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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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.

For calendar year 2014 or tax year beginning

, and ending

ENVELOPE MAIL DATE
POSTMARK DATE

Name of foundation	WEATHERS FAMILY FOUNDATION			A Employer identification number
	Number and street (or P O box number if mail is not delivered to street address)		Room/suite	56-6501028
P O BOX 1501, NJ2-130-03-31				B Telephone number (see instructions)
City or town	State	ZIP code	609-274-6834	
PENNINGTON	NJ	08534-1501		
Foreign country name	Foreign province/state/county	Foreign postal code		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 578,851		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
				F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
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)	76,100		
	2 Check ► <input 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	18,443	18,443	
	5a Gross rents			
	b Net rental income or (loss) _____			
	6a Net gain or (loss) from sale of assets not on line 10	46,182		
	b Gross sales price for all assets on line 6a 161,902			
	7 Capital gain net income (from Part IV, line 2)	46,182		
	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)				
12 Total. Add lines 1 through 11	140,725	64,625	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,660	3,064	4,596
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule) MAY 12 2015	1,233	1,110	123
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	1,329	223	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	6,308	6	6,302
	24 Total operating and administrative expenses.			
Add lines 13 through 23	16,530	4,403	0	11,021
25 Contributions, gifts, grants paid	16,000			16,000
26 Total expenses and disbursements. Add lines 24 and 25	32,530	4,403	0	27,021
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	108,195			
b Net investment income (if negative, enter -0-)		60,222		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2014)

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	152	205	205
	2	Savings and temporary cash investments	6,676	14,911	14,911
	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 ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)	54,806		
	b	Investments—corporate stock (attach schedule)	317,711	367,451	406,941
	c	Investments—corporate bonds (attach schedule)	48,998	79,849	80,795
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		69,175	76,000
	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)	428,343	531,591	578,852
Net Assets or Fund Balances	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)	0	0	
		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			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	428,343	531,591	
	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)	428,343	531,591	
	31	Total liabilities and net assets/fund balances (see instructions)	428,343	531,591	

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	428,343
2	Enter amount from Part I, line 27a	2	108,195
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	2,466
4	Add lines 1, 2, and 3	4	539,004
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	7,413
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	531,591

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	See Attached Statement				
b	See Attached Statement				
c	See Attached Statement				
d	See Attached Statement				
e	See Attached Statement				
(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					0
b					0
c					0
d					0
e					0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(l) F M V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any		
a					0
b					0
c					0
d					0
e					0
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	46,182
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

1	Enter the appropriate amount in each column for each year; see the instructions before making any entries.		
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	23,235	422,765	0 054960
2012	18,500	374,112	0 049450
2011	18,300	373,313	0 049021
2010	16,000	368,019	0 043476
2009	21,329	346,734	0 061514
2	Total of line 1, column (d)		0 258421
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		0 051684
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		543,118
5	Multiply line 4 by line 3		28,071
6	Enter 1% of net investment income (1% of Part I, line 27b)		602
7	Add lines 5 and 6		28,673
8	Enter qualifying distributions from Part XII, line 4		27,021
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)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2015 estimated tax ► Refunded ►

1	1,204
2	0
3	1,204
4	
5	1,204
7	553
8	
9	651
10	0
11	0

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

1e 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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?

If "Yes," attach the statement required by General Instruction T.

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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	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 ► U.S. TRUST, A DIVISION OF BANK OF AMERICA, Telephone no. ► 609-274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 08534-1501		
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 X No

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 checked="" type="checkbox"/> Yes	<input 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 ►	1b	X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<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? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
				7b	N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
U.S. TRUST P.O. Box 1501, NJ2-130-03-31 Pennington, NJ 08534	TRUSTEE 1 00	7,660		
PEARL A. WATERS 2965 PHARR CT ATLANTA, GA 30305	MANAGER 1 00	0		

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Total. Add lines 1 through 3 ► 0

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	534,417
b	Average of monthly cash balances	1b	16,972
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	551,389
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	
3	Subtract line 2 from line 1d	3	551,389
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,271
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	543,118
6	Minimum investment return. Enter 5% of line 5	6	27,156

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	27,156
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,204
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,204
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,952
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,952
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	25,952

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	27,021
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	27,021
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,021

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				25,952
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			15,197	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 27,021			15,197	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				11,824
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0	0	0	0
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
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				14,128
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 16,000
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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.		

<p>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.</p>		
<p>Sign Here</p> 	<p>4/28/2015</p>	<p>Trustee</p>
<p>Signature of officer or trustee</p>		<p>Date</p>
<p>May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>		

Paid Preparer Use Only	Print/Type preparer's name DONALD J ROMAN	Preparer's signature 	Date 4/28/2015	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00364310
	Firm's name ► PricewaterhouseCoopers, LLP		Firm's EIN ► 13-4008324		
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219		Phone no 412-355-6000		

Schedule B
 (Form 990, 990-EZ,
 or 990-PF)

 Department of the Treasury
 Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2014

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

WEATHERS FAMILY FOUNDATION

Employer identification number

56-6501028

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization WEATHERS FAMILY FOUNDATION	Employer identification number 56-6501028
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PEARL A WEATHERS 619 PEACH STREET SHELBY NC 28150 Foreign State or Province: _____ Foreign Country: _____	\$ 76,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	HENRY L WEATHERS 310 TREMONT PLACE SHELBY NC 28150 Foreign State or Province: _____ Foreign Country: _____	\$ 100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WEATHERS FAMILY FOUNDATION	Employer identification number 56-6501028
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PROPERTY (CONDO) 2965 PHARR COURT SOUTH NW ATLANTA GA 30305	\$ 76,000	4/1/2014
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization WEATHERS FAMILY FOUNDATION	Employer identification number 56-6501028
--	--

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ► \$ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----	-----	-----	-----
-----	-----	-----	-----
For Prov	Country	-----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
-----	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----	-----	-----	-----
-----	-----	-----	-----
For Prov	Country	-----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
-----	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----	-----	-----	-----
-----	-----	-----	-----
For Prov	Country	-----	

WEATHERS FAMILY FOUNDATION

56-6501028 Page 1 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

AMERICAN CANCER SOCIETY INC

Street

250 WILLIAMS STREET NW

City

ATLANTA

State

GA

Zip Code

30303

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

AMERICAN NATIONAL RED CROSS

Street

2025 E STREET NW

City

WASHINGTON

State

DC

Zip Code

20006

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

CLEVELAND COUNTY ABUSE PREVENTION COUNCIL INC

Street

PO BOX 2589

City

SHELBY

State

NC

Zip Code

28151

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

CLEVELAND PSYCHOSOCIAL SERVICES

Street

924 N LAYFAYETTE STREET

City

SHELBY

State

NC

Zip Code

28150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

CLEVELAND VOCATIONAL INDUSTRIES

Street

650 N POST ROAD

City

SHELBY

State

NC

Zip Code

28150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

HOSPICE OF CLEVELAND COUNTY INC.

Street

951 WENDOVER HEIGHT DRIVE

City

SHELBY

State

NC

Zip Code

28150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

WEATHERS FAMILY FOUNDATION

56-6501028 Page 2 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

LIFE ENRICHMENT CENTER OF CLEVELAND COUNTY INC

Street

110 LIFE ENRICHMENT BLVD

City

SHELBY

State

NC

Zip Code

28150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

SHELBY PRESBYTERIAN CHURCH

Street

226 E GRAHAM STREET

City

SHELBY

State

NC

Zip Code

28151

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

3,000

Name

CLEVELAND COUNTY ARTS COUNCIL INC

Street

111 S WASHINGTON STREET

City

SHELBY

State

NC

Zip Code

28150

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

AMERICAN HEART ASSOCIATION INC

Street

7272 GREENVILLE AVE

City

DALLAS

State

TX

Zip Code

75231

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

JUNIOR LEAGUE OF SHELBY INC

Street

PO BOX 1324

City

SHELBY

State

NC

Zip Code

28151

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,500

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		Cost, Other Basis and Expenses		Net Gain or Loss		
														Capital Gains/Losses Other sales	0	161,902	115,720	0	46,182	
1 X BELSOUTH CORP	07986GA G7				12/16/2008	7/15/2014	25,206	24,973							0	0	0	0	0	233
2 X BRISTOL-MAYER'S SQUIBB CO	110122108				9/20/2013	6/20/2014	4,332	4,287							0	0	0	0	0	45
3 X BRISTOL-MAYER'S SQUIBB CO	110122108				11/12/2013	6/20/2014	333	367							0	0	0	0	0	34
4 X BRISTOL-MAYER'S SQUIBB CO	110122108				11/12/2013	6/20/2014	1,428	1,588							0	0	0	0	0	160
5 X BRISTOL-MAYER'S SQUIBB CO	110122108				10/21/2013	6/20/2014	3,903	4,044							0	0	0	0	0	141
6 X COK GLOBAL INC SHS	12508E101				1/6/2014	10/31/2014	291	304							0	0	0	0	0	13
7 X COK GLOBAL INC SHS	12508E101				11/19/2013	10/31/2014	1,485	1,545							0	0	0	0	0	50
8 X COK GLOBAL INC SHS	12508E101				1/6/2014	10/10/2014	17	20							0	0	0	0	0	0
9 X CALIFORNIA RESOURCES	13057Q107				9/20/2013	12/4/2014	171	194							0	0	0	0	0	23
10 X CALIFORNIA RESOURCES	13057Q107				10/21/2013	12/4/2014	157	188							0	0	0	0	0	31
11 X CALIFORNIA RESOURCES	13057Q107				12/10/2014	12/4/2014	71	82							0	0	0	0	0	11
12 X CALIFORNIA RESOURCES	13057Q107				1/6/2014	12/10/2014	4	7							0	0	0	0	0	3
13 X CHEVRON CORP	166764100				10/21/2013	9/10/2014	6,049	5,869							0	0	0	0	0	180
14 X CHEVRON CORP	166764100				9/20/2013	9/10/2014	5,555	5,647							0	0	0	0	0	92
15 X CHEVRON CORP	166764100				9/10/2014	9/10/2014	1,234	1,199							0	0	0	0	0	35
16 X CHEVRON CORP	166764100				9/11/2013	9/10/2014	1,234	1,199							0	0	0	0	0	31
17 X CONAGRA FOODS INC	205887102				9/20/2013	6/10/2014	1,652	1,867							0	0	0	0	0	39
18 X CONAGRA FOODS INC	205887102				11/17/2013	6/20/2014	785	872							0	0	0	0	0	87
19 X CONAGRA FOODS INC	205887102				1/6/2014	6/20/2014	1,453	1,692							0	0	0	0	0	229
20 X CALIFORNIA RESOURCES	13057Q107				11/12/2013	12/4/2014	43	50							0	0	0	0	0	7
21 X CONAGRA FOODS INC	205887102				10/21/2013	6/20/2014	5,203	5,597							0	0	0	0	0	34
22 X EQUIFAX INC	294429105				5/16/1994	1/6/2014	4,202	5,007							0	0	0	0	0	195
23 X GLAXOSMITHKLINE PLC ADR	37733W105				11/16/2013	12/10/2014	9,035	10,961							0	0	0	0	0	1,916
24 X GLAXOSMITHKLINE PLC ADR	37733W105				11/11/2013	12/10/2014	1,390	1,675							0	0	0	0	0	225
25 X GLAXOSMITHKLINE PLC ADR	37733W105				1/6/2014	12/10/2014	1,651	2,025							0	0	0	0	0	314
26 X HALYARD HEALTH INC SHS	40650V100				1/6/2014	11/6/2014	81	69							0	0	0	0	0	12
27 X HALYARD HEALTH INC SHS	40650V100				1/6/2014	11/6/2014	20	17							0	0	0	0	0	3
28 X HALYARD HEALTH INC SHS	40650V100				9/20/2013	11/6/2014	283	225							0	0	0	0	0	58
29 X HALYARD HEALTH INC SHS	40650V100				9/20/2013	11/6/2014	15	12							0	0	0	0	0	3
30 X HALYARD HEALTH INC SHS	40650V100				10/21/2013	11/6/2014	283	229							0	0	0	0	0	54
31 X HALYARD HEALTH INC SHS	40650V100				11/6/2013	11/6/2014	5	4							0	0	0	0	0	1
32 X HALYARD HEALTH INC SHS	40650V100				1/6/2014	11/12/2014	29	26							0	0	0	0	0	3
33 X HOME DEPOT INC	437076102				9/19/1995	1/6/2014	10,229	1,169							0	0	0	0	0	9,060
34 X NEXTERA ENERGY INC SHS	65339F101				10/21/2013	12/10/2014	6,711	5,513							0	0	0	0	0	1,198
35 X NEXTERA ENERGY INC SHS	65339F101				1/6/2014	12/10/2014	2,847	2,367							0	0	0	0	0	480
36 X NEXTERA ENERGY INC SHS	65339F101				11/11/2013	12/10/2014	1,118	941							0	0	0	0	0	177
37 X NEXTERA ENERGY INC SHS	65339F101				9/20/2013	12/10/2014	7,117	5,667							0	0	0	0	0	1,450
38 X EATON CORP PLC	G29183103				9/20/2013	1/13/2014	6,032	5,660							0	0	0	0	0	372
39 X EATON CORP PLC	G29183103				10/21/2013	1/13/2014	6,409	5,808							0	0	0	0	0	601
40 X EATON CORP PLC	G29183103				11/30/2013	1/13/2014	754	718							0	0	0	0	0	36
41 X EATON CORP PLC	G29183103				1/6/2014	1/13/2014	1,508	1,518							0	0	0	0	0	-10

Part I, Line 16a (990-PF) - Legal Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,233	1,110	0	123

Part I, Line 18 (990-PF) - Taxes

		1,329	223	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	223	223		
2	PY EXCISE TAX DUE	553			
3	ESTIMATED EXCISE PAYMENTS	553			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	6	6		
2	OTHER FEES	6,302			6,302

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	FMV End of Year
1							406,941
2	AT & T INC	0		9,741		10,682	
3	ABBVIE INC SHS	0		13,836		18,716	
4	ALTRIA GROUP INC	0		7,147		9,755	
5	AMERICAN ELECTRIC POWER CO INC	0		11,354		14,573	
6	ANHEUSER-BUSCH INBEV ADR	0		15,992		15,500	
7	ASTRAZENECA PLC SPONS ADR	0		13,559		12,880	
8	AUTOMATIC DATA PROCESSING INC CON	0		14,617		17,341	
9	BCE INC	0		11,335		12,015	
10	BP PLC SPONS ADR	0		14,704		12,046	
11	DIGITAL RLTY TR INC	0		15,738		19,691	
12	DOMINION RES INC VA NEW	0		13,590		14,457	
13	EI DUPONT DE NEMOURS & CO COMM	0		7,053		8,651	
14	GENERAL ELECTRIC CO	0		15,684		13,646	
15	INTEL CORPORATION	0		13,962		20,976	
16	J P MORGAN CHASE & CO	0		10,044		11,640	
17	KIMBERLY-CLARK CORP COM	0		14,717		17,100	
18	KRAFT FOODS GROUP INC	0		11,075		12,908	
19	ELILLY & CO COM	0		12,078		13,591	
20	LOCKHEED MARTIN CORP	0		14,598		18,487	
21	MC DONALDS CORPORATION COMMON	0		14,785		14,430	
22	OXIDENTAL PETROLEUM CORPORATIO	0		15,252		13,059	
23	PPL CORP	0		11,238		13,515	
24	PACCAR INC	0		14,273		16,798	
25	PHILIP MORRIS INTL INC	0		7,651		7,086	
26	SPECTRA ENERGY CORP	0		14,580		15,210	
27	THOMSON CORP	0		6,972		7,907	
28	TORONTO-DOMINION BANK (NEW)	0		10,817		11,467	
29	VENTAS INC	0		16,055		18,499	
30	VERIZON COMMUNICATIONS INC	0		15,004		14,315	

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value	79,849	0	80,795
1								
2	EI DU PONT DE NEMOURS			0	24,928			25,208
3	GENERAL ELEC CAP CORP			0	25,000			25,475
4	MORGAN STANLEY			0	29,921			30,112

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2			0	69,175	76,000

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PY LATE POSTING MUTUAL FUNDS	1	213
2	COST BASIS ADJUSTMENT	2	2,253
3	Total	3	2,466

Line 5 - Decreases not included in Part III, Line 2

1	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	1	6,825
2	CY LATE POSTING MUTUAL FUNDS	2	123
3	PURCHASE OF ACCRUED INTERST C/O TO NEXT YEAR	3	465
4	Total	4	7,413

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions ³		Amount	233	0	161,659	0	45,949	0	115,720	0	45,949	0
Short Term CG Distributions ³					Gross Sales Price	25,205	Depreciation Allocated	Adjustments	Cost or Other Basis Plus Expenses of Sale	Gain or Loss	FMV as of 12/31/09	Excess of FMV Over Adjusted Basis or Losses ⁴
Disposition of Property Sold		CUSIP #	Acquisition Method	Date Acquired	Date Sold				29,713	233	0	0
1	BELLSOUTH CORP	079860A57		12/16/2003	7/17/2014				4,332	45	0	0
2	BRISTOL-MYERS SQUIBB CO	110122108		9/20/2013	6/20/2014	333			367	45	0	0
3	BRISTOL-MYERS SQUIBB CO	110122108		11/17/2013	6/20/2014	1,288			1,588	34	0	0
4	BRISTOL-MYERS SQUIBB CO	110122108		6/20/2014		0			-160	-160	0	0
5	BRISTOL-MYERS SQUIBB CO	110122108		10/21/2013	6/20/2014	3,903			4,044	141	0	0
6	CDK GLOBAL INC SHS	125085101		10/6/2014		291			304	13	0	0
7	CDK GLOBAL INC SHS	125085101		11/14/2013	10/21/2014	1,485			1,545	60	0	0
8	CDK GLOBAL INC SHS	125085101		10/21/2013	10/21/2014	17			20	3	0	0
9	CALIFORNIA RESOURCES	130570107		10/5/2013	10/21/2014	171			189	23	0	0
10	CALIFORNIA RESOURCES	130570107		10/7/2013	12/2/2014	157			188	31	0	0
11	CALIFORNIA RESOURCES	130570107		12/4/2014		82			82	-11	0	0
12	CALIFORNIA RESOURCES	130570107		16/8/2014	12/19/2014	4			7	-3	0	0
13	CHEVRON CORP	166164100		9/20/2013	9/10/2014	6,049			8,659	180	0	0
14	CHEVRON CORP	166164100		9/20/2013	9/10/2014	5,049			5,647	92	0	0
15	CHEVRON CORP	166164100		9/10/2013	9/10/2014	1,555			1,199	-35	0	0
16	CHEVRON CORP	166164100		11/12/2013	9/10/2014	1234			1,867	-15	0	0
17	CONAGRA FOODS INC	205887102		9/20/2013	6/20/2014	1,522			5,727	349	0	0
18	CONAGRA FOODS INC	205887102		11/17/2013	6/20/2014	1,785			8,721	876	0	0
19	CONAGRA FOODS INC	205887102		12/19/2013	6/20/2014	1,453			1,622	-229	0	0
20	CALIFORNIA RESOURCES	130570107		11/11/2013	12/20/2014	43			50	-50	0	0
21	CALIFORNIA RESOURCES	205887102		10/21/2013	6/20/2014	5,203			5,597	-394	0	0
22	EQUIFAX INC	294429105		1/6/2014	9/10/2014	41,202			5,007	38,195	0	0
23	GLAXOSMITHKLINE PLC ADR	37733W105		11/17/2013	12/10/2014	9,035			10,961	-1,926	0	0
24	GLAXOSMITHKLINE PLC ADR	37733W105		11/19/2013	12/10/2014	1,390			1,675	285	0	0
25	HALYARD HEALTH INC SHS	40650V100		1/16/2014	1/16/2014	1,051			2,025	-374	0	0
26	HALYARD HEALTH INC SHS	40650V100		1/16/2014	1/16/2014	61			69	12	0	0
27	HALYARD HEALTH INC SHS	40650V100		1/16/2014	1/16/2014	20			21	1	0	0
28	HALYARD HEALTH INC SHS	40650V100		9/20/2013	1/16/2014	283			235	58	0	0
29	HALYARD HEALTH INC SHS	40650V100		9/20/2013	1/16/2014	15			12	3	0	0
30	HALYARD HEALTH INC SHS	40650V100		10/21/2013	1/16/2014	283			239	54	0	0
31	HALYARD HEALTH INC SHS	40650V100		1/1/2014	1/16/2014	5			4	1	0	0
32	HALYARD HEALTH INC SHS	40650V100		1/6/2014	1/16/2014	29			26	3	0	0
33	HOME DEPOT INC	413076102		9/16/2013	10/29/2014	1,161			1,169	9,060	0	0
34	NEXTERA ENERGY INC SHS	65339F101		10/21/2013	1/16/2014	6,111			5,513	1,198	0	0
35	NEXTERA ENERGY INC SHS	65339F101		10/21/2013	1/16/2014	2,347			2,371	430	0	0
36	NEXTERA ENERGY INC SHS	65339F101		11/18/2013	1/16/2014	1,118			941	177	0	0
37	NEXTERA ENERGY INC SHS	65339F101		9/20/2013	1/16/2014	7,117			5,667	1,450	0	0
38	EATON CORP PLC	629183103		9/20/2013	1/16/2014	6,032			6,080	372	0	0
39	EATON CORP PLC	629183103		10/21/2013	1/16/2014	6,049			6,108	601	0	0
40	EATON CORP PLC	629183103		11/17/2013	1/16/2014	754			718	-10	0	0
41	EATON CORP PLC	629183103		11/17/2013	1/16/2014	1,508			1,518	0	0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	U S TRUST		P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	1 00	7,660		
2	PEARL A. WATERS		2955 PHARR CT	ATLANTA	GA	30305		MANAGER	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	553
7 Total	7	553

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	15,197
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	15,197