOTT LABORATORIES CUSIP 002824100	4 00000	10/16/2013	10/27/2014	169 00	142 40		0 00	26 60	
	25 00000	10/16/2013	11/20/2014	1,081 32	889 97		0 00	191 35	
Subtotals	29.00000			\$1,250.32	\$1,032.37		\$0.00	\$217.95	
ALLERGAN INC CUSIP 018490102	4 00000	10/16/2013	11/20/2014	847 62	360 09		0 00	487 53	
AMERICAN EXPRESS COMPANY CUSIP 025816109	7 00000	10/16/2013	11/20/2014	632 93	532 28		0 00	100 65	
AMERISOURCEBERGEN CORP CUSIP 03073E105	48 00000	10/16/2013	11/19/2014	4,278 51	3,049 44		0 00	1,229 07	
BIOGEN IDEC INC CUSIP 09062X103	2 00000	10/16/2013	11/20/2014	604 88	480 27		0 00	124 60	
	25 00000	10/16/2013	11/21/2014	7,587 27	6,003 42		0 00	1,583 85	
Subtotals	27.00000			\$8,192.15	\$6,483.69		\$0.00	\$1,708.45	
CVS HEALTH CORPORATION CUSIP 126650100	6 00000	10/16/2013	10/27/2014	509 27	355 20		0 00	154 07	
	46 00000	10/16/2013	12/10/2014	4,173 47	2,723 20		0 00	1,450 27	
Subtotals	52.00000			\$4,682.74	\$3,078.40		\$0.00	\$1,604.34	
CALIFORNIA RES CORP CUSIP 13057Q107	0.26087	10/16/2013	12/01/2014	1 83	2 20		0 00	-0 37	
	0 18261	10/16/2013	12/01/2014	1 28	1 54		0 00	-0 26	
	36.21739	10/16/2013	12/03/2014	253 32	305 16		0 00	-51 84	
	27 78261	10/16/2013	12/03/2014	194 33	234 29		0 00	-39 96	
	23 95652	10/16/2013	12/10/2014	140 42	202 01		0 00	-61 59	
Subtotals	88.40000			\$591.18	\$745.20		\$0.00	(\$154.02)	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
CARLSBERG AS-B SPONSORED ADR CUSIP 142795202	222 00000	10/16/2013	12/17/2014	3,395 32	4,644 24		0 00	-1,248 92	
CHEVRON CORPORATION CUSIP 166764100	58 00000	05/24/2013	10/01/2014	6,892 63	7,276 10		0 00	-383 47	
	32 00000	05/24/2013	10/07/2014	3,765 82	4,014 40		0 00	-248 58	
	38 00000	05/24/2013	10/22/2014	4,405 92	4,767 10		0 00	-361 18	
Subtotals	128.00000			\$15,064.37	\$16,057.60		\$0 00	(\$993.23)	
COLGATE-PALMOLIVE CO CUSIP 194162103	16 00000	10/16/2013	11/20/2014	1,092 78	994 21		0 00	98 57	
COMCAST CORP CL A SPL NEW CUSIP 20030N200	4 00000	10/16/2013	10/27/2014	215 20	181 48		0 00	33 72	
DANAHER CORP CUSIP 235851102	4 00000	10/16/2013	10/27/2014	310 95	276 55		0 00	34 40	
DIAGEO PLC SPONSORED ADR NEW CUSIP 25243Q205	1 00000	10/16/2013	10/27/2014	114 64	123 82		0 00	-9 18	
DISNEY WALT COMPANY CUSIP 254687106	2 00000	10/16/2013	10/27/2014	177 04	132 80		0 00	44 24	
	100 00000	10/16/2013	11/19/2014	8,993 36	6,639 99		0 00	2,353 37	
Subtotals	102.00000			\$9,170.40	\$6,772.79		\$0.00	\$2,397.61	
ENI S P A SPON ADR CUSIP 26874R108	111 00000	10/16/2013	12/01/2014	4,339 51	5,352 40		0 00	-1,012 89	



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STEPHEN D MITCHELL FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
EXPRESS SCRIPTS HLDG CO CUSIP 30219G108	1 00000	10/16/2013	10/27/2014	73 18	63 96		0 00	9 22	
EXXON MOBIL CORP CUSIP 30231G102	4 00000 43 00000	05/24/2013 05/24/2013	10/27/2014 12/03/2014	373 91 4,080 61	366 12 3,935 79		0 00 0 00	7 79 144 82	
Subtotals	47.00000			\$4,454.52	\$4,301.91		\$0.00	\$152.61	
FIDELITY NATIONAL INFORMATION SVCS CUSIP 31620M106	3 00000	10/16/2013	10/27/2014	166 44	139 55		0 00	26 89	
FRANKLIN RESOURCES INC CUSIP 354613101	11 00000	10/16/2013	10/27/2014	591 02	573 61		0 00	17 41	
GENERAL ELECTRIC COMPANY CUSIP 369604103	28 00000 261 00000	05/24/2013 05/24/2013	11/20/2014 12/15/2014	753 27 6,482 87	658 84 6,141 33		0 00 0 00	94 43 341 54	
Subtotals	289.00000			\$7,236.14	\$6,800.17		\$0.00	\$435.97	
GENERAL MILLS INC CUSIP 370334104	3 00000	10/16/2013	10/27/2014	153 48	146 22		0 00	7 26	
GILEAD SCIENCES INC CUSIP 375558103	40 00000	10/16/2013	11/06/2014	4,254 05	2,610 74		0 00	1,643 31	
GOLDMAN SACHS GROUP INC CUSIP 38141G104	2 00000	10/16/2013	10/27/2014	367 27	324 20		0 00	43 07	
GOOGLE INC CL A VOTING CUSIP 38259P508	2 00000	10/16/2013	11/20/2014	1,090 15	897 72		0 00	192.43	
GOOGLE CL C NON-VOTING CUSIP 38259P706	16 00000	10/16/2013	10/20/2014	8,233 16	7,158 80		0 00	1,074 36	

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HONEYWELL INTERNATIONAL INC CUSIP 438516106	2 00000	05/24/2013	10/27/2014	187 20	158 58		0 00	28 62	
INTERNATIONAL BUSINESS MACHINE CORP CUSIP 459200101	2 00000 25 00000	05/24/2013 05/24/2013	10/27/2014 11/05/2014	323 95 4,058 56	411 44 5,143 00		0 00 0 00	-87 49 -1,084 44	
Subtotals	27.00000			\$4,382.51	\$5,554 44		\$0.00	(\$1,171.93)	
JPMORGAN CHASE & CO CUSIP 46625H100	11 00000	10/16/2013	10/27/2014	645 03	594 07		0 00	50 96	
JOHNSON & JOHNSON CUSIP 478160104	4 00000	05/24/2013	10/27/2014	415 95	347 28		0 00	68 67	
JOHNSON CONTROLS INC CUSIP 478366107	10 00000	10/16/2013	10/27/2014	437 49	420 77		0 00	16 72	
JUNIPER NETWORK INC CUSIP 48203R104	246 00000	10/16/2013	10/27/2014	4,657 68	5,149 88		0 00	-492 20	
LADBROKES PLC-ADR CUSIP 505730101	750 00000	10/16/2013	11/04/2014	1,341 80	2,287 50		0 00	-945 70	
LAUDER ESTEE COS INC CLA CUSIP 518439104	69 00000	10/16/2013	11/18/2014	4,967 79	4,902 80		0 00	84 99	
LOCKHEED MARTIN CORP CUSIP 539830109	2 00000	10/16/2013	10/27/2014	365.57	255 73		0 00	109 84	



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

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LORILLARD INC CUSIP 544147101	6 00000	10/16/2013	10/27/2014	366 29	281 88		0 00	84 41	
MCDONALDS CORP CUSIP 580135101	4 00000	10/16/2013	10/27/2014	367 87	379 86		0 00	-11 99	
METLIFE INC CUSIP 59156R108	12 00000	10/16/2013	10/27/2014	617 75	590 36		0 00	27 39	
MONDELEZ INTL INC CUSIP 609207105	34 00000	05/24/2013	11/20/2014	1,325 97	1,052 30		0 00	273 67	
MONSANTO CO NEW CUSIP 61166W101	10 00000	10/16/2013	11/20/2014	1,195 77	1,057 08		0 00	138 69	
NESTLE S A REG ADR CUSIP 641069406	5 00000	10/16/2013	10/27/2014	361 02	339 80		0 00	21 22	
NIKE INC CLASS B CUSIP 654106103	2 00000	10/16/2013	11/20/2014	193 98	149 05		0 00	44 93	
NOVO NORDISK A S ADR CUSIP 670100205	72 00000	10/16/2013	10/24/2014	3,286 50	2,442 93		0 00	843 57	
	17 00000	10/16/2013	10/28/2014	742 68	576 80		0 00	165 88	
Subtotals	89.00000			\$4,029.18	\$3,019.73		\$0.00	\$1,009.45	
OCCIDENTAL PETE CORP CUSIP 674599105	86 00000	10/16/2013	10/27/2014	7,418 66	8,317 06		0 00	-898 40	
	3 00000	10/16/2013	10/27/2014	258 35	290 13		0 00	-31 78	
	7 00000	10/16/2013	11/20/2014	607 80	676 97		0 00	-69 17	
	40 00000	10/16/2013	12/17/2014	3,049 13	3,733 59		0 00	-684 46	
Subtotals	136.00000			\$11,333.94	\$13,017.75		\$0.00	(\$1,683.81)	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ORACLE CORPORATION CUSIP 68389X105	5 00000	10/16/2013	10/27/2014	192 50	165 25		0 00	27 25	
PEPSICO INCORPORATED CUSIP 713448108	14 00000	05/24/2013	11/20/2014	1,376 97	1,156 12		0 00	220 85	
PFIZER INCORPORATED CUSIP 717081103	149 00000	05/24/2013	08/13/2014	4,212 14	4,326 96		0 00	-114 82	
	16 00000	05/24/2013	10/27/2014	463 99	464 64		0 00	-0 65	
	146 00000	05/24/2013	12/03/2014	4,607 66	4,239 84		0 00	367 82	
Subtotals	311.00000			\$9,283.79	\$9,031.44		\$0.00	\$252 35	
PHILIP MORRIS INTERNATIONAL INC CUSIP 718172109	1 00000	05/24/2013	10/27/2014	88 06	94 12		0 00	-6 06	
PRICELINE GROUP INC COM NEW CUSIP 741503403	3 00000	10/16/2013	11/04/2014	3,286 03	3,103 80		0 00	182 23	
	1 00000	10/16/2013	11/20/2014	1,159 99	1,034 60		0 00	125 39	
Subtotals	4.00000			\$4,446.02	\$4,138.40		\$0.00	\$307 62	
PROCTER & GAMBLE CO CUSIP 742718109	59 00000	05/24/2013	06/26/2014	4,643 33	4,830 92		0 00	-187 59	
	13 00000	05/24/2013	11/20/2014	1,152 94	1,064 44		0 00	88 50	
Subtotals	72.00000			\$5,796.27	\$5,895.36		\$0.00	(\$99.09)	
PRUDENTIAL FINANCIAL INC CUSIP 744320102	2 00000	10/16/2013	10/27/2014	169 78	162 93		0 00	6 85	
QUALCOMM INC CUSIP 747525103	34 00000	10/16/2013	11/06/2014	2,355 95	2,338 08		0 00	17 87	
	12 00000	10/16/2013	11/20/2014	838 80	825 21		0 00	13 59	
Subtotals	46.00000			\$3,194.75	\$3,163.29		\$0 00	\$31 46	



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
RALPH LAUREN CORP CLASS A CUSIP 751212101	2 00000	10/16/2013	11/20/2014	360 15	316 06		0 00	44 09	
SAP SE-SPONSORED ADR CUSIP 803054204	104 00000	10/16/2013	10/30/2014	6,829 21	7,547 81		0 00	-718 60	
STARBUCKS CORP CUSIP 855244109	16 00000	10/16/2013	11/20/2014	1,251 64	1,244 78		0 00	6 86	
STATE STR CORP CUSIP 857477103	2 00000	10/16/2013	10/27/2014	144 28	137 04		0 00	7 24	
TJX COS INC NEW CUSIP 872540109	2 00000	10/16/2013	11/20/2014	126 18	114 90		0 00	11 28	
TARGET CORP CUSIP 87612E106	2 00000	10/16/2013	10/27/2014	123 12	127 60		0 00	-4 48	
THERMO FISHER SCIENTIFIC INC CUSIP 883556102	2 00000 3 00000	10/16/2013 10/16/2013	10/27/2014 11/20/2014	235 95 371 96	187 12 280 68		0 00 0 00	48 83 91 28	
Subtotals	5.00000			\$607.91	\$467.80		\$0.00	\$140.11	
3M CO CUSIP 88579Y101	22 00000 22 00000 3 00000 21 00000 6 00000	05/24/2013 05/24/2013 05/24/2013 05/24/2013 10/16/2013	09/17/2014 10/22/2014 10/27/2014 12/10/2014 12/10/2014	3,199 62 3,087 61 448 10 3,344 40 955 55	2,425 94 2,425 94 330 81 2,315 67 724 08		0 00 0 00 0 00 0 00 0 00	773 68 661 67 117 29 1 028 73 231 47	
Subtotals	74.00000			\$11,035.28	\$8,222.44		\$0.00	\$2,812.84	

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~~Proceeds from Broker and Barter Exchange Transactions, continued~~

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
TRAVELERS COS INC/ THE CUSIP 89417E109	5 00000	10/16/2013	10/27/2014	494 39	429 84		0 00	64 55	
UNILEVER PLC SPONS ADR CUSIP 904767704	114 00000	10/16/2013	10/24/2014	4,439 92	4,378 74		0 00	61 18	
UNITED PARCEL SERVICE-B CUSIP 911312106	3 00000	10/16/2013	10/27/2014	306 56	273 56		0 00	33 00	
	8 00000	10/16/2013	11/20/2014	844 04	729 50		0 00	114 54	
Subtotals	11.00000			\$1,150.60	\$1,003.06		\$0.00	\$147 54	
UNITED TECHNOLOGIES CORP CUSIP 913017109	3 00000	10/16/2013	10/27/2014	311 90	319 18		0 00	-7 28	
	81 00000	10/16/2013	11/26/2014	8,903 62	8,617 75		0 00	285 87	
Subtotals	84 00000			\$9,215.52	\$8,936.93		\$0.00	\$278.59	
VERIZON COMMUNICATIONS COM CUSIP 92343V104	9 00000	05/24/2013	10/27/2014	443 78	462 51		0 00	-18 73	
VODAFONE GROUP PLC NEW SPONSORED ADR NO PAR CUSIP 92857W308	77 62857	05/24/2013	07/31/2014	2,582 88	4,234 23		0 00	-1,651 35	
WELLS FARGO COMPANY CUSIP 949746101	121 00000	05/24/2013	06/19/2014	6,298 29	4,869 04		0 00	1,429 25	
	42 00000	05/24/2013	07/16/2014	2,148 88	1,690 08		0 00	458 80	
	31 00000	05/24/2013	10/15/2014	1,490 87	1,247 44		0 00	243 43	
	18 00000	10/16/2013	10/27/2014	921 58	758 45		0 00	163 13	
	9 00000	10/16/2013	11/20/2014	479 51	379 23		0 00	100 28	
Subtotals	221.00000			\$11,339.13	\$8,944.24		\$0.00	\$2,394 89	



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ACCENTURE PLC IRELAND SHARES CLASS A CUSIP G1151C101	10 00000	10/16/2013	10/27/2014	791 38	723 17		0 00	68 21	
	20 00000	10/16/2013	11/20/2014	1,669 96	1,446 33		0 00	223 63	
Subtotals	30.00000			\$2,461.34	\$2,169.50		\$0.00	\$291.84	
COVIDIEN PLC CUSIP G2554F113	37 00000	05/24/2013	06/18/2014	3,310 38	2,200 49		0 00	1,109 89	
	21.00000	11/06/2013	11/12/2014	1,948 40	1,366 05		0 00	582.35	
Subtotals	58.00000			\$5,258.78	\$3,566.54		\$0.00	\$1,692.24	
DELPHI AUTOMOTIVE PLC CUSIP G27823106	6 00000	10/16/2013	10/27/2014	401 03	353 03		0 00	48 00	
SIGNET JEWELERS LTD CUSIP G81276100	21 00000	10/16/2013	11/21/2014	2,563 42	1,558 75		0 00	1,004 67	
ACE LIMITED CUSIP H0023R105	2.00000	10/16/2013	10/27/2014	216.38	191.10		0 00	25 28	
Totals				\$203,603.90	\$190,474 11		\$0.00	\$13,129.78	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
CITIBANK CREDIT 04-A8 A8 CARD ISSUANCE TRUST CPN 4 90% DUE 12/12/2016 CUSIP 17305ECH6	16000 00000	12/05/2013	12/10/2014	16,000 00	16,690 00		0.00	-690 00	
US TREASURY NOTES CPN 3 13% DUE 10/31/2016 CUSIP 912828LU2	14000 00000	10/24/2013	11/03/2014	14,716.95	15,045 63		0 00	-328 68	
Totals				\$30,716.95	\$31,735.63		\$0.00	(\$1,018.68)	



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Unknown Term Gains/Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis Code	Adjustments	Gain/Loss Amount	Additional Information
FNMA PASS THRU CUSIP 3138ELN66		N/A	01/31/2014	188 57	N/A	0 00	N/A	Return of Principal
		N/A	02/28/2014	277 39	N/A	0 00	N/A	Return of Principal
		N/A	03/31/2014	207 62	N/A	0 00	N/A	Return of Principal
		N/A	04/30/2014	336 00	N/A	0 00	N/A	Return of Principal
		N/A	05/31/2014	422 46	N/A	0 00	N/A	Return of Principal
		N/A	06/30/2014	505 44	N/A	0 00	N/A	Return of Principal
		N/A	07/31/2014	749 62	N/A	0 00	N/A	Return of Principal
		N/A	08/31/2014	186 29	N/A	0 00	N/A	Return of Principal
		N/A	09/30/2014	205 50	N/A	0 00	N/A	Return of Principal
		N/A	10/31/2014	190 22	N/A	0 00	N/A	Return of Principal
		N/A	11/30/2014	189 69	N/A	0 00	N/A	Return of Principal
		N/A	12/31/2014	502.21	N/A	0 00	N/A	Return of Principal
Subtotals				\$3,961.01	N/A	\$0 00	N/A	
FNMA PASS THRU CUSIP 3138WCSC8		N/A	09/30/2014	36 68	N/A	0 00	N/A	Return of Principal
		N/A	10/31/2014	81 19	N/A	0 00	N/A	Return of Principal
		N/A	11/30/2014	45 20	N/A	0 00	N/A	Return of Principal
		N/A	12/31/2014	40 60	N/A	0 00	N/A	Return of Principal
Subtotals				\$203.67	N/A	\$0.00	N/A	
PEGTF 01-1 A8 SEQ MULTICLASS CMO CUSIP 69361YAH6	15000 00000	N/A	09/15/2014	2,371 75	N/A	0 00	N/A	Return of Principal
	15000 00000	N/A	12/15/2014	2,461.48	N/A	0 00	N/A	Return of Principal
Subtotals				\$4,833.23	N/A	\$0.00	N/A	
Totals				\$8,997.91	N/A	\$0.00	N/A	

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS - 8	\$ 243	\$	\$
TOTAL	\$ 243	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 2,004	\$	\$	\$ 2,004
TOTAL	\$ 2,004	\$ 0	\$ 0	\$ 2,004

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISORY FEES	\$ 28,630	\$	\$	\$ 28,630
CONSULTING FEES	10,000			10,000
TOTAL	\$ 38,630	\$ 0	\$ 0	\$ 38,630

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 1,857	\$ 1,857	\$	\$
TOTAL	\$ 1,857	\$ 1,857	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INVESTMENT EXPENSE	188	188		5
MISCELLANEOUS EXPENSE	5			232
POSTAGE	232			
TOTAL	425	188	0	237

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOVERNMENT BONDS	\$ 143,417	\$ 153,417		\$ 151,630
GOVERNMENT ASSET BACKED	37,189	40,789		41,234
TOTAL	\$ 180,606	\$ 194,206		\$ 192,864

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS	\$ 1,986,272	\$ 2,005,022		\$ 2,208,788
TOTAL	\$ 1,986,272	\$ 2,005,022		\$ 2,208,788

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS	\$ 269,514	\$ 252,812		\$ 246,969
TOTAL	\$ 269,514	\$ 252,812		\$ 246,969

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE MORTGAGE ASSET BACKED	\$ 48,655	\$ 42,827		\$ 41,891
TOTAL	\$ 48,655	\$ 42,827		\$ 41,891

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Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
ROUNDING	\$ 52
TOTAL	\$ 52

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
EXCISE TAX PAYMENTS - ESTIMATES	\$ 720
PRIOR YEAR EXCISE TAX	713
TOTAL	\$ 1,433