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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

2014

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

M & S LOVE FOUNDATION

Number and street (or P O. box number if mail is not delivered to street address)

A Employer identification number

56-6040789

1525 WEST WT HARRIS BLVD

B Telephone number (see instructions)

800-352-3705

City or town, state or province, country, and ZIP or foreign postal code

CHARLOTTE, NC 28262

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,408,899.

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		55,941	54,609		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		183,750			
b Gross sales price for all assets on line 6a		3,383,574			
7 Capital gain net income (from Part IV, line 2)			183,750		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		1,136	1,136		
12 Total. Add lines 1 through 11		240,827	239,495		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	STMT. 4	1,000	NONE	NONE	1,000
c Other professional fees (attach schedule)	STMT. 5	21,917	16,438		
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT. 6	12,863	486		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)	STMT. 7	1,154			1,154
24 Total operating and administrative expenses.		36,934	16,924	NONE	2,154
Add lines 13 through 23.		114,000			114,000
25 Contributions, gifts, grants paid		150,934	16,924	NONE	116,154
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12:		89,893			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			222,571		
c Adjusted net income (if negative, enter -0-)					

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		167.	7,589.	7,589.
	2 Savings and temporary cash investments		35,367.	114,181.	114,181.
Assets	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U S and state government obligations (attach schedule)	STMT 8			
	b Investments - corporate stock (attach schedule)	STMT 9	1,471,042.	1,365,057.	1,471,670.
	c Investments - corporate bonds (attach schedule)	STMT 11	713,415.	819,610.	815,459.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
Liabilities	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STMT 12			
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,219,991.	2,306,437.	2,408,899.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			NONE	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		2,219,991.	2,306,437.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		2,219,991.	2,306,437.	
	31 Total liabilities and net assets/fund balances (see instructions)		2,219,991.	2,306,437.	

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	2,219,991.
2 Enter amount from Part I, line 27a	2	89,893.
3 Other increases not included in line 2 (itemize) ► MUTUAL FUND TAX EFFECTIVE DATE BEFORE TUE	3	2,353.
4 Add lines 1, 2, and 3	4	2,312,237.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 13	5	5,800.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,306,437.

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,383,574.		3,199,824.	183,750.		
b					
c					
d					
e					
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			183,750.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	183,750.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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	112,000.	2,331,261.	0.048043
2012	106,336.	2,197,445.	0.048391
2011	91,590.	2,166,007.	0.042285
2010	91,317.	2,025,763.	0.045078
2009	104,558.	1,794,815.	0.058256
2 Total of line 1, column (d)			2 0.242053
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048411
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,439,664.
5 Multiply line 4 by line 3			5 118,107.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,226.
7 Add lines 5 and 6			7 120,333.
8 Enter qualifying distributions from Part XII, line 4 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.			8 116,154.

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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	4,451.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	4,451.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	4,451.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . .	6a	7,520.
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . .	7	7,520.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ►	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ►	10	3,069.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK NA Located at ► 1 W 4TH STREET, WINSTON SALEM, NC	Telephone no. ► (800) 352-3705 ZIP+4 ► 27101	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 ►	16	Yes No X

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?	<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? (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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
	Organizations relying on a current notice regarding disaster assistance check here ►		
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?		
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		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?					5b
Organizations relying on a current notice regarding disaster assistance check here ►						
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					6b
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHARLES LOVE 401 S TRYON STREET, CHARLOTTE, NC 28202	TRUSTEE 1	-0-	-0-	-0-
JULIAN LOVE 401 S TRYON STREET, 2ND FLOOR, CHARLOTTE, NC 28202	TRUSTEE 1	-0-	-0-	-0-
LELA P LOVE 401 S TRYON STREET, 2ND FLOOR, CHARLOTTE, NC 28028	TRUSTEE 1	-0-	-0-	-0-
SPENCER LOVE 401 S TRYON STREET, 2ND FLOOR, CHARLOTTE, NC 28028	TRUSTEE 1	-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		NONE	NONE	NONE

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

NONE

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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		NONE

Total number of others receiving over \$50,000 for professional services ► **NONE**

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,418,982.
b Average of monthly cash balances	1b	57,834.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	2,476,816.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	2,476,816.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,152.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,439,664.
6 Minimum investment return. Enter 5% of line 5	6	121,983.

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	121,983.
2a Tax on investment income for 2014 from Part VI, line 5	2a	4,451.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,451.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	117,532.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	117,532.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	117,532.

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	116,154.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	116,154.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	116,154.

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				117,532.
2 Undistributed income, if any, as of the end of 2014.				
a Enter amount for 2013 only				102,402.
b Total for prior years. 20 12 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 116,154.				102,402.
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				13,752.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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				NONE
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				103,780.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **NOT APPLICABLE**

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 foundation is a private operating foundation described in section	4942(j)(3) or 4942(j)(5)			
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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)(ii)				
(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).)

N/A

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.

N/A

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				
FRIENDS OF NEWMARKET RECREATION ONE TERRACE DRIVE NEWMARKET NH 03857	NONE	PC	GENERAL PURPOSE	5,000.
FRIENDS IN ACTION PO BOX 1485 PORTMOUTH NH 03802	NONE	PC	GENERAL PURPOSE	5,000.
ATLAS DIY 278 44 ST 2ND FLOOR BROOKLYN NY 11232	NONE	PC	GENERAL PURPOSE	12,000.
ELON UNIVERISTY PO BOX 398 ELON NC 27244	NONE	PC	GENERAL PURPOSE	55,000.
HARVEY B GANTT CENTER 551 SOUTH TRYON ST CHARLOTTE NC 28202	NONE	PC	GENERAL PURPOSE	12,000.
NC SCHOOL OF THE ARTS 1533 S. MAIN STREET WINSTON SALEM NC 27127-2	NONE	PC	GENERAL SUPPORT	12,000.
OPPORTUNITY, INC 1713 QUAIL DR WESTGATE FL 33414	NONE	PC	GENERAL PURPOSE	10,000.
FRIENDSHIP TRAYS 2401-A DISTRIBUTION ST CHARLOTTE NC 28203	NONE	PC	GENERAL SUPPORT	3,000.
Total			► 3a	114,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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					
4 Dividends and interest from securities				14	55,941.
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				18	183,750.
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b <u>ETRACS ALERIAN</u>				14	1,136.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					240,827.

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

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?	Yes	No
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.		

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

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

 Signature of officer or trustee

| 04/17/2015

Date _____

► CO-TRUSTEES

Title

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

MARTHA AND SPENCER LOVE		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name	DAVID F. APPLE, AVP		04/17/2015	P00555848
	Firm's name	► WELLS FARGO BANK, N.A.		Firm's EIN	► 94-3080771
	Firm's address	► 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262		Phone no	800-691-8916

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABERDEEN EMERG MARKETS-INST #5840	120.	120.
JOHCM INTERNATIONAL SEL-I #180	1,495.	1,495.
FID ADV EMER MKTS INC- CL I #607	1,356.	1,356.
GOLDEN SMALL CAP CORE FUND	146.	146.
ISHARES S&P 500 INDEX FUND	12,966.	12,966.
ISHARES S&P 500/BARRA GROWTH	612.	612.
ISHARES MIDCAP INDEX FD	1,734.	1,734.
ISHARES TR-S&P MIDCAP 400 GROWTH IND	154.	154.
ISHARES S&P MIDCAP 400/BARRA VALUE	276.	276.
ISHARES SMALLCAP 600/ BARRA FD	891.	891.
ISHARES S & P SMALLCAP 600/GRO	304.	304.
ISHARES 1-3 YEAR INTERNATIONAL	119.	119.
WESTERN ASSET SHRT-TRM BND-I	1,195.	1,195.
LOOMIS SAYLES BOND FD INSTL #1162	1,753.	1,753.
MAINSTAY CONVERTIBLE FD CL I #2584	3,001.	3,001.
OPPENHEIMER DEVELOPING MKT-I #799	457.	457.
PIMCO FDS PAC INV MGMT SER HIGH YLD FD	2,848.	2,848.
PIMCO FOREIGN BOND FUND-INST	4,557.	4,557.
PIMCO EMERG MKTS BD-INST #137	1,550.	1,550.
PIMCO EM MKTS CORP BD FD INS #1948	397.	397.
T ROWE PRICE INST FLOAT RATE #170	949.	949.
SPDR DJ WILSHIRE INTERNATIONAL REAL	995.	995.
VANGUARD DEVELOPED MKTS INDEX #227	1,637.	1,637.
VANGUARD INTERMEDIATE TERM B	2,029.	2,029.
VANGUARD SHORT TERM BOND ETF	2,991.	2,991.
VANGUARD HIGH YIELD CORP-ADM #529	2,173.	2,173.
VANGUARD MSCI EMERGING MARKETS EFT	248.	248.
VANGUARD FTSE EUROPE ETF	3,406.	3,406.
VANGUARD DVLP MKTS INDEX FD INV #1397	1,576.	1,576.
VANGUARD REIT VIPER	4,000.	2,668.
FEDERATED TREAS OBL FD 68	6.	6.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	55,941.	54,609.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ETRACS ALERIAN MLP UBS AG LDN BR ETN	1,136.	1,136.
TOTALS	1,136.	1,136.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,000.	-	-	1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A)	21,917.	16,438.
TOTALS	21,917.	16,438.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	4,857.	
FEDERAL ESTIMATES - PRINCIPAL	7,520.	
FOREIGN TAXES ON QUALIFIED FOR	430.	430.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	12,863.	486.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANT MEETING EXPENSE	1,154.	1,154.
TOTALS	1,154.	1,154.

M & S LOVE FOUNDATION

56-6040789

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

912828AJ9 US TREASURY NOTES

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
025076209 AMERICAN CENTURY EQUITY FUND	131618795 CALVERT SOC INV EQUITY FUND	26203E836 DREYFUS / THE BOSTON C
38142Y401 GOLDMAN SACHS GRTHE O	411511306 HARBOR INTERNATIONAL F	44980Q518 ING INTERNATIONAL RE
52106N889 LAZARD EMERGING MKTS	722005667 PIMCO COMMODITY REAL	77954Q106 T ROWE PRICE BLUE CHIP
780905451 ROYCE PREMIER FUND W	901165100 TWEEDY BROWNE FD GLO	92934R769 CRM MID CAP VALUE FD
922908553 VANGUARD REIT VIPER	003021714 ABERDEEN EMERG MARKET FUND	026852M105 EII INTERNATIONAL PR
92934R769 CRM MID CAP VALUE FD	26852M105 EII INTERNATIONAL PR	413838103 OAKMARK FUND - I #11
003021714 ABERDEEN EMERG MARKET FUND	779572106 T ROWE PRICE SMALL CAP	464287887 ISHARES S&P SMALL-CA
26852M105 EII INTERNATIONAL PR	779572106 T ROWE PRICE SMALL CAP	795572106 T ROWE PRICE SMALL CAP
413838103 OAKMARK FUND - I #11	464287887 ISHARES S&P SMALL-CA	464287606 ISHARES S&P MID-CAP
464287887 ISHARES S&P SMALL-CA	464287700 ISHARES CORE S & P 500	464287705 ISHARES S&P MID-CAP
464287705 ISHARES S&P MID-CAP	464287879 ISHARES S&P SMALL-CA	464287879 ISHARES S&P SMALL-CA
464287879 ISHARES S&P SMALL-CA	78463X863 SPDR DJ WILSHIRE INTL	78463X863 SPDR DJ WILSHIRE INTL
78463X863 SPDR DJ WILSHIRE INTL	870297801 MLN ELEMENTS ROGERS	870297801 MLN ELEMENTS ROGERS
88019R641 TEMPLETON FRONTIER M	88019R641 TEMPLETON FRONTIER M	921909701 VANGUARD DEVELOPED M
922042874 VANGUARD FTSE EUROPE	922042874 VANGUARD FTSE EUROPE	922042874 VANGUARD DEVELOPED M
00770G847 JOHCM INTERNATIONAL	00770G847 JOHCM INTERNATIONAL	00770G847 JOHCM INTERNATIONAL
34984T857 GOLDEN SMALL CAP COR	34984T857 GOLDEN SMALL CAP COR	34984T857 GOLDEN SMALL CAP COR
		119,313.
		90,638.
		621,888.
		699,841.
		193,686.
		94,959.
		184,481.
		99,033.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287309 ISHARES S&P 500 GROW	150,846.	149,767.
464287499 ISHARES RUSSELL MID-	111,484.	122,106.
922042858 VANGUARD FTSE EMERGI	101,556.	97,129.
TOTALS	1,365,057.	1,471,670.

M & S LOVE FOUNDATION

56-6040789

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
693390841 PIMCO HIGH YIELD FD-		
9222031737 VANGUARD INFLATION P		
921937850 VANGUARD SHORT TERM		
94985D582 WELLS FARGO ADV INTL		
693391559 PIMCO EMERG MKTS BD-		
025076209 AMERICAN CENTURY		
1131618795 CALVERT SOCIAL INV		
92934R769 CRM MID CAP VALUE		
26203E836 DREYFUS? THE BOSTON		
38142Y401 GOLDMAN SACHS GROWTH		
780905451 ROYCE PREMIER		
04315J837 ARTIO INTER. EQ		
411511306 HARBOR INTER. FD		
522106N889 LAZARD EMERGING MKT		
921937819 VANGUARD INTERIMDIAT		
9222031208 VANGUARD HIGH YIELD		
261980494 DREYFUS EMG MKT DEBT		
464288125 ISHARES 1-3 YEAR INT		
52469E807 WESTERN ASSET SHRT-T		
56063N600 MAINSTAY CONVERTIBLE		
77958B402 T ROWE PRICE INST FL		
921937827 VANGUARD SHORT TERM		
9222031760 VANGUARD HIGH YIELD		
315920702 FID ADV EMER MKTS IN		
693390882 PIMCO FOREIGN BD FD		
TOTALS	819,610.	815,

TOTALS

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
722005667 PIMCO COMMODITY REAL	C
693390304 PIMCO LOW DURATION F	C
693390841 PIMCO HIGH YIELD FD-	C
693391559 PIMCO EMERG MKTS BD-	C
921937819 VANGUARD INTERMEDIATE	C
921937827 VANGUARD SHORT TERM	C
922031737 VANGUARD INFLAT-PROT	C
922031760 VANGUARD HIGH YIELD	C

TOTALS

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE	4,860.
ROC BASIS ADJUSTMENT	938.
ROUNDING	2.
TOTAL	5,800.

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STATEMENT 13

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