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

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2014

Open to Public Inspection

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

The Cecil & Irene Hylton
Foundation, Inc.
5593 Mapledale Plaza
Dale City, VA 22193-4527

A Employer identification number
52-1633658B Telephone number (see instructions)
703-590-1111C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 97,170,582.

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

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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	3,705,365.			
2 Ck ☒ if the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments	52,211.	52,211.		
4 Dividends and interest from securities	1,360,305.	1,315,961.		
5a Gross rents	11,875.	11,875.		
b Net rental income or (loss)	7,526.			
6a Net gain or (loss) from sale of assets not on line 10	-261,366.			
b Gross sales price for all assets on line 6a	28,927,858.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
See Statement 1	161,410.	161,410.		
12 Total. Add lines 1 through 11	5,029,800.	1,541,457.	0.	
13 Compensation of officers, directors, trustees, etc.	333,148.	166,574.		166,574.
14 Other employee salaries and wages	43,077.	21,539.		21,538.
15 Pension plans, employee benefits	3,847.	1,924.		1,923.
16a Legal fees (attach schedule)	124,376.			124,376.
b Accounting fees (attach sch)	8,264.			8,264.
c Other prof fees (attach sch)				
17 Taxes (attach schedule)(see instrs)	125,255.			36,682.
19 Depreciation (attach sch) and depletion	5,879.	4,592.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
See Statement 5	209,482.	176,808.		32,674.
24 Total operating and administrative expenses. Add lines 13 through 23	853,328.	371,437.		392,031.
25 Contributions, gifts, grants paid	3,807,957.			3,807,957.
26 Total expenses and disbursements. Add lines 24 and 25	4,661,285.	371,437.	0.	4,199,988.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	368,515.			
b Net investment income (if negative, enter -0-)		1,170,020.		
c Adjusted net income (if negative, enter -0-)			0.	

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ADMINISTRATIVE EXPENSES

2

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		85,984.	76,512.	76,512.
	2	Savings and temporary cash investments		24,491,293.	39,577,369.	39,571,756.
	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.)	3,343,398.			
		Less: allowance for doubtful accounts		3,497,230.	3,343,398.	3,343,398.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)		18,485,236.	19,755,418.	20,417,349.
	b	Investments — corporate stock (attach schedule)		10,907,355.	12,282,558.	15,584,158.
	c	Investments — corporate bonds (attach schedule)		6,250,340.	5,157,010.	5,414,350.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)		141,350.	241,059.	241,059.	
14	Land, buildings, and equipment: basis	12,430,185.				
	Less: accumulated depreciation (attach schedule)	See Stmt 6	28,669.	12,404,805.	12,401,516.	12,522,000.
15	Other assets (describe)	See Statement 7		15,391,951.	45,497.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		91,655,544.	92,880,337.	97,170,582.	
LIABILITIES	17	Accounts payable and accrued expenses		18,292.	874,570.	
	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)		18,292.	874,570.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		91,637,252.	92,005,767.	
	30	Total net assets or fund balances (see instructions)		91,637,252.	92,005,767.	
	31	Total liabilities and net assets/fund balances (see instructions)		91,655,544.	92,880,337.	

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	91,637,252.
2	Enter amount from Part I, line 27a	2	368,515.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	92,005,767.
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	92,005,767.

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 See Statement 8				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(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		
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	-261,366.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]		3	0.	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	4,228,721.	79,364,032.	0.053283
2012	4,917,644.	80,045,563.	0.061436
2011	4,713,233.	82,622,662.	0.057045
2010	4,155,773.	69,659,221.	0.059659
2009	21,145,804.	68,384,167.	0.309221
2 Total of line 1, column (d)		2	0.540644
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	0.108129
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	81,054,057.
5 Multiply line 4 by line 3		5	8,764,294.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	11,700.
7 Add lines 5 and 6		7	8,775,994.
8 Enter qualifying distributions from Part XII, line 4		8	4,199,988.

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 ☐ and enter 1% of Part I, line 27b		1	23,400.
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	23,400.
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	23,400.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014.	6 a	95,616.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld.	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	95,616.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	72,216.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 72,216. Refunded	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
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>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A		
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>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13	X	
14	The books are in care of <u>Kendall B. Lewis</u> Telephone no. <u>703-590-1111</u> Located at <u>5593 Mapledale Plaza Dale City VA</u> ZIP + 4 <u>22193-4527</u>			
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	N/A		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**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	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
	20 __, 20 __, 20 __, 20 __	
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	N/A
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

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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 ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6 b 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 ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7 b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Conrad C. Hylton 5593 Mapledale Plaza Dale City, VA 22193	President 1.00	40,000.	0.	0.
Cecilia M. Hylton 5593 Mapledale Plaza Dale City, VA 22193	Director 1.00	40,000.	0.	0.
C. D. HYLTON, III 5593 MAPLEDALE PLAZA DALE CITY, VA 22193	Director 1.00	40,000.	0.	0.
Kendall B. Lewis 5593 MAPLEDALE PLAZA DALE CITY, VA 22193	Treasurer 45.00	185,385.	27,763.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000 ☐ 0

Part 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	1 a	47,612,212.
b Average of monthly cash balances	1 b	18,545,276.
c Fair market value of all other assets (see instructions)	1 c	16,130,895.
d Total (add lines 1a, b, and c)	1 d	82,288,383.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	82,288,383.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,234,326.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	81,054,057.
6 Minimum investment return. Enter 5% of line 5	6	4,052,703.

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	4,052,703.
2 a Tax on investment income for 2014 from Part VI, line 5	2 a	23,400.
b Income tax for 2014. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	23,400.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,029,303.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	4,029,303.
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	4,029,303.

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.	1 a	4,199,988.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,199,988.
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	4,199,988.

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.

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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				4,029,303.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	17,752,931.			
b From 2010	704,468.			
c From 2011	608,820.			
d From 2012	945,897.			
e From 2013	316,928.			
f Total of lines 3a through e	20,329,044.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 4,199,988.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2014 distributable amount				4,029,303.
e Remaining amount distributed out of corpus	170,685.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,499,729.			
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		0.		
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				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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	17,752,931.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,746,798.			
10 Analysis of line 9:				
a Excess from 2010	704,468.			
b Excess from 2011	608,820.			
c Excess from 2012	945,897.			
d Excess from 2013	316,928.			
e Excess from 2014	170,685.			

N/A

(4) Gross investment income

[illegible]

Form 990-PF (2014)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 10				
Total			3 a	3,807,957.
b Approved for future payment				
Total			3 b	

12/31/14

2014 Federal Book Depreciation Schedule

Page 1

Client CIHFDN

The Cecil & Irene Hylton
Foundation, Inc.

52-1633658

12/10/15

01.02PM

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179 Bonus	Special Dep. Allow.	Prior 179/ Bonus/ Sp. Dep.	Prior Dec Bal Dep.	Salvage /Basis Reductn	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Form 990/990-PF																
Furniture and Fixtures																
2	FIREPROOF FILING CABINETS	2/03/14		2,590							2,590		S/L	HY	7 07140	185
Total Furniture and Fixtures																
				2,590		0	0	0	0	0	2,590	0				185
Machinery and Equipment																
1	Computer and software	2/01/13		22,036							22,036	2,204	S/L	HY	5 20000	4,407
Total Machinery and Equipment																
				22,036		0	0	0	0	0	22,036	2,204				4,407
Total Depreciation																
				24,626		0	0	0	0	0	24,626	2,204				4,592
Grand Total Depreciation																
				24,626		0	0	0	0	0	24,626	2,204				4,592

2014

'ESTMENTS- U.S. AND STATE GOVT OBLIGATIONS

CECIL & IRENE HYLTON FOUNDATION

LINE 10 a

	<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
<u>U.S. OBLIGATIONS</u>			
Fedl Natl Mtg ASSN Pool 988727 5.0% 10/01/23	Fidelity		
Fedl Natl Mtg ASSN Pool # 485627 6.75900% 11/01/28	Fidelity	\$51,929.61	\$50,739.89
GNMA PASS-THRU M SINGLE FAMILY 5.00% 03/20/2035 - 3690	Fidelity	\$77,287.36	\$77,895.39
GNMA Pool #432621 6.35% 2/15/27	Fidelity	\$57,941.79	\$59,253.06
GNMA pool #604235 4/15/18 5%	Fidelity	\$25,088.00	\$27,674.79
GNMA pool #621230 5% 4/15/2022	Fidelity	\$20,464.90	\$20,828.92
GNMA pool #621230 5% 3/20/36	Fidelity	\$9,684.39	\$10,237.51
Govt Natl Mtg Assn II pool # 4215 5.5% 08/20/38	Fidelity	\$11,131.71	\$12,607.12
Govt Natl Mtg Assn II POOL 751958 5.5% 06/20/36	Fidelity	\$4,769.38	\$4,782.87
GOVT Natl Mtg ASSN pool #782674 4% 06/15/24	Fidelity	\$147,110.99	\$151,506.20
GOVT NATL MTG ASSN POOL 4323 5% 01/20/24	Fidelity	\$29,784.39	\$30,214.42
GOVT NATL MTG ASSN POOL 640216 4.5% 03/15/20	Fidelity	\$68,137.02	\$67,000.88
Govt Natl Mtg ASSN Pool 672701 4% 05/15/23	Fidelity	\$4,536.92	\$4,487.19
SMALL BUS ADMIN GTD DEV PTC 4.84000% 05/01/2025	Fidelity	\$41,455.49	\$40,977.30
SMALL BUS ADMIN POOL # 508924 3.075% 10/25/35	Fidelity	\$63,598.63	\$65,386.61
FHLMC Pool #611236 7/1/2031 2.33600%	Fidelity	\$37,360.26	\$37,035.64
FHLMC Ser 2447 CL LB 5.5% 5/15/17	Fidelity	\$16,767.04	\$17,081.87
FHLMC Ser 2513 CL DB 5% 10/15/2017	Fidelity	\$688.27	\$726.29
Fedl Natl Mtg Assn ser 2003-076 CL 8A 03/25/18 4.50%	Fidelity	\$3,560.92	\$3,759.71
FHLMC Ser 2594 CL QP 4.002% 04/15/18	Fidelity	\$7,283.98	\$7,327.82
FEDL HOME LN MTG CRP SER 2920 CL HC 12/15/18	Fidelity		
FEDL HOME LN MTG CRP SER 2520 5.5% 11/15/22	Fidelity	\$28,517.25	\$28,260.70
FNMA remic series1993-179 CL SN 10/25/23 23.37650%	Fidelity	\$8,611.76	\$13,510.60
FHLMC Ser 2005-5 CL CB5 1/15/2024 6.50% ser 1650	Fidelity	\$9,867.08	\$10,559.21
GNMA ser 1998-26 CL K 9/17/2025 7.50%	Fidelity		
FNMA Ser 2009-111 CL AI 4.5% 11/25/27	Fidelity	\$0.00	\$922.54
FNMA ser 1997-79 CL PL 12/18/27 6.850%	Fidelity	\$5,331.97	\$5,738.27
GNMA Ser 2003-042 CL A 4.000% 01/16/2030	Fidelity	\$57,284.68	\$60,344.07
GNMA Ser 2003-103 CL A 4.000% 09/16/2030	Fidelity	\$41,077.44	\$41,837.24
GNMA Ser 2005-15 CLBC 5% 12/16/31	Fidelity		
FNMA Ser 2001-069 CL PQ 6 31392A4Q8 12/25/31 6.00%	Fidelity	\$7,246.13	\$7,302.50
GNMA ser 2003-12 CL OC 4.0% 02/20/32	Fidelity	\$57,012.95	\$56,359.72
GNMA ser 2003-12 CL OD 4.25% 02/20/32	Fidelity	\$2,717.85	\$2,770.74
GNMA ser 2003-51 CL KD 06/20/32	Fidelity	\$8,176.04	\$8,435.63
GOVT NATL MTG ASSN SER 2002-072 4.5% 10/20/32	Fidelity	\$28,646.32	\$29,118.19
FHLMC Ser 2698 CL BA 11/15/2032	Fidelity		
GNMA ser 2002-92 CL PB 12/20/32 5.50%	Fidelity	\$15,298.89	\$17,018.07
FHLMC Ser 2594 CL JB 4.5000% 04/15/2018	Fidelity	\$6,277.30	\$6,629.15
GNMA Ser 2003-42 CL XA 3.75% 5/16/2033	Fidelity	\$22,570.08	\$24,625.14

2014
ESTIMENTS- U.S. AND STATE GOVT OBLIGATIONS
CECIL & IRENE HYLTON FOUNDATION
LINE 10 a

		QUANTITY	COST	FMV
GNMA Ser 2003-41 CL BX 4.5% 5/20/33	Fidelity	10,094.19	\$8,990.56	\$10,875.68
FNMA Ser 2003-42 CA 4% 5/25/2033	Fidelity	8,125.83	\$7,518.74	\$8,497.83
FNMA Ser 2003-116 CL K 4% 9/25/2033	Fidelity	9,875.34	\$9,006.87	\$10,369.90
FNMA Ser 2003-84 CL CG 09/25/33 4.25%	Fidelity	2,865.41	\$2,682.17	\$3,036.22
GNMA Ser 2003-92 CL MA 4% 10/16/2033	Fidelity	144,387.65	\$150,069.27	\$152,226.46
GNMA SER 2003-110 CL A 4.000% 10/20/2033	Fidelity	33,218.52	\$33,723.44	\$34,936.58
FHLMC Ser 2762 CL XC 4% 12/15/33	Fidelity	11,523.67	\$10,733.75	\$12,032.32
GNMA Ser 2004-76 CL QA 4% 1/20/34	Fidelity	16,907.16	\$16,388.03	\$17,475.07
FHLMC Ser 2885 CL LC 4.5% 04/15/34	Fidelity	5,590.72	\$5,507.78	\$5,802.11
GNMA Ser 2004-22 CL PC 4.5% 4/16/2034	Fidelity	1,522.83	\$1,513.80	\$1,523.31
GNMA Ser 2004-105 CLPC 5.00% 9/16/2034	Fidelity	23,488.28	\$23,478.21	\$24,914.02
Govt Natl Mtg ASSN ser 2009-83 cl gl 5% 04/20/35	Fidelity	11,252.03	\$0.00	\$39.61
GNMA Ser 2005-41 CL PA 4% 5/20/2035	Fidelity	4,449.33	\$4,034.08	\$4,785.08
GOVT NATL MTG ASSN SER 2009-025 4.5% 07/20/35	Fidelity	20,795.42	\$22,025.22	\$22,265.66
GNMA REMIC TRUST 2012-32 3.5% 07/20/2036	Fidelity	95,714.61	\$98,895.81	\$99,199.58
FEDL NATL MTG ASSN SER 2009-065 10/25/37	Fidelity			
Govt Natl Mtg ASSN 2009-113 CL UI 5% 04/16/38	Fidelity	65,313.17	\$0.00	\$2,694.17
Govt Natl Mtg ASSN Ser 2009-065 5% 05/20/38	Fidelity	22,741.03	\$24,541.04	\$23,689.79
GNMA REMIC TRUST 2008-60 5.50% 06/20/2038	Fidelity	80,000.00	\$93,520.00	\$89,487.20
GNMA REMIC TRUST 2011-125 4.50% 09/20/2038	Fidelity	207,071.71	\$219,511.10	\$218,104.49
GNMA REMIC TRUST 2010-115 3.50% 11/20/2038	Fidelity	77,020.36	\$78,527.67	\$79,379.49
Govt Natl Mtg ASSn Ser 2009-032 4% 05/16/39	Fidelity	20,128.93	\$21,319.45	\$21,182.48
GOVT NATL MTG ASSN SER 2009-045 CL DA 4.5% 06/20/39	Fidelity	52,631.90	\$56,190.19	\$55,810.34
GOVT NATL MTG ASSN SER 2010-015 4% 10/20/39	Fidelity	72,759.79	\$76,244.71	\$76,199.15
GOVT NAT MTG ASSN SER2009-102CL EB 4.0000% 11/16/2039	Fidelity	95,000.00	\$93,100.00	\$100,217.40
GOVT NATL MTG ASSN SER 2010-068 3.5% 06/20/2040	Fidelity			
GNMA Ser 2004-12 CL C 5.146% 12/16/40	Fidelity	31,347.59	\$30,260.07	\$32,966.38
FHLMC REIMIC SERIES 3828 4.00% 03/15/2041	Fidelity	222,130.11	\$229,365.15	\$234,624.93
FHLMC PC GOLD CASH 5.00% 11/01/2018	Fidelity	75,895.01	\$80,444.29	\$79,772.49
FNMA PASS THRU INT 15 YEAR 4.50% 07/01/20	Fidelity	97,215.76	\$102,764.28	\$102,410.97
FHLMC PC GOLD COMB 15 5.00%, 09/01/21	Fidelity	48,522.31	\$52,181.48	\$52,138.68
FHLMC PC GUAR ADJ 30 YR FLOATER 3.036% 05/01/2035	Fidelity	67,031.46	\$70,400.05	\$72,179.48
GNMA PASS THRU M ADJ 3.00% 05/20/2041	Fidelity	186,664.18	\$194,616.47	\$194,584.34
FHLMC REMIC SERIES 3033 4.50% 09/15/2020	Fidelity	144,725.08	\$152,704.96	\$152,582.20
GNMA REMIC TRUST 2002-11 .465% 02/20/2032	Fidelity	113,533.58	\$112,709.95	\$113,631.22
GNMA REMIC TRUST 2010-145	Fidelity	272,011.20	\$281,011.47	\$279,320.14
GNMA REMIC TRUST 2010-91	Fidelity	39,120.90	\$40,216.72	\$40,178.34
GNMA REMIC TRUST 2009-117	Fidelity	66,667.50	\$68,847.93	\$68,506.19
GNMA REMIC TRUST 2010-39	Fidelity	92,630.81	\$99,073.53	\$97,378.14
FHLMC REMIC SERIES 3870	Fidelity	39,433.61	\$40,628.12	\$40,490.04
FEDERAL HOME LOAN BANKS	EDWARD JONES	1,000,000.00	1,003,120.95	1,042,860.00

		QUANTITY	COST	FMV
FEDERAL HOME LOAN BANKS	EDWARD JONES	380,000.00	379,775.11	\$380,311.60
FEDERAL HOME LOAN BANKS	EDWARD JONES	655,000.00	660,492.60	\$651,312.35
FEDERAL HOME LOAN BANKS	EDWARD JONES	135,000.00	137,820.24	\$138,526.20
FEDERAL FARM CREDIT BANKS	EDWARD JONES	135,000.00	134,396.10	\$136,946.70
FEDERAL HOME LOAN BANKS	EDWARD JONES	400,000.00	371,909.36	\$387,456.00
FEDERAL HOME LOAN BANKS	EDWARD JONES	395,000.00	373,739.65	\$389,880.80
FEDERAL HOME LOAN BANKS	EDWARD JONES	135,000.00	131,033.50	\$138,144.15
FEDERAL FARM CREDIT BANKS	EDWARD JONES	400,000.00	366,930.77	\$396,196.00
FEDERAL FARM CREDIT BANKS	EDWARD JONES	150,000.00	130,577.40	\$147,054.00
ACCURED INTEREST	EDWARD JONES		\$11,934.65	
GNMA PL 781817X	UBS AC 3058	250,000	24,340.01	25,107.78
GNMA PL 621230X	UBS AC 3058	150,000	24,745.60	25,595.48
GNMA PL 003980M	UBS AC 3058	150,000	22,510.94	22,930.75
GNMA PL 003027M	UBS AC 3058	100,484	640.39	759.35
GNMA PL 003040M	UBS AC 3058	100,000	672.86	781.76
FNMA PL A15011	UBS AC 3058	175,000	72,700.39	73,897.20
FHLB BOND	UBS AC 3058	95,000	95,072.81	96,108.65
US TSY INFL PROT NOTE	UBS AC 3058	122,000	145,237.63	144,794.37
FHLB BOND	UBS AC 3058	145,000	145,000.00	144,918.80
USA TREASURY NOTES	PNC 21-10-576-0631976	100,000.000	97,437.50	\$108,719.00
USA TREASURY NOTES	PNC 21-10-576-0619512	155,000.000	148,107.16	\$163,064.65
USA TREASURY NOTES	PNC 21-10-576-0631976	100,000.000	92,539.07	\$105,703.00
USA TREASURY NOTES	PNC 21-10-576-0619512	350,000.000	369,217.97	\$359,107.00
USA TREASURY NOTES	PNC 21-10-576-0631976	10,000.000	10,441.41	\$10,260.20
USA TREASURY NOTES	PNC 21-10-576-0619512	320,000.000	347,638.16	\$333,401.60
USA TREASURY NOTES	PNC 21-10-576-0631976	195,000.000	209,443.50	\$203,166.60
USA TREASURY NOTES	PNC 21-10-576-0619512	325,000.000	348,937.50	\$356,333.25
USA TREASURY NOTES	PNC 21-10-576-0631976	275,000.000	300,324.22	\$301,512.75
USA TREASURY NOTES	PNC 21-10-576-0631976	75,000.000	82,708.00	\$78,322.50
USA TREASURY NOTES	PNC 21-10-576-0619512	245,000.000	265,942.77	\$255,853.50
USA TREASURY NOTES	PNC 21-10-576-0619512	260,000.000	265,802.74	\$262,093.00
USA TREASURY NOTES	PNC 21-10-576-0631976	400,000.000	409,309.76	\$403,220.00
USA TREASURY NOTES	PNC 21-10-576-0619512	150,000.000	146,466.80	\$151,500.00
USA TREASURY NOTES	PNC 21-10-576-0619512	425,000.000	462,287.10	\$456,080.25
USA TREASURY NOTES	PNC 21-10-576-0631976	490,000.000	532,476.95	\$525,833.70
USA TREASURY NOTES	PNC 21-10-576-0619512	130,000.000	131,340.63	\$130,954.20
USA TREASURY NOTES	PNC 21-10-576-0631976	220,000.000	223,124.22	\$221,614.80
USA TREASURY NOTES	PNC 21-10-576-0619512	150,000.000	150,333.99	\$150,633.00
USA TREASURY NOTES	PNC 21-10-576-0631976	150,000.000	150,333.99	\$150,633.00
USA TREASURY NOTES	PNC 21-10-576-0619512	235,000.000	218,446.67	\$228,575.10
USA TREASURY NOTES	PNC 21-10-576-0631976	260,000.000	241,655.68	\$252,891.60

2014
ESTIMENTS- U.S. AND STATE GOVT OBLIGATIONS
CECIL & IRENE HYLTON FOUNDATION
LINE 10 a

			QUANTITY	COST	FMV
USA TREASURY NOTES	PNC	21-10-576-0631976	285,000.000	285,523.23	\$285,179.55
USA TREASURY NOTES	PNC	21-10-576-0619512	90,000.000	90,105.47	\$90,031.50
USA TREASURY NOTES	PNC	21-10-576-0631976	80,000.000	80,093.75	\$80,028.00
USA TREASURY NOTES	PNC	21-10-576-0619512	175,000.000	179,086.34	\$180,619.25
USA TREASURY NOTES	PNC	21-10-576-0631976	160,000.000	163,734.37	\$165,137.60
FEDERAL NATL MTG ASSN	PNC	21-10-576-0619512	105,000.000	104,994.75	\$104,112.75
FEDERAL NATL MTG ASSN	PNC	21-10-576-0631976	95,000.000	94,995.25	\$94,197.25
FEDERAL NATL MTG ASSN	PNC	21-10-576-0619512	170,000.000	167,859.70	\$168,051.80
FEDERAL NATL MTG ASSN	PNC	21-10-576-0631976	125,000.000	123,426.25	\$123,567.50
GOVERNMENT NATL MTG ASSN	PNC	21-10-576-0631976	573.176	559.28	\$669.60
TOTAL UNITED STATES OBLIGATIONS				\$14,317,308.29	\$14,482,612.17

VIRGINIA STATE OBLIGATIONS

Alaska Mun BD 5.759% 08/01/25	Fidelity	250,000.00	\$251,619.65	\$280,360.00
Arlington Cnty Va ind dev auth rev 06.000% 12/15/2029	Fidelity	100,000.00	\$100,008.23	\$105,624.00
Aspen Colorado 5.960% 09/01/2037	Fidelity	40,000.00	\$40,786.12	\$42,046.80
BLACKSBURG VA GO CAP IMP BLD'S SER 2009B 05.7000% 03/01/2028	Fidelity	200,000.00	\$200,010.17	\$218,720.00
Bristol Va 5.653% 07/15/03	Fidelity	215,000.00	\$224,651.80	\$240,065.50
Buncombe Cnty 6.8% 06/01/30	Fidelity	500,000.00	\$504,856.94	\$592,500.00
Dorchester Cnty Md 5.625% 02/01/27	Fidelity	50,000.00	\$53,716.46	\$56,847.50
Harrisburg Va IDA Rock hosp 5% 8/15/2002	Fidelity	275,000.00	\$255,911.64	\$293,557.00
Middletown Ohio 5.75% 12/01/25	Fidelity	250,000.00	\$251,658.38	\$275,927.50
OREGON SCH BRDS ASSN	Fidelity	25,000.00	\$25,683.09	\$29,464.50
PIEDMONT MUN PWR AGY S C ELEC 4.25% 01/01/2023	Fidelity	100,000.00	\$104,145.31	\$104,610.00
Portsmouth Va bids serv 6.4% 07/15/25	Fidelity	150,000.00	\$169,791.11	\$175,038.00
VA COLLEGE BLDG AUTH 5.5% 02/01/27	Fidelity	300,000.00	\$320,513.13	\$336,897.00
VA ST HSG DEV 6.07% 08/01/18	Fidelity	100,000.00	\$107,720.14	\$114,421.00
VA ST HSG DEV 6.62% 02/01/21	Fidelity	100,000.00	\$108,291.73	\$114,426.00
Va St Pub 4.8% 08/01/24	Fidelity	325,000.00	\$322,535.30	\$369,856.50
Va St Res Auth 6.19% 11/01/30	Fidelity	250,000.00	\$252,308.94	\$289,427.50
Va. State Pub Bldg Fac Bd 5.15% 8/1/2025	Fidelity	300,000.00	\$298,189.60	\$339,444.00
Va. State Pub Bldg Fac Bd 5.25% 8/1/2022	Fidelity	150,000.00	\$154,022.77	\$170,994.00
Va-St Res auth. Clean Wtr 4.75% 10/1/2023	Fidelity	200,000.00	\$200,013.47	\$221,566.00
VHDA rental Bds Ser 2007A 5.39% 7/1/2015	Fidelity	40,000.00	\$40,173.48	\$40,700.40
VIRGINIA BEACH VA DEV 6.40% 07/15/27	Fidelity	100,000.00	\$109,542.93	\$109,988.00
Virginia commith 00.0000% 04/01/27 REV CONTRACT	Fidelity	55,000.00	\$30,051.92	\$37,511.65
VIRGINIA COMWLTH TRANSP BND TRANSP 05.75000% 05/15/2028	Fidelity	50,000.00	\$50,010.51	\$56,211.50

2014
 'ESTIMENTS- U.S. AND STATE GOVT OBLIGATIONS
 CECIL & IRENE HYLTON FOUNDATION
 LINE 10 a

VIRGINIA ST HSG DEV 3.579% 01/01/21	Fidelity	QUANTITY	COST	FMV
Virginia St Hsg Dev 5.282% 03/01/28	Fidelity	100,000.00	\$100,013.94	\$106,312.00
Virginia St Pub Bldg Aut Pub Facs Rev 05.86800% 08/01/2021	Fidelity	250,000.00	\$263,762.11	\$266,405.00
Wisconsin St Trans 5.7% 07/01/28	Fidelity	75,000.00	\$76,868.22	\$83,624.25
Wise Cnty Va 1.7% 02/01/17	Fidelity	300,000.00	\$300,012.79	\$341,694.00
ARLINGTON COUNTY	EDWARD JONES	75,000.00	\$74,985.07	\$75,024.00
FAIRFAX COUNTY	EDWARD JONES	200,000.00	200,000.00	205,064.00
		250,000.00	246,254.95	240,407.50
	TOTAL STATE		\$5,438,109.90	\$5,934,735.10
	TOTAL LINE 10 A		\$19,755,418.19	\$20,417,347.27

CORPORATE STOCK

	QUANTITY	COST	FMV
PRIN PROTECTED NOTES OF PREF TERM SEC IX			
PRIN PROTECTED NOTES OF PREF TERM SEC VIII			
CIT CROUP INC COM NEW COMMON STOCK			
BOND FUND OF AMERICA	116,253.00	116,253.42	108,115.68
CATAWBA			
CATAWBA	512,893.00	512,892.91	466,732.55
CATAWBA	273.00	7,914.27	13,057.59
EDWARD JONES	23,950.90	200,000.00	306,810.96
EDWARD JONES	8,039.87	200,000.00	479,015.57
EDWARD JONES	22,933.56	200,000.00	494,906.12
EDWARD JONES	27,503.98	400,000.00	1,019,847.73
EDWARD JONES	24,461.68	400,000.00	1,001,705.76
EDWARD JONES		1,157,101.48	0.00
ABBVIE INC COM	627	33,914.11	41,030.88
AFFILIATED MANAGERS GROUP	177	32,263.92	37,566.48
ALIBABA GROUP HLDG LTD SPON	162	17,945.13	16,838.28
AMAZON COM INC	105	29,369.25	32,586.75
ANTERO RESOURCES CORP	185	11,495.36	7,507.30
APPLE INC	755.00	58,742.64	83,336.90
BIOGEN IDEC INC	111.00	28,152.28	37,678.95
CANADIAN PAC RAILWAY LTD	172	29,876.59	33,142.68
CELGENE CORP	362	27,385.60	40,493.32
CHIPOTLE MEXICAN GRILL INC	57	35,039.99	39,017.07
COMCAST CORP NEW CL A	965	54,624.88	55,979.65
CONSTELLATION BRANDS INC CLA	390	20,010.39	38,286.30
CUMMINS INC	251	35,985.80	36,186.67
DELPHI AUTOMOTIVE PLC	456	26,018.34	33,160.32
DELTA AIR LINES INC	701	20,137.75	34,482.19
FACEBOOK INC CL A	963	47,785.58	75,133.26
GILEAD SCIENCES INC	421.00	44,066.79	39,683.46
GOOGLE INC CLA	35.00	19,246.09	18,573.10
GOOGLE INC CLA	47.00	16,856.60	24,740.80
HALLIBURTON CO	600.00	34,406.87	23,598.00
INTERCONTINENT ALEXCHANGE GROUP	235.00	43,931.54	51,533.15
LAS VEGAS SANDS CORP	431.00	35,685.42	25,066.96
LIBERTY GLOBAL PLC SER C	1184	42,798.37	57,199.04
MCKESSON CORP	212	40,482.98	44,006.96
MICRON TECHNOLOGY INC	1237	41,331.04	43,307.37
MONSANTO CO NEW	271.00	30,396.65	32,376.37
NIKE INC CL B	358.00	28,333.16	34,421.70
PALO ALTO NETWORKS INC	216.00	21,071.83	26,475.12

CORPORATE STOCK

	UBS - 3059	QUANTITY	COST	FMV
PERRIGO CO PLC	UBS - 3059	241.00	37,526.93	40,285.56
PIONEER NAT RES CO	UBS - 3059	204.00	25,355.49	30,365.40
POLARIS INDUSTRIES INC	UBS - 3059	89.00	13,384.72	13,460.36
SBA COMMUNICATIONS CORP	UBS - 3059	461	41,631.14	51,060.36
SERVICENOW INC	UBS - 3059	329	18,620.68	22,322.65
TE CONNECTIVITY LTD CHF	UBS - 3059	565	35,754.12	35,736.25
TIME WARNER INC NEW	UBS - 3059	399	26,438.39	34,082.58
TIJ COS INC NEW	UBS - 3059	752.00	40,890.97	51,572.16
TWENTY-FIRST CENTY FOX INC	UBS - 3059	973.00	32,259.43	37,368.06
UNDER ARMOUR INC CL A	UBS - 3059	550.00	36,791.25	37,345.00
VISA INC CL A	UBS - 3059	185.00	37,528.40	48,507.00
WORKDAY INC CL A	UBS - 3059	265.00	21,930.42	21,626.65
WSTN DIGITAL CORP	UBS - 3059	311.00	31,395.90	34,427.70
AKAMAI TECHNOLOGIES	UBS - 3061	69	3,011.40	4,344.24
AKORN INC	UBS - 3061	68	2,733.31	2,461.60
ALBEMARLE CORP	UBS - 3061	51	3,038.32	3,066.63
ALLIANCE DATA SYSTEMS CORP	UBS - 3061	14	3,602.19	4,004.70
AMERICAN AIRLS GROUP INC	UBS - 3061	102	3,566.55	5,470.26
BELMOND LTD	UBS - 3061	254	3,295.51	3,141.98
BRUNSWICK CORP	UBS - 3061	68	2,885.70	3,485.68
CADENCE DESIGN SYSTEM	UBS - 3061	241.00	3,204.22	4,571.77
CAMERON INTL CORP	UBS - 3061	52.00	2,875.63	2,597.40
CARUSLE COS INC	UBS - 3061	32.00	2,221.39	2,887.68
CATAMARAN CORP	UBS - 3061	98.00	4,501.94	5,071.50
CBRE GROUP INC	UBS - 3061	126.00	2,994.54	4,315.50
CBS CORP NEW CL B	UBS - 3061	53.00	2,750.20	2,933.02
CENTENE CORP	UBS - 3061	42.00	2,178.62	4,361.70
COMPUTER SCIENCES	UBS - 3061	31.00	2,022.31	1,954.55
DEALERTRACK TECHNOLOGIES INC	UBS - 3061	109.00	4,993.07	4,829.79
DECKERS OUTDOOR CORP	UBS - 3061	53.00	4,986.58	4,825.12
EAGLE MATERIALS INC	UBS - 3061	53.00	5,244.28	4,029.59
EXELIS INC	UBS - 3061	170.00	1,754.59	2,980.10
FINISAR CORP COM NEW	UBS - 3061	166.00	3,411.52	3,222.06
FIREEYE INC	UBS - 3061	107.00	3,544.94	3,379.06
FOREST CITY ENTERPRISES	UBS - 3061	98.00	2,056.66	2,087.40
FORTINET INC	UBS - 3061	85.00	1,594.24	2,606.10
GAMING & LEISURE PPTY INC	UBS - 3061	75.00	2,700.81	2,200.50
GULFPORT ENERGY CORP	UBS - 3061	100.00	5,426.49	4,174.00

CORPORATE STOCK

		QUANTITY	COST	FMV
HARTFORD FINCL SERVICES GROUP	UBS - 3061	83.00	1,974.48	3,460.27
HUNTSMAN CORP	UBS - 3061	184.00	3,776.86	4,191.52
ILLUMINA INC	UBS - 3061	17.00	834.63	3,137.86
KIRBY CORPORATION	UBS - 3061	49.00	4,093.84	3,956.26
LIONS GATE ENTERTAINMENT CORP	UBS - 3061	191.00	5,598.50	6,115.82
LPL FINL HLDGS INC COM	UBS - 3061	115.00	4,847.45	5,123.25
MASCO CORP	UBS - 3061	144.00	2,868.10	3,628.80
MEDIA GEN INC NEW	UBS - 3061	264.00	5,106.54	4,416.72
MEDIVATION INC	UBS - 3061	39.00	2,392.14	3,884.79
MEMORIAL RESOURCE DEV CORP	UBS - 3061	226.00	5,294.85	4,074.78
METHANEX CORP CAD	UBS - 3061	59.00	2,883.24	2,703.97
MGM RESORS INTL	UBS - 3061	251.00	4,182.92	5,366.38
MYLAN INC	UBS - 3061	54.00	2,276.95	3,043.98
NAVISTAR INTL CORP NEW	UBS - 3061	81.00	2,890.96	2,711.88
NEXSTAR BRADCASTING GROUP INC	UBS - 3061	121.00	4,268.71	6,266.59
NPS PHARMACEUTICALS DEL	UBS - 3061	113.00	3,106.60	4,042.01
OSHKOSH CORP	UBS - 3061	106.00	5,216.60	5,156.90
PENSKE AUTOMOTIVE GROUP INC	UBS - 3061	86.00	3,417.37	4,220.02
PERRIGO CO PLC EUR	UBS - 3061	19.00	2,972.24	3,176.04
POPULAR INC	UBS - 3061	85.00	2,649.25	2,894.25
PRIVATEBANCORP INC	UBS - 3061	155.00	4,478.24	5,177.00
QUANTA SERVICES INC	UBS - 3061	165.00	4,005.96	4,684.35
QUINTILES TRANSNATIONAL HLDGS	UBS - 3061	54.00	2,428.47	3,178.98
REALOGY HLDGS CORP	UBS - 3061	97.00	3,650.58	4,315.53
RICE ENERGY INC	UBS - 3061	215.00	5,107.78	4,508.55
RYLAND GROUP INC	UBS - 3061	77.00	2,959.51	2,969.12
RYMAN HOSPITALITY PPTYS INC	UBS - 3061	109.00	5,242.03	5,748.66
SBA COMMUNICATIONS CORP CL A	UBS - 3061	37.00	2,556.65	4,098.12
SERVICE NOW INC	UBS - 3061	58.00	2,756.95	3,935.30
SINCLAIR BROADCAST GROUP INC	UBS - 3061	202.00	5,225.02	5,526.72
SPIRIT AIRLINES INC	UBS - 3061	55.00	2,416.70	4,156.90
SUPERIOR ENERY SERVICES	UBS - 3061	114.00	3,123.69	2,297.10
TERADYNE INC	UBS - 3061	235.00	3,907.60	4,650.65
TEXAS CAPITAL BANCSHARES INC	UBS - 3061	100.00	5,346.28	5,433.00
TRIBUNE CO NEW CL A	UBS - 3061	60.00	3,851.31	3,586.20
TRINITY INDUSTRIES	UBS - 3061	133.00	4,624.48	3,725.33
U S SILICA HOLDINGS INC	UBS - 3061	110.00	4,401.76	2,825.90
ULTA SALON COSMETICS	UBS - 3061	25.00	2,402.36	3,196.00

CORPORATE STOCK

		<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
UNIVERSAL HEALTH SVCS	UBS - 3061	43.00	2,003.37	4,784.18
UNITED NAT FOODS INC	UBS - 3061	38.00	2,803.32	2,938.35
VAIL RESORTS, LLC	UBS - 3061	42.00	2,954.84	3,827.46
VANTIV INC CL A	UBS - 3061	106.00	3,226.74	3,595.52
VERIFONE SYSTEMES INC	UBS - 3061	140.00	4,663.01	5,208.00
WENDYS CO	UBS - 3061	512.00	4,336.29	4,623.36
WHITING PETROLEUM CORP NEW	UBS - 3061	54.00	3,050.97	1,782.00
WISDOMTREE INVESTMENTS INC	UBS - 3061	226.00	3,074.78	3,542.55
ACORDA THERAPEUTICS INC	UBS - 3062	100.00	3,340.47	4,087.00
BELMOND LTD	UBS - 3062	348.00	4,064.73	4,304.76
BOYD GAMING CORP	UBS - 3062	245.00	2,818.48	3,131.10
BURLINGTON STORES INC	UBS - 3062	59.00	1,609.71	2,788.34
CAMBREX CORP	UBS - 3062	135.00	2,507.95	2,918.70
CAPITAL BK FINL CORP	UBS - 3062	160.00	3,008.78	4,288.00
CARDIOVASCULAR SYSTEMS INC NEW	UBS - 3062	109.00	2,908.49	3,278.72
CAVIUM COM	UBS - 3062	57.00	2,034.73	3,523.74
CUMULUS MEDIA INC CL A	UBS - 3062	459.00	2,523.31	1,941.57
DEALERTRACK TECHNOLOGIES INC	UBS - 3062	105.00	4,155.12	4,652.55
DECKERS OUTDOOR CORP	UBS - 3062	19.00	1,756.11	1,729.76
EVERBANK FINL CORP	UBS - 3062	183.00	2,934.04	3,487.98
EVERTEC INC	UBS - 3062	171.00	3,972.28	3,784.23
EW SCRIPPS CO CL A	UBS - 3062	258.00	4,415.05	5,766.30
EXELUS INC	UBS - 3062	150.00	1,624.77	2,629.50
FELCOR LODGING TRUST INC	UBS - 3062	348.00	1,706.03	3,765.36
FINISAR CORP COM	UBS - 3062	143.00	2,238.48	2,775.63
FLEETMATICS GROUP PLC	UBS - 3062	49.00	1,694.79	1,739.01
FXCM INC	UBS - 3062	192.00	3,060.37	3,181.44
GOODRICH PETE CORP NEW	UBS - 3062	198.00	4,378.36	879.12
GRAY TELEVISION INC	UBS - 3062	399.00	4,236.86	4,468.80
HAWAIIAN HOLDINGS INC	UBS - 3062	139.00	2,049.03	3,620.95
HELIX ENERGY SOLUTIONS GROUP	UBS - 3062	105.00	2,498.79	2,278.50
HFF INC CL A	UBS - 3062	90.00	2,261.76	3,232.80
ICON PLC SPON ADR	UBS - 3062	35.00	1,322.93	1,784.65
IMAX CORP CAD	UBS - 3062	84.00	1,975.13	2,595.60
IMPAX LABORATORIES INC	UBS - 3062	118.00	2,981.59	3,738.24
INFINERA CORP	UBS - 3062	322.00	2,991.46	4,739.84
KAISER ALUMINUM CORP NEW 2006	UBS - 3062	37.00	2,236.06	2,642.91
KCG HIDS INC	UBS - 3062	319.00	3,707.62	3,716.35

CORPORATE STOCK

			<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
KRISPY KREME DOUGHNUTS INC	UBS - 3062		198.00	3,854.84	3,908.52
LITHIA MOTORS INC CL	UBS - 3062		46.00	2,669.96	3,987.74
MAGNUM HUNTER RES CORP DEL COM	UBS - 3062		804.00	4,155.31	2,524.56
MANITOWOC CO	UBS - 3062		135.00	3,635.59	2,983.50
MASTEC INC	UBS - 3062		122.00	3,658.01	2,758.42
MEDIA GEN INC NEW	UBS - 3062		260.00	4,710.92	4,349.80
NAVISTAR INTL CORP	UBS - 3062		89.00	3,093.57	2,979.72
NEXSTAR BROADCAST GROUP INC	UBS - 3062		99.00	1,682.77	5,127.21
NPS PHARMACEUTICALS DEL	UBS - 3062		120.00	3,505.84	4,292.40
OFG BANCORP COM	UBS - 3062		162.00	2,571.38	2,697.30
OM ASSET MGMT PLC	UBS - 3062		120.00	1,746.40	1,948.80
PDC ENERGY INC COM	UBS - 3062		64.00	3,926.05	2,641.28
PEBBLEBROOK HOTEL TR	UBS - 3062		83.00	2,162.78	3,787.29
PINNACLE ENTERTAINMENT GROUP	UBS - 3062		161.00	2,241.12	3,582.25
POLYONE CORP	UBS - 3062		93.00	2,522.53	3,525.63
PRIVATEBANCORP INC	UBS - 3062		137.00	3,964.61	4,575.80
PROS HOLDINGS INC	UBS - 3062		46.00	1,267.80	1,264.08
RADWARE LTD ILS	UBS - 3062		182.00	2,859.35	4,007.64
RAMBUS INC	UBS - 3062		304.00	4,018.34	3,371.36
RENTRAK CORP	UBS - 3062		41.00	2,519.99	2,985.62
RICE ENERGY	UBS - 3062		145.00	3,420.57	3,040.65
RYLAND GROUP INC	UBS - 3062		62.00	2,623.55	2,390.72
RYMAN HOSPITALITY PTYS INC	UBS - 3062		71.00	3,432.97	3,744.54
SAGENT PHARMACEUTICALS INC	UBS - 3062		85.00	1,921.02	2,134.35
SCIENTIFIC GAMES CORP CLA	UBS - 3062		318.00	4,466.61	4,048.14
SCORPIO TANKERS INC	UBS - 3062		335.00	3,253.37	2,911.15
SELECT COMFORT CORP	UBS - 3062		131.00	2,749.01	3,540.93
SINCLAIR BROADCAST GROUP INC	UBS - 3062		134.00	1,604.60	3,666.24
SWIFT TRANSN CO CLA	UBS - 3062		132.00	2,835.81	3,779.16
SYNOVUS FINANCIAL CORP	UBS - 3062		77.00	1,517.41	2,085.93
TALMER BANCORP INC COM CL A	UBS - 3062		148.00	2,126.13	2,077.92
TEAM HEALTH HOLDINGS INC	UBS - 3062		65.00	2,699.98	3,739.45
TERADYNE INC	UBS - 3062		218.00	3,313.14	4,314.22
TRIANGLE OPETROLEUM CORP	UBS - 3062		225.00	2,422.85	1,075.50
TRIMAS CORP DELA NEW	UBS - 3062		76.00	2,326.77	2,378.04
TUTOR PERINE CORP	UBS - 3062		145.00	2,723.93	3,490.15
TYLER TECHNOLOGIES INC	UBS - 3062		30.00	2,646.82	3,283.20
U S SILICA HLDGS INC	UBS - 3062		122.00	4,450.77	3,134.18

CORPORATE STOCK

		<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
VERIFONE SYSTEMS INC	UBS - 3062	103.00	2,285.46	3,831.60
VIRGIN AMER INC	UBS - 3062	55.00	1,812.03	2,378.75
WELL CARE HEALTH PLANS INC	UBS - 3062	44.00	3,574.25	3,610.64
WENDYS CO	UBS - 3062	274.00	2,421.41	2,474.22
WESTERN ALLIANCE BANCORP	UBS - 3062	121.00	786.85	3,363.80
WISDOMTREE INVESTMENTS INC	UBS - 3062	202.00	2,449.35	3,166.35
ACTAVIS PLC	UBS - 3063	98	24,634.06	25,226.18
ALIBABA GROUP HLDG	UBS - 3063	277	30,151.85	28,791.38
ALLERGAN INC	UBS - 3063	53	11,241.79	11,267.27
ALLSTATE CORP	UBS - 3063	748	36,742.89	52,547.00
AMER EXPRESS CO	UBS - 3063	293	17,536.88	27,260.72
AMERICAN TOWER CORP	UBS - 3063	330	22,456.72	32,620.50
AMGEN INC	UBS - 3063	94	14,202.73	14,973.26
APPLE INC	UBS - 3063	641	53,085.03	70,753.58
BANK OF AMER CORP	UBS - 3063	2450	36,532.69	43,830.50
BIOMER IDEC INC	UBS - 3063	49	14,092.30	16,633.05
BOEING COMPANY	UBS - 3063	227	25,669.79	29,505.46
CANADIAN PAC RAILWAY LTD CAD	UBS - 3063	217	31,243.07	41,813.73
CAPITAL ONE FINCL CORP	UBS - 3063	289	24,024.25	23,856.95
CELGENE CORP	UBS - 3063	96	6,023.97	10,738.56
CISCO SYSTEMS INC	UBS - 3063	573	14,734.14	15,937.99
CTTIGROUP INC	UBS - 3063	307	15,362.45	16,611.77
COMCAST CORP NEW CL A	UBS - 3063	1049	45,785.95	60,852.49
CONOCOPHILLIPS	UBS - 3063	232	17,395.24	16,021.92
CVS HEALTH CORP	UBS - 3063	517	31,777.43	49,792.27
DOW CHEMICAL	UBS - 3063	303	15,144.49	13,819.83
FACEBOOK INC CL A	UBS - 3063	312	20,113.03	24,342.24
GILEAD SCIENCES INC	UBS - 3063	356	9,448.78	33,556.56
GOOGLE INC	UBS - 3063	51	16,597.26	27,063.66
GOOGLE INC	UBS - 3063	26	9,709.32	13,686.40
HEWLETT PACKARD CO	UBS - 3063	809	28,087.89	32,465.17
HOME DEPOT	UBS - 3063	360	12,988.44	37,789.20
HONEYWELL INTL INC	UBS - 3063	164	14,894.66	16,386.88
JOHNSON & JOHNSON	UBS - 3063	142	12,313.22	14,848.94
JP MORGAN CHASE & CO	UBS - 3063	499	20,738.18	31,227.42
KINDER MORGAN INC	UBS - 3063	571	22,028.10	24,159.01
MACY'S INC	UBS - 3063	350	20,835.07	23,012.50
MARSH MCLENNAN COS INC	UBS - 3063	297	10,010.08	17,000.28

CORPORATE STOCK

			<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
MASTERCARD INC CL A	UBS - 3063		278	9,379.04	23,952.48
MCKESSON CORP	UBS - 3063		192	35,305.93	39,855.36
MEDTRONIC INC	UBS - 3063		563	35,665.68	40,648.60
MERCK & CO INC NEW	UBS - 3063		373	21,458.56	21,182.67
METLIFE INC	UBS - 3063		267	14,991.57	14,442.03
MICRON TECHNOLOGY	UBS - 3063		876	27,973.90	30,668.76
MICROSOFT CORP	UBS - 3063		988	38,709.18	45,892.60
MORGAN STANLEY	UBS - 3063		888	29,076.51	34,454.40
ORACLE CORP	UBS - 3063		166	7,480.44	7,465.02
RALPH LAUREN CORP CL A	UBS - 3063		85	14,727.80	15,738.60
SCHLUMBERGER LTD NETHERLANDS	UBS - 3063		178	16,291.99	15,202.98
SCHWAB CHARLES CORP NEW	UBS - 3063		1113	22,882.43	33,601.47
T-MOBILE US INC	UBS - 3063		511	14,445.13	13,766.34
TE CONNECTIVITY LTD CHF	UBS - 3063		242	12,882.37	15,306.50
TEVA PHARMACEUTICALS IND LTD	UBS - 3063		268	15,312.96	15,412.68
THERMO FISHER SCIENTIFIC INC	UBS - 3063		117	14,560.05	14,658.93
TIME WARNER CABLE INC	UBS - 3063		272	21,745.43	23,234.24
TIX COS INC NEW	UBS - 3063		349	21,614.76	23,934.42
TWENTY-FIRST CENTY FOX INC	UBS - 3063		647	19,820.95	24,848.04
UNION PACIFIC CORP	UBS - 3063		196	5,863.61	23,349.48
UNITEDHEALTH GROUP INC	UBS - 3063		232	22,633.93	23,452.88
UNITED TECHNOLOGIES CORP	UBS - 3063		276	27,867.51	31,740.00
WALT DISNEY CO HOLDING CO	UBS - 3063		418	17,767.14	39,371.42
ROYAL CARRIBEAN CRUISES LTD	PNC	21-10-880-0619512	600.000	36,903.29	49,458.00
ROYAL CARRIBEAN CRUISES LTD	PNC	21-10-880-0631976	560.000	34,447.26	46,160.80
COMCAST	PNC	21-10-880-0619512	1,180.000	35,402.63	68,451.80
COMCAST	PNC	21-10-880-0631976	1,090.000	32,649.78	63,230.90
DISNEY	PNC	21-10-880-0631976	840.000	49,932.62	79,119.60
DISNEY	PNC	21-10-880-0619512	840.000	49,932.63	79,119.60
FOOT LOCKER INC	PNC	21-10-880-0619512	740.000	35,508.83	41,573.20
FOOT LOCKER INC	PNC	21-10-880-0631976	700.000	33,589.16	39,326.00
HANESBRANDS INC	PNC	21-10-880-0619512	460.000	34,040.14	51,345.20
HANESBRANDS INC	PNC	21-10-880-0631976	440.000	32,564.11	49,112.80
HOME DEPOT	PNC	21-10-880-0619512	470.000	20,800.13	49,335.90
HOME DEPOT	PNC	21-10-880-0631976	440.000	19,455.89	46,186.80
LIMITED BRANDS INC	PNC	21-10-880-0619512	500.000	33,944.00	43,275.00
LIMITED BRANDS INC	PNC	21-10-880-0631976	470.000	31,907.36	40,678.50
MAGNA INTERNATIONAL	PNC	21-10-880-0619512	520.000	42,194.18	56,518.80

CORPORATE STOCK

			QUANTITY	COST	FMV
MAGNA INTERNATIONAL	PNC	21-10-880-0631976	490.000	39,759.04	53,258.10
POLARIS	PNC	21-10-880-0619512	300.000	24,747.37	45,372.00
POLARIS	PNC	21-10-880-0631976	280.000	23,097.35	42,347.20
WYNDHAM WORLDWIDE CORP	PNC	21-10-880-0619512	630.000	40,815.25	54,028.80
WYNDHAM WORLDWIDE CORP	PNC	21-10-880-0631976	610.000	39,564.64	52,313.60
ALTRIA GROUP INC	PNC	21-10-880-0631976	1,060.000	39,200.08	52,226.20
ALTRIA GROUP INC	PNC	21-10-880-0619512	1,120.000	41,418.95	55,182.40
CVS	PNC	21-10-880-0631976	690.000	35,773.85	66,453.90
CVS	PNC	21-10-880-0619512	730.000	37,847.63	70,306.30
CONSTELLATION BRANDS INC	PNC	21-10-880-0619512	650.000	53,563.14	63,810.50
CONSTELLATION BRANDS INC	PNC	21-10-880-0631976	610.000	50,246.80	59,883.70
DR. PEPPER SNAPPLE GROUP INC	PNC	21-10-880-0619512	630.000	40,524.93	45,158.40
DR. PEPPER SNAPPLE GROUP INC	PNC	21-10-880-0631976	590.000	37,952.01	42,291.20
KROGER CO	PNC	21-10-880-0619512	1,140.000	52,776.73	73,199.40
KROGER CO	PNC	21-10-880-0631976	1,070.000	49,536.60	68,704.70
PROCTER & GAMBLE	PNC	21-10-880-0619512	719.000	46,834.74	65,493.71
PROCTER & GAMBLE	PNC	21-10-880-0631976	657.000	42,787.10	59,846.13
CONOCPhillips	PNC	21-10-880-0631976	720.000	50,634.15	49,723.20
CONOCPhillips	PNC	21-10-880-0619512	760.000	53,408.78	52,485.60
EOG RES INC	PNC	21-10-880-0619512	350.000	27,286.94	32,224.50
EOG RES INC	PNC	21-10-880-0631976	310.000	24,026.81	28,541.70
EXXON	PNC	21-10-880-0631976	674.000	48,369.61	62,311.30
EXXON	PNC	21-10-880-0619512	714.000	52,124.98	66,009.30
Schlumberger LTD	PNC	21-10-880-0631976	680.000	60,396.88	58,078.80
Schlumberger LTD	PNC	21-10-880-0619512	720.000	63,964.60	61,495.20
INVECO LTD	PNC	21-10-880-0631976	1,330.000	46,813.67	52,561.60
INVECO LTD	PNC	21-10-880-0619512	1,400.000	49,277.69	55,328.00
ACE LIMITED	PNC	21-10-880-0619512	440.000	44,563.20	50,547.20
ACE LIMITED	PNC	21-10-880-0631976	420.000	42,827.24	48,249.60
ALLSTATE CORP	PNC	21-10-880-0619512	730.000	45,041.07	51,282.50
ALLSTATE CORP	PNC	21-10-880-0631976	680.000	41,955.89	47,770.00
AMERICAN EXPRESS CO	PNC	21-10-880-0631976	468.000	20,671.59	43,542.72
AMERICAN EXPRESS CO	PNC	21-10-880-0619512	503.000	22,211.66	46,799.12
DISCOVER	PNC	21-10-880-0619512	780.000	31,456.46	51,082.20
DISCOVER	PNC	21-10-880-0631976	730.000	29,391.42	47,807.70
JP MORGAN CHASE	PNC	21-10-880-0631976	1,269.000	52,999.56	79,414.02
JP MORGAN CHASE	PNC	21-10-880-0619512	1,357.000	56,370.83	84,921.06
LINCOLN NATIONAL CORP	PNC	21-10-880-0619512	1,020.000	51,649.66	58,823.40

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			QUANTITY	COST	FMV
LINCOLN NATIONAL CORP	PNC	21-10-880-0631976	980.000	49,642.39	56,516.60
PRINCIPAL FINANCIAL GROUP	PNC	21-10-880-0619512	1,020.000	50,988.58	52,978.80
PRINCIPAL FINANCIAL GROUP	PNC	21-10-880-0631976	950.000	47,482.33	49,343.00
REGIONS FINANCIAL CORP	PNC	21-10-880-0631976	2,590.000	25,398.60	27,350.40
REGIONS FINANCIAL CORP	PNC	21-10-880-0619512	2,760.000	27,065.90	29,145.60
THE TRAVELERS COS INC	PNC	21-10-880-0619512	460.000	41,743.76	48,691.00
THE TRAVELERS COS INC	PNC	21-10-880-0631976	430.000	39,021.34	45,515.50
VISA INC	PNC	21-10-880-0619512	150.000	23,634.48	39,330.00
VISA INC	PNC	21-10-880-0631976	140.000	22,058.85	36,708.00
WELLS FARGO & COMPANY	PNC	21-10-880-0631976	1,449.000	40,082.59	79,434.18
WELLS FARGO & COMPANY	PNC	21-10-880-0619512	1,550.000	42,868.45	84,971.00
AETNA	PNC	21-10-880-0631976	720.000	44,668.73	63,957.60
AETNA	PNC	21-10-880-0619512	770.000	47,770.14	68,399.10
AMGEN INC	PNC	21-10-880-0619512	480.000	56,894.32	76,459.20
AMGEN INC	PNC	21-10-880-0631976	440.000	52,131.95	70,087.60
BECTON DICKINSON & CO	PNC	21-10-880-0619512	300.000	27,215.31	41,748.00
BECTON DICKINSON & CO	PNC	21-10-880-0631976	280.000	25,400.96	38,964.80
CIGNA CORP	PNC	21-10-880-0619512	620.000	58,586.65	63,804.20
CIGNA CORP	PNC	21-10-880-0631976	580.000	54,811.23	59,687.80
GILEAD SCIENCES INC	PNC	21-10-880-0619512	640.000	52,473.86	60,326.40
GILEAD SCIENCES INC	PNC	21-10-880-0631976	600.000	49,173.28	56,556.00
HCA HOLDINGS INC	PNC	21-10-880-0619512	820.000	52,275.20	60,179.80
HCA HOLDINGS INC	PNC	21-10-880-0631976	760.000	48,442.48	55,776.40
JOHNSON & JOHNSON	PNC	21-10-880-0631976	661.000	39,857.92	69,120.77
JOHNSON & JOHNSON	PNC	21-10-880-0619512	706.000	43,635.54	73,826.42
MCKESSON CORP	PNC	21-10-880-0619512	290.000	44,808.92	60,198.20
MCKESSON CORP	PNC	21-10-880-0631976	280.000	43,279.04	58,122.40
ST JUDE MEDICAL INC	PNC	21-10-880-0619512	520.000	35,229.17	33,815.60
ST JUDE MEDICAL INC	PNC	21-10-880-0631976	490.000	33,196.77	31,864.70
BOEING CO	PNC	21-10-880-0619512	350.000	25,618.74	45,493.00
BOEING CO	PNC	21-10-880-0631976	330.000	24,152.97	42,893.40
DELTA AIR	PNC	21-10-880-0619512	860.000	18,457.70	42,303.40
DELTA AIR	PNC	21-10-880-0631976	800.000	17,169.46	39,352.00
GENERAL ELECTRIC	PNC	21-10-880-0631976	3,117.000	60,814.54	78,766.59
GENERAL ELECTRIC	PNC	21-10-880-0619512	2,873.000	56,224.59	72,600.71
LOCKHEED MARTIN CORP	PNC	21-10-880-0619512	230.000	32,524.83	44,291.10
LOCKHEED MARTIN CORP	PNC	21-10-880-0631976	220.000	31,107.45	42,365.40
SNAP ON INC	PNC	21-10-880-0619512	390.000	49,788.29	53,328.60

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			QUANTITY	COST	FMV
SNAP ON INC	PNC	21-10-880-0631976	370.000	47,284.07	50,593.80
SOUTHWEST AIRLINES	PNC	21-10-880-0619512	1,250.000	34,143.21	52,900.00
SOUTHWEST AIRLINES	PNC	21-10-880-0631976	1,170.000	31,958.05	49,514.40
UNION PACIFIC CORP	PNC	21-10-880-0631976	350.000	13,021.15	41,695.50
UNION PACIFIC CORP	PNC	21-10-880-0619512	380.000	14,136.26	45,269.40
UNITED RENTALS INC	PNC	21-10-880-0619512	300.000	34,816.97	30,603.00
UNITED RENTALS INC	PNC	21-10-880-0631976	280.000	32,497.63	28,562.80
TE CONNECTIVITY LTD	PNC	21-10-880-0619512	840.000	48,805.98	53,130.00
TE CONNECTIVITY LTD	PNC	21-10-880-0631976	790.000	45,881.57	49,967.50
CHECK POINT SOFTWARE TEC	PNC	21-10-880-0619512	480.000	33,788.93	37,713.60
CHECK POINT SOFTWARE TEC	PNC	21-10-880-0631976	450.000	31,673.97	35,356.50
NXP SEMICONDUCTORS	PNC	21-10-880-0619512	740.000	31,451.98	56,536.00
NXP SEMICONDUCTORS	PNC	21-10-880-0631976	700.000	29,751.32	53,480.00
APPLE INC	PNC	21-10-880-0619512	1,568.000	67,255.07	173,075.84
APPLE INC	PNC	21-10-880-0631976	1,372.000	55,090.15	151,441.36
CISCO SYSTEMS	PNC	21-10-880-0619512	2,470.000	53,172.50	68,703.05
CISCO SYSTEMS	PNC	21-10-880-0631976	2,340.000	50,409.15	65,087.10
GOOGLE	PNC	21-10-880-0619512	65.000	20,205.10	34,492.90
GOOGLE	PNC	21-10-880-0631976	60.000	19,026.01	31,839.60
MICROSOFT CORP	PNC	21-10-880-0619512	743.000	24,700.17	34,512.35
MICROSOFT CORP	PNC	21-10-880-0631976	694.000	23,494.17	32,236.30
MICRON TECHNOLOGY INC	PNC	21-10-880-0619512	960.000	33,050.50	33,609.60
MICRON TECHNOLOGY INC	PNC	21-10-880-0631976	900.000	30,984.84	31,509.00
QUALCOMM	PNC	21-10-880-0619512	610.000	34,152.78	45,341.30
QUALCOMM	PNC	21-10-880-0631976	580.000	32,529.98	43,111.40
SKYWORKS COLUTIONS INC	PNC	21-10-880-0619512	1,080.000	41,815.89	78,526.80
SKYWORKS COLUTIONS INC	PNC	21-10-880-0631976	1,020.000	39,489.52	74,164.20
LYONDELBASELL INDUSTRIES	PNC	21-10-880-0619512	310.000	35,147.59	24,610.90
LYONDELBASELL INDUSTRIES	PNC	21-10-880-0631976	290.000	32,884.95	23,023.10
EASTMAN CHEM CO	PNC	21-10-880-0619512	350.000	31,481.67	26,551.00
EASTMAN CHEM CO	PNC	21-10-880-0631976	320.000	28,783.38	24,275.20
PACKAGING CORP	PNC	21-10-880-0619512	710.000	50,827.44	55,415.50
PACKAGING CORP	PNC	21-10-880-0631976	670.000	47,974.80	52,293.50
VERIZON COMMUNICATIONS	PNC	21-10-880-0619512	870.000	46,523.16	40,698.60
VERIZON COMMUNICATIONS	PNC	21-10-880-0631976	820.000	43,849.41	38,359.60
WISCONSIN ENERGY CORP	PNC	21-10-880-0619512	1,126.000	23,211.38	59,385.24
WISCONSIN ENERGY CORP	PNC	21-10-880-0631976	1,124.000	23,303.16	59,279.76
BAIRD MIDCAP INST	PNC	21-10-880-0619512	16,472.114	254,000.00	256,470.81

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			QUANTITY	COST	FMV
BAIRD MIDCAP INST	PNC	21-10-880-0631976	14,850.843	229,000.00	231,227.63
EAGLE SMALL CAP GROWTH	PNC	21-10-880-0619512	1,699.208	85,891.20	93,184.57
EAGLE SMALL CAP GROWTH	PNC	21-10-880-0631976	1,631.239	82,455.55	89,457.15
PNC MULTI-FACTOR SMALL CAP VALUE	PNC	21-10-880-0619512	3,768.116	78,000.00	77,171.02
PNC MULTI-FACTOR SMALL CAP VALUE	PNC	21-10-880-0631976	3,429.952	71,000.00	70,245.42
T ROWE PRICE MID CAP	PNC	21-10-880-0619512	9,520.654	199,134.94	274,385.25
T ROWE PRICE MID CAP	PNC	21-10-880-0631976	8,649.575	180,960.96	249,280.75
T ROWE PRICE MID CAP	PNC	21-10-880-0631976	68.975	1,908.56	1,987.86
T ROWE PRICE MID CAP		21-10-880-0619512	75.922	2,100.77	2,188.07
			953,885.58	12,282,558.58	15,584,157.67

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	<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
Res. Ass. Ser 2003-SL1 CL A1 3/25/16	FIDELITY	58.43	59.07
Sequoia Mortgage SER 4 CL A 11/22/24	FIDELITY	29,665.71	27,192.08
MLCC Mortgage INVESTOR 2003-E .785% 10/25/2028	FIDELITY	61,651.26	61,046.97
MLCC Mortgage ser 2004-c cl a1 07/25/29	FIDELITY	29,270.16	26,718.25
Sequoia Mortgage 2003-4 07/20/33	FIDELITY	22,167.53	19,573.04
THORNBURG MTG SEC SER 2003-6 CL A1 12/25/33 .910%	FIDELITY	180,508.98	172,440.18
Sequoia Mortgage ser 2003-8 0% 01/20/34	FIDELITY	96,696.42	91,511.51
Bear Stearns Ser 2003-8 CL 5A 4.409% 01/25/2034	FIDELITY	8,974.92	8,842.71
JP MORGAN ACCEPT 2004-A2 2.360% DUE 05/25/2034	FIDELITY	44,407.03	44,646.97
HOMESTAR MTG ACCP 2004-2 .595% 06/25/2034	FIDELITY	159,949.16	149,566.72
Mortgageit Trist Ser 2004-1 CL A1 01/01/80 11/25/34	FIDELITY	76,228.87	68,144.84
IMPAC CMB Trust SER 2004-10CL 03/25/35	FIDELITY	26,582.51	24,028.86
BANK OF AMERICA MTG SEC SER 2005-E-CL 3A1 06/25/35	FIDELITY	24,707.87	18,968.18
WMALT Mort Ser 2005-5 CL CB5 5.50% 07/25/2035	FIDELITY	1,015.61	1,012.34
St Adj Rate Mtg Ln ser2005-18 5.748% 09/25/35	FIDELITY	27,820.78	28,091.66
PHHMC Mortgages Pass SR 2008-C1M1 4.85% 05/25/38	FIDELITY	40,417.06	39,469.33
TOYOTA MTR 2% 09/15/16	FIDELITY	100,000.00	100,007.11
Wells Fargo Company Bond 5.625% 12/11/17	FIDELITY	75,000.00	77,905.67
Ameritech Cap Fund Corp 6.45% 1/15/18	FIDELITY	50,000.00	50,353.60
Lehman Bros MtnBE 4% 4/16/19	FIDELITY	25,000.00	25,000.00
SOUTHERN CO	FIDELITY	100,000.00	99,741.75
JP MORGAN CHASE 4.25% 01/26/2026	FIDELITY	50,000.00	51,309.13
LLOYDS TSB BANK PLC 4.25% 06/08/27	FIDELITY	125,000.00	126,811.51
Belvoir LD LLC SER A-1 144A CL 5.27000% 12/15/2047	FIDELITY	50,000.00	39,403.51
			59.05
			29,586.80
			60,702.45
			27,177.93
			20,804.67
			180,283.34
			92,156.52
			8,728.83
			44,146.80
			156,900.05
			73,977.83
			25,888.97
			23,648.15
			109.41
			23,649.89
			37,960.51
			101,813.00
			83,423.25
			56,077.00
			3,593.75
			99,357.00
			51,835.00
			125,726.25
			50,680.00

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		<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
ACCRUED INT	FIDELITY			106,063.84
HSBC FIN CORP	UBS-3058	80,000	80,442.10	81,048.00
UNTD TECHNOLOGIES CORP	UBS-3058	105,000	105,743.20	106,470.00
GE CAPITAL INTERNOTES NTS	UBS-3058	150,000	150,000.00	153,994.50
BANK OF AMERICA CORP	UBS-3058	25,000	25,460.83	25,436.25
LOWES COMPANIES INC	UBS-3058	40,000	40,385.25	41,348.80
GOLDMAN SACH GROUP NTS	UBS-3058	150,000	150,000.00	154,831.50
AFLAC INC	UBS-3058	35,000	35,345.38	36,011.85
UBS AG JERSEY BRANCH NTS	UBS-3058	15,000	151,244.14	150,309.00
STATOIL ASA ADR B/E	UBS-3058	25,000	24,944.25	26,118.75
ASTRAZENECA PLC FOREIGN SECURITY	UBS-3058	3,000	33,875.10	33,637.20
SIMON PARTY GROUP	UBS-3058	3,000	30,737.41	30,508.50
DIAGEO CAPITAL FOREIGN SECURITY	UBS-3058	45,000	45,908.01	50,112.45
AMERICA MOVIL SAB DE CV	UBS-3058	40,000	44,511.94	43,916.40
JP MORGAN CHASE & CO	UBS-3058	37,000	41,814.45	41,397.08
WACHOVIA CORP	UBS-3058	39,000	44,256.62	43,671.42
UNITEDHEALTH GROUP INC	UBS-3058	38,000	43,663.73	42,774.70
GOLDMAN SACHS GROUP INC	UBS-3058	104,000	110,096.41	116,731.68
DELL INC	UBS-3058	25,000	26,763.03	26,250.00
AMGEN INC NTS	UBS-3058	75,000	86,760.43	85,365.75
BOEING CPTL CORP NTS B/E	UBS-3058	60,000	61,757.05	62,431.80
VERIZON COMMUNICATIONS	UBS-3058	60,000	63,724.69	63,403.80
BROADCOM CORP B/E	UBS-3058	58,000	59,809.68	59,386.78
ANHEUSER BUSCH COS NTS	UBS-3058	75,000	78,472.97	83,400.75
THOMSON REUTERS CORP NTS FOR.SEC.	UBS-3058	75,000	78,374.91	81,289.50

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			<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
KELLOGG CO NTS B/E			25,000	25,329.52	26,952.50
WISCONSIN ELECTRIC PWR CO			25,000	25,674.31	27,160.75
FLORIDA POWER CORP			20,000	22,390.74	21,994.60
DIAGEO CPTL PLC B/E			20,000	22,733.52	22,284.60
DUKE ENERGY INDIANA INC			20,000	21,762.82	21,191.20
HSBC INC B/E			100,000	105,643.94	109,588.00
EBAY INC NTS			100,000	102,914.85	101,718.00
HEWLETT-PACKARD CO NTS			130,000	141,583.36	139,200.10
ACCURED INT					30,618.85
ALABAMA POWER	PNC		60,000.000	58,105.20	62,600.40
ALABAMA POWER	PNC		60,000.000	58,105.20	62,600.40
BNP PARIBAS	PNC		20,000.000	20,242.00	20,440.40
BNP PARIBAS	PNC		20,000.000	20,242.00	20,440.40
BANK OF AMERICA	PNC		35,000.000	34,874.70	39,850.65
BANK OF AMERICA	PNC		35,000.000	34,874.70	39,850.65
BANK OF MONTREAL	PNC		30,000.000	29,953.80	29,967.60
BANK OF MONTREAL	PNC		30,000.000	29,953.80	29,967.60
BANK OF NEW YORK MELLON	PNC		30,000.000	29,991.00	30,571.50
BANK OF NEW YORK MELLON	PNC		25,000.000	24,992.50	25,476.25
BERKSHIRE HATHAWAY, INC	PNC		20,000.000	21,628.60	21,394.20
BERKSHIRE HATHAWAY, INC	PNC		20,000.000	21,628.60	21,394.20
CATERPILLAR FIN SERV CORP	PNC		30,000.000	29,507.70	30,513.60
CITIGROUP INC	PNC		35,000.000	38,857.35	35,049.70
CITIGROUP INC	PNC		35,000.000	38,857.35	35,049.70
RABOBANK NEDERLAND UTREC	PNC		15,000.000	14,986.95	15,647.79

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INVESTMENTS- CORPORATE BONDS
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			<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
RABOBANK NEDERLAND UTREC	PNC	21-10-880-0619512	15,000.000	14,986.95	15,647.79
EBAY	PNC	21-10-880-0619512	15,000.000	14,189.25	14,234.10
EBAY	PNC	21-10-880-0631976	10,000.000	9,459.50	9,489.40
EXPORT DEVELOPMENT CANADA	PNC	21-10-880-0631976	35,000.000	34,932.45	35,276.99
EXPORT DEVELOPMENT CANADA	PNC	21-10-880-0619512	30,000.000	29,942.10	30,237.42
GENERAL ELEC CAP CORP	PNC	21-10-880-0631976	60,000.000	58,348.80	65,137.20
GOLDMAN SACHS GROUP	PNC	21-10-880-0631976	35,000.000	36,163.05	35,564.90
GOLDMAN SACHS GROUP	PNC	21-10-880-0619512	40,000.000	41,329.20	40,645.60
HSBC HOLDINGS PLC	PNC	21-10-880-0619512	20,000.000	19,956.60	22,608.00
HSBC HOLDINGS PLC	PNC	21-10-880-0631976	20,000.000	19,956.60	22,608.00
JP MORGAN	PNC	21-10-880-0631976	35,000.000	36,329.65	35,452.90
JP MORGAN	PNC	21-10-880-0619512	35,000.000	36,329.65	35,452.90
JOHNSON & JOHNSON	PNC	21-10-880-0619512	40,000.000	47,426.00	44,530.00
JOHNSON & JOHNSON	PNC	21-10-880-0619512	50,000.000	49,997.50	56,122.00
JOHNSON & JOHNSON	PNC	21-10-880-0631976	50,000.000	49,997.50	56,122.00
PRIVATE EXPORT FUNDING	PNC	21-10-880-0631976	35,000.000	34,912.85	35,928.20
PRIVATE EXPORT FUNDING	PNC	21-10-880-0619512	40,000.000	39,900.40	41,060.80
PROCTER & GAMBLE	PNC	21-10-880-0619512	40,000.000	39,672.80	40,456.00
PROCTER & GAMBLE	PNC	21-10-880-0631976	35,000.000	34,713.70	35,399.00
ROYAL BANK OF CANADA	PNC	21-10-880-0631976	20,000.000	19,998.00	19,885.80
ROYAL BANK OF CANADA	PNC	21-10-880-0619512	20,000.000	19,998.00	19,885.80
SANOFI - AVENTIS	PNC	21-10-880-0619512	15,000.000	14,923.35	15,363.90
SANOFI - AVENTIS	PNC	21-10-880-0631976	15,000.000	14,923.35	15,363.90
SHELL INTERNATIONAL FIN	PNC	21-10-880-0631976	35,000.000	34,834.80	38,352.65
SHELL INTERNATIONAL FIN	PNC	21-10-880-0619512	35,000.000	34,834.80	38,352.65

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INVESTMENTS- CORPORATE BONDS
 CECIL & IRENE HYLTON FOUNDATION
 LINE 10 C

			<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
TOYOTA MOTOR CREDIT	PNC	21-10-880-0619512	20,000.000	19,967.00	20,373.60
TOYOTA MOTOR CREDIT	PNC	21-10-880-0631976	20,000.000	19,967.00	20,373.60
UPS	PNC	21-10-880-0619512	50,000.000	49,526.00	55,773.50
US BANCORP	PNC	21-10-880-0619512	10,000.000	9,833.60	9,857.70
US BANCORP	PNC	21-10-880-0631976	10,000.000	9,833.60	9,857.70
WAL-MART STORES	PNC	21-10-880-0619512	60,000.000	59,590.80	61,185.00
WAL-MART STORES	PNC	21-10-880-0631976	60,000.000	59,590.80	61,185.00
WELLS FARGO COMPANY	PNC	21-10-880-0631976	10,000.000	10,377.40	10,495.80
WELLS FARGO COMPANY	PNC	21-10-880-0619512	15,000.000	15,566.10	15,743.70
WESTPAC BANKING CORP	PNC	21-10-880-0619512	35,000.000	35,571.55	39,051.60
WESTPAC BANKING CORP	PNC	21-10-880-0631976	80,000.000	81,203.20	89,260.80
XTO ENERGY INC.	PNC	21-10-880-0631976	25,000.000	28,577.25	28,147.25
XTO ENERGY INC.	PNC	21-10-880-0619512	25,000.000	28,577.25	28,147.25
		LINE 10 C CORPORATE BONDS	4,907,122.30	5,157,009.48	5,414,350.79

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
INTEREST FROM A NOTE.	\$ 161,410.	\$ 161,410.	
Total	<u>\$ 161,410.</u>	<u>\$ 161,410.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ARIAS & MUNOZ	\$ 1,958.			\$ 1,958.
Arnold Porter.	120,501.			120,501.
COMPTON & DULING	502.			502.
John Connor - Am in War.	1,415.			1,415.
Total	<u>\$ 124,376.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 124,376.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CLIFTONLARSONALLEN	\$ 8,264.			\$ 8,264.
Total	<u>\$ 8,264.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 8,264.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	\$ 88,573.			
Real Estate on Land	3,169.			\$ 3,169.
Real Estate on Land - AminWartime	33,513.			33,513.
Total	<u>\$ 125,255.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 36,682.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative	\$ 8,191.			\$ 8,191.
ADP PAYROLL PROCESSING FEE	1,716.	\$ 858.		858.
CR Expenses	12,898.			12,898.
Insurance	10,727.			10,727.
Managed Funds fees	144,018.	144,018.		
MISCELLANEOUS EXP	28,870.	28,870.		
Rental Expenses	3,062.	3,062.		
Total	\$ 209,482.	\$ 176,808.	\$ 0.	\$ 32,674.

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 2,590.	\$ 185.	\$ 2,405.	\$ 0.
Machinery and Equipment	22,036.	6,611.	15,425.	18,000.
Buildings	109,004.	21,873.	87,131.	200,000.
Land	12,296,555.		12,296,555.	12,304,000.
Total	\$ 12,430,185.	\$ 28,669.	\$ 12,401,516.	\$ 12,522,000.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
EXCHANGE	\$ 45,497.	
Total	\$ 45,497.	\$ 0.

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	COSTA RICA	Purchased	1/01/1985	11/26/2014
2	FIDELITY INVESTMENTS	Purchased	Various	Various
3	FIDELITY INVESTMENTS	Purchased	Various	Various
4	EDWARD JONES	Purchased	Various	Various
5	UBS SHORT TERM AC 3058	Purchased	Various	Various
6	UBS LONG TERM AC 3058	Purchased	Various	Various
7	UBS SHORT TERM AC 3059	Purchased	Various	Various
8	UBS LONG TERM AC 3059	Purchased	Various	Various

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
9	UBS SHORT TERM AC 3061	Purchased	Various	Various
10	UBS LONG TERM AC 3061	Purchased	Various	Various
11	UBS SHORT TERM AC 3062	Purchased	Various	Various
12	UBS LONG TERM AC 3062	Purchased	Various	Various
13	UBS SHORT TERM AC 3063	Purchased	Various	Various
14	UBS LONG TERM AC 3063	Purchased	Various	Various
15	PNC - SHORT TERM - 19512	Purchased	Various	Various
16	PNC LONG TERM - 19512	Purchased	Various	Various
17	PNC - SHORT TERM - 31976	Purchased	Various	Various
18	PNC LONG TEM - 31976	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	15000072.		16376133.	-1376061.				\$-1376061.
2	330,124.		339,128.	-9,004.				-9,004.
3	1143049.		1156694.	-13,645.				-13,645.
4	2753000.		2753000.	0.				0.
5	156,058.		158,406.	-2,348.				-2,348.
6	1558993.		1542989.	16,004.				16,004.
7	748,064.		700,211.	47,853.				47,853.
8	510,582.		332,847.	177,735.				177,735.
9	114,117.		123,089.	-8,972.				-8,972.
10	112,068.		87,865.	24,203.				24,203.
11	87,720.		96,621.	-8,901.				-8,901.
12	82,162.		59,573.	22,589.				22,589.
13	441,949.		448,538.	-6,589.				-6,589.
14	627,647.		425,135.	202,512.				202,512.
15	745,558.		733,238.	12,320.				12,320.
16	1872528.		1530851.	341,677.				341,677.
17	702,409.		689,983.	12,426.				12,426.
18	1941758.		1634923.	306,835.				306,835.
Total								\$-261,366.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:

KENDALL B. LEWIS, TREASURER

Care Of:

Street Address:

5593 Mapledale

City, State, Zip Code:

Dale City, Va 22193

Telephone:

E-Mail Address:

Form and Content:

Submission Deadlines:

Restrictions on Awards:

The following guidelines were adopted by the Board of Directors for issuance of Grants, awards, and contributions.

Only charitable organizations that are qualified under IRS 501 (C) (3) will be considered and such organizations must submit a copy of their IRS exemption certificate with

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Statement 9 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

their proposal request. Primary consideration will be given to organizations involved in general public support particulary in Prince William County with Northern Virginia as a regional area: to land conervation and ecological support without limitation to geographical area: and to religious support of organizations particulary in Prince William County with metropolitan Washington as the regional area.

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
CECIL D. HYLTON MEMORIAL CHAPEL FDN. 14640 POTOMAC MILLS ROAD WOODBIDGE, VA 22192		POF	Operational grants for the upkeep of facility so that it can provide a center for religious activities.	\$ 526,077.
THE HYLTON PERFORMING ARTS CENTER AT GMU GEORGE MASON CIRCLE MANASSAS, VA 20109	DONEE		GRANTS FOR THE DEVELOPMENT OF FACILITY TO HOST EDUCATIONAL ART EVENTS. This recipient is a not for profit 501(c) (3) .	2,000,000.
ACTS 3900 ACTS LN DUMFRIES, VA 22026	DONEE		ANNUAL GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY FAMILIES IN CRISIS. NOT FOR PROFIT CHARITY - 501(C) (3) .	265,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
SALVATION ARMY P.W.C. CORPS PWC GIFT PROCESSING CNTR DEPT 6006 WASHINGTON, DC 20042	DONEE		ANNUAL GRANT - TO HELP NEEDY FAMILIES IN PRINCE WILLIAM COUNTY - FOOD AND SHELTER. NOT FOR PROFIT CHARITY 501(c) (3) .	\$ 15,000.
NORTHERN VA. FAMILY SERVICES 10056 DEAN DRIVE MANASSAS, VA 20110	DONEE		ANNUAL GRANT TO PROVIDE ASSISTANCE TO NEEDY FAMILIES IN THE PRINCE WILLIAM COMMUNITY. FOOD AND SHELTER. NOT FOR PROFIT CHARITY - 501(c) (3) .	284,125.
C. D. HYLTON SENIOR HIGH SCHOOL 14051 SPRIGGS ROAD WOODBIDGE, VA 22193	DONEE		TO ASSIST IN CONTRIBUTING FUNDS FOR EDUCATION & CAPITAL IMPROVEMENTS FOR THIS PUBLIC PRINCE WILLIAM COUNTY SCHOOL.	142,384.
PRINCE WILLIAM COUNTY PUBLIC SCHOOLS P.O. BOX 389 MANASSAS, VA 20108	DONEE		TO ASSIST PRINCE WILLIAM COUNTY FOR EDUCATION NEEDS.	12,208.
THE HOUSE INC 14001 CROWN COURT WOODBIDGE, VA 22193	DONEE		GRANT FOR SPONSORSHIP OF TALBE AT THE CINDERELLA BALL - TO RAISE MONEY FOR THE NEEDY. NOT FOR PROFIT 501(c) (3)	1,500.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
ARC GREATER PRINCE WILLIAM COUNTY 13505 HILLENDALE DRIVE WOODBIDGE, VA 22193	DONEE		GRANT TO PROVIDE FOR SERVICES IN HELPING INDIVIDUALS WITH DISABILITIES. A NON PROFIT CHARITY -501(c) (3)	\$ 20,000.
PWC YOUTH SALURE COUNCIL 13743 CORONADO COURT MANASSAS, VA 20112	DONEE		CONTRIBUTION TO ASSIST YOUTH IN BEING COMMUNITY LEADERS. NOT FOR PROFIT 501(c) (3) .	2,000.
PWC ALUMNAE CHAPTER OF DELTA SIGMA THETA P.O. BOX 1099 WOODBIDGE, VA 22193	DONEE		GRANT TO PROVIDE FOR EDUCATIONAL DEVELOPMENT. NOT FOR PROFIT 501(c) (3) .	15,000.
COLORADO STATE UNIVERSITY 2002 CAMPUS DELIVERY FORT COLLINS, CO 80523		POF	MEDICAL RESEARCH FOR HORSES.	80,863.
PROJECT HEALING WATERS FLY FISHING, INC P.O. BOX LAPLATA, MD 20646		POF	TO SUPPORT MILITARY VETS IN RECREATIONAL HEALING.	19,800.
PRINCE WILLIAM COUNTY POLICE ASSOCIATION 14288 INDEPENDENT HILL DR. MANASSAS, VA 20112		POF	PROMOTE POLICE FAMILIES SOLIDARITY AND SUPPORT.	1,500.
GOOD SHEPHERD HOUSING FDN 13190 CENTEPOINTE WAY SUITE 102 WOODBIDGE, VA 22193		POF	TO PROVIDE HOUSING ASSISTANCE FOR THE NEEDY	400,000.
PRINCE WILLIAM COUNTY STUDENT SERVICES 14715 BRISTOW ROAD MANASSAS, VA 20112		POF	education and leadership skills for County's students.	22,500.
Total				\$ 3,807,957.