Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: CO TUA MARION S COVINGTON FDN

A Employer identification number: 56-6286555

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P O BOX 40200, FL9-100-10-19

B Telephone number (see instructions): 877-446-1410

City or town, state or province, country, and ZIP or foreign postal code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,204,892.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ________
(Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	162,610.	156,455.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	610,495.			
b	Gross sales price for all assets on line 6a 2,572,117.				
7	Capital gain net income (from Part IV, line 2)		610,495.		
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)	5,600.	5,600.		STMT 2
12	**Total.** Add lines 1 through 11	778,705.	772,550.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	38,846.	23,308.		15,538.
14	Other employee salaries and wages	43,921.	NONE	NONE	43,921.
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,300.	NONE	NONE	1,300.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	19,258.	1,256.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	6,100.	NONE	NONE	6,100.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	357.	4.		353.
24	**Total operating and administrative expenses.** Add lines 13 through 23	109,782.	24,568.	NONE	67,212.
25	Contributions, gifts, grants paid	291,185.			291,185.
26	**Total expenses and disbursements** Add lines 24 and 25	400,967.	24,568.	NONE	358,397.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	377,738.			
b	**Net investment income** (if negative, enter -0-)		747,982.		
c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 12 2015
OGDEN, UT
E1-212 IRS-OSC

ENVELOPE POSTMARK DATE MAY 12 2015

SCANNED MAY 14 2015

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	217,378.	436,110.	436,110.
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 6	297,925.	222,799.	236,208.
b	Investments - corporate stock (attach schedule) STMT 7	5,688,092.	6,052,785.	7,532,574.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 12	133,664.		
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)	6,337,059.	6,711,694.	8,204,892.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	6,337,059.	6,337,059.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		374,635.	
30	**Total net assets or fund balances** (see instructions)	6,337,059.	6,711,694.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,337,059.	6,711,694.	

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	6,337,059.
2	Enter amount from Part I, line 27a	2	377,738.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	4,582.
4	Add lines 1, 2, and 3	4	6,719,379.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	7,685.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,711,694.

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	2,572,117.		1,961,622.	610,495.
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				610,495.
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	610,495.
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	381,851.	7,597,679.	0.050259
2012	279,565.	7,054,433.	0.039630
2011	335,489.	7,068,584.	0.047462
2010	297,818.	6,608,441.	0.045066
2009	334,140.	5,935,646.	0.056294

2	**Total** of line 1, column (d)	2	0.238711
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	0.047742
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	8,090,191.
5	Multiply line 4 by line 3	5	386,242.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,480.
7	Add lines 5 and 6	7	393,722.
8	Enter qualifying distributions from Part XII, line 4	8	358,397.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	14,960.
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	14,960.
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	14,960.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 10,407.		
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	10,407.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,553.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ BANK OF AMERICA TAX SERVICES Telephone no ▶ (877)446-1410			
	Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 ▶ 32203-0200			
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ▶			

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

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

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

				Yes	No
5a	During the year did the foundation pay or incur any amount to:				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*	☐ Yes ☐ No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**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
SEE STATEMENT 15		38,846.		

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

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	7,998,975.
b	Average of monthly cash balances	1b	214,417.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	8,213,392.
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	8,213,392.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	123,201.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,090,191.
6	**Minimum investment return.** Enter 5% of line 5	6	404,510.

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	404,510.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	14,960.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,960.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	389,550.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	389,550.
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	389,550.

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	358,397.
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	358,397.
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	358,397.

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					389,550.
2 Undistributed income, if any, as of the end of 2014.					
a Enter amount for 2013 only				NONE	
b Total for prior years 20 12 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	40,524.				
b From 2010	NONE				
c From 2011	NONE				
d From 2012	NONE				
e From 2013	12,374.				
f **Total** of lines 3a through e		52,898.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 358,397.					
a Applied to 2013, but not more than line 2a				NONE	
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					358,397.
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).)*		31,153.			31,153.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		21,745.			
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				NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					NONE
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)		9,371.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		12,374.			
10 Analysis of line 9:					
a Excess from 2010	NONE				
b Excess from 2011	NONE				
c Excess from 2012	NONE				
d Excess from 2013	12,374.				
e Excess from 2014					

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)

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 25				291,185.
Total . . . . ▶ **3a**				291,185.
b *Approved for future payment*				
SEE ATTACHED STATEMENT				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	162,610.	
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			14	5,600.	
8 Gain or (loss) from sales of assets other than inventory			18	610,495.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				778,705.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 778,705.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

Sign Here

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

Karen J Kiser | 03/26/2015 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	226.	226.
FOREIGN DIVIDENDS	28,349.	28,349.
NONDIVIDEND DISTRIBUTIONS	6,155.	
DOMESTIC DIVIDENDS	60,850.	60,850.
OTHER INTEREST	111.	111.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	10,451.	10,451.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	1,958.	1,958.
NONQUALIFIED FOREIGN DIVIDENDS	3,865.	3,865.
NONQUALIFIED DOMESTIC DIVIDENDS	50,645.	50,645.
TOTAL	162,610.	156,455.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		5,600.	5,600.
	TOTALS	5,600.	5,600.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,300.			1,300.
TOTALS	1,300.	NONE	NONE	1,300.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX - PRIOR YEAR	7,595.	
EXCISE TAX ESTIMATES	10,407.	
FOREIGN TAXES ON QUALIFIED FOR	886.	886.
FOREIGN TAXES ON NONQUALIFIED	370.	370.
TOTALS	19,258.	1,256.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	353.		353.
OTHER INVESTMENT FEE	4.	4.	
TOTALS	357.	4.	353.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3133X9DC1 FEDERAL HOME LN BKS	76,811.		
31331XPS5 FEDERAL FARM CR BKS	103,674.	103,401.	114,804.
912828ET3 UNITED STATES TREAS	117,440.	119,398.	121,404.
TOTALS	297,925.	222,799.	236,208.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
94979B204 WELLS FARGO CAP TR V			
456837202 ING GROUP NV PERPETU	184,640.	184,640.	179,480.
464287168 ISHARES DJ SELECT DI			
464287226 ISHARES CORE TOTAL U			
464287234 ISHARES MSCI EMERGIN	148,960.		
464287242 ISHARES IBOXX $ INVE	67,207.		
464287739 ISHARES TR DOW JONES			
032511107 ANADARKO PETE CORP C	11,576.	5,369.	6,600.
26875P101 EOG RES INC COM	12,582.	7,754.	14,271.
637071101 NATIONAL OILWELL VAR	8,489.	11,950.	12,778.
674599105 OCCIDENTAL PETE CORP	7,176.	6,926.	9,270.
780259206 ROYAL DUTCH SHELL PL			
806857108 SCHLUMBERGER LTD COM	14,015.	9,661.	13,239.
260543103 DOW CHEM CO COM	10,946.	4,864.	7,526.
767204100 RIO TINTO PLC SPONSO			
H89128104 TYCO INTL LTD NEW F			
00101J106 ADT CORP COM			
438516106 HONEYWELL INTL INC C	15,022.	8,109.	12,990.
445658107 HUNT J B TRANS SVCS	5,244.	14,831.	20,641.
701094104 PARKER HANNIFIN CORP			
913017109 UNITED TECHNOLOGIES	9,809.		
023135106 AMAZON COM INC COM			
189754104 COACH INC COM			
254687106 DISNEY WALT CO COM D	10,200.	3,084.	12,245.
25470M109 DISH NETWORK CORP CO	10,343.	4,646.	9,476.
345370860 FORD MTR CO DEL COM			
548661107 LOWES COS INC COM			
655664100 NORDSTROM INC COM			
872540109 TJX COS INC NEW COM	6,964.	2,250.	7,544.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
918204108 V F CORP COM	9,713.	4,856.	8,988.
22160K105 COSTCO WHSL CORP NEW	8,149.	8,149.	15,593.
713448108 PEPSICO INC COM	16,549.	5,773.	8,983.
718172109 PHILIP MORRIS INTL I	12,612.	4,062.	7,738.
742718109 PROCTER & GAMBLE CO	22,250.	6,953.	9,109.
018490102 ALLERGAN INC COM			
125509109 CIGNA CORP COM	10,015.	5,638.	12,864.
375558103 GILEAD SCIENCES INC	6,087.	3,560.	17,438.
478160104 JOHNSON & JOHNSON CO	21,789.	10,533.	16,208.
58155Q103 MCKESSON CORP COM	3,883.	2,657.	13,493.
883556102 THERMO FISHER SCIENT	4,538.	4,538.	15,661.
92532F100 VERTEX PHARMACEUTICA	3,458.	3,458.	8,316.
172967424 CITIGROUP INC NEW CO	12,545.	5,555.	12,175.
38141G104 GOLDMAN SACHS GROUP	15,811.		
45865V100 INTERCONTINENTAL EXC			
46625H100 J P MORGAN CHASE & C	14,396.	10,714.	19,713.
693475105 PNC FINL SVCS GROUP	14,223.	8,368.	17,790.
74144T108 PRICE T ROWE GROUP I	6,983.	12,614.	18,031.
949746101 WELLS FARGO & CO NEW	16,744.	6,925.	15,350.
G1151C101 ACCENTURE PLC CL A C	8,816.		
037833100 APPLE INC COM	8,706.	3,806.	15,453.
177376100 CITRIX SYS INC COM	10,785.	10,785.	9,570.
268648102 EMC CORP COM	14,947.	10,887.	21,562.
303726103 FAIRCHILD SEMICONDUC			
38259P508 GOOGLE INC CL A COM	18,880.	9,455.	15,920.
459200101 INTERNATIONAL BUSINE	5,663.	5,663.	8,824.
461202103 INTUIT COM	5,978.		
594918104 MICROSOFT CORP COM	6,333.	4,057.	9,522.
747525103 QUALCOMM INC COM	13,874.	10,485.	13,751.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
92343V104 VERIZON COMMUNICATIO	19,295.	9,424.	11,929.
748356102 QUESTAR CORP COM	6,109.	6,109.	10,112.
816851109 SEMPRA ENERGY COM	6,108.		
03875R205 ARBITRAGE FUND CL I	68,000.		
277902698 EATON VANCE ATLANTA	217,572.	197,135.	305,782.
19765N245 COLUMBIA DIVIDEND IN	742,453.	742,453.	1,298,036.
19765P232 COLUMBIA MID CAP GRO	176,362.	66,024.	131,861.
19765P596 COLUMBIA SMALL CAP G			
19765Y688 COLUMBIA SELECT LARG	799,505.	799,505.	1,226,703.
314082108 FEDERATED ADJUSTABLE	295,387.	161,913.	161,702.
72201P175 PIMCO COMMODITIESPLU			
74253Q416 PRINCIPAL PFD SECS F	109,549.	109,549.	110,962.
19765L694 COLUMBIA STRATEGIC I	163,808.	223,648.	235,308.
72200Q182 PIMCO ALL ASSET ALL	169,792.		
72201P100 PIMCO GLOBAL MULTI-A			
52106N889 LAZARD EMERGING MKTS	114,247.		
552983470 MFS SER TR I RESH IN	150,000.	219,717.	224,916.
885215566 THORNBURG INTL VALUE	157,209.		
197199813 COLUMBIA ACORN INTER	79,167.		
464286533 ISHARES MSCI EMERGIN	116,672.		
73935X567 POWERSHARES FTSE RAF	117,067.	396,968.	434,189.
922042676 VANGUARD GLOBAL EX-U	117,914.	117,914.	113,462.
922908553 VANGUARD REIT ETF	233,591.	232,227.	277,830.
902641646 ETRACS ALERIAN MLP I	116,777.	116,777.	123,424.
56585A102 MARATHON PETE CORP C	6,508.	14,271.	14,442.
31428X106 FEDEX CORP COM	10,600.	17,394.	26,049.
907818108 UNION PAC CORP COM	15,789.	6,315.	9,530.
580135101 MCDONALDS CORP COM	11,920.	4,585.	4,685.
85590A401 STARWOOD HOTELS & RE	12,408.	8,628.	10,944.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
518439104 LAUDER ESTEE COS INC	8,950.	8,950.	9,906.
30219G108 EXPRESS SCRIPTS HLDG	13,217.	6,603.	10,160.
H0023R105 ACE LTD COM	13,330.	13,330.	18,381.
744320102 PRUDENTIAL FINL INC	13,389.	6,342.	8,141.
278642103 EBAY INC COM	8,360.	8,360.	8,979.
68389X105 ORACLE CORP COM	16,143.	6,504.	8,769.
92857W209 VODAFONE GROUP PLC S	6,706.		
262028848 DRIEHAUS SELECT CRED	97,844.	243,246.	219,226.
74925K581 ROBECO BOSTON PARTNE	97,844.	155,647.	172,083.
353612781 FRANKLIN FTLG RATE D	147,323.		
74441R508 PRUDENTIAL SHORT-TER	200,001.	406,993.	400,573.
552981854 MFS INTERNATIONAL NE	78,275.	201,700.	199,087.
19765Y720 COLUMBIA PACIFIC/ASI	136,001.	167,422.	167,418.
13057Q107 CALIFORNIA RESOURCES		250.	253.
166764100 CHEVRON CORP COM		8,132.	7,292.
235851102 DANAHER CORP DEL COM		19,277.	22,713.
369604103 GENERAL ELEC CO COM		20,100.	19,332.
20030N101 COMCAST CORP NEW CL		9,612.	10,732.
855244109 STARBUCKS CORP COM		10,453.	12,308.
87612E106 TARGET CORP COM		9,510.	12,525.
90130A101 TWENTY-FIRST CENTY F		9,584.	11,329.
50076Q106 KRAFT FOODS GROUP IN		14,582.	16,292.
966837106 WHOLE FOODS MKT INC		14,706.	15,378.
031162100 AMGEN INC COM		14,662.	20,708.
025816109 AMERICAN EXPRESS CO		16,855.	18,143.
59156R108 METLIFE INC COM		15,774.	17,038.
38259P706 GOOGLE INC COM CL C		2,974.	5,264.
00206R102 AT&T INC COM		8,004.	7,558.
842587107 SOUTHERN CO COM		7,324.	8,103.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
091936526 BLACKROCK GLOBAL LON			162,657.	168,924.
277911491 EATON VANCE FLTG RAT			245,301.	238,059.
04314H204 ARTISAN INTERNATIONA			241,810.	239,809.
245914817 DELAWARE EMERGING MK			121,993.	108,115.
	TOTALS	5,688,092.	6,052,788.	7,532,576.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
30Z998996 JONES LANG LASALLE I	C	
8EOT39993 JONES LANG LASALLE I	C	133,664.
TOTALS		133,664.

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

DESCRIPTION		AMOUNT
TAX EFFECTIVE DATE ADJUSTMENT		4,578.
ROUNDING		4.
	TOTAL	4,582.

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

DESCRIPTION	AMOUNT
SALES ADJUSTMENTS	2,821.
COST ADJUSTMENTS	2,906.
INFLATION INDEX BOND ADJUSTMENT	1,958.
TOTAL	7,685.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
PO BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 38,846.

OFFICER NAME:
JANE C. HILDERBRAND
ADDRESS:
C/O COVINGTON FOUNDATION
GREENSBORO, NC 27408
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
KATHLEEN CROCKETT
ADDRESS:
C/O COVINGTON FOUNDATION
GREENSBORO, NC 27408
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
RODNEY L. SWINK
ADDRESS:
C/O COVINGTON FOUNDATION
GREENSBORO, NC 27408
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JO RAMSEY LEIMENSTOLL
ADDRESS:
C/C COVINGTOIN FOUNDATION
GREENSBORO, NC 27408
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
STEVEN D. SCHUSTER
ADDRESS:
C/O COVINGTION FOUNDATION
GREENSBORO, NC 27408
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION: 38,846.

RECIPIENT NAME:
GRANVILLE COUNTY HISTORICAL SOCIETY
ADDRESS:
1 MUSEUM LANE
OXFORD, NC 27565
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
CENTRAL PARK, NC
ADDRESS:
100 RUSSELL DRIVE
STAR, NC 27356
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CAROLINA THEATRE OF GREENSBORO
ADDRESS:
310 S GREENE STREET
GREENSBORO, NC 27401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIVERSITY OF NORTH CAROLINA
AT GREENSBORO
ADDRESS:
1400 SPRING GARDEN ST
GREENSBORO, NC 27412
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
BEAUFORT COUNTY ARTS COUNCIL
ADDRESS:
150 W MAIN STREET
WASHINGTON, NC 27889
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 13,000.

RECIPIENT NAME:
PRESERVATION GREENSBORO, NC
ADDRESS:
447 W WASHINGTON STREET
GREENSBORO, NC 27401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
PRESERVATION OF WILSON
ADDRESS:
113 NASH STREET, S.E.
WILSON, NC 27893
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YMCA BLUE RIDGE ASSEMBLY, INC
ADDRESS:
84 BLUE RIDGE ASSEMBLY DRIVE
BLACK MOUNTAIN, NC 28711
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
GOLER COMMUNITY DEVELOPMENT
ADDRESS:
889 N LIBERTY STREET
WINSTON-SALEM, NC 27101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,720.

RECIPIENT NAME:
GREENSBORO WOMAN'S CLUB
WEIR-JORDAN HOUSE
ADDRESS:
223 N EDGEWORTH STREET
GREENSBORO, NC 27401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,155.

RECIPIENT NAME:
HISTORIC JAMESTOWN SOCIETY
MENDENAHLL PLANTATION
ADDRESS:
603 WEST MAIN STREET
JAMESTOWN, NC 27282
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,510.

RECIPIENT NAME:
UNIVERSTIY OF NC AT GREENSBORO
ADDRESS:
1400 SPRING GARDEN STREET
GREENSBORO, NC 27402
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 11,100.

RECIPIENT NAME:
FIRST PRESBYTERIAN CHURCH OF
GREENSBORO, NC
ADDRESS:
617 NORTH ELM STREET
GREENSBORO, NC 27403
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HISTORIC BETHABARA PARK, INC
ADDRESS:
2147 BETHABARA ROAD
WINSTON-SALEM, NC 27106
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHAPEL HILL PRESERVATION SOCIETY
ADDRESS:
610 EAST ROSEMARY STREET
CHAPEL HILL, NC 27514
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HISTORIC NEELY SCHOOL FDN
ADDRESS:
P O BOX 784
CHINA GROVE, NC 28023
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SOUTHWEST RENEWAL FOUNDATION
ADDRESS:
501 WEST HIGH AVENUE
HIGH POINT, NC 27260
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,100.

RECIPIENT NAME:
APPALACHIAN THEATRE OF THE
HIGH COUNTRY - BARN RESTORATION
ADDRESS:
870 W KING STREET
BOONE, NC 28607
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HISTORIC PRESERVATION FDN
OF NORTH CAROLINA
ADDRESS:
PO BOX 27644
RALEIGH, NC
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,100.

RECIPIENT NAME:
FORT DOBBS ALLIANCE INC
ADDRESS:
P O BOX 241
STATESVILLE, NC 28687
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CITY OF GREENSBORO
ADDRESS:
P O BOX 3136
GREENSBORO, NC 27401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
NORTH CAROLINA STATE UNIVERSITY
FOUNDATION, INC
ADDRESS:
NCSU BOX 7207
RALEIGH, NC 27695
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HISTORICAL HALIFAX RESTORATION
ASSOCIATION INC
ADDRESS:
P O BOX 406
HALIFAX, NC 27839
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YANCEY HISTORY ASSOCIATION
ADDRESS:
3 ACADEMY STREET
BURNSVILLE, NC 28714
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
FRIENDS OF NEW BERN FIREMENS
MUSEUM INC
ADDRESS:
408 HANCOCK STREET
NEW BERN, NC 28560
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,000.

TOTAL GRANTS PAID: 291,185.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.