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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation: JOSEPH M WRIGHT CHAR FOUND INC. A Employer identification number: 56-1872992. B Telephone number: (704) 487-8888. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 1,969,629. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 145,789 and Net investment income of 95,400.

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	112,882	128,017	128,017		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,682,091 <input checked="" type="checkbox"/>	1,639,156	1,841,612		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 3,169	<input checked="" type="checkbox"/> 4,796				
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,798,142	1,771,969	1,969,629			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	1,798,142	1,771,969				
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,798,142	1,771,969				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,798,142	1,771,969				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,798,142
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-26,173
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,771,969
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,771,969

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	72,413
<b>3</b> 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		<b>3</b>	14,867

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	115,758	1,933,560	0.059868
2012	79,962	1,830,336	0.043687
2011	96,195	1,959,488	0.049092
2010	83,661	1,855,476	0.045089
2009	105,748	1,685,654	0.062734

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.260470
<b>3</b> 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	<b>3</b>	0.052094
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	1,996,600
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	104,011
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	954
<b>7</b> Add lines 5 and 6.	<b>7</b>	104,965
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	118,000

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 page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	954
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	954
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	954
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	3,296
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	3,296
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	2,342
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> 2,342 <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>		No
<b>3</b> 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> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC _____		
<b>b</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>	Yes	
<b>9</b> 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> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .		No

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>HOYT Q BAILEY</b> Telephone no <b>(704) 487-8888</b> Located at <b>600 POLKVILLE ROAD SHELBY NC</b> ZIP+4 <b>28150</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>1b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		
<b>1c</b>	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?	<b>1c</b>		
<b>2</b>	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))			
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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
HOYT Q BAILEY PO BOX 208 SHELBY, NC 28151	CEO 4 00	0	0	0
HOYT G TESSENER 2105 PRESCOTT PLACE RALEIGH, NC 27615	PRESIDENT 3 00	0	0	0
MELANIE KNIGHT 4017 LAKE POINT CIRCLE RALEIGH, NC 27606	VP 1 00	0	0	0
CYNTHIA BUCKINGHAM 7540 DRAYTON COURT RALEIGH, NC 27615	VP 1 00	0	0	0

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

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

**Total** number of other employees paid over \$50,000.

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,865,009
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	159,545
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	2,451
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,027,005
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,027,005
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	30,405
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,996,600
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	99,830

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	99,830
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	954
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	954
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	98,876
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	98,876
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	98,876

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	118,000
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	118,000
<b>5</b>	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). . . . .	<b>5</b>	954
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	117,046

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				98,876
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .			67,542	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				
<b>b</b> From 2010. . . . .				
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .				
<b>e</b> From 2013. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>118,000</u>				
<b>a</b> Applied to 2013, but not more than line 2a			67,542	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				50,458
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				48,418
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .				
<b>d</b> Excess from 2013. . . . .				
<b>e</b> Excess from 2014. . . . .				

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

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

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

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

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

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

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

HOYT Q BAILEY  
600 POLKVILLE ROAD  
SHELBY, NC 28150  
(704) 487-8888

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

APPLICATIONS MUST BE WRITTEN, MUST INCLUDE EVIDENCE THAT RECIPIENT IS AN EXEMPT CHARITABLE ORGANIZATION, AND MUST INCLUDE FACTS TO SUPPORT NEED

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**c** Any submission deadlines

N/A

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

N/A

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 118,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

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

Paid Preparer Use Only
Print/Type preparer's name: WESLEY E SMITH
Preparer's Signature
Date: 2015-07-15
Check if self-employed
PTIN: P00051706
Firm's name: MOYER SMITH & ROLLER PA CPA'S
Firm's EIN: 56-1679377
Firm's address: 7229 ALBEMARLE ROAD SUITE A CHARLOTTE, NC 28227
Phone no: (704) 566-0222

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
ALLIANCE DATA SYS COMMON	P	2013-10-15	2014-03-12
AVNET INC COM	P	2013-09-05	2014-06-17
COCA-COLA ENTERPRISES	P	2014-01-08	2014-11-24
GATX CORP	P	2014-02-04	2014-09-11
INTERNATIONAL PAPER CO	P	2013-10-15	2014-01-07
KNOWLES CORP	P	2013-04-03	2014-03-06
NEXTERA ENERGY	P	2013-10-15	2014-01-07
ROWE PRICE NEW HORIZONS	P	2013-10-23	2014-05-20
UNIVERSAL HEALTH SVCS	P	2014-09-23	2014-11-24
ALLIANCE DATA SYS COMMON	P	2013-04-03	2014-09-22

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,988		1,577	411
563		514	49
4,094		4,111	-17
507		452	55
2,446		2,247	199
1,335		1,037	298
2,289		2,184	105
26,444		28,371	-1,927
4,875		5,321	-446
8,453		5,601	2,852

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			411
			49
			-17
			55
			199
			298
			105
			-1,927
			-446
			2,852

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
HALYARD HEALTH	P	2013-09-04	2014-11-26
MYLAN LABORATORIES	P	2011-09-16	2014-09-22
WALMART STORES	P	2013-02-27	2014-03-12
ALLIANCE DATA SYS COMMON	P	2013-10-15	2014-09-22
AVNET INC COM	P	2013-09-06	2014-06-17
COCA-COLA ENTERPRISES	P	2014-01-08	2014-11-25
GENERAL MILLS INC	P	2014-03-13	2014-09-23
ISHARES TRUST S&P 400 MIDCAP	P	2013-10-15	2014-05-20
KROGER CO	P	2013-04-03	2014-01-07
NEXTERA ENERGY	P	2013-04-03	2014-01-07

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
15		12	3
5,870		2,608	3,262
6,858		6,543	315
966		901	65
130		118	12
5,691		5,702	-11
404		412	-8
12,999		12,096	903
7,558		6,319	1,239
7,205		6,684	521

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3
			3,262
			315
			65
			12
			-11
			-8
			903
			1,239
			521

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
ROYAL CARIBBEAN CRUISES	P	2014-03-13	2014-09-23
UNIVERSAL HEALTH SVCS	P	2014-09-23	2014-11-25
AQR FDS RISK PARITY	P	2012-07-30	2014-04-24
ISHARES TRUST S&P 400 MIDCAP	P	2013-02-04	2014-05-20
MYLAN LABORATORIES	P	2011-09-16	2014-09-23
WHIRLPOOL CORP	P	2013-10-15	2014-11-24
ALLIANCE DATA SYS COMMON	P	2014-06-13	2014-09-22
AVNET INC COM	P	2013-09-05	2014-06-17
COMCAST CORP	P	2013-12-02	2014-01-07
GENERAL MILLS INC	P	2014-03-12	2014-09-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,543		1,176	367
6,861		7,472	-611
14,719		15,084	-365
11,916		9,633	2,283
4,400		1,987	2,413
919		658	261
1,932		2,157	-225
1,689		1,538	151
1,208		1,147	61
8,581		8,726	-145

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			367
			-611
			-365
			2,283
			2,413
			261
			-225
			151
			61
			-145

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
JPMORGAN CHASE & CO	P	2013-10-15	2014-06-13
KROGER CO	P	2013-10-15	2014-01-07
OMEGA HEALTHCARE	P	2013-12-02	2014-01-07
SEAGATE TECHNOLOGY	P	2014-06-16	2014-11-24
VALERO ENERGY	P	2014-03-12	2014-09-22
AQR FDS RISH PARITY	P	2012-07-30	2014-10-31
JPMORGAN CHASE & CO	P	2012-10-22	2014-06-13
NEWCASTLE INVT CORP	P	2013-05-14	2014-08-25
WILLIAM BLAIR FDS	P	2013-12-12	2014-12-15
AMERICAN BEACON FDS	P	2013-10-23	2014-05-20

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,422		1,317	105
2,571		2,739	-168
3,015		3,231	-216
1,723		1,446	277
9,035		10,430	-1,395
15,762		15,454	308
7,052		5,184	1,868
4		7	-3
6,754		6,760	-6
26,950		28,678	-1,728

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			105
			-168
			-216
			277
			-1,395
			308
			1,868
			-3
			-6
			-1,728

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
AVNET INC COM	P	2013-09-06	2014-06-17
COMCAST CORP	P	2013-11-29	2014-01-07
GENERAL MILLS INC	P	2014-03-12	2014-09-23
JPMORGAN CHASE & CO	P	2013-09-04	2014-06-13
LITMAN GREGORY MASTER ALT	P	2014-04-24	2014-12-15
OMEGA HEALTHCARE	P	2013-11-29	2014-01-07
SKYWORKS SOLUTIONS	P	2014-03-13	2014-09-23
VIACOM INC	P	2013-12-26	2014-09-22
ARTISAN FDS INC	P	2013-10-23	2014-12-15
JPMORGAN TR INCOME OPP SEL	P	2013-05-06	2014-12-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,036		1,847	189
683		647	36
2,675		2,714	-39
1,706		1,556	150
17,409		17,364	45
4,203		4,498	-295
5,081		3,335	1,746
5,003		5,401	-398
21,289		21,440	-151
33,025		33,959	-934

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			189
			36
			-39
			150
			45
			-295
			1,746
			-398
			-151
			-934

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
OPPENHEIMER DVLPING MKTS	P	2013-01-30	2014-09-22
AMGEN INC	P	2014-06-13	2014-09-22
BB&T CORP	P	2013-09-04	2014-06-13
COMCAST CORP	P	2013-11-27	2014-01-07
HALLIBURTON CO	P	2013-07-31	2014-01-07
JPMORGAN CHASE & CO	P	2014-03-12	2014-06-13
LITMAN GREGORY MASTER ALT	P	2014-08-28	2014-12-15
OMEGA HEALTHCARE	P	2013-11-27	2014-01-07
SM ENERGY	P	2013-10-15	2014-03-12
VIACOM INC	P	2013-12-26	2014-09-22

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
23,840		21,653	2,187
1,414		1,157	257
1,378		1,222	156
53		50	3
7,827		7,070	757
2,047		2,083	-36
9,397		9,397	
2,193		2,362	-169
2,155		2,506	-351
397		428	-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			2,187
			257
			156
			3
			757
			-36
			-169
			-351
			-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
BB&T CORP	P	2013-04-03	2014-06-13
LORILLARD INC	P	2013-06-24	2014-09-22
OPPENHEIMER DVLPING MKTS	P	2011-09-15	2014-09-22
APPLE COMPUTER	P	2014-01-07	2014-09-22
BB&T CORP	P	2013-10-15	2014-06-13
CONOCOPHILLIPS	P	2013-10-15	2014-06-13
HALLIBURTON CO	P	2013-10-15	2014-01-07
JPMORGAN TR INCOME OPP SEL	P	2013-10-15	2014-04-24
LITMAN GREGORY MASTER ALT	P	2014-09-22	2014-12-15
OMEGA HEALTHCARE	P	2013-11-27	2014-01-07

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
7,658		6,090	1,568
7,642		5,612	2,030
4,650		3,721	929
2,824		2,161	663
2,987		2,625	362
1,657		1,436	221
2,659		2,689	-30
27,106		26,970	136
6,827		6,827	
487		487	

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			1,568
			2,030
			929
			663
			362
			221
			-30
			136

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
SM ENERGY	P	2013-09-26	2014-03-12
VIACOM INC	P	2013-12-26	2014-09-23
BLACKROCK FDS II STRG OPP	P	2013-05-06	2014-05-20
LORILLARD INC	P	2013-09-06	2014-09-22
OPPENHEIMER DVLPING MKTS	P	2011-09-15	2014-12-15
APPLE COMPUTER	P	2013-10-15	2014-09-22
CA INC	P	2013-10-15	2014-06-13
COVIDIEN PLC	P	2014-03-12	2014-09-23
HANESBRANDS INC	P	2013-10-15	2014-03-12
JOHNSON CTLS	P	2013-10-15	2014-03-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,077		1,163	-86
2,260		2,482	-222
19,144		19,051	93
1,791		1,303	488
28,138		27,320	818
303		214	89
2,250		2,313	-63
14,844		11,947	2,897
1,983		1,649	334
2,014		1,791	223

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-86
			-222
			93
			488
			818
			89
			-63
			2,897
			334
			223

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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)
LORILLARD INC	P	2013-10-15	2014-06-13
OMNICARE INC	P	2013-10-15	2014-03-12
SM ENERGY	P	2013-09-26	2014-03-13
VIACOM INC	P	2013-12-24	2014-09-23
DIGITAL RLTY TR	P	2011-10-19	2014-09-11
LORILLARD INC	P	2013-06-24	2014-09-22
PENNYMAC MTG INVT	P	2013-05-14	2014-07-22
ARTISAN FDS INC	P	2013-10-23	2014-09-22
CA INC	P	2013-09-05	2014-06-13
CVS CORP	P	2013-10-15	2014-03-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,401		1,088	313
2,761		2,714	47
425		465	-40
2,026		2,223	-197
927		820	107
1,373		998	375
2,417		2,685	-268
29,235		28,246	989
3,086		3,157	-71
652		533	119

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			313
			47
			-40
			-197
			107
			375
			-268
			989
			-71
			119

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
HANESBRANDS INC	P	2013-10-15	2014-06-13
JOHNSON CTLS	P	2013-09-05	2014-03-12
LORILLARD INC	P	2013-10-15	2014-09-22
OMNICARE INC	P	2013-06-24	2014-03-12
SM ENERGY	P	2013-09-27	2014-03-13
WALMART STORES	P	2013-10-15	2014-03-12
DOVER CORP	P	2013-04-03	2014-06-16
LORILLARD INC	P	2013-09-05	2014-09-22
QUALCOMM INC	P	2013-10-15	2014-11-24
AVNET INC COM	P	2013-09-09	2014-03-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,618		1,161	457
1,265		1,122	143
597		473	124
3,739		3,079	660
5,106		5,540	-434
2,789		2,776	13
7,834		5,260	2,574
179		129	50
2,296		2,187	109
628		602	26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			457
			143
			124
			660
			-434
			13
			2,574
			50
			109
			26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
CA INC	P	2013-09-05	2014-06-13
DELTA AIR LINES	P	2013-10-15	2014-03-12
HANESBRANDS INC	P	2013-06-25	2014-06-13
JOHNSON CTLS	P	2013-09-05	2014-03-12
LYONDELLBASELL INDUSTRIES	P	2014-01-07	2014-03-13
OMNICARE INC	P	2013-06-24	2014-03-13
STATE STREET CORP	P	2013-06-24	2014-03-12
WALMART STORES	P	2013-09-04	2014-03-12
EATON VANCE FLOATING RATE	P	2013-05-13	2014-07-14
LORILLARD INC	P	2013-09-04	2014-09-22

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
981		1,003	-22
1,005		697	308
511		303	208
5,480		4,861	619
817		711	106
3,682		3,031	651
7,223		7,021	202
1,582		1,530	52
28,758		29,041	-283
418		298	120

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-22
			308
			208
			619
			106
			651
			202
			52
			-283
			120

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
QUALCOMM INC	P	2013-04-03	2014-11-24
AVNET INC COM	P	2014-01-07	2014-06-16
CA INC	P	2013-09-04	2014-06-13
DELTA AIR LINES	P	2013-04-03	2014-03-12
HELMERICH & PAYNE	P	2013-10-15	2014-03-12
JOHNSON CTLS	P	2013-09-05	2014-03-13
LYONDELLBASELL INDUSTRIES	P	2014-01-07	2014-09-23
OMNICARE INC	P	2013-06-24	2014-03-13
STATE STREET CORP	P	2013-06-24	2014-03-12
WELLS FARGO FDS ABSOLUTE	P	2014-06-25	2014-12-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
7,104		6,565	539
1,954		1,893	61
808		825	-17
485		211	274
3,053		2,318	735
2,258		1,994	264
2,025		1,423	602
863		703	160
397		383	14
7,424		7,912	-488

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			539
			61
			-17
			274
			735
			264
			602
			160
			14
			-488

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
EUROPACIFIC GROWTH FD	P	2011-09-15	2014-12-15
MAINSTAY MARKETFIELD	P	2013-05-06	2014-05-20
SEAGATE TECHNOLOGY	P	2013-10-15	2014-11-24
AVNET INC COM	P	2013-10-15	2014-06-16
CA INC	P	2013-09-06	2014-06-13
DOVER CORP	P	2014-03-12	2014-06-16
INTEL CORP	P	2013-11-27	2014-03-12
JOHNSON CTLS	P	2013-09-04	2014-03-13
MAGNA INTERNATIONAL	P	2013-10-15	2014-03-12
PENNYMAC MTG INVT	P	2014-02-04	2014-07-22

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
22,147		17,309	4,838
13,493		13,036	457
928		660	268
1,303		1,257	46
1,875		1,910	-35
1,780		1,628	152
1,785		1,715	70
235		207	28
2,604		2,294	310
173		189	-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			4,838
			457
			268
			46
			-35
			152
			70
			28
			310
			-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
STATE STREET CORP	P	2013-10-15	2014-03-12
WELLS FARGO FDS ABSOLUTE	P	2014-09-22	2014-12-15
GATX CORP	P	2013-05-14	2014-09-11
MAINSTAY MARKETFIELD	P	2012-10-17	2014-10-31
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2014-07-22
AVNET INC COM	P	2013-10-15	2014-06-17
CIGNA CORP	P	2013-10-15	2014-03-12
DOVER CORP	P	2013-10-15	2014-06-16
INTEL CORP	P	2013-06-24	2014-03-12
KIMBERLY CLARK CORP	P	2013-04-03	2014-03-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
596		607	-11
14,604		15,324	-720
1,078		913	165
899		847	52
2,484		1,902	582
1,256		1,215	41
2,144		2,127	17
2,492		2,099	393
6,842		6,534	308
1,095		995	100

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11
			-720
			165
			52
			582
			41
			17
			393
			308
			100

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
MYLAN LABORATORIES	P	2013-10-15	2014-03-12
QUALCOMM INC	P	2014-01-07	2014-03-12
STATE STREET CORP	P	2013-10-15	2014-03-13
WELLS FARGO FDS ABSOLUTE	P	2014-04-24	2014-12-15
GATX CORP	P	2011-09-16	2014-09-11
MAINSTAY MARKETFIELD	P	2012-10-17	2014-10-31
UBS E-TRACS ALERIAN MLP	P	2013-05-06	2014-07-14
AVNET INC COM	P	2013-09-09	2014-06-17
CIGNA CORP	P	2013-04-03	2014-03-13
EASTMAN CHEM CO	P	2013-10-15	2014-03-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,268		949	319
1,151		1,095	56
1,893		1,958	-65
10,343		10,749	-406
4,818		2,734	2,084
46,875		44,199	2,676
7,884		6,900	984
433		401	32
6,884		5,705	1,179
2,476		2,298	178

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			319
			56
			-65
			-406
			2,084
			2,676
			984
			32
			1,179
			178

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
INTEL CORP	P	2013-10-15	2014-03-12
KLA-TENCOR CORP	P	2013-10-15	2014-01-07
NEW MEDIA INVT GROUP	P	2014-02-14	2014-02-27
QUALCOMM INC	P	2014-06-13	2014-11-24
TORTOISE ENERGY INFRASTRUCTURE	P	2014-02-04	2014-07-22
WHIRLPOOL CORP	P	2014-09-22	2014-11-24
HALYARD HEALTH	P	2013-04-03	2014-11-07
MAINSTAY MARKETFIELD	P	2013-10-15	2014-10-31
UBS E-TRACS ALERIAN MLP	P	2013-05-06	2014-07-14
AVNET INC COM	P	2013-09-04	2014-06-17

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
2,281		2,157	124
1,247		1,245	2
13		13	
1,292		1,423	-131
1,147		1,025	122
1,470		1,233	237
288		256	32
899		977	-78
27,816		24,511	3,305
433		397	36

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			124
			2
			-131
			122
			237
			32
			-78
			3,305
			36

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
CIGNA CORP	P	2013-10-15	2014-03-13
EASTMAN CHEM CO	P	2013-11-27	2014-03-12
INTERNATIONAL BUSINESS MACHS	P	2014-01-07	2014-09-22
KLA-TENCOR CORP	P	2013-04-03	2014-01-07
NEW MEDIA INVT GROUP	P	2014-02-14	2014-07-22
QUALCOMM INC	P	2014-01-07	2014-11-24
TRINITY INDUSTRIES	P	2014-06-17	2014-09-23
WILLIAM BLAIR FDS	P	2014-10-31	2014-12-15
HALYARD HEALTH	P	2013-10-15	2014-11-07
MAINSTAY MARKETFIELD	P	2013-10-15	2014-10-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
391		394	-3
1,110		996	114
1,157		1,141	16
3,740		3,114	626
58		52	6
1,005		1,022	-17
2,299		2,017	282
24,483		25,838	-1,355
135		116	19
9,152		9,950	-798

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3
			114
			16
			626
			6
			-17
			282
			-1,355
			19
			-798

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
VANGUARD REIT ETF	P	2011-09-15	2014-05-20
AVNET INC COM	P	2013-09-05	2014-06-17
COCA-COLA ENTERPRISES	P	2014-01-07	2014-11-24
EASTMAN CHEM CO	P	2013-04-03	2014-03-12
INTERNATIONAL PAPER CO	P	2013-04-03	2014-01-07
KNOWLES CORP	P	2013-10-15	2014-03-06
NEW MEDIA INVT GROUP	P	2014-02-14	2014-07-23
RAYTHEON CO	P	2013-11-27	2014-03-12
UNION PAC CORP	P	2013-10-15	2014-09-23
WYNDHAM WORLDWIDE	P	2014-01-07	2014-06-13

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
3,717		2,720	997
1,603		1,466	137
1,673		1,671	2
7,685		6,122	1,563
7,729		7,557	172
425		414	11
175		157	18
900		803	97
1,843		1,331	512
10,571		10,594	-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			997
			137
			2
			1,563
			172
			11
			18
			97
			512
			-23

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
HALYARD HEALTH	P	2013-09-04	2014-11-07
MAINSTAY MARKETFIELD	P	2013-05-06	2014-10-31
VANGUARD REIT ETF	P	2011-09-15	2014-06-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
60		50	10
899		908	-9
9,980		7,230	2,750

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			10
			-9
			2,750

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BAPTIST CHILDREN'S HOMES OF NC PO BOX 338 THOMASVILLE, NC 27361	N/A	501(C)3	GENERAL SERVICES	2,000
BOYS & GIRLS CLUB OF CLEVELAND COUN PO BOX 2001 SHELBY, NC 28151	N/A	501(C)3	ONGOING OPERATIONS	1,000
BROTHERS IN CHRIST OUTREACH MINISTR PO BOX 1264 SHELBY, NC 28151	N/A	501(C)3	YOUTH DEVELOPMENT	4,000
CLEVELAND COMMUNITY COLLEGE FDN 137 S POST STREET SHELBY, NC 28150	N/A	501(C)3	EDUCATION	1,000
CLEVELAND COUNTY ARTS COUNCIL 111 S WASHINGTON STREET SHELBY, NC 28150		501(C)2	ARTS & CULTURE	1,000
CLEVELAND COUNTY HUMANE SOCIETY 1609 E MARION STREET SHELBY, NC 28150	N/A	501(C)3	ANIMAL CARE	2,500
CLEVELAND COUNTY RESCUE MISSION PO BOX 1272 SHELBY, NC 28151	N/A	501(C)3	HOUSING	3,000
CLEVELAND RUTHERFORD KIDNEY ASSOC 1017 N WASHINGTON STREET SHELBY, NC 28150		501(C)3	DISEASE RESEARCH	5,000
COMMUNITIES IN SCHOOLS 215 S WASHINGTON ST 104 SHELBY, NC 28150	N/A	501(C)3	EDUCATION	250
CROSSROADS RESCUE MISSION PO BOX 2090 SHELBY, NC 28151	N/A	501(C)3	HUMAN SERVICES	2,000
EMPTY STOCKING FUND 315 E GRAHAM STREET SHELBY, NC 28150	N/A	501(C)3	GENERAL SERVICES	10,000
ESKRIDGE GROVE BAPTIST CHURCH 634 WASHBURN SWITCH ROAD SHELBY, NC 28151		501(C)3	MEMORIAL GIFT	1,000
FIRST BAPTIST CHURCH 120 N LAFAYETTE STREET SHELBY, NC 28150	N/A	501(C)3	ONGOING OPERATIONS	26,500
GREATER CLEVELAND COUNTY BAPTIST AS 1175 WYKE ROAD SHELBY, NC 28150	N/A	501(C)3	THE POOR	10,000
GWU SCHOOL OF DIVINITY PO BOX 997 BOILING SPRINGS, NC 28017	N/A	501(C)3	SCHOLARSHIP	10,000
<b>Total . . . . .</b>				<b>118,000</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GWU WOMEN'S ATHLETIC PROGRAM PO BOX 997 BOILING SPRINGS, NC 28017	N/A	501(C)3	STUDENT ACTIVITIES	2,500
HOSPICE OF CLEVELAND COUNTY 951 WENDOVER HEIGHTS DRIV SHELBY, NC 28150	N/A	501(C)3	HEALTH CARE	2,000
INTERFAITH FOOD SHUTTLE PO BOX 14638 RALEIGH, NC 27620	N/A	501(C)3	AGRICULTURE, FOOD, NUTRITION	500
K RAY HILL MINISTRY PO BOX 25942 RALEIGH, NC 27611	N/A	501(C)3	CHURCH OPERATIONS	5,000
LIFE ENRICHMENT CENTER 110 LIFE ENRICHMENT BLVD SHELBY, NC 28150	N/A	501(C)3	PROGRAMS FOR DISABLED	500
MAKENZIE HEARING FUND 131 N LAFAYETTE STREET SHELBY, NC 28150		501(C)3	DISEASE RESEARCH	500
MASTERS HOUSE 727 POLKVILLE ROAD SHELBY, NC 28150	N/A	501(C)3	SUBSTANCE ABUSE	2,000
MENTAL HEALTH ASSOCIATION PO BOX 623 SHELBY, NC 28151		501(C)3	MENTAL HEALTH SERVICES	1,000
MULTIPLE SCLEROSIS SOCIETY PO BOX 25489 RALEIGH, NC 27611		501(C)3	DISEASE RESEARCH	100
NAACP 108 W WARREN STREET SHELBY, NC 28150	N/A	501(C)3	GENERAL SERVICES	2,000
NC AG FOUNDATION (4H) 130 S POST ROAD SUITE 1 SHELBY, NC 28152		501(C)3	ANIMAL WELFARE	12,000
NEWSPAPERS IN EDUCATION PO BOX 48 SHELBY, NC 28151	N/A	501(C)3	STUDENTS	1,000
NOAH'S ARK WILDLIFE CENTER PO BOX 136 SANDY RIDGE, NC 27046	N/A	501(C)3	ANIMAL WELFARE	1,600
PENLAND SCHOOL OF CRAFTS PO BOX 37 PENLAND, NC 28765	N/A	501(C)3	ARTS & CULTURE	500
SALVATION ARMY PO BOX 1764 SHELBY, NC 28151	N/A	501(C)3	PUBLIC SERVICE	3,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	118,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
STEP UP MINISTRY 1701 OBERLIN ROAD RALEIGH, NC 27608	N/A	501(C)3	YOUTH DEVELOPMENT	1,000
UNC TV PO BOX 600067 RALEIGH, NC 27675		501(C)3	ARTS & CULTURE	200
UNITED WAY 132 W GRAHAM STREET SHELBY, NC 28150	N/A	501(C)3	GENERAL SERVICES	1,000
VIETNAM VETERANS MEMORIAL FUND PO BOX 96764 WASHINGTON, DC 20090	N/A	501(C)3	VETERANS SERVICES	100
WILDLIFE WELFARE INC PO BOX 19432 RALEIGH, NC 27619		501(C)3	ANIMAL WELFARE	1,250
YOUNG LIFE PO BOX 2920 COLORADO SPRINGS, CO 80901	N/A	501(C)3	YOUTH PROGRAMS	1,000
<b>Total . . . . . ▶ 3a</b>				118,000

## TY 2014 Accounting Fees Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,975			
ACCOUNTING FEES - FIFTH THIRD	175	175		

## TY 2014 Investments Corporate Stock Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC	8,941	13,939
ABSOLUTE STRATEGIES		
AETNA INC	11,889	14,390
AFLAC, INC.		
AGILENT TECHNOLOGIES, INC.		
AIRCASTLE LTD ADR	4,175	5,556
ALERIAN MLP ETF		
ALERIAN MLP ETN	16,022	16,704
ALLIANCE DATA SVS		
ALLIANT CORP		
ALLIED WORLD ASSURANCE ADR		
ALLSTATE CORP	12,308	15,806
AMDOCS LIMITED	11,227	11,570
AMERICAN BEACON FDS SMALL CAP	41,498	36,927
AMERICAN CAMPUS COMMUNITIES INC		
AMERICAN CAP AGY CORP		
AMERICAN CAP LTD		
AMERICAN HOMES 4 RENT	4,293	4,264
AMERICAN INTL GROUP, INC.		
AMERIPRISE FINANCIAL	12,522	14,944
AMGEN INC	9,726	14,495
ANHEUSSER BUSCH INBEV		
ANNALY CAPITAL MANAGEMENT INC		
APPLE INC	7,897	13,577
AQR FDS RISK PARITY FD		
AQR FDS RISK PARITY FD CL		
ARTISAN INTERNATIONAL INV	37,870	38,201
AT&T INC	10,123	10,312
ATMEL CORP		
AVNET INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANCO LATINOAMERICAN DE COMERCIO EX	4,506	7,405
BB&T CORP		
BHP BILLITON FIN LTD	25,570	25,395
BLACKROCK FDS II	76,522	75,361
BOEING, CO	9,131	11,438
BRISTOL MYERS SQUIBB CO		
CA INC		
CAPITAL ONE FINL CORP		
CDW CORP	13,416	13,470
CENTURYLINK INC.		
CHEVRON CORP	11,554	11,779
CIGNA CORP		
CISCO SYSTEMS	12,521	13,935
CMS ENERGY CORP	8,726	10,946
COACH INC		
COCA COLA CO		
COMCAST CORP	11,886	13,690
CONOCOPHILLIPS	10,602	11,257
CVS HEALTH CORPORATION	8,864	15,313
CVS/CAREMARK CORP		
DANA LARGE CAP EQUITY INST	114,782	113,912
DELTA AIR LINES	4,810	15,692
DEUTSCHE BK AG LONDON	28,695	27,772
DIGITAL RLTY TR INC	3,012	3,448
DISCOVER FINANCIAL SERVICES	9,491	13,425
DODGE & COX INCOME FUND	76,299	75,679
DONAHER CORP		
DOVER CORP		
DR PEPPER SNAPPLE GROUP	13,526	13,332
DU PONT E I DE NEMOURS & CO	3,984	5,989

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EAST WEST BANCORP INC		
EASTMAN CHEM CO		
EATON CORP PLC SHS	4,403	5,165
EATON VANCE MUT FDS TR		
EATON VANCE TAX MAN GLBL BR	2,055	2,821
EPR PPPTYS	5,092	5,763
EUROPACIFIC GROWTH FD	29,239	37,451
EXXON MOBIL CORP	12,259	12,388
F5 NETWORKS INC		
GANNETT INC	4,983	7,631
GATX CORP		
GENERAL ELECTRIC CO	4,603	5,003
GENUINE PARTS CO	4,235	7,673
GILEAD SCIENCES INC	12,939	11,500
GLOBAL FDS GLB		
GOOGLE INC		
HALLIBURTON CO		
HANESBRANDS INC	6,278	14,064
HCA HOLDINGS	13,552	14,311
HELMERICH & PAYNE INC	9,095	8,967
HERCULES TECHNOLOGY GROWTH	3,156	4,598
HONEYWELL INTL INC	5,718	8,893
HOSPITALITY PPTYS TR	4,386	5,642
HOTCHKIS & WILEY FUNDS	59,273	57,787
IBM	11,520	10,268
INTEL CORP	12,490	13,028
INTERNATIONAL PAPER CO		
INVESCO MORTGAGE CAPITAL INC	2,950	2,304
ISHARES CORE S&P MID-CAP ETF	55,836	84,853
ISHARES S&P MIDCAP 400		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES S&P PFD STK INDX FN	8,931	9,268
JOHNSON & JOHNSON	11,186	13,385
JOHNSON CTLS INC		
JP MORGAN CHASE & CO		
JP MORGAN TR INCOME OPP SEL	34,790	34,466
JPMORGAN CHASE & CO	28,710	27,971
KIMBERLY CLARK CORP	10,023	12,363
KLA TENCOR CORP		
KRAFT FOODS INC	1,187	1,942
KROGER CO	12,474	15,346
LINCOLN NATL CORP IND	10,894	13,898
LITMAN GREGORY MASTER ALT	34,618	33,903
LOCKHEED MARTIN CORP		
LORILLARD INC.		
LTC PPTYS INC	3,216	4,274
LYONDELLBASELL INDUSTRIES	8,140	8,177
MACYS INC	12,791	14,597
MAGNA INTL INC	8,148	13,695
MAINSTAY FDS TR		
MASTERCARD INC		
MCKESSON CORP	10,909	13,700
MEDTRONIC INC		
MERCK & CO INC		
METLIFE INC	10,791	12,765
MFS GOVT MKTS INCOME TR	1,878	1,667
MICROCHIP TECHNOLOGY INC	5,951	8,075
MICROSOFT CORP		
MONDELEZ INTL INC.		
MOODYS CORP		
MYLAN INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL HALTH INVS INC	4,471	6,156
NATIONAL OILWELL INC		
NEW RESIDENTIAL INVT CORP	1,808	1,724
NEW SENIOR INVESTMENT GROUP	770	642
NEWCASTLE INVESTMENT CORP	2,762	175
NEXTERA ENERGY INC		
NOBLE CORP		
NORFOLK SOUTHERN CORP		
NORTHEAST UTILS		
OCCIDENTAL PETROLEUM CORP	25,283	25,144
OCCITENTAL PETE CORP		
OLIN CORP	6,132	6,672
OMEGA HEALTHCARE INVS INC	4,515	8,830
OMNICARE INC		
OPPENHEIMER DEVELOPING MARKETS	34,580	38,390
OPPENHEIMER INTL BD FD	35,824	32,275
ORACLE CORP	9,093	13,356
PACKAGING CORP AMER	12,603	13,893
PENNYMAC MTG INVT TR		
PFIZER INC	4,840	7,476
PHILIP MORRIS INTL	28,991	28,166
PIMCO ALL ASSET ALL AUTH FUND		
PIMCO TOTAL RETURN FUND		
PNC FINANCIAL SERVICES GROUP	12,613	13,137
POWERSHARES EXCHANGE TRADED FD		
POWERSHARES EXCHANGE-TRADED FD		
POWERSHARES SENIORLOAN PORTFOLIO	4,727	4,566
PULTE GROUP, INC		
QUALCOMM INC		
RAYONIER INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYTHEON CO	9,985	12,115
REALTY INCOME CORP	2,504	3,197
ROCKWOOD HOLDINGS INC		
ROYAL CARIBBEAN CRUISES	9,951	16,074
SANDISK CORP		
SBA COMMUNICATIONS CORP		
SCHLUMBERGER LTD	11,457	10,932
SEAGATE TECHNOLOGY PLC SHS	7,535	12,901
SKYWORKS SOLUTIONS	8,128	15,923
SM ENERGY CO		
SPDR S&P 500 ETF TRUST		
STATE STREET CORP		
SUNTRUST BKS	12,665	13,199
SYMANTEC CORP	4,223	4,361
T ROWE PRICE NEW HORIZONS FD	41,859	39,402
T ROWE PRICE SMALL CAP STOCK FUND 6		
TCW FDS		
TE CONNECTIVITY LTD	12,978	13,346
TELEFONICA BRASIL		
TJX COS INC		
TORTOISE ENERGY INFRASTRUCTURE CORP	10,111	11,205
TRINITY INDS	9,991	6,666
TUPPERWARE BRANDS CORP		
TYSON FOODS	12,465	13,230
UBS E-TRACS ALERIAN MLP INFRASTR	18,998	20,341
UNILEVER		
UNION PAC CORP	7,486	12,509
UNITED TECHNOLOGIES CORP	10,381	12,190
UNITEDHEALTH GROUP INC.		
US EQUITY HIGH VOLATIL	4,158	3,790

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
VANGUARD REIT ETF	39,488	58,806
VERIZON COMMUNICATIONS	6,390	7,344
VIACOM INC		
WAL-MART STORES		
WALGREEN CO		
WELLS FARGO & CO	8,653	12,499
WELLS FARGO FDS ABSOLUTE RET	35,162	33,581
WHIRLPOOL CORP	8,369	13,949
WILLIAM BLAIR FDS ALLOC	33,681	33,005
WINDSTREAM CORP		
XCEL ENERGY	8,439	10,920

## TY 2014 Other Assets Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSIT ON LAND	2,451	2,451	
ESTIMATED TAXES	713	2,342	
ROUNDING	5	3	

## TY 2014 Other Expenses Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MANAGEMENT FEES	19,773	19,773		
OUTSIDE CONTRACT SERVICES	3,600			
BANK CHARGES	89			
TRAVEL EXPENSES	100			

## TY 2014 Other Income Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS	3,191		3,191

# TY 2014 Taxes Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON INVESTMENT	206	206		
EXCISE TAX	871	871		