Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation
DAVENPORT FBO TIMMONSVILLE

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town | State | ZIP code
Winston Salem | NC | 27101-3818

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number
57-6049255

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 918,858

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis)*

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	19,471	18,217		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	43,023			
	b	Gross sales price for all assets on line 6a 570,470				
	7	Capital gain net income (from Part IV, line 2)		43,023		
	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	62,494	61,240	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,490	10,867		3,622
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,086			1,086
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,026	354		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,602	11,221	0	4,708
	25	Contributions, gifts, grants paid	38,001			38,001
	26	**Total expenses and disbursements.** Add lines 24 and 25	54,603	11,221	0	42,709
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	7,891			
	b	**Net investment income** (if negative, enter -0-)		50,019		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	2,422	2,641	2,641
	2	Savings and temporary cash investments	23,923	45,468	45,468
	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)			
	b	Investments—corporate stock (attach schedule)			
	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)	803,492	789,108	870,747
	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)	829,837	837,217	918,856
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	829,837	837,217	
	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)	829,837	837,217	
	31	**Total liabilities and net assets/fund balances** (see instructions)	829,837	837,217	

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	829,837
2	Enter amount from Part I, line 27a	2	7,891
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,604
4	Add lines 1, 2, and 3	4	839,332
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,115
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	837,217

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) 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				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	43,023
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	34,610	897,813	0 038549
2012	37,417	862,215	0 043396
2011	35,222	880,712	0 039993
2010	24,187	821,071	0.029458
2009	25,732	707,931	0.036348

2	**Total** of line 1, column (d)	2	0.187744
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 037549
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	930,701
5	Multiply line 4 by line 3	5	34,947
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	500
7	Add lines 5 and 6	7	35,447
8	Enter qualifying distributions from Part XII, line 4	8	42,709

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	500
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	0
3	Add lines 1 and 2			3	500
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	500
6	Credits/Payments.				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	483		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	483
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	17
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		**Refunded** ▶	11	0

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	N/A	
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) ▶ SC			
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 ▶ WELLS FARGO BANK N.A Telephone no ▶ 888-730-4933
Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 ▶ 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?	☐ 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	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:

(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** N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	Trustee 4 00	14,490		

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	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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	904,193
b	Average of monthly cash balances	1b	40,681
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	944,874
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	944,874
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	14,173
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	930,701
6	**Minimum investment return.** Enter 5% of line 5	6	46,535

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	46,535
2a	Tax on investment income for 2014 from Part VI, line 5	2a	500		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	500
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	46,035
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	46,035
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	46,035

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	42,709
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	42,709
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	500
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,209

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				46,035
2 Undistributed income, if any, as of the end of 2014.				
a Enter amount for 2013 only			40,190	
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 ▶ $ 42,709				
a Applied to 2013, but not more than line 2a			40,190	
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				2,519
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:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				43,516
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	38,001
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

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	19,471	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	43,023	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		62,494	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 62,494

(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
		Not Applicable	

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

SVP Wells Fargo Bank N.A. | 4/10/2015 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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
JOSEPH J CASTRIANO		4/10/2015		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
TOWN OF TIMMONSVILLE ATTN JEONG MI PARK, TOWN CLERK

Street
POST OFFICE BOX 447

City	State	Zip Code	Foreign Country
TIMMONSVILLE	SC	29161	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
	38,001

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	18,624		Capital Gains/Losses	570,470	527,447	43,023
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859			10/24/2014		11/20/2014	618	592				0	26
2	X	ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		1/21/2014	4,418	2,987				0	1,431
3	X	ARTISAN INTERNATIONAL FU	04314H204			6/20/2014		11/20/2014	2,378	2,445				67	0
4	X	ARTISAN MID CAP FUND-INS	04314H600			2/11/2013		4/22/2014	5,035	4,211				0	824
5	X	CREDIT SUISSE COMM RET S	22544R305			9/7/2011		4/22/2014	3,552	4,281				0	-729
6	X	CREDIT SUISSE COMM RET S	22544R305			9/7/2011		6/18/2014	3,727	4,568				0	-841
7	X	CREDIT SUISSE COMM RET S	22544R305			8/26/2011		6/18/2014	8,986	10,933				0	-1,947
8	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		6/18/2014	1,045	787				0	258
9	X	DIAMOND HILL LONG-SHORT	25264S833			9/7/2011		10/22/2014	14,864	10,484				0	4,380
10	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		10/22/2014	3,722	2,901				0	821
11	X	DODGE & COX INT'L STOCK F	256206103			3/17/2008		1/21/2014	2,419	2,189				0	230
12	X	DODGE & COX INT'L STOCK F	256206103			6/20/2014		11/20/2014	1,732	1,828				97	1
13	X	DODGE & COX INCOME FD C	256210105			2/11/2013		1/21/2014	2,951	2,996				0	-45
14	X	DODGE & COX INCOME FD C	256210105			2/11/2013		6/18/2014	6,171	6,144				0	27
15	X	DODGE & COX INCOME FD C	256210105			2/11/2013		9/5/2014	3,204	3,190				0	14
16	X	DODGE & COX INCOME FD C	256210105			2/11/2013		10/22/2014	2,286	2,277				0	9
17	X	DODGE & COX INCOME FD C	256210105			4/24/2014		10/22/2014	305	301				0	4
18	X	DODGE & COX INCOME FD C	256210105			4/24/2014		10/28/2014	4,453	4,415				0	38
19	X	DODGE & COX INCOME FD C	256210105			10/11/2013		10/28/2014	1,301	1,265				0	36
20	X	DODGE & COX INCOME FD C	256210105			10/11/2013		11/26/2014	7,012	6,801				0	211
21	X	DODGE & COX INCOME FD C	256210105			3/17/2008		11/26/2014	22,088	19,947				0	2,141
22	X	DREYFUS EMG MKT DEBT LO	261980494			2/4/2011		6/18/2014	1,535	1,538				0	-3
23	X	DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		6/18/2014	1,110	1,127				0	-17
24	X	DREYFUS EMG MKT DEBT LO	261980494			12/17/2010		6/18/2014	7,788	7,740				0	48
25	X	DREYFUS INTERNATL BOND	261980668			4/24/2014		11/26/2014	13,788	13,985				0	-197
26	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		6/18/2014	12,988	12,916				0	72
27	X	DRIEHAUS ACTIVE INCOME F	262028855			10/11/2013		6/18/2014	5,064	5,026				0	38
28	X	EATON VANCE GLOBAL MAC	277923728			7/12/2013		10/22/2014	8,611	8,807				0	-196
29	X	EATON VANCE GLOBAL MAC	277923728			1/23/2014		10/22/2014	5,200	5,234				0	-34
30	X	JP MORGAN MID CAP VALUE-	339128100			6/20/2014		11/20/2014	3,031	2,918				0	113
31	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		1/21/2014	5,521	3,738				0	1,783
32	X	DRIEHAUS ACTIVE INCOME F	262028855			2/11/2013		1/21/2014	4,367	4,343				0	24
33	X	DRIEHAUS ACTIVE INCOME F	262028855			7/12/2013		1/21/2014	4,964	4,932				0	32
34	X	HARBOR CAPITAL APRCTION	411511504			2/11/2013		6/18/2014	736	561				0	175
35	X	HARBOR CAPITAL APRCTION	411511504			4/24/2014		6/18/2014	2,422	2,327				0	95
36	X	HARBOR CAPITAL APRCTION	411511504			10/28/2014		11/20/2014	3,501	3,410				0	91
37	X	HARBOR CAPITAL APRCTION	411511504			5/25/2011		6/18/2014	5,143	3,426				0	1,717
38	X	ISHARES CORE S & P 500 ETF	464287200			8/8/2012		1/21/2014	925	703				0	222
39	X	ISHARES CORE S & P 500 ETF	464287200			6/18/2014		11/20/2014	1,033	981				0	52
40	X	ISHARES CORE S & P 500 ETF	464287200			10/22/2014		11/20/2014	1,033	979				0	54
41	X	KALMAR GR W VAL SM CAP-	483438305			2/11/2013		1/21/2014	2,449	1,882				0	567
42	X	KALMAR GR W VAL SM CAP-	483438305			6/20/2014		11/20/2014	1,470	1,507				37	0
43	X	KEELEY SMALL CAP VAL FD (	487300808			5/10/2012		1/21/2014	507	332				0	175
44	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		1/21/2014	841	544				0	297
45	X	KEELEY SMALL CAP VAL FD (	487300808			12/17/2010		6/18/2014	18,082	11,442				0	6,640
46	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			9/7/2011		4/22/2014	14,434	16,719				0	-2,285
47	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			2/14/2012		4/22/2014	1,860	1,999				0	-139
48	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			7/12/2013		4/22/2014	2,295	2,241				0	54
49	X	LAUDUS MONDRIAN INTL FI-I	51855Q655			1/23/2014		4/22/2014	2,859	2,804				0	55
50	X	MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		1/21/2014	2,487	1,825				0	662
51	X	MFS VALUE FUND-CLASS I #8	552983694			6/20/2014		11/20/2014	4,171	4,095				0	76
52	X	MERGER FD SH BEN INT #260	589509108			2/11/2013		6/18/2014	4,700	4,492				0	208
53	X	MERGER FD SH BEN INT #260	589509108			2/11/2013		8/8/2014	431	416				0	15
54	X	MERGER FD SH BEN INT #260	589509108			7/12/2013		8/8/2014	8,801	8,629				0	172
55	X	MERGER FD SH BEN INT #260	589509108			9/7/2011		8/8/2014	321	309				0	12
56	X	MERGER FUND-INST #301	589509207			1/23/2014		11/26/2014	98	96				0	2
57	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		1/21/2014	3,338	3,358				0	-20
58	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		6/18/2014	3,831	3,898				0	-67
59	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		11/20/2014	750	759				9	0
60	X	NEUBERGER BERMAN LONG	64128R608			6/20/2014		11/20/2014	1,548	1,526				0	22
61	X	NEUBERGER BERMAN LONG	64128R608			6/20/2014		11/26/2014	13,718	13,499				0	219
62	X	NUVEEN HIGH YIELD MUNI BI	67065Q772			4/24/2014		10/28/2014	721	690				0	31
63	X	NUVEEN HIGH YIELD MUNI BI	67065Q772			4/24/2014		12/19/2014	15,981	15,248				0	733
64	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		6/18/2014	2,216	2,001				0	215
65	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		1/21/2014	1,924	2,014				0	-90
66	X	PIMCO TOTAL RET FD-INST #	693390700			2/4/2011		6/18/2014	2,224	2,200				0	24
67	X	PIMCO TOTAL RET FD-INST #	693390700			8/26/2011		6/18/2014	62	63				0	-1
68	X	PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		6/18/2014	1,221	1,261				0	-40
69	X	PIMCO TOTAL RET FD-INST #	693390700			10/11/2013		6/18/2014	2,334	2,317				0	17

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	18,624	Capital Gains/Losses	570,470	527,447	43,023
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X	PIMCO TOTAL RET FD-INST #	693390700			4/24/2014		9/5/2014	3,463	3,419				0	44
71	X	PIMCO TOTAL RET FD-INST #	693390700			6/9/2009		9/30/2014	9,231	8,747				0	484
72	X	PIMCO TOTAL RET FD-INST #	693390700			10/31/2008		9/30/2014	42,551	39,693				0	2,858
73	X	PIMCO TOTAL RET FD-INST #	693390700			10/11/2013		9/30/2014	5,368	5,343				0	25
74	X	PIMCO TOTAL RET FD-INST #	693390700			4/24/2014		9/30/2014	1,474	1,467				0	7
75	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		10/22/2014	999	957				0	42
76	X	PIMCO FOREIGN BD FD USD	693390882			8/26/2011		11/26/2014	2,602	2,457				0	145
77	X	PIMCO FOREIGN BD FD USD	693390882			7/12/2013		11/26/2014	1,747	1,643				0	104
78	X	PIMCO FOREIGN BD FD USD	693390882			3/8/2007		11/26/2014	9,895	8,972				0	923
79	X	PRINCIPAL GL MULT STRAT-I	74255L696			8/8/2014		11/26/2014	349	340				0	9
80	X	RIDGEWORTH SEIX HY BD-I #	76628T645			7/12/2013		1/21/2014	6,946	7,080				0	-134
81	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/11/2013		1/21/2014	1,240	1,261				0	-21
82	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		1/21/2014	13,989	13,294				0	695
83	X	RIDGEWORTH SEIX HY BD-I #	76628T645			8/26/2011		4/22/2014	23,501	22,131				0	1,370
84	X	T ROWE PRICE SHORT TERM	77957P105			2/14/2012		4/22/2014	6,898	6,970				0	-72
85	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		4/22/2014	2,069	2,091				0	-22
86	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		6/18/2014	4,876	4,927				0	-51
87	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		10/22/2014	2,108	2,130				0	-22
88	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		10/28/2014	5,058	5,111				0	-53
89	X	T ROWE PRICE SHORT TERM	77957P105			2/11/2013		11/26/2014	4,723	4,782				0	-59
90	X	T ROWE PRICE SHORT TERM	77957P105			1/23/2014		11/26/2014	5,927	5,940				0	-13
91	X	T ROWE PRICE SHORT TERM	77957P105			9/5/2014		11/26/2014	8,231	8,248				0	-17
92	X	T ROWE PRICE SHORT TERM	77957P105			7/12/2013		11/26/2014	7,265	7,280				0	-15
93	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/10/2013		11/20/2014	888	846				0	42
94	X	STRATTON SM-CAP VALUE F	863137105			6/20/2014		11/20/2014	979	1,016				37	0
95	X	VANGUARD TOTAL BOND MA	921937835			9/30/2014		10/22/2014	1,986	1,968				0	18
96	X	VANGUARD TOTAL BOND MA	921937835			9/30/2014		10/28/2014	5,616	5,577				0	39
97	X	VANGUARD TOTAL BOND MA	921937835			9/30/2014		11/26/2014	29,038	28,786				0	252
98	X	VANGUARD FTSE EMERGING	922042858			2/7/2013		1/21/2014	7,504	8,399				0	-895
99	X	VANGUARD FTSE EMERGING	922042858			12/17/2010		1/21/2014	6,365	7,633				0	-1,268
100	X	VANGUARD FTSE EMERGING	922042858			12/17/2010		6/18/2014	1,041	1,131				0	-90
101	X	VANGUARD FTSE EMERGING	922042858			12/17/2010		11/26/2014	3,988	4,382				0	394
102	X	VANGUARD FTSE EMERGING	922042858			6/24/2011		11/26/2014	2,616	2,538				0	78
103	X	VANGUARD FTSE EMERGING	922042858			12/17/2010		11/26/2014	1,201	1,290				0	-89
104	X	VANGUARD FTSE EMERGING	922042858			5/8/2012		11/26/2014	2,273	2,179				0	94
105	X	VANGUARD FTSE EMERGING	922042858			8/8/2012		11/26/2014	1,844	1,773				0	71
106	X	VANGUARD FTSE EMERGING	922042858			7/10/2013		11/26/2014	3,688	3,287				0	401
107	X	VANGUARD REIT VIPER	922908553			11/19/2012		4/22/2014	72	61				0	11
108	X	VANGUARD REIT VIPER	922908553			10/9/2013		4/22/2014	2,088	1,894				0	194
109	X	VANGUARD REIT VIPER	922908553			12/17/2010		4/22/2014	72	51				0	21
110	X	VANGUARD REIT VIPER	922908553			12/17/2010		10/22/2014	2,297	1,514				0	783
111	X	VANGUARD REIT VIPER	922908553			12/17/2010		11/20/2014	1,099	707				0	392

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,086	0	0	1,086
	Description				
1	TAX PREP FEES	1,086			1,086

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,026	354	0	0
1	FOREIGN TAXES PAID	354	354		
2	PY EXCISE TAX DUE	189			
3	ESTIMATED EXCISE PAYMENTS	483			

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

			803,492	789,108	870,747
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	
2	ARTISAN INTERNATIONAL FUND 661		0	41,815	54,499
3	DODGE & COX INCOME FD COM 147		0	19,324	21,326
4	HARBOR CAPITAL APRCTION-INST 2012		0	53,003	73,326
5	PIMCO FOREIGN BD FD USD H-INST 103		0	6,446	6,721
6	T ROWE PRICE SHORT TERM BD FD 55		0	13,140	13,030
7	PRINCIPAL GL MULT STRAT-INST #4684		0	9,125	9,125
8	MERGER FUND-INST #301		0	13,600	13,479
9	ARTISAN MID CAP FUND-INSTL 1333		0	33,405	38,276
10	FID ADV EMER MKTS INC- CL I 607		0	13,848	13,430
11	ISHARES S & P 500 INDEX FUND		0	21,557	28,755
12	DREYFUS INTERNATL BOND FD CL I 6094		0	7,136	6,842
13	DODGE & COX INT'L STOCK FD 1048		0	37,779	52,284
14	MFS VALUE FUND-CLASS I 893		0	63,286	77,318
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	24,461	21,412
16	DRIEHAUS ACTIVE INCOME FUND		0	18,608	18,473
17	JP MORGAN MID CAP VALUE-I 758		0	26,401	35,923
18	ASG GLOBAL ALTERNATIVES-Y 1993		0	28,053	27,403
19	VANGUARD REIT VIPER		0	25,755	38,151
20	AQR MANAGED FUTURES STR-I		0	13,283	13,589
21	STRATTON SM-CAP VALUE FD 37		0	26,708	25,835
22	JPMORGAN HIGH YIELD FUND SS 3580		0	32,984	31,957
23	T ROWE PRICE INST FLOAT RATE 170		0	14,233	13,867
24	OPPENHEIMER DEVELOPING MKT-I 799		0	90,913	87,323
25	VANGUARD TOTAL BOND MARKET ETF		0	21,405	21,499
26	SPDR DJ WILSHIRE INTERNATIONAL REA		0	33,755	36,332
27	ROBECO BP LNG/SHRT RES-INS		0	14,045	14,036
28	NEUBERGER BERMAN LONG SH-INS #18		0	18,449	18,506
29	KALMAR GR W/ VAL SM CAP-INS #4		0	23,100	24,656
30	CREDIT SUISSE COMM RT ST-CO 2156		0	43,491	33,374

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

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

1	COST BASIS ADJUSMENT	1	318
2	MUTUAL FUND & CTF INCOME ADDITONS	2	1,286
3	Total	3	1,604

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,647
2	PY RETURN OF CAPITAL ADJUSTMENT	2	468
3	Total	3	2,115

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

	Amount
Long Term CG Distributions	18,624
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						551,846	0	247	527,694	24,399	0	0	0	24,399
1	AQR MANAGED FUTURES STR-I #15213	00203H859		10/24/2014	11/20/2014	618		0	592	26	0	0	0	26
2	ARTISAN INTERNATIONAL FUND #661	04314H204		8/26/2011	1/21/2014	4 418		0	2 987	1 431	0	0	0	1 431
3	ARTISAN INTERNATIONAL FUND #661	04314H204		6/20/2014	11/20/2014	2 378		67	2 445	0	0	0	0	0
4	ARTISAN MID CAP FUND-INS #1333	04314H600		2/11/2013	4/22/2014	5 035		0	4,211	824	0	0	0	824
5	CREDIT SUISSE COMM RET ST I #2156	22544R305		9/7/2011	4/22/2014	3,552		0	4,281	729	0	0	0	729
6	CREDIT SUISSE COMM RET ST-I #2156	22544R305		9/7/2011	6/18/2014	3,727		0	4 568	-841	0	0	0	-841
7	CREDIT SUISSE COMM RET ST I #2156	22544R305		8/26/2011	6/18/2014	8 986		0	10,933	1,947	0	0	0	-1,947
8	DIAMOND HILL LONG-SHORT FD CL I #1	252645833		8/10/2012	6/18/2014	1 045		0	787	258	0	0	0	258
9	DIAMOND HILL LONG-SHORT FD CL I #1	252645833		9/7/2011	10/22/2014	14,864		0	10,484	4,380	0	0	0	4,380
10	DIAMOND HILL LONG-SHORT FD CL I #1	252645833		8/10/2012	10/22/2014	3 722		0	2 901	821	0	0	0	821
11	DODGE & COX INT'L STOCK FD #1048	256206103		3/17/2006	1/21/2014	2 419		0	2,189	230	0	0	0	230
12	DODGE & COX INT'L STOCK FD #1048	256206103		6/20/2014	11/20/2014	1 732		97	1 828	1	0	0	0	1
13	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	1/21/2014	2,951		0	2,896	-45	0	0	0	-45
14	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/18/2014	8 171		0	8,144	27	0	0	0	27
15	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	9/5/2014	3 204		0	3,190	14	0	0	0	14
16	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	10/22/2014	2 286		0	2 277	9	0	0	0	9
17	DODGE & COX INCOME FD COM #147	256210105		4/24/2014	10/22/2014	305		0	301	4	0	0	0	4
18	DODGE & COX INCOME FD COM #147	256210105		4/24/2014	10/28/2014	4,453		0	4 415	38	0	0	0	38
19	DODGE & COX INCOME FD COM #147	256210105		10/11/2013	10/28/2014	1 301		0	1 265	36	0	0	0	36
20	DODGE & COX INCOME FD COM #147	256210105		10/11/2013	11/26/2014	7 012		0	6 801	211	0	0	0	211
21	DODGE & COX INCOME FD COM #147	256210105		3/17/2006	11/26/2014	22,088		0	19 947	2,141	0	0	0	2 141
22	DREYFUS EMG MKT DEBT LOC C-I #606	261980494		2/4/2011	6/18/2014	1,535		0	1,538	3	0	0	0	-3
23	DREYFUS EMG MKT DEBT LOC C-I #606	261980494		8/10/2012	6/18/2014	1 110		0	1 127	17	0	0	0	17
24	DREYFUS EMG MKT DEBT LOC C-I #606	261980494		12/17/2010	6/18/2014	7 788		0	7 740	48	0	0	0	48
25	DREYFUS INTERNAT'L BOND FD CL I #6	261980668		4/24/2014	11/26/2014	13,768		0	13 965	-197	0	0	0	-197
26	DRIEHAUS ACTIVE INCOME FUND	262028855		7/12/2013	6/18/2014	12,988		0	12,916	72	0	0	0	72
27	DRIEHAUS ACTIVE INCOME FUND	262028855		10/11/2013	6/18/2014	5,064		0	5,026	38	0	0	0	38
28	EATON VANCE GLOBAL MACRO I #006	277923728		7/12/2013	10/22/2014	8 611		0	8,807	-196	0	0	0	196
29	EATON VANCE GLOBAL MACRO I #006	277923728		1/23/2014	10/22/2014	5,200		0	5,234	-34	0	0	0	-34
30	JP MORGAN MID CAP VALUE-I #758	339128100		6/20/2014	11/20/2014	3,031		0	2,918	113	0	0	0	113
31	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	1/21/2014	5,521		0	3,738	1,783	0	0	0	1,783
32	DRIEHAUS ACTIVE INCOME FUND	262028855		2/11/2013	1/21/2014	4 367		0	4,343	24	0	0	0	24
33	DRIEHAUS ACTIVE INCOME FUND	262028855		7/12/2013	1/21/2014	4,964		0	4 932	32	0	0	0	32
34	HARBOR CAPITAL APRCTION-INST #20	411511504		2/11/2013	6/18/2014	736		0	561	175	0	0	0	175
35	HARBOR CAPITAL APRCTION-INST #20	411511504		4/24/2014	6/18/2014	2,422		0	2,327	95	0	0	0	95
36	HARBOR CAPITAL APRCTION-INST #20	411511504		10/28/2014	11/20/2014	3,501		0	3,410	91	0	0	0	91
37	HARBOR CAPITAL APRCTION-INST #20	411511504		5/25/2011	6/18/2014	5,143		0	3,426	1 717	0	0	0	1 717
38	ISHARES CORE S & P 500 ETF	464287200		8/8/2012	1/21/2014	925		0	703	222	0	0	0	222
39	ISHARES CORE S & P 500 ETF	464287200		6/15/2014	11/20/2014	1,033		0	981	52	0	0	0	52
40	ISHARES CORE S & P 500 ETF	464287200		10/22/2014	11/20/2014	1,033		0	979	54	0	0	0	54
41	KALMAR GR W VAL SM CAP-INS #4	483438305		2/11/2013	1/21/2014	2,449		0	1 882	567	0	0	0	567
42	KALMAR GR W VAL SM CAP-INS #4	483438305		6/20/2014	11/20/2014	1 470		37	1,507	0	0	0	0	0
43	KEELEY SMALL CAP VAL FD CL I #2251	487300808		5/10/2012	1/21/2014	507		0	332	175	0	0	0	175
44	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	1/21/2014	841		0	544	297	0	0	0	297
45	KEELEY SMALL CAP VAL FD CL I #2251	487300808		12/17/2010	6/18/2014	18,082		0	11,442	6 640	0	0	0	6 640
46	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		9/7/2011	4/22/2014	14 434		0	16 719	-2,285	0	0	0	-2,285
47	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		2/14/2012	4/22/2014	1 860		0	1,999	-139	0	0	0	-139
48	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		7/12/2013	4/22/2014	2 295		0	2 241	54	0	0	0	54
49	LAUDUS MONDRIAN INTL FI-INST #2940	51855Q655		1/23/2014	4/22/2014	2,859		0	2,804	55	0	0	0	55
50	MFS VALUE FUND-CLASS I #893	552983694		5/25/2011	1/21/2014	2,487		0	1,825	662	0	0	0	662
51	MFS VALUE FUND-CLASS I #893	552983694		6/20/2014	11/20/2014	4,171		0	4,095	76	0	0	0	76
52	MERGER FD SH BEN INT #260	589509108		2/11/2013	6/18/2014	4,700		0	4,492	208	0	0	0	208
53	MERGER FD SH BEN INT #260	589509108		2/11/2013	8/8/2014	431		0	416	15	0	0	0	15
54	MERGER FD SH BEN INT #260	589509108		7/12/2013	8/8/2014	8 801		0	8 629	172	0	0	0	172
55	MERGER FD SH BEN INT #260	589509108		9/7/2011	8/8/2014	321		0	309	12	0	0	0	12
56	MERGER FUND-INST #301	589509207		1/23/2014	11/26/2014	98		0	96	2	0	0	0	2
57	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	1/21/2014	3 338		0	3 358	20	0	0	0	20
58	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	6/18/2014	3 831		0	3 898	-67	0	0	0	-67
59	ASG GLOBAL ALTERNATIVES-Y #1993	63872T885		7/12/2013	11/20/2014	750		9	759	0	0	0	0	0
60	NEUBERGER BERMAN LONG SH-INS #1	64128R608		6/20/2014	11/20/2014	1,548		0	1,526	22	0	0	0	22
61	NEUBERGER BERMAN LONG SH-INS #1	64128R608		6/20/2014	11/26/2014	13,718		0	13,499	219	0	0	0	219
62	NUVEEN HIGH YIELD MUNI BD-R #1668	67065Q772		4/24/2014	10/28/2014	721		0	690	31	0	0	0	31
63	NUVEEN HIGH YIELD MUNI BD-R #1668	67065Q772		4/24/2014	12/19/2014	15,981		0	15,248	733	0	0	0	733
64	OPPENHEIMER DEVELOPING MKT Y #7	683974505		2/11/2013	6/18/2014	2,216		0	2,001	215	0	0	0	215
65	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	1/21/2014	1,924		0	2 014	-90	0	0	0	-90
66	PIMCO TOTAL RET FD-INST #35	693390700		2/4/2011	6/18/2014	2 224		0	2 200	24	0	0	0	24
67	PIMCO TOTAL RET FD-INST #35	693390700		8/26/2011	6/18/2014	62		0	63	1	0	0	0	-1
68	PIMCO TOTAL RET FD-INST #35	693390700		5/10/2012	6/18/2014	1,221		0	1,261	-40	0	0	0	-40
69	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	6/18/2014	2 334		0	2 317	17	0	0	0	17
70	PIMCO TOTAL RET FD-INST #35	693390700		4/24/2014	9/5/2014	3 463		0	3 419	44	0	0	0	44
71	PIMCO TOTAL RET FD-INST #35	693390700		6/9/2008	9/30/2014	9 231		0	8 747	484	0	0	0	484
72	PIMCO TOTAL RET FD-INST #35	693390700		10/31/2008	9/30/2014	42,551		0	39 693	2 858	0	0	0	2 858
73	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	9/30/2014	5,368		0	5 343	25	0	0	0	25
74	PIMCO TOTAL RET FD-INST #35	693390700		4/24/2014	9/30/2014	1,474		0	1,467	7	0	0	0	7
75	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/26/2011	10/22/2014	999		0	957	42	0	0	0	42
76	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/26/2011	11/26/2014	2 602		0	2,457	145	0	0	0	145
77	PIMCO FOREIGN BD FD USD H-INST #1	693390882		7/12/2013	11/26/2014	1,747		0	1,643	104	0	0	0	104
78	PIMCO FOREIGN BD FD USD H-INST #1	693390882		3/9/2007	11/26/2014	9 895		0	8 972	923	0	0	0	923
79	PRINCIPAL GL MULT STRAT-INST #4684	74255L696		8/8/2014	11/26/2014	349		0	340	9	0	0	0	9
80	RIDGEWORTH SEIX HY BD-I #5855	76628T645		7/12/2013	1/21/2014	6,946		0	7,080	-134	0	0	0	134
81	RIDGEWORTH SEIX HY BD-I #5855	76628T645		10/11/2013	1/21/2014	1,240		0	1,261	21	0	0	0	-21
82	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	1/21/2014	13,989		0	13,294	695	0	0	0	695
83	RIDGEWORTH SEIX HY BD-I #5855	76628T645		8/26/2011	4/22/2014	23 501		0	22 131	1 370	0	0	0	1,370
84	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/14/2012	4/22/2014	6,898		0	6,970	72	0	0	0	-72

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

	Amount
Long Term CG Distributions	16,624
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						551,848	0	247	527,694	24,399	0	0	0	24,399
85	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	4/22/2014	2 069		0	2 091	-22	0	0	0	22
86	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	6/18/2014	4 876		0	4 927	-51	0	0	0	-51
87	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	10/22/2014	2 108		0	2,130	22	0	0	0	-22
88	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	10/28/2014	5,058		0	5 111	-53	0	0	0	-53
89	T ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	11/26/2014	4 723		0	4 782	-59	0	0	0	-59
90	T ROWE PRICE SHORT TERM BD FD #5	77957P105		1/23/2014	11/26/2014	5,927		0	5 940	13	0	0	0	-13
91	T ROWE PRICE SHORT TERM BD FD #5	77957P105		9/5/2014	11/26/2014	8 231		0	8,248	17	0	0	0	-17
92	T ROWE PRICE SHORT TERM BD FD #5	77957P105		7/12/2013	11/26/2014	7 265		0	7 280	-15	0	0	0	15
93	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		7/10/2013	11/20/2014	888		0	846	42	0	0	0	42
94	STRATTON SM-CAP VALUE FD #37	863137105		6/20/2014	11/20/2014	979		37	1,016	0	0	0	0	0
95	VANGUARD TOTAL BOND MARKET ETF	921937835		9/30/2014	10/22/2014	1,986		0	1,968	18	0	0	0	18
96	VANGUARD TOTAL BOND MARKET ETF	921937835		9/30/2014	10/28/2014	5 616		0	5 577	39	0	0	0	39
97	VANGUARD TOTAL BOND MARKET ETF	921937835		9/30/2014	11/26/2014	29,038		0	28 786	252	0	0	0	252
98	VANGUARD FTSE EMERGING MARKET	922042858		2/7/2013	1/21/2014	7 504		0	8 399	-895	0	0	0	-895
99	VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	1/21/2014	6 365		0	7,633	-1,268	0	0	0	1,268
100	VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	6/18/2014	1 041		0	1 131	-90	0	0	0	-90
101	VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	11/26/2014	3 988		0	4,382	394	0	0	0	-394
102	VANGUARD FTSE EMERGING MARKET	922042858		8/24/2011	11/26/2014	2 616		0	2 538	78	0	0	0	78
103	VANGUARD FTSE EMERGING MARKET	922042858		12/17/2010	11/26/2014	1 201		0	1 290	-89	0	0	0	-89
104	VANGUARD FTSE EMERGING MARKET	922042858		5/8/2012	11/26/2014	2 273		0	2 179	94	0	0	0	94
105	VANGUARD FTSE EMERGING MARKET	922042858		8/8/2012	11/26/2014	1,844		0	1 773	71	0	0	0	71
106	VANGUARD FTSE EMERGING MARKET	922042858		7/10/2013	11/26/2014	3 688		0	3 287	401	0	0	0	401
107	VANGUARD REIT VIPER	922908553		11/19/2012	4/22/2014	72		0	61	11	0	0	0	11
108	VANGUARD REIT VIPER	922908553		10/9/2013	4/22/2014	2,088		0	1,894	194	0	0	0	194
109	VANGUARD REIT VIPER	922908553		12/17/2010	4/22/2014	72		0	51	21	0	0	0	21
110	VANGUARD REIT VIPER	922908553		12/17/2010	10/22/2014	2 297		0	1 514	783	0	0	0	783
111	VANGUARD REIT VIPER	922908553		12/17/2010	11/20/2014	1 099		0	707	392	0	0	0	392

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
										14,490	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	14 490		

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	5/7/2014	2	483
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	
7	Total		7	483

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

1	Distnbutable amounts for 2013 that remaıned undıstnbuted at the beginnıng of the 2014 tax year . . .	1	40,190
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	40,190