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 , and ending

Name of foundation: LOGAN III CHARITABLE FUND

A Employer identification number: 54-1646850

Number and street (or P O box number if mail is not delivered to street address): C/O TR CO OF VA 9030 STONY POINT PKWY

Room/suite: 300

B Telephone number: 804.775.1000

City or town, state or province, country, and ZIP or foreign postal code: RICHMOND, VA 23235-1936

C 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, col (c), line 16)* ▶$ 1712417.

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))	**(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	67410.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
	4	Dividends and interest from securities	36176.	36176.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	57215.			
	b	Gross sales price for all assets on line 6a 97505.				
	7	Capital gain net income (from Part IV, line 2)		57215.		
	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)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	160805.	93395.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	1775.	0.		0.
	c	Other professional fees STMT 4	6632.	6632.		0.
	17	Interest				
	18	Taxes STMT 5	1501.	353.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	25.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9933.	6985.		0.
	25	Contributions, gifts, grants paid	65102.			65102.
	26	**Total expenses and disbursements.** Add lines 24 and 25	75035.	6985.		65102.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	85770.			
	b	**Net investment income** (if negative, enter -0-)		86410.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

23

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	18598.	21597.	21597.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	865056.	946488.	1690820.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	883654.	968085.	1712417.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	883654.	968085.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	883654.	968085.	
	31	**Total liabilities and net assets/fund balances**	883654.	968085.	

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	883654.
2	Enter amount from Part I, line 27a	2	85770.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	969424.
5	Decreases not included in line 2 (itemize) ▶ 2015 DIVIDEND THROWBACKS TO 2014	5	1339.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	968085.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	97505.		40290.	57215.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				57215.

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	57215.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	56724.	1327772.	.042721
2012	51240.	1147758.	.044644
2011	43989.	1065874.	.041270
2010	35169.	885991.	.039695
2009	40250.	709264.	.056749

2	**Total** of line 1, column (d)	2	.225079
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	.045016
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1569519.
5	Multiply line 4 by line 3	5	70653.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	864.
7	Add lines 5 and 6	7	71517.
8	Enter qualifying distributions from Part XII, line 4	8	65102.

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)

1a 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 instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	1728.
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	1728.
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	1728.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1320.		
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	1320.
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	408.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ 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? *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
4a 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? N/A	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, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
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 ▶ THE TRUST COMPANY OF VIRGINIA Telephone no.▶804.272.9044

Located at ▶3010 STONY POINT PARKWAY SUITE 300, RICHMOND, VA ZIP+4 ▶23235-1936

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 N/A

			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
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 8		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2014)

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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	1556720.
b	Average of monthly cash balances			1b	36700.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1593420.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	1593420.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	23901.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1569519.
6	**Minimum investment return.** Enter 5% of line 5			6	78476.

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	78476.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1728.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1728.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	76748.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	76748.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	76748.

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	65102.
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	65102.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65102.

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				76748.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			65102.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 65102.				
a Applied to 2013, but not more than line 2a			65102.	
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				0.
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).)	0.			0.
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		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 instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				76748.
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	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				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BROOKGREEN GARDENS-ATTN: HUNTINGTON SOC P.O. BOX 3368 PAWLEYS ISLAND, SC 29585	NONE	PUBLIC	GENERAL	2500.
CHARLOTTESVILLE-ALBEMARLE SPCA 3355 BERKMAR DR CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL	500.
CORP. FOR JEFFERSON'S POPLAR FOREST P.O. BOX 419 FOREST, VA 24551	NONE	PUBLIC	GENERAL	5000.
EPISCOPAL HIGH SCHOOL 1200 N QUAKER LANE ALEXANDRIA, VA 22302	NONE	PUBLIC	GENERAL	1000.
GARRISON FOREST SCHOOL 300 GARRISON FOREST ROAD OWINGS MILLS, MD 21117	NONE	PUBLIC	GENERAL	1000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	65102.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	4.	
4 Dividends and interest from securities			14	36176.	
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	57215.	
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)		0.		93395.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 93395.

(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).

423821
11-24-14

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instr)?
	5/8/15	TRUSTEE DIRECTOR	☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
SCOTT A BEAVERS	Scott a Beavers	5-6-2015		P00014446

Firm's name ▶ THE TAX COMPLEX, LC

Firm's EIN ▶ 54-1757954

Firm's address ▶ 1650 WILLOW LAWN DR STE 200
RICHMOND, VA 23230-3435

Phone no. 804.282.2444

Form **990-PF** (2014)

423822
11-24-14

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2014

Name of the organization
LOGAN III CHARITABLE FUND

Employer identification number
54-1646850

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

LOGAN III CHARITABLE FUND

Employer identification number

54-1646850

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE JOSEPH D LOGAN CHARITABLE LEAD UNITRUST C/O TRUST COMPANY OF VIRGINIA 9030 STONY POINT PKWY SUITE 300 RICHMOND, VA 23235	$ 67410.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
LOGAN III CHARITABLE FUND	54-1646850

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

Name of organization	Employer identification number
LOGAN III CHARITABLE FUND	54-1646850

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

LOGAN III CHARITABLE FUND

CONTINUATION FOR 990-PF, PART IV
54-1646850 PAGE 1 OF 1

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	605 HILLSHIRE BRANDS CO	D	VARIOUS	08/29/14
b	200 KELLOGG CO	P	06/22/09	09/29/14
c	375 MCDONALDS CORP	P	10/13/95	09/29/14
d	50 WALGREEN CO	P	05/02/95	09/29/14
e	200 ABBOTT LABS	P	10/24/13	10/28/14
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	38115.		15920.	22195.
b	12318.		9018.	3300.
c	35609.		7593.	28016.
d	2971.		291.	2680.
e	8478.		7468.	1010.
f	14.			14.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				22195.
b				3300.
c				28016.
d				2680.
e				1010.
f				14.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	57215.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

423591
05-01-14

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GARTH NEWEL MUSIC CENTER FOUNDATION PO BOX 240 HOT SPRINGS, VA 24484	NONE	PUBLIC	LOGAN FAMILY FUND	10000.
GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AV FREDERICKSBURG, VA 22401	NONE	PUBLIC	GRANT	5000.
HIST. SOC. OF WESTERN VA PO BOX 1904 ROANOKE, VA 24008	NONE	PUBLIC	GRANT	10000.
MILL MOUNTAIN ZOO PO BOX 13484 ROANOKE, VA 24034	NONE	PUBLIC	GENERAL	20000.
OPERA ROANOKE 108 HENRY ST NE ROANOKE, VA 24016	NONE	PUBLIC	GRANT	6352.
ROANOKE COLLEGE DEV OFFICE, 221 COLLEGE LN SALEM, VA 24153	NONE	PUBLIC	GRANT	1000.
SPOLETTO FESTIVAL USA 14 GRORGE ST PO BOX 157 CHARLESTON, SC 29402	NONE	PUBLIC	GENERAL	1250.
TULANE UNIVERSITY 3439 PRYTANIA ST SUITE 200 NEW ORLEANS, LA 70115	NONE	PUBLIC	GENERAL	500.
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVE SEWANEE, TN 37383	NONE	PUBLIC	GENERAL	500.
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE SW ROANOKE, VA 26016	NONE	PUBLIC	GENERAL	500.
Total from continuation sheets				55102.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THE TRUST COMPANY OF VIRGINIA	4.	4.	
TOTAL TO PART I, LINE 3	4.	4.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE TRUST COMPANY OF VIRGINIA	36190.	14.	36176.	36176.	
TO PART I, LINE 4	36190.	14.	36176.	36176.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1775.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1775.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT	6632.	6632.		0.
TO FORM 990-PF, PG 1, LN 16C	6632.	6632.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	353.	353.		0.
FEDERAL EXCISE TAX	1148.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1501.	353.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCC REGISTRATION FEE	25.	0.		0.
TO FORM 990-PF, PG 1, LN 23	25.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	946488.	1690820.
TOTAL TO FORM 990-PF, PART II, LINE 10B	946488.	1690820.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH D LOGAN III 9030 STONY POINT PARKWAY SUITE 300 RICHMOND, VA 23235	PRESIDENT/DIRECTOR 0.50	0.	0.	0.
LAURA B LOGAN 9030 STONY POINT PARKWAY SUITE 300 RICHMOND, VA 23235	SECRETARY/DIRECTOR 0.50	0.	0.	0.
ANNA CLAYTON BULLOCK 9030 STONY POINT PARKWAY SUITE 300 RICHMOND, VA 23235	VP/DIRECTOR 0.50	0.	0.	0.
DOUGLAS A NUNN 9030 STONY POINT PARKWAY SUITE 300 RICHMOND, VA 23235	VICE PRESIDENT/DIRECTOR 0.50	0.	0.	0.
BEVERLEY L MCCASKILL 9030 STONY POINT PARKWAY SUITE 300 RICHMOND, VA 23235	OFFICER 0.50	0.	0.	0.
J DANDRIDGE LOGAN IV 9030 STONY POINT PARKWAY SUITE 300 RICHMOND, VA 23235	OFFICER 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

LOGAN III CHARITABLE FUND 54-1646850
2014 FORM 990-PF

PART II, LINE 10b INVESTMENTS - CORPORATE STOCKS

			12/31/2013	12/31/2014	
			Cost Basis	Cost Basis	Market Value
1,135 000	AAP	ADVANCE AUTO PTS INC COM	16 703 42		
225 000	ABT	ABBOTT LABORATORIES COM	6,195 98		
200 000	AMP	AMERIPRISE FINL INC COM	11,865 89		
300 000	AON	AON PLC SHS CL A	5,026 67		
225 000	CB	CHUBB CORP COM	11,792 25		
2,010 000	COH	COACH INC COM	43 97		
400 000	EMR	EMERSON ELEC CO COM	7,024 50		
400 000	FL	FOOT LOCKER INC COM	13,021 50		
900 000	GE	GENERAL ELEC CO COM	10,925 00		
300 000	GSK	GLAXOSMITHKLINE PLC SPONSORED ADR	16,511 40		
400 000	HD	HOME DEPOT INC COM	13,316 00		
100 000	IBM	INTERNATIONAL BUSINESS MACHS CORP	17,972 75		
100 000	INTU	INTUIT COM	5,228 00		
300 000	JNJ	JOHNSON & JOHNSON COM	8,981 25		
200 000	K	KELLOGG CO COM	9,018 00		
375 000	MCD	MCDONALDS CORP COM	7,592 81		
250 000	MS	MORGAN STANLEY COM NEW	6,830 00		
400 000	MSFT	MICROSOFT CORP COM	11,303 28		
600 000	NSC	NORFOLK SOUTHN CORP COM	27,435 47		
600 000	ORCL	ORACLE CORP COM	19,263 00		
394 000	PFE	PFIZER INC COM	6,900 91		
550 000	PG	PROCTER & GAMBLE CO COM	12 338 33		
125 000	PRU	PRUDENTIAL FINL INC COM	11,487 50		
150 000	R	RYDER SYS INC COM	8,944 50		
100 000	STT	STATE STR CORP COM	6,688 65		
400 000	T	AT&T INC COM	8,465 00		
200 000	VWILX	VANGUARD INTL GROWTH FUND ADM #581	16,160 00		
1,000 000	WAG	WALGREEN CO COM	5 811 87		
179 000	WFC	WELLS FARGO & CO NEW COM	23,357 58		
200 000	WMT	WAL MART STORES INC COM	9 848 68		
475 000	DWM	WISDOMTREE TR DIEFA FD	32 532 75		
250 000	EFA	ISHARES MSCI EAFE ETF	19,534 55		
75 000	IBB	ISHARES NASDAQ BIOTECHNOLOGY ETF	5 879 87		
150 000	IWR	ISHARES RUSSELL MID-CAP ETF	15,851 50		
300 000	VNQ	VANGUARD INDEX FDS REIT ETF	21,966 44		
250 000	VWO	VANGUARD FTSE EMERGING MARKETS ETF	10,252 40		
200 000	ABT	ABBOTT LABORATORIES COM	7,468 00		
100 000	ACN	ACCENTURE PLC CLASS A ORDINARY	7,358 00		
605 000	HSH	HILLSHIRE BRANDS CO COM	15,920 11		
500 000	DWM	WISDOMTREE TR DIEFA FD	19 445 00		
400 000	EFA	ISHARES MSCI EAFE ETF	26,010 43		
300 000	IWM	ISHARES RUSSELL 2000 ETF	16,285 50		
225 000	IWR	ISHARES RUSSELL MID-CAP ETF	13,199 75		
1 180 000	SPY	SPDR S&P 500 ETF TRUST	172 676 75		
435 000	VNQ	VANGUARD INDEX FDS REIT ETF	24 026 20		
600 000	VWO	VANGUARD FTSE EMERGING MARKETS ETF	24 962 57		
600 000	XLB	SELECT SECTOR SPDR TR MATLS	21,280 00		
750 000	XLK	SELECT SECTOR SPDR TR TECHNOLOGY	22,080 00		
350 000	XLP	SELECT SECTOR SPDR TR CONSUMER	12,442 00		
600 000	XLU	SELECT SECTOR SPDR TR UTILS	19,109 99		
500 000	XLV	SELECT SECTOR SPDR TR HEALTH CARE	20 719 95		
225 000		ABBOTT LABORATORIES COM		6 195 98	10,129 50
1 135 000		ADVANCE AUTO PTS INC COM		16,703 42	180,782 80
200 000		AMERIPRISE FINL INC COM		11,865 89	26,450 00
300 000		AON PLC SHS CL A		5,026 67	28 449 00
400 000		AT&T INC COM		8,465 00	13,436 00
225 000		CHUBB CORP COM		11 792 25	23,280 75
2 010 000		COACH INC COM		43 97	75,495 60
400 000		EMERSON ELEC CO COM		7 024 50	24,692 00
400 000		FOOT LOCKER INC COM		13 021 50	22,472 00
900 000		GENERAL ELEC CO COM		10 925 00	22,743 00
300 000		GLAXOSMITHKLINE PLC SPONSORED ADR		16 511 40	12,822 00
400 000		HOME DEPOT INC COM		13 316 00	41,988 00
100 000		INTERNATIONAL BUSINESS MACHS CORP		17 972 75	16,044 00
100 000		INTUIT COM		5 228 00	9 219 00
250 000		ISHARES MSCI EAFE ETF		19 534 55	15,210 00
75 000		ISHARES NASDAQ BIOTECHNOLOGY ETF		5,879 87	22,751 25
150 000		ISHARES RUSSELL MID-CAP ETF		15,851 50	25,056 00
300 000		JOHNSON & JOHNSON COM		8,981 25	31,371 00
400 000		MICROSOFT CORP COM		11 303 28	18,580 00
250 000		MORGAN STANLEY COM NEW		6 830 00	9,700 00
600 000		NORFOLK SOUTHN CORP COM		27,435 47	65 766 00
600 000		ORACLE CORP COM		19,263 00	26,982 00
394 000		PFIZER INC COM		6 900 91	12,273 10
550 000		PROCTER & GAMBLE CO COM		12 338 33	50,099 50
125 000		PRUDENTIAL FINL INC COM		11,487 50	11 307 50
150 000		RYDER SYS INC COM		8,944 50	13 927 50
100 000		STATE STR CORP COM		6,688 65	7 850 00
250 000		VANGUARD FTSE EMERGING MARKETS ETF		10,252 40	10,005 00
300 000		VANGUARD INDEX FDS REIT ETF		21,674 81	24 300 00
200 000		VANGUARD INTL GROWTH FUND ADM #581		16 160 00	13 694 00
200 000		WAL MART STORES INC COM		9 848 68	17,176 00
950 000		WALGREENS BOOTS ALLIANCE INC COM		5,521 28	72,390 00
179 000		WELLS FARGO & CO NEW COM		23,357 58	9,812 78
475 000		WISDOMTREE TR DEFA FD		32,532 75	23,555 25
100 000		ACCENTURE PLC CLASS A ORDINARY		7,358 00	8,931 00
50 000		BLACKROCK INC COM		16,410 50	17,878 00
200 000		DISNEY WALT CO COM		17,957 98	18,838 00
300 000		GENERAL ELEC CO COM		7,628 97	7,581 00
400 000		ISHARES MSCI EAFE ETF		26 010 43	24 336 00
300 000		ISHARES RUSSELL 2000 ETF		16 285 50	35 886 00
225 000		ISHARES RUSSELL MID-CAP ETF		13 199 75	37 584 00
150 000		JOHNSON & JOHNSON COM		15 649 50	15,685 50
200 000		KINDER MORGAN INC DEL COM		7,675 99	8 462 00
200 000		MICROCHIP TECHNOLOGY INC COM		9,432 68	9 022 00
350 000		MICROSOFT CORP COM		16,243 47	16,257 50
75 000		PROCTER & GAMBLE CO COM		6,289 50	6,831 75
175 000		RYDER SYS INC COM		15,244 23	16,248 75
350 000		SELECT SECTOR SPDR TR CONSUMER		12 442 00	16 971 50
500 000		SELECT SECTOR SPDR TR HEALTH CARE		20,719 95	34 190 00
600 000		SELECT SECTOR SPDR TR MATLS		21,280 00	29 148 00
750 000		SELECT SECTOR SPDR TR TECHNOLOGY		22,080 00	31,012 50
600 000		SELECT SECTOR SPDR TR UTILS		19,109 99	28 332 00
1,180 000		SPDR S&P 500 ETF TRUST		172,676 75	242,537 20
600 000		VANGUARD FTSE EMERGING MARKETS ETF		24,962 57	24,012 00
435 000		VANGUARD INDEX FDS REIT ETF		23,603 34	35,235 00
150 000		VF CORP COM		9,902 99	11,235 00
500 000		WISDOMTREE TR DEFA FD		19 445 00	24,795 00
		TOTAL INVESTMENTS - CORPORATE STOCKS	865,055 92	946,487 73	1,690,820 23