Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation: George and Ann Swift Family Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address): 6689 Woodbury Road

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: Columbus GA 31904

A Employer identification number: 46-3525407

B Telephone number (see instructions): (706) 660-0504

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 4,232,985.

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

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

	Line	Description	(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	Ck ► ☒ if the foundn is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	28.	28.	28.	
	4	Dividends and interest from securities	94,228.	94,228.	94,228.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	121,148.			
	b	Gross sales price for all assets on line 6a 4,065,877.				
	7	Capital gain net income (from Part IV, line 2)		121,148.		
	8	Net short-term capital gain			130,264.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	215,404.	215,404.	224,520.	
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)				
	b	Accounting fees (attach sch) L-16b Stmt	1,485.			
	c	Other prof fees (attach sch) L-16c Stmt	26,338.	26,338.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	800.	21.	21.	
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) Annual registration	85.			
	24	**Total operating and administrative expenses** Add lines 13 through 23	28,708.	26,359.	21.	
	25	Contributions, gifts, grants paid	206,500.			206,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	235,208.	26,359.	21.	206,500.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-19,804.			
	b	**Net investment income** (if negative, enter -0-)		189,045.		
	c	**Adjusted net income** (if negative, enter -0-)			224,499.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS			
1 Cash — non-interest-bearing			
2 Savings and temporary cash investments	168,871.	511,154.	511,154.
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 sch) ►			
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) L-10b Stmt	3,839,335.	3,477,248.	3,721,831.
c Investments — corporate bonds (attach schedule)			
11 Investments — land, buildings, and equipment: basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments — mortgage loans			
13 Investments — other (attach schedule)			
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)	4,008,206.	3,988,402.	4,232,985.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	4,008,206.	3,988,402.	
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)	4,008,206.	3,988,402.	
31 Total liabilities and net assets/fund balances (see instructions)	4,008,206.	3,988,402.	

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	4,008,206.
2 Enter amount from Part I, line 27a	2	-19,804.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	3,988,402.
5 Decreases not included in line 2 (itemize) ► Capital loss	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,988,402.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Schedule attached	P	various	various
b	Dover Corp	P	various	12/10/14
c	Markwest Energy Partners LP	P	08/14/14	12/11/14
d	Williams Partners LTD	P	08/18/14	10/31/14
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	3,645,261.		3,488,816.	156,445.
b	141,851.		150,966.	-9,115.
c	124,127.		150,767.	-26,640.
d	154,638.		154,180.	458.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				156,445.
b				-9,115.
c				-26,640.
d				458.
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** 121,148.

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** 130,264.

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 (column (b) divided by column (c))
2013	0.	4,088,617.	0.000000
2012			
2011			
2010			
2009			

2	**Total** of line 1, column (d)	2	0.000000
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	0.000000
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,204,530.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,890.
7	Add lines 5 and 6	7	1,890.
8	Enter qualifying distributions from Part XII, line 4	8	206,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	1,890.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,890.
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	1,890.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6a 500.		
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	500.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	1,390.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Carter Swift Telephone no. ► (706) 570-2533

Located at ► 6689 Woodbury Road Columbus GA ZIP + 4 ► 31904

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	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)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b		
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__			
3 a	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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . [ ] Yes [X] No

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . 5b

Organizations relying on a current notice regarding disaster assistance check here . . . ► [ ]

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . [ ] Yes [ ] No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . 6b | | X

If 'Yes' to 6b, file Form 8870.

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? . . . 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
Asa V. Swift 7600 #4 Rolling Bend Rd Columbus GA 31904	President 1.00	0.	0.	0.
Carter E. Swift 6689 Woodbury Road Columbus GA 31904	Vice President 1.00	0.	0.	0.
Joan S. Redmond 6152-7 Green Island Drive Columbus GA 31904	Secretary 1.00	0.	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 . . . ► None

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		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3	None

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	4,036,924.
b	Average of monthly cash balances	1b	231,634.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,268,558.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,268,558.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	64,028.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,204,530.
6	**Minimum investment return.** Enter 5% of line 5	6	210,227.

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	210,227.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,890.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,890.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	208,337.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	208,337.
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	208,337.

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	206,500.
b	Program-related investments — total from Part IX-B	1b	0.
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	206,500.
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	1,890.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	204,610.

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				208,337.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			204,152.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2014				
a From 2009 0.				
b From 2010 0.				
c From 2011 0.				
d From 2012 0.				
e From 2013 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► $ 206,500.				
a Applied to 2013, but not more than line 2a			204,152.	
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				2,348.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				205,989.
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)	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010 0.				
b Excess from 2011 0.				
c Excess from 2012 0.				
d Excess from 2013 0.				
e Excess from 2014 0.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a 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).)

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CORTA P.O. Box 8236 Columbus GA 31908	N/A	Public	General	15,000.
Univ of GA Foundation 394 S. Milledge Ave. Athens GA 30602	N/A	Public	General	10,000.
Trinity Episcopal Church 1130 1st Ave. Columbus GA 31901	N/A	Public	General	20,000.
Columbus Hospice 7020 Moon Road Columbus GA 31909	N/A	Public	General	20,000.
Georgia Conservancy 817 W. Peachtree Stree Atlanta GA 30308	N/A	Public	General	5,000.
Jekyll Island Foundation 100 James Road Jekyll Island GA 31527	N/A	Public	General	5,000.
PAWS Humane P.O. Box 8964 Columbus GA 31908	N/A	Public	General	3,500.
Univ of GA Foundation 394 S. Milledge Ave. Athens GA 31908	N/A	Public	Men's Golf Program	20,000.
St. Francis Hospital Fd. P.O. Box 7000 Columbus GA 31908	N/A	Public	General	10,000.
See Line 3a statement				98,000.
Total . . . . ► **3a**				206,500.
b *Approved for future payment*				
Total . . . . ► **3b**				

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	28.	
4 Dividends and interest from securities			14	94,228.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	121,148.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				215,404.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 215,404.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Garth E. Swift — 4/29/15 — Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: Richard D. Greenwald	Preparer's signature: R D G	Date: 4-27-15	Check ☐ if self-employed	PTIN P00949762
Firm's name ► Richard D. Greenwald, CPA, PC			Firm's EIN ► 58-2641842	
Firm's address ► PO Box 7486, Columbus GA 31908-7486			Phone no (706) 660-0504	

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign tax	21.	21.	21.	
Excise tax	779.			
Total	800.	21.	21.	

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Columbus Museum 1251 Wynnton Road Columbus GA 31904	N/A	Public	General	Person or [ ] Business [X] 2,000.
National Infantry Fd. 1775 Legacy Way Columbus GA 31903	N/A	Public	General	Person or [ ] Business [X] 15,000.
Claws & Paws P.O. Box 8964 Columbus GA 31908	N/A	Public	General	Person or [ ] Business [X] 15,000.
Children's Healthcare of Atlanta Fd 1584 Tullis Circle NE Atlanta GA 30329	N/A	Public	Autism Research Program	Person or [ ] Business [X] 15,000.
Columbus State Univ Key Golf Studio 4225 University Ave. Columbus GA 13907	N/A	Public	Key Golf Studio	Person or [ ] Business [X] 15,000.
Wesley Glen Ministries 4580 N. Mumford Road Macon GA 31210	N/A	Public	General	Person or [ ] Business [X] 11,000.
Center for Auto Safety 1825 Connecticut Ave NW Suite 330 Washington DC 20009	N/A	Public	General	Person or [ ] Business [X] 25,000.
Total				98,000.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Richard D Greenwald,CPA,PC	Tax preparation	1,485.			

Form 990-PF, Page 1, Part I Continued
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		1,485.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Williams Jones & Assoc.	Investment Advisor	26,338.	26,338.		
Total		26,338.	26,338.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Schedule attached	3,477,248.	3,721,831.
Total	3,477,248.	3,721,831.

TD AMERITRADE CLEARING INC   Account 929023647

Proceeds from Broker and Barter Exchange Transactions (continued)

2014 1099-B*   OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box A checked

*5- COVERED tax lots 3- Basis is reported to the IRS***

1a- Description of property/CUSIP/Symbol 1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
CROWN CASTLE INTL CORP 1:1 EXC 12/16/14 22822V101 / CUSIP: 228227104 / Symbol:							
04/01/14	150.000	11,164.81	10/24/13	11,248.23	...	-83.42	Sale Note: 26
08/26/14	500.000	39,864.47	10/24/13	37,494.10	...	2,370.37	Sale Note: 26
	Security total:	51,029.28		48,742.33	...	2,286.95	
DANAHER CORP DEL COM / CUSIP: 235851102 / Symbol: DHR							
07/29/14	2,000.000	148,408.72	VARIOUS	160,827.26	...	-12,418.54	Sale Note: 26
DOUBLELINE EMRGING MKTS FXD INCM I / CUSIP: 258620509 / Symbol: DBLEX							
02/21/14	10,019.361	103,676.39	12/02/13	103,524.00	...	152.39	Sale Note: 26
DU PONT E I DE NEMOURS & CO COM / CUSIP: 263534109 / Symbol: DD							
06/27/14	2,500.000	162,142.67	10/24/13	152,222.00	...	9,920.67	Sale Note: 26
EOG RESOURCES INC COM / CUSIP: 26875P101 / Symbol: EOG							
10/10/14	500.000	44,920.21	07/22/14	58,237.19	...	-13,316.98	Sale Note: 26
11/28/14	750.000	65,448.64	01/07/14	62,455.10	...	2,993.54	Sale Note: 26
	Security total:	110,368.85		120,692.29	...	-10,323.44	
FIDELITY ADVISOR FLOATING RT HI INC FD RETAIL / CUSIP: 315916783 / Symbol: FFRHX							
06/05/14	10,000.000	99,776.00	12/02/13	99,924.00	...	-148.00	Sale Note: 26
GENERAL ELECTRIC CO COM / CUSIP: 369604103 / Symbol: GE							
05/12/14	6,000.000	160,672.45	VARIOUS	157,534.90	...	3,137.55	Sale Note: 26
GENERAL MILLS INC COM / CUSIP: 370334104 / Symbol: GIS							
02/03/14	4,000.000	187,790.74	VARIOUS	198,483.71	...	-10,692.97	Sale Note: 26

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TD AMERITRADE CLEARING INC Account: 929023647
Proceeds from Broker and Barter Exchange Transactions
2014 1099-B* OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box A checked

*5- COVERED tax lots 3- Basis is reported to the IRS***

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
1a- Description of property/CUSIP/Symbol							
AMERICAN AIRLINES GROUP INC COM / CUSIP: 02376R102 / Symbol: AAL							
06/12/14	7,000.000	280,232.31	VARIOUS	183,389.30	...	96,843.01	Sale Note: 26
AMERICAN INTL GROUP INC COM / CUSIP: 026874784 / Symbol: AIG							
09/18/14	2,100.000	118,366.07	05/05/14	110,490.78	...	7,875.29	Sale Note: 26
10/09/14	3,000.000	152,299.34	VARIOUS	153,125.60	...	-826.26	Sale Note: 26
Security total:		270,665.41		263,616.38	...	7,049.03	
AMERICAN TOWER CORP REIT / CUSIP: 03027X100 / Symbol: AMT							
02/18/14	1,500.000	124,658.39	10/21/13	119,042.25	...	5,616.14	Sale Note: 26
APPLE INC COM / CUSIP: 037833100 / Symbol: AAPL							
04/16/14	250.000	130,184.66	10/24/13	132,474.98	...	-2,290.32	Sale Note: 26
BRISTOL-MYERS SQUIBB CM / CUSIP: 110122108 / Symbol: BMY							
06/09/14	2,250.000	105,085.41	10/21/13	110,407.05	...	-5,321.64	Sale Note: 26
CDK GLOBAL HOLDINGS LLC COM / CUSIP: 12508E101 / Symbol: CDK							
10/09/14	500.000	13,264.76	10/21/13	14,090.49	...	-825.73	Sale Note: 26
CHICAGO BRIDGE & IRON CO COM / CUSIP: 167250109 / Symbol: CBI							
06/18/14	1,000.000	67,239.52	VARIOUS	74,939.25	...	-7,699.73	Sale Note: 26
06/24/14	1,000.000	67,540.51	10/21/13	74,389.50	...	-6,848.99	Sale Note: 26
Security total:		134,780.03		149,328.75	...	-14,548.72	
CORNING INC CM / CUSIP: 219350105 / Symbol: GLW							
08/26/14	1,500.000	31,399.31	10/21/13	22,693.50	...	8,705.81	Sale Note: 26

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TD AMERITRADE CLEARING, INC. — Account: 929023647

Proceeds from Broker and Barter Exchange Transactions (continued)

2014 1099-B* — OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box A checked

*5- COVERED tax lots 3- Basis is reported to the IRS***

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
GOOGLE INC CL A / CUSIP: 38259P508 / Symbol: GOOGL							
08/26/14	80.000	47,098.14	04/16/14	44,768.10	...	2,330.04	Sale Note: 26
GOOGLE INC CLASS C / CUSIP: 38259P706 / Symbol: GOOG							
05/12/14	250.000	131,838.62	11/06/13	128,175.76	..	3,662.86	Sale Note: 26
JP MORGAN CHASE & CO COM / CUSIP: 46625H100 / Symbol: JPM							
05/05/14	2,000.000	108,889.60	11/26/13	115,819.80	...	-6,930.20	Sale Note: 26
KNOWLES CORP COM / CUSIP: 49926D109 / Symbol: KN							
04/01/14	1,000.000	31,159.42	VARIOUS	29,759.86	...	1,399.56	Sale Note. 26
NUCOR CORP COM / CUSIP: 670346105 / Symbol: NUE							
06/27/14	2,500.000	123,437.53	10/21/13	126,649.75	...	-3,212.22	Sale Note: 26
OCCIDENTAL PETROLEUM CORP COM / CUSIP: 674599105 / Symbol: OXY							
06/05/14	500.000	49,964.55	10/21/13	48,619.50	...	1,345.05	Sale Note: 26
10/09/14	1,500.000	140,316.40	VARIOUS	144,810.62	...	-4,494.22	Sale Note: 26
	Security total:	190,280.95		193,430.12	...	-3,149.17	
PHILLIPS 66 COM / CUSIP: 718546104 / Symbol: PSX							
02/28/14	2,500.000	186,901.75	VARIOUS	160,712.53	...	26,189.22	Sale Note: 26
PIMCO FUNDS MORTGAGE OPPORTUNITIES INST / CUSIP: 72201U638 / Symbol: PMZIX							
04/01/14	5,002.170	55,300.00	12/02/13	55,085.88	...	214.12	Sale Note: 26
06/05/14	5,006.913	55,702.94	12/02/13	55,138.12	...	564.82	Sale Note: 26
	Security total:	111,002.94		110,224.00	...	778.94	

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TD AMERITRADE CLEARING INC | Account 929023647

Proceeds from Broker and Barter Exchange Transactions

2014 1099-B* (continued) OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box A checked

*5- COVERED tax lots 3- Basis is reported to the IRS***

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
ROCKWELL AUTOMATION INC COM / CUSIP: 773903109 / Symbol: ROK							
06/05/14	250.000	31,079.40	04/01/14	31,247.47	...	-168.07	Sale Note: 26
SPDR S&P REGIONAL BANKING ETF / CUSIP: 78464A698 / Symbol: KRE							
10/09/14	4,500.000	166,358.98	VARIOUS	171,334.35	...	-4,975.37	Sale Note: 26
ACCENTURE LTD ORD / CUSIP: G1151C101 / Symbol: ACN							
09/18/14	250.000	20,039.56	06/09/14	21,072.10	...	-1,032.54	Sale Note: 26
LIBERTY GLOBAL PLC ORD CLASS K / CUSIP: G5480U120 / Symbol: LBTYK							
04/09/14	2,250.000	86,725.82	VARIOUS	88,274.70	...	-1,548.88	Sale Note: 26
LYONDELLBASELL INDUSTRIES CL A ORD / CUSIP: N53745100 / Symbol: LYB							
06/09/14	872.000	86,535.66	10/21/13	67,905.95	...	18,629.71	Sale Note: 26
06/25/14	315.000	31,127.35	10/21/13	24,530.25	...	6,597.10	Sale Note: 26
06/27/14	1,813.000	178,649.60	VARIOUS	137,917.95	...	40,731.65	Sale Note: 26
Security total:		296,312.61		230,354.15	...	65,958.46	
Totals:		**3,645,260.70**		**3,488,815.88**	...	**156,444.82**	

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HOLDINGS DETAIL

CASH AND CASH ALTERNATIVES

Investment Description	Quantity	Price	Market Value
TD AMERITRADE CASH	-	$ -	$4,692.45
FDIC INSURED DEPOSIT ACCOUNT IDA12 NOT COVERED BY SIPC	-	-	506,461.57
TOTAL CASH & CASH ALTERNATIVES			**$511,154.02**

EXCHANGE TRADED FUNDS (ETFs)

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
ISHARES NASDAQ BIOTECHNOLOGY ETF	IBB	2/21/14	750	$303.35	$227,512.50	$203,369.76	$24,142.74
TOTAL EXCHANGE TRADED FUNDS (ETFs)					**$227,512.50**	**$203,369.76**	**$24,142.74**
	TOTAL EXCHANGE TRADED FUNDS- LONG POSITION				**227,512.50**		

Questions? Consult your Independent Advisor:
WILLIAMS JONES & ASSOC LLC (212) 754-4115

TD Ameritrade Institutional

MONTHLY STATEMENT

Reporting Period: **December 1 - 31, 2014**

HOLDINGS DETAIL *(continued)*

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
DOUBLELINE TOTAL RETURN BOND I	DBLTX	10/9/14	20,000	$10.97	$219,400.00	$220,224 00	$(824 00)
TOTAL MUTUAL FUNDS					**$219,400.00**	**$220,224.00**	**$(824.00)**

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
ACCENTURE LTD ORD	ACN	6/9/14	1,750	$89.31	$156,292.50	$145,019 22	$11,273 28
ACTAVIS PLC ORD	ACT	8/26/14	500	257.41	128,705.00	113,884.94	14,820 06
AMERICAN AIRLINES GROUP INC COM	AAL	11/28/14	1,550	53 63	83,126.50	75,725 79	7,400 71
AUTOMATIC DATA PROCESSING INC COM	ADP	10/21/13	1,500	83.37	125,055.00	97,388 01	27,666 99
CORNING INC CM	GLW	10/21/13	6,000	22 93	137,580.00	90,774 00	46,806 00
CROWN CASTLE INTL CORP COM	CCI	10/24/13	3,500	78.70	275,450 00	262,214 56	13,235 44
DISCOVER FINL SVCS COM	DFS	2/28/14	3,000	65.49	196,470.00	179,393.77	17,076.23
EOG RESOURCES INC COM	EOG	1/7/14	750	92.07	69,052.50	62,455 09	6,597 41
GOOGLE INC CL A	GOOGL	11/6/13	400	530.66	212,264 00	212,511.90	(247.90)
KANSAS CITY SOUTHERN COM	KSU	10/23/13	1,000	122 03	122,030.00	121,997 60	32 40

MONTHLY STATEMENT

Reporting Period: December 1 - 31, 2014

HOLDINGS DETAIL *(continued)*

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
LIBERTY GLOBAL PLC COM CLASS A	LBTYA	10/21/13	4,930	50 205	247,510 65	199,399 23	48,111 42
MPLX LP COM	MPLX	10/31/14	2,400	73 49	176,376 00	158,049 99	18,326 01
NATURAL RESOURCE PARTNERS LP. COM	NRP	9/18/14	10,000	9 25	92,500.00	147,425 99	(54,925 99)
NEW MOUNTAIN FINANCE CORP COM	NMFC	8/26/14	7,500	14 94	112,050 00	114,087 24	(2,037 24)
OUTFRONT MEDIA INC COM	OUT	5/12/14	3,925.734	26 84	105,366 70	124,617 34	(19,250 64)
PIMCO DYNAMIC INCOME FUND COM	PDI	10/9/14	5,000	30 74	153,700 00	161,108 99	(7,408 99)
ROCKWELL AUTOMATION INC COM	ROK	2/28/14	1,000	111.20	111,200 00	123,567 24	(12,367 24)
SHELL MIDSTREAM PARTNERS COM	SHLX	11/12/14	2,000	40.98	81,960.00	73,657 59	8,302 41
TENET HEALTHCARE CORP COM	THC	6/17/14	2,500	50 67	126,675 00	121,451 25	5,223 75
THE BLACKSTONE GROUP LP COM	BX	5/12/14	6,000	33 83	202,980 00	180,535.98	22,444 02
WALT DISNEY CO COM	DIS	10/24/13	2,500	94.19	235,475.00	172,358 50	63,116 50
TOTAL STOCKS					**$3,151,818.85**	**$2,937,624.22**	**$214,194.63**
	TOTAL STOCKS- LONG POSITION				3,151,818.85		

MONTHLY STATEMENT

Reporting Period: **December 1 - 31, 2014**

HOLDINGS DETAIL *(continued)*

OTHER HOLDINGS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis	Unrealized Gain/(Loss)
AMERICAN INTL GROUP INC WARRANT 01/19/2021 EXP 01/19/2021	-	3/21/14	5,000	$24.62	$123,100.00	$116,546.73	$6,553 27
TOTAL OTHER HOLDINGS					**$123,100.00**	**$116,546.73**	**$6,553.27**
TOTAL HOLDINGS					**$4,232,985.37**	**$3,477,764.71**	**$244,066.64**
TOTAL ACCOUNT VALUE					**$4,232,985.37**		