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**, and ending 12-31-2014**

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

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

Revenue	1	Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities. . . . .	15,202	15,202	15,202	
	5a	Gross rents . . . . .				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	7,683			
	b	Gross sales price for all assets on line 6 a 92,816				
	7	Capital gain net income (from Part IV , line 2) . . . .		7,683		
	8	Net short-term capital gain . . . . .			1,805	
	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) . . . . .	896				
12	<b>Total.</b> Add lines 1 through 11 . . . . .	23,781	22,885	17,007		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages . . . . .				
	15	Pension plans, employee benefits . . . . .				
	16a	Legal fees (attach schedule). . . . .	300	150		150
	b	Accounting fees (attach schedule). . . . .				
	c	Other professional fees (attach schedule) . . . .				
	17	Interest . . . . .				
	18	Taxes (attach schedule) (see instructions) . . . .	91	91		
	19	Depreciation (attach schedule) and depletion . .				
	20	Occupancy . . . . .				
	21	Travel, conferences, and meetings . . . . .				
	22	Printing and publications . . . . .				
	23	Other expenses (attach schedule). . . . .	16,266	14,068		2,198
	24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	16,657	14,309		2,348
	25	Contributions, gifts, grants paid . . . . .	49,700			49,700
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	66,357	14,309		52,048	
	27	Subtract line 26 from line 12				
	a	<b>Excess of revenue over expenses and disbursements</b>	-42,576			
	b	<b>Net investment income</b> (if negative, enter -0-)		8,576		
	c	<b>Adjusted net income</b> (if negative, enter -0- ) . . . .			17,007	

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 . . . . .			
	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) . . . . .	473,005	430,857	476,027
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ 200,000 Less accumulated depreciation (attach schedule) ▶ _____	200,000	200,000	200,000
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	7,168	6,740	6,740
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	680,173	637,597	682,767	
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	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted . . . . .	680,173	637,597	
25		Temporarily restricted . . . . .			
26		Permanently restricted . . . . .			
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
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) . . . . .	680,173	637,597	
31		Total liabilities and net assets/fund balances (see instructions) . . .	680,173	637,597	

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	680,173
2	Enter amount from Part I, line 27a . . . . .	2	-42,576
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	637,597
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	637,597

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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	7,683
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	1,805

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 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			
2012			
2011			
2010			
2009			
2	Total of line 1, column (d). . . . .		2
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
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .		4
5	Multiply line 4 by line 3. . . . .		5
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		6
7	Add lines 5 and 6. . . . .		7
8	Enter qualifying distributions from Part XII, line 4. . . . .		8
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	172
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	
3		Add lines 1 and 2. . . . .		3	172
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	172
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
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	
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	172
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 Refunded		11	

Part VII-AStatements Regarding Activities

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of COREY S BLEICH Telephone no (602) 621-1692 Located at 3929 EAST CLARENDON AVENUE PHOENIX AZ ZIP+4 85018			
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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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 Yes 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 ).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
COREY S BLEICH	President	0		
3929 E CLARENDON AVE	0 00			
PHOENIX, AZ 85018				
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.				

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	
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	
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	0
b	Average of monthly cash balances. . . . .	1b	0
c	Fair market value of all other assets (see instructions). . . . .	1c	637,597
d	Total (add lines 1a, b, and c). . . . .	1d	637,597
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	
3	Subtract line 2 from line 1d. . . . .	3	637,597
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	9,564
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	628,033
6	Minimum investment return. Enter 5% of line 5. . . . .	6	31,402

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	31,402
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	172
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	172
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	31,230
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	31,230
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	31,230

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	52,048
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	52,048
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	52,048

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				31,230
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. . . . .				23,806
f Total of lines 3a through e. . . . .	23,806			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 52,048				
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). . . . .	0			
d Applied to 2014 distributable amount. . . . .				31,230
e Remaining amount distributed out of corpus	20,818			
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	44,624			
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 . . . . .	44,624			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				23,806
e Excess from 2014. . . .				20,818

Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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 . . . . .

Tax year	Prior 3 years				(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011		
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 XVSupplementary Information (Complete this part only if the organization 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) )

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

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

JESS AND BARBARA NICKS FOUNDATION  
3929 EAST CLARENDON AVENUE  
PHOENIX, AZ 85018  
(602) 621-1692  
corey.bleich@gmail.com

b

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

WRITTEN REQUESTS

c

Any submission deadlines

DECEMBER 31 ANNUALLY

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	49,700
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash. . . . .		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received				

[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


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.

**Sign Here**

	2015-08-24		May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name Anthony C Pescatore CPA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00501510
	Firm's name <input checked="" type="checkbox"/> PESCATORE-COOPER PLC			Firm's EIN <input checked="" type="checkbox"/>	
	Firm's address <input checked="" type="checkbox"/> 5705 N SCOTTSDALE RD STE D-100 SCOTTSDALE, AZ 852505917			Phone no (480) 994-4148	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
ST JUDE CHILDREN'S HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
ST MARY'S FOOD BANK 2831 NORTH 31ST AVENUE PHOENIX,AZ 85009	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
WOUNDED WARRIOR PROJECT 4150 NORTH DRINKWATER BLVD STE 100 SCOTTSDALE,AZ 85251	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
PARALYZED VETERANS OF AMERICA 5015 NORTH 7TH AVENUE SUITE 2 PHOENIX,AZ 85013	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
THE SALVATION ARMY 2707 EAST VAN BUREN STREET PHOENIX,AZ 85008	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
PHOENIX RESCUE MISSION 1801 SOUTH 35TH AVENUE PHOENIX,AZ 85009	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
TEEN LIFELINE 1441 NORTH 12TH STREET PHOENIX,AZ 85006	NONE	501(C)(3)	ASSIST IN COMMUNITY PROGRAMS	7,100
<b>Total . . . . .</b>  <b>3a</b>				49,700

**TY 2014 Investments - Land Schedule****Name:** JESS AND BARBARA NICKS FOUNDATION**EIN:** 46-1785366**Software ID:** 14000265**Software Version:** 2014v5.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Buildings	160,000		160,000	160,000
Land	40,000		40,000	40,000



**TY 2014 Legal Fees Schedule****Name:** JESS AND BARBARA NICKS FOUNDATION**EIN:** 46-1785366**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	300	150	0	150

**TY 2014 Other Expenses Schedule****Name:** JESS AND BARBARA NICKS FOUNDATION**EIN:** 46-1785366**Software ID:** 14000265**Software Version:** 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKERAGE FEES	6,470	6,470		
PROFESSIONAL FEES	4,396	2,198		2,198
UTIL/INS/TAXES FOR INVESTMENT PROPERTY	5,400	5,400		

TY 2014 Other Income Schedule

**Name:** JESS AND BARBARA NICKS FOUNDATION

**EIN:** 46-1785366

**Software ID:** 14000265

**Software Version:** 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	896		

## TY 2014 Taxes Schedule

**Name:** JESS AND BARBARA NICKS FOUNDATION

**EIN:** 46-1785366

**Software ID:** 14000265

**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID WF	91	91		

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JESS AND BARBARA NICKS  
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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
CONOCOPHILLIPS CUSIP 20825C104	4 00000	07/22/2014	12/22/2014	277 27	344 38		0 00	-67 11	
FIRST TRUST ETF NYSE ARCA BIOTEC CUSIP 33733E203	21 00000	06/26/2013	03/24/2014	1,627 46	1,209 60		0 00	417 86	
ISHARES MSCI BELGIUM ETF CAPPED CUSIP 464286301	14 00000	07/17/2014	12/22/2014	230 57	239 96		0 00	-9 39	
ISHARES MSCI SWEDEN ETF CUSIP 464286756	58 00000	09/12/2013	07/17/2014	2,013 15	1,985 00		0 00	28 15	
ISHARES MSCI SPAIN ETF CAPPED CUSIP 464286764	12 00000	03/24/2014	12/22/2014	427 67	467 52		0 00	-39 85	
ISHARES MSCI ETF NETHERLANDS CUSIP 464286814	68 00000 84 00000	08/26/2013 09/12/2013	03/24/2014 03/24/2014	1,701 33 2,101 66	1,600 71 1,986 79		0 00 0 00	100 62 114 87	
<b>Subtotals</b>	<b>152 00000</b>			<b>\$3,802 99</b>	<b>\$3,587 50</b>		<b>\$0 00</b>	<b>\$215 49</b>	
ISHARES ETF MSCI INDONESIA CUSIP 46429B309	15 00000	10/24/2014	12/22/2014	402 29	415 65		0 00	-13 36	



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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
POWERSHARES S&P ETF	85 00000	04/05/2013	02/18/2014	4,045 93	3,258 05		0 00	787 88	
SMALL CAP CONSUMER CUSIP 73937B605	9 00000	10/13/2014	12/22/2014	497 42	458 91		0 00	38 51	
<b>Subtotals</b>	<b>94 00000</b>			<b>\$4,543 35</b>	<b>\$3,716 96</b>		<b>\$0 00</b>	<b>\$826 39</b>	
POWERSHARES S&P ETF	93 00000	02/18/2014	11/10/2014	4,040 76	4,031 21		0 00	9 55	
SMALLCAP MATERIALS CUSIP 73937B852									
POWERSHARES S&P ETF	10 00000	11/11/2014	12/22/2014	499 19	483 20		0 00	15 99	
SMALLCAP INFORMATION CUSIP 73937B860									
VANGUARD ETF	10 00000	04/05/2013	01/02/2014	828 98	745 80		0 00	83 18	
TELECOMMUNICATIONS	2 00000	04/16/2013	01/02/2014	165 79	155 93		0 00	9 86	
CUSIP 92204A884	2 00000	05/28/2013	01/02/2014	165 79	160 59		0 00	5 20	
	2 00000	08/21/2013	01/02/2014	165 79	157 93		0 00	7 86	
	25 00000	09/11/2013	01/02/2014	2,072 49	2,002 25		0 00	70 24	
<b>Subtotals</b>	<b>41 00000</b>			<b>\$3,398 84</b>	<b>\$3,222 50</b>		<b>\$0 00</b>	<b>\$176 34</b>	
VERIZON COMMUNICATIONS COM CUSIP 92343V104	11 00000	03/12/2014	12/22/2014	520 18	509 08		0 00	11 10	
<b>Totals</b>				<b>\$21,783 72</b>	<b>\$20,212 56</b>		<b>\$0 00</b>	<b>\$1,571 16</b>	

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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
MORGAN STANLEY VAR PFD FIX TO FLTG NON CUM PERP CPN 00% DUE 12/31/2049 CUSIP 61762V200	24 00000	05/12/2014	12/22/2014	664 31	656 09		0 00	8 22	Original Basis 656 17
<i>Totals</i>				\$664 31	\$656 09		\$0 00	\$8 22	



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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
AT & T INC CUSIP 00206R102	8 00000	04/05/2013	12/22/2014	270 87	301 60		0 00	-30 73	
ABBOTT LABORATORIES CUSIP 002824100	6 00000	04/05/2013	12/22/2014	277 43	217 20		0 00	60 23	
AMERICAN TOWER CORP REIT CUSIP 03027X100	8 00000	09/04/2013	12/22/2014	795 02	553 52		0 00	241 50	
ANALOG DEVICES INC CUSIP 032654105	5 00000	04/05/2013	12/22/2014	285 54	214 58		0 00	70 96	
APTARGROUP INC CUSIP 038336103	47 00000	04/05/2013	07/22/2014	2,993 42	2,628 38		0 00	365 04	
BARCLAYS BK PLC 6 625% NONCUM PERP PFD SER 2 CUSIP 06739F390	7 00000	04/05/2013	12/22/2014	177 52	177 73		0 00	-0 21	
BROWN AND BROWN INC COM CUSIP 115236101	10 00000	04/05/2013	12/22/2014	324 69	303 30		0 00	21 39	
BROWN-FORMAN CORP CL B CUSIP 115637209	6 00000	04/05/2013	12/22/2014	530 69	415 56		0 00	115 13	
CHEVRON CORPORATION CUSIP 166764100	4 00000	04/05/2013	12/22/2014	446 31	467 32		0 00	-21 01	
CHUBB CORP CUSIP 171232101	6 00000	04/05/2013	12/22/2014	620 45	523 68		0 00	96 77	



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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
CLAYMORE TRUST ETF GUGGENHEIM INSIDER CUSIP 18383M209	8 00000	09/11/2013	12/22/2014	395 11	340 96		0 00	54 15	
CLAYMORE GUGGENHEIM ETF MULTI ASSET INCOME CUSIP 18383M506	26 00000	04/05/2013	12/22/2014	595 39	605 80		0 00	-10 41	
CLAYMORE ETF GUGGENHEIM SPINOFF CUSIP 18383M605	9 00000	09/11/2013	12/22/2014	411 92	360 54		0 00	51 38	
CLAYMORE GUGGENHEIM ETF RAYMOND JAMES SB-1 EQTY CUSIP 18383M613	12 00000	09/11/2013	12/22/2014	418 79	367 20		0 00	51 59	
CLAYMORE TRUST 2 ETF GUGGENHEIM CHINA REAL CUSIP 18383Q861	17 00000	09/11/2013	12/22/2014	357 33	370 47		0 00	-13 14	
COSTCO WHSL CORP NEW COM CUSIP 22160K105	1 00000	04/05/2013	12/22/2014	142 14	104 60		0 00	37 54	
DEUTSCHE BANK 7 60% PFD CONTINGENT CAP III CPN 7 60% DUE 12/31/2049 CUSIP 25154A108	20 00000	04/05/2013	12/22/2014	547 79	557 57		0 00	-9 78	
DIGITAL REALTY 7% E PFD CALLABLE 9/15/16 @ \$25 CUSIP 253868707	21 00000	04/05/2013	12/22/2014	533 39	561 75		0 00	-28 36	



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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
DOUBLELINE FDS TR * TOTAL RETURN BD FD CL I CUSIP 258620103	55 86100	04/05/2013	12/22/2014	615 59	636 26		0 00	-20 67	
DOUBLELINE INCOME SOLUTIONS FUND CUSIP 258622109	8 00000	09/04/2013	12/22/2014	154 72	166 56		0 00	-11 84	
FIRST TRUST ETF NYSE ARCA BIOTEC CUSIP 33733E203	3 00000 3 00000	06/26/2013 09/04/2013	12/22/2014 12/22/2014	309 80 309 81	172 79 190 86		0 00 0 00	137 01 118 95	
<b>Subtotals</b>	<b>6 00000</b>			<b>\$619 61</b>	<b>\$363 65</b>		<b>\$0 00</b>	<b>\$255 96</b>	
FIRST TRUST DOW JONES INTERNET INDEX FUND CUSIP 33733E302	10 00000	04/05/2013	12/22/2014	618 99	414 60		0 00	204 39	
FIRST TRUST CONSUMERETF DISCRETIONARY ALPHADEX CUSIP 33734X101	23 00000	04/05/2013	12/22/2014	811 19	571 90		0 00	239 29	
FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND CUSIP 33734X119	19 00000	04/05/2013	12/22/2014	817 55	564 87		0 00	252 68	
FIRST TRST HLTH CAREETF ALPHADEX FUND CUSIP 33734X143	15 00000	04/05/2013	12/22/2014	917 23	566 55		0 00	350 68	
FREEPORT-MCMORAN INC CLASS B CUSIP 35671D857	17 00000	08/07/2013	12/22/2014	387 59	506 60		0 00	-119 01	

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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
GENERAL MILLS INC CUSIP 370334104	6 00000	04/05/2013	12/22/2014	323 75	290 76		0 00	32 99	
HALYARD HEALTH INC CUSIP 40650V100	0 37500	04/05/2013	11/03/2014	14 42	12 06		0 00	2 36	
JACK HENRY & ASSOC INC CUSIP 426281101	7 00000	04/05/2013	12/22/2014	441 90	310 80		0 00	131 10	
HOSPITALITY 7 125% PFD PRPTY TRUST-CUMULTV SR D CUSIP 44106M607	21 00000	04/05/2013	12/22/2014	551 45	568 05		0 00	-16 60	
ILLINOIS TOOL WORKS INC CUSIP 452308109	3 00000	04/05/2013	12/22/2014	288 35	183 12		0 00	105 23	
INTEL CORP CUSIP 458140100	10 00000	04/05/2013	12/22/2014	369 99	207 70		0 00	162 29	
INTERNATIONAL BUSINESS MACHINE CORP CUSIP 459200101	1 00000	04/05/2013	12/22/2014	160 41	207 30		0 00	-46 89	
ISHARES MSCI ETF SWITZERLAND CAPPED CUSIP 464286749	15 00000	06/13/2013	12/22/2014	485 54	446 40		0 00	39 14	
ISHARES MSCI GERMANY ETF CUSIP 464286806	62 00000 73 00000	08/08/2013 09/12/2013	10/23/2014 10/23/2014	1,638 00 1,928 62	1,651 06 1,978 01		0 00 0 00	-13 06 -49 39	
<b>Subtotals</b>	<b>135 00000</b>			<b>\$3,566 62</b>	<b>\$3,629 07</b>		<b>\$0 00</b>	<b>(\$62 45)</b>	



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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
ISHARES ETF DOW JONES U S CUSIP 464287846	5 00000	04/05/2013	12/22/2014	521 69	387 35		0 00	134 34	
JOHNSON & JOHNSON CUSIP 478160104	3 00000	04/05/2013	12/22/2014	319 19	244 98		0 00	74 21	
KIMBERLY-CLARK CORP CUSIP 494368103	3 00000	04/05/2013	12/22/2014	347 12	280 33		0 00	66 79	
KIMCO REALTY 6% PFD PERPETUAL/CUM SERIES I CUSIP 49446R794	16 00000	04/05/2013	12/22/2014	407 51	423 52		0 00	-16 01	
LOWES COMPANIES INC CUSIP 548661107	11 00000	04/05/2013	12/22/2014	740 17	415 80		0 00	324 37	
MCDONALDS CORP CUSIP 580135101	3 00000	04/05/2013	12/22/2014	281 57	299 73		0 00	-18 16	
NATIONAL FUEL GAS CO CUSIP 636180101	5 00000	04/05/2013	12/22/2014	344 14	291 75		0 00	52 39	
NEUBERGER BERMAN INC * FUNDS NEW HIGH INCOME CUSIP 64128K868	67 87300	04/05/2013	12/22/2014	606 11	650 23		0 00	-44 12	
NEXTERA ENERGY INC CUSIP 65339F101	4 00000	09/04/2013	12/22/2014	422 59	320 36		0 00	102 23	
NORDSTROM INC CUSIP 655664100	3 00000	04/05/2013	12/22/2014	230 87	164 88		0 00	65 99	

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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
NORFOLK SOUTHERN CORP CUSIP 655844108	4 00000	04/05/2013	12/22/2014	438 07	291 88		0 00	146 19	
NORTHEAST UTILITIES CUSIP 664397106	11 00000	04/05/2013	12/22/2014	580 57	476 85		0 00	103 72	
PENNYMAC MTG INVT TR CUSIP 70931T103	59 00000 47 00000	04/05/2013 09/04/2013	12/22/2014 12/22/2014	1,289 70 1,027 39	1,480 31 990 76		0 00 0 00	-190 61 36 63	
<b>Subtotals</b>	<b>106 00000</b>			<b>\$2,317 09</b>	<b>\$2,471 07</b>		<b>\$0 00</b>	<b>(\$153 98)</b>	
PEPSICO INCORPORATED CUSIP 713448108	4 00000	04/05/2013	12/22/2014	383 95	315 40		0 00	68 55	
POLARIS INDS INC CUSIP 731068102	2 00000	04/05/2013	12/22/2014	296 37	174 20		0 00	122 17	
POWERSHARES DWA ETF MOMENTUM PORTFOLIO CUSIP 73935X153	20 00000 16 00000	08/29/2013 09/04/2013	12/22/2014 12/22/2014	819 38 655 51	645 40 520 08		0 00 0 00	173 98 135 43	
<b>Subtotals</b>	<b>36 00000</b>			<b>\$1,474 89</b>	<b>\$1,165 48</b>		<b>\$0 00</b>	<b>\$309 41</b>	
POWERSHARES INTL DIVD ACHIEVERS PORTFOLIO CUSIP 73935X716	37 00000	04/05/2013	12/22/2014	652 30	608 15		0 00	44 14	
POWERSHARES DWA ETF DEVELOPED MARKETS CUSIP 73936Q108	28 00000 9 00000	08/29/2013 09/04/2013	12/22/2014 12/22/2014	682 34 219 33	629 98 206 19		0 00 0 00	52 36 13 14	
<b>Subtotals</b>	<b>37 00000</b>			<b>\$901 67</b>	<b>\$836 17</b>		<b>\$0 00</b>	<b>\$65 50</b>	



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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
POWERSHARES DWA ETF EMERGING MARKETS CUSIP 73936Q207	45 00000	09/23/2013	12/22/2014	787 26	850 05		0 00	-62 79	
POWERSHARES TRUST II ETF DWA SMALLCAP MOMENTUM CUSIP 73936Q744	87 00000 21 00000	09/04/2013 09/04/2013	10/13/2014 12/22/2014	2,957 93 816 04	3,070 23 741 09		0 00 0 00	-112 30 74 95	
<b>Subtotals</b>	<b>108 00000</b>			<b>\$3,773 97</b>	<b>\$3,811 32</b>		<b>\$0 00</b>	<b>(\$37 35)</b>	
POWERSHARES EM MAR ETF SOV DE PT CUSIP 73936T573	13 00000	04/05/2013	12/22/2014	367 89	396 11		0 00	-28 22	
POWERSHARES S&P ETF SMALLCAP CONSUMER CUSIP 73937B506	91 00000	04/05/2013	10/13/2014	3,896 53	3,254 07		0 00	642 46	
POWERSHARES S&P ETF SMALLCAP HEALTH CARE CUSIP 73937B886	10 00000	04/05/2013	12/22/2014	607 89	389 10		0 00	218 79	
PRAXAIR INC CUSIP 74005P104	3 00000	04/05/2013	12/22/2014	390 29	330 99		0 00	59 30	
PRINCIPAL FUNDS INC * PREFERRED SECURITIES CUSIP 74253Q416	46 93100	04/05/2013	12/22/2014	481 04	500 76		0 00	-19 72	
PROCTER & GAMBLE CO CUSIP 742718109	4 00000	04/05/2013	12/22/2014	368 51	311 63		0 00	56 88	

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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	
PROSHARES TRUST ETF SHORT 20+ YR TREASURY CUSIP 74347X849	37 00000	09/04/2013	12/22/2014	937 93	1,215 53		0 00	-277 60		
PUBLIC STORAGE 5 9% PFD CALLABLE 1/12/17 @ 25 CUSIP 74460W206	18 00000	04/05/2013	12/22/2014	450 71	474 30		0 00	-23 59		
REALTY INCOME CORP REIT CUSIP 756109104	7 00000	04/05/2013	12/22/2014	341 45	315 74		0 00	25 71	Original Basis	319 69
GUGGENHEIM RUSSEL ETF MIDCAP EQUAL WEIGHT CUSIP 78355W577	8 00000	12/10/2013	12/22/2014	404 71	367 20		0 00	37 51		
SCANA CORP COM CUSIP 80589M102	8 00000	04/05/2013	12/22/2014	476 23	413 52		0 00	62 71		
THE SOUTHERN COMPANY CUSIP 842587107	7 00000	04/05/2013	12/22/2014	344 25	329 21		0 00	15 04		
TAUBMAN CENTERS 6 5% PFD SERIES J PERPETUAL/CUM CUSIP 876664608	20 00000	04/05/2013	12/22/2014	500 99	516 80		0 00	-15 81		
TRANSAMERICA FUNDS * TACTICAL INCOME CLASS I CUSIP 89355J409	70 25500 153 84800	04/05/2013 09/13/2013	12/08/2014 12/08/2014	731 35 1,601 56	718 14 1,518 48		0 00 0 00	13 21 83 08	Original Basis	718 70
<b>Subtotals</b>	<b>224 10300</b>			<b>\$2,332 91</b>	<b>\$2,236 62</b>		<b>\$0 00</b>	<b>\$96 29</b>		



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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
UNITED PARCEL SERVICE-B CUSIP 911312106	3 00000	04/05/2013	12/22/2014	333 86	247 47		0 00	86 39	
V F CORPORATION CUSIP 918204108	7 00000	04/05/2013	12/22/2014	514 35	292 01		0 00	222 34	
VANGUARD SHORT TERM BOND ETF CUSIP 921937827	8 00000	04/09/2013	12/22/2014	640 23	648 05		0 00	-7 82	
VANGUARD CONSUMER ETF DISCRETIONARY CUSIP 92204A108	4 00000	04/05/2013	12/22/2014	460 59	332 08		0 00	128 51	
VANGUARD CONSUMER STAPLE ETF CUSIP 92204A207	4 00000	04/05/2013	12/22/2014	502 91	399 60		0 00	103 31	
VANGUARD HEALTH CARE ETF CUSIP 92204A504	5 00000	04/23/2013	12/22/2014	636 99	433 10		0 00	203 89	
VANGUARD INDUSTRIALS ETF CUSIP 92204A603	5 00000	04/05/2013	12/22/2014	534 14	385 10		0 00	149 04	
VANGUARD INFORMATION ETF TECHNOLOGY CUSIP 92204A702	6 00000	04/05/2013	12/22/2014	635 33	422 02		0 00	213 31	
VANGUARD INTERMEDIATEETF TERM CORP BOND CUSIP 92206C870	10 00000	04/09/2013	12/22/2014	863 08	879 22		0 00	-16 14	



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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
VANGUARD MID-CAP VALUE INDEX FUND CUSIP 922908512	5 00000	04/05/2013	12/22/2014	446 49	326 90		0 00	119 59	
VANGUARD SMALL CAP ETF GROWTH CUSIP 922908595	4 00000	09/11/2013	12/22/2014	501 75	451 95		0 00	49 79	
VANGUARD LRG CAP ETF CUSIP 922908637	3 00000	04/05/2013	12/22/2014	284 45	211 38		0 00	73 07	
VANGUARD EXTENDED MARKET ETF CUSIP 922908652	5 00000	04/05/2013	12/22/2014	436 64	328 70		0 00	107 94	
VANGUARD GROWTH ETF CUSIP 922908736	3 00000	04/05/2013	12/22/2014	314 57	227 52		0 00	87 05	
VANGUARD SMALL CAP ETF CUSIP 922908751	4 00000	09/11/2013	12/22/2014	463 51	403 92		0 00	59 59	
WELLS FARGO FDS TR * SHORT TERM HIGH YIELD CUSIP 94975P843	71 88000	04/05/2013	12/22/2014	577 20	596 61		0 00	-19 41	
WELLS FARGO FDS TRUST * WFA ABSOLUTE RETURN FUND CUSIP 94987W307	20 76000	09/13/2013	12/22/2014	231 89	227 95		0 00	3 94	
WISCONSIN ENERGY CORP CUSIP 976657106	15 00000	04/05/2013	12/22/2014	780 88	638 85		0 00	142 03	



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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
HOME LOAN SERVICING	65 00000	04/05/2013	12/22/2014	1,281 33	1,465 10		0 00	-183 77	
SOLUTIONS LTD	43 00000	09/04/2013	12/22/2014	847 66	982 12		0 00	-134 46	
CUSIP G6648D109									
<b>Subtotals</b>	<b>108 00000</b>			<b>\$2,128 99</b>	<b>\$2,447 22</b>		<b>\$0 00</b>	<b>(\$318 23)</b>	
<b>Totals</b>				<b>\$60,284 98</b>	<b>\$54,148 74</b>		<b>\$0 00</b>	<b>\$6,136 22</b>	

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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
AEGON N V FLOATING RATE NON-CUM PERPETUAL PFD CUSIP 007924509	27 00000	04/05/2013	12/22/2014	615 59	673 65		0 00	-58 06	
AMERICAN FIN GRP5 75%PFD PREFERRED-SENIOR NOTE CPN 5 75% DUE 08/25/2042 CUSIP 025932500	16 00000	04/05/2013	12/22/2014	404 15	420 80		0 00	-16 65	
AVIVA PLC 8 25% PFD CAPITAL SECURITY CPN 8 25% DUE 12/01/2041 CUSIP 05382A203	15 00000	04/05/2013	12/22/2014	417 14	428 55		0 00	-11 41	
BANK OF AMERICA CORP PFD 4% SERIES E CUSIP 060505815	20 00000	04/05/2013	12/22/2014	412 39	484 80		0 00	-72 41	
GOLDMAN SACHS GROUP PFD FLOATING RATE PERP CUSIP 38144X609	25 00000	04/05/2013	12/22/2014	487 53	602 60		0 00	-115 07	
HSBC USA INC SER G PFD PERPETUAL PFD CUSIP 40428H888	27 00000	04/05/2013	12/22/2014	600 47	661 50		0 00	-61 03	
LLOYDS BKG GRP PLC 7 75% PREFERRED-SR NOTE CPN 7 75% DUE 07/15/2050 CUSIP 539439802	11 00000	04/05/2013	12/22/2014	283 02	303 16		0 00	-20 14	



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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	
OAKTREE CAPITAL GROUP LLC-CLASS A CUSIP 674001201	9 00000	04/05/2013	12/22/2014	461 33	456 75		0 00	4 58		
PNC FINANCIAL VAR PFD PERP-SER P-CALL 5/1/22 CPN 00% DUE 12/31/2049 CUSIP 693475857	18 00000	04/05/2013	12/22/2014	494 63	497 66		0 00	-3 03	Original Basis	498 23
QWEST CORP 6 125% PFD SENIOR NTS DUE 6/1/2053 CPN 6 13% DUE 06/01/2053 CUSIP 74913G600	5 00000	09/04/2013	12/22/2014	120 55	105 75		0 00	14 80		
S FINANCE PFD 0% PERP PFD CUSIP 80281R888	23 00000	04/05/2013	12/22/2014	478 62	468 97		0 00	9 65		
SENIOR HOUSING 5 625%PFD PPTYs TR-PREFERRED-SR NT CPN 5 63% DUE 08/01/2042 CUSIP 81721M208	5 00000	09/04/2013	12/22/2014	120 05	104 25		0 00	15 80		
SUNTRUST BANKS PFD SERIES A CUSIP 867914509	13 00000	04/05/2013	12/22/2014	274 42	314 34		0 00	-39 92		
US BANCORP FLT PFD PERPETUAL SERIES B CUSIP 902973155	23 00000	04/05/2013	12/22/2014	493 80	548 26		0 00	-54 46		
<b>Totals</b>				<b>\$5,663 69</b>	<b>\$6,071 04</b>		<b>\$0 00</b>	<b>(\$407 35)</b>		

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## Proceeds from Broker and Barter Exchange Transactions, continued

### Short Term Partnership Dispositions For Noncovered Securities

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
KKR FINANCIAL HLDGS CHG LLC CUSIP 48248A306	148 00000	09/04/2013	05/01/2014	1,714 15	1,483 69		0 00	230 46	
KKR & CO L P DEL CUSIP 48248M102	0 89000 21 00000	05/01/2014 05/01/2014	05/01/2014 12/22/2014	20 58 472 28	20 21 476 91		0 00 0 00	0 37 -4 63	
<b>Subtotals</b>	<b>21 89000</b>			<b>\$492 86</b>	<b>\$497 12</b>		<b>\$0 00</b>	<b>(\$4 26)</b>	
<b>Totals</b>				<b>\$2,207 01</b>	<b>\$1,980 81</b>		<b>\$0 00</b>	<b>\$226 20</b>	



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

#### Long Term Partnership Dispositions For Noncovered Securities

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
KKR FINANCIAL HLDGS CHG LLC CUSIP 48248A306	191 00000	04/05/2013	05/01/2014	2,212 18	2,062 89		0 00	149 29	
<b>Totals</b>				<b>\$2,212 18</b>	<b>\$2,062 89</b>		<b>\$0 00</b>	<b>\$149 29</b>	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.