efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491127007165

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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
POPE-BROWN FOUNDATION

A Employer identification number
57-6173490

Number and street (or P O box number if mail is not delivered to street address) Room/suite
POST OFFICE BOX 190

B Telephone number (see instructions)
(803) 276-2532

City or town, state or province, country, and ZIP or foreign postal code
NEWBERRY, SC 29108

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,636,069

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

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

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

		Line	Description	(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		2,010	2,010		
	4	Dividends and interest from securities		26,916	26,916		
	5a	Gross rents					
	b	Net rental income or (loss) ____					
	6a	Net gain or (loss) from sale of assets not on line 10		92,984			
	b	Gross sales price for all assets on line 6a 998,511					
	7	Capital gain net income (from Part IV, line 2)			92,984		
	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		121,910	121,910		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc					
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)		4,200	4,200		
	c	Other professional fees (attach schedule)		18,064	18,064		
	17	Interest					
	18	Taxes (attach schedule) (see instructions)		3,275	151		
	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		25,539	22,415		0
	25	Contributions, gifts, grants paid		66,750			66,750
	26	**Total expenses and disbursements.** Add lines 24 and 25		92,289	22,415		66,750
	27	Subtract line 26 from line 12					
	a	**Excess of revenue over expenses and disbursements**		29,621			
	b	**Net investment income** (if negative, enter -0-)			99,495		
	c	**Adjusted net income** (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	18,594	14,505	14,505
	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)	1,056,554	1,177,130	1,621,564
	c	Investments—corporate bonds (attach schedule)	86,866		
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	1,162,014	1,191,635	1,636,069
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	
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	1,162,014	1,191,635	
	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			
	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)	1,162,014	1,191,635	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,162,014	1,191,635	

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	1,162,014
2	Enter amount from Part I, line 27a	2	29,621
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,191,635
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,191,635

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)
1 a	PUBLICLY TRADED SECURITIES - ST	P		
b	PUBLICLY TRADED SECURITIES - LT	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	554,060		560,015	-5,955
b	444,451		345,512	98,939
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				-5,955
b				98,939
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	92,984
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	92,984

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	65,000	1,399,977	0 046429
2012	61,500	1,287,524	0 047766
2011	63,500	1,255,652	0 050571
2010	68,356	1,206,682	0 056648
2009	68,880	1,105,235	0 062322

2	**Total** of line 1, column (d).	2	0 263736
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 052747
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,548,807
5	Multiply line 4 by line 3.	5	81,695
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	995
7	Add lines 5 and 6.	7	82,690
8	Enter qualifying distributions from Part XII, line 4.	8	66,750

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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	1,990
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,990
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	1,990
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,885		
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	1,885
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	105
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS H POPE III Telephone no ▶(803) 276-2532

Located at ▶PO BOX 190 NEWBERRY SC ZIP+4 ▶29108

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 |

		Line	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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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.	Line	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		
	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		
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**		
	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? ☐ **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**
	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**		

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
CARROLL B HART PO BOX 127 BELTON, SC 29627	TRUSTEE 1 00	0	0	0
THOMAS H POPE III PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0
GARY T POPE PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 N/A	
2	
All other program-related investments See instructions	
3	
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	1,510,851
b	Average of monthly cash balances	1b	61,542
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,572,393
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	1,572,393
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,586
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,548,807
6	**Minimum investment return.** Enter 5% of line 5	6	77,440

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	77,440
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,990		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,990
3	Distributable amount before adjustments Subtract line 2c from line 1			3	75,450
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	75,450
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	75,450

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	66,750
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	66,750
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	66,750

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				75,450
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			20,785	
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.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 66,750				
a Applied to 2013, but not more than line 2a			20,785	
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.				45,965
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				
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				29,485
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)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

THOMAS H POPE III
PO BOX 190
NEWBERRY, SC 29108
(803) 276-2532

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

NO REQUIRED FORM

c Any submission deadlines

NO CURRENT DEADLINES PERIODIC CONSIDERATION OF REQUESTS

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

CONTRIBUTIONS MADE TO SECTION 501(C)(3) ORGANIZATIONS IN SOUTH CAROLINA OR THE SOUTHEASTERN UNITED STATES

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 Additional Data Table				
Total . . . . ▶ **3a**				66,750
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,010	
4 Dividends and interest from securities. . . .			14	26,916	
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	92,984	
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). .				121,910	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 121,910

(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)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-05-04	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
AGNES E ASMAN		2015-05-04	☑	P00196498

Firm's name ▶ AGNES E ASMAN CPA

Firm's EIN ▶

Firm's address ▶ P O BOX 61105 COLUMBIA, SC 29260

Phone no (803) 787-6325

Form 990PF Part XV Line 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*				
NEWBERRY OPERA HOUSE FDN 1201 MCKIBBEN STREET NEWBERRY,SC 29108	N/A	PUB CHARITY	CHARITABLE	30,000
BELTON CENTER FOR THE ARTS POST OFFICE BOX 368 BELTON,SC 29627	N/A	PUB CHARITY	CHARITABLE	3,500
ETV ENDOWMENT OF SC INC 401 E KENNEDY STSTE B-1 SPARTANBURG,SC 29302	N/A	PUB CHARITY	CHARITABLE	6,000
PEACE CENTER FOUNDATION 101 WEST BROAD STREET GREENVILLE,SC 29601	N/A	PUB CHARITY	CHARITABLE	5,000
SC HISTORICAL SOCIETY FIREPRF BLDG100 MEETING CHARLESTON,SC 294012299	N/A	PUB CHARITY	CHARITABLE	4,000
USC EDUCATIONAL FDN 1700 COLLEGE STREET COLUMBIA,SC 292019980	N/A	PUB CHARITY	CHARITABLE	11,000
THE BELTON AREA MUSEUM ASSOCI 100 NORTH MAIN STREET BELTON,SC 29627	N/A	PUB CHARITY	CHARITABLE	2,000
RAINEY HOSPICE OF THE UPSTATE INC 1835 ROGERS ROAD ANDERSON,SC 296212278	N/A	PUB CHARITY	CHARITABLE	5,000
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY ST SAN FRANCISCO,CA 94105	N/A	PUB CHARITY	CHARITABLE	250
Total . . . . ▶ **3a**				66,750

TY 2014 Accounting Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,200	4,200		

TY 2014 Investments Corporate Bonds Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ENBRIDGE INC		
PNC FUNDING CORP		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491127007165

TY 2014 Investments Corporate Stock Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC	14,000	17,014
ACCENTURE PLC		
ADOBE SYSTEM INC		
ALEXION PHARMACEUTICALS INC		
AMERICAN EXPRESS CO	22,781	31,634
AMERISOURCEBERGEN CORP	13,725	18,934
AMGEN INC		
APPLE INC	36,747	73,403
AUTOMATIC DATA PROCESSING INC	15,464	22,093
BANK AMER CORP	25,652	33,544
BLACKROCK INC	23,090	44,695
BOEING COMPANY	25,019	24,696
BRISTO MYERS SQUIBB CO	14,598	17,414
CBS CORPORATION	12,301	26,010
CELGENE CORP	21,329	26,846
CHARLES SCHWAB CORP	18,700	24,907
CHEVRON CORPORATION		
CISCO SYSTEMS INC	16,401	15,994
COCA COLA CO	20,702	27,443
COMCAST CORP	11,244	15,663
CONTINENTAL RESOURCES INC		
COSTCO WHSL CORP NEW	14,484	16,301
CUMMINS INC		
DELPHI AUTOMOTIVE PLC	17,296	24,725
DELTA AIR LINES INC	21,812	29,022
DISNEY WALT CO	23,103	43,798
DUPONT EI DE NEMOURS	16,115	16,267
EATON CORP PLC		
EBAY INC		
ELI LILLY & CO	14,223	15,178

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMC CORP/MASS	21,875	21,859
EMERSON ELECTRIC	17,893	26,235
EOG RES INC	15,725	15,192
EXXON MOBIL CORPORATION		
FACEBOOK INC-A		
FLUOR CORP NEW		
GENERAL ELECTRIC CORP	14,948	20,848
GENERAL MOTORS CO		
GILEAD SCIENCES	5,337	16,967
GOOGLE INC CLASS C	20,932	26,846
GOOGLE INC CL A	20,877	27,064
HILTON WORLDWIDE HOLDINGS INC	22,899	24,264
HOME DEPOT INC	10,182	26,242
HONEYWELL INTERNATIONAL	15,270	36,471
INTEL CORP	23,064	31,028
INTERNATIONAL PAPR CO		
JOHNSON & JOHNSON	30,061	47,057
JP MORGAN CHASE & CO	18,837	24,719
LAUDER ESTEE COS INC CL A		
LIBERTY GLOBAL PLC CL A		
LOWES COS INC	21,506	40,936
LYONDELLBASELL INDUSTRIES NV	11,262	16,672
MASTERCARD INC-A	20,875	23,694
MEDTRONIC INC	14,337	16,606
MICROSOFT CORP	25,521	39,482
MONDELEZ INTERNATIONAL INC	12,408	15,983
MONSANTO CO NEW	24,138	28,075
NESTLE SA SPONSORED		
NIKE INC CLASS B COM	20,548	31,729
NOBLE ENERGY INC	23,486	22,529

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUCOR CORP		
PENTAIR LTD		
PEPSICO INC	13,434	30,732
PFIZER INC	28,320	31,306
PHILLIPS 66	15,637	16,850
PIONEER NAT RES CO		
PNC FINANCIAL SERVICES GROUP		
PRECISION CASTPARTS CORP		
PVH CORP		
QUALCOMM INC	21,579	31,219
RALPH LAUREN CORP	22,812	24,071
ROCHE HLDG LTD SPONSORED		
SALESFORCE.COM		
SCHLUMBERGER LTD		
STARBUCKS CORP	12,095	16,820
STATE STREET CORP		
SUNTRUST BANKS INC	23,221	24,511
TE CONNECTIVITY LTD	23,394	25,932
TEXAS INSTRUMENTS	22,765	32,881
TIME WARNER CABLE INC	13,723	16,230
TOYOTA MOTOR CORP SPONSORED		
TWENTY-FIRST CENTURY FOX INC		
UNION PAC CORP	23,096	41,695
UNITED CONTINENTAL HOLDINGS		
UNITED PARCEL SVC	23,730	31,683
VERTEX PHARMACEUTICALS INC	25,833	33,264
WALGREENS BOOTS ALLIANCE INC	28,121	35,363
WAL-MART STORES INC	24,380	24,476
WELLS FARGO & CO	19,023	34,262
BB&T CORP PREFERRED	25,200	24,190

TY 2014 Other Professional Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SOUTH STATE WEALTH MGMT FEES	9,480	9,480		
GREENWOOD CAPITAL ASSOCIATES	8,576	8,576		
INVESTMENT AGENT FEES	8	8		

TY 2014 Taxes Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDEND I	151	151		
EXCISE TAX ON INVESTMENT INCOME	3,124			

The Pope-Brown Foundation | 57-6173490 1

2014 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
SHORT TERM					
275 shs State Street Corp	Various	1/30/2014	18,920 17	16,656 54	2,263 63
135 shs Liberty Global PLC	Various	2/14/2014	11,277 70	8,647 36	2,630 34
50 shs Alexion Pharmaceuticals	9/13/2013	2/21/2014	9,002 34	5,602 50	3,399 84
95 shs Cummins Inc	8/28/2013	2/25/2014	13,307 62	11 924 66	1,382 96
205 shs Facebook Inc-A	Various	2/25/2014	14,145 53	6 086 39	8,059 14
45 shs Alexion Pharmaceuticals	9/13/2013	3/5/2014	7,891 52	5 042 25	2,849 27
5 shs Amgen Inc	4/22/2013	3/12/2014	622 51	546 51	76 00
175 shs Lauder Estee Cos Inc	5/13/2013	3/18/2014	12,209 11	12 299 00	(89 39)
260 shs Nucor Corp	Various	3/18/2014	12,558 50	13 092 48	(533 98)
100 shs PVH Corp	11/19/2013	3/18/2014	11,604 06	13,352 49	(1 748 43)
85 shs Alexion Pharmaceuticals	Various	4/11/2014	12,379 73	9,384 25	2,995 48
70 shs Twenty-First Cent. Fox	8/1/2013	4/11/2014	2,269 55	2,096 50	173 05
40 shs Amgen Inc	6/10/2013	5/8/2014	4,512 99	3,807 03	705 96
270 shs Fluor Corp New	Various	5/12/2014	20,146 30	18,307 34	1,838 96
195 shs Eaton Corp PLC	Various	5/14/2014	13,936 77	12,678 97	1,257 80
385 shs Adobe Sys Inc	Various	5/20/2014	23,093 74	18,391 44	4,702 30
100 shs VMWare Inc	1/21/2014	5/20/2014	9,309 30	9,853 17	(543 87)
150 shs Salesforce.com	6/3/2013	5/21/2014	7,579 32	6,304 85	1,274 47
105 shs VMWare Inc	Various	6/5/2014	10,135 36	10,570 13	(434 77)
100 shs United Cotinental Hldgs	11/8/2013	7/11/2014	3,869 91	3,521 57	348 34
21 shs Pentair PLC	3/31/2014	7/14/2014	1,481 31	1,650 56	(169 25)
24 shs Pentair PLC	3/31/2014	7/14/2014	1,690 76	1,886 36	(195 60)
100 shs United Cotinental Hldgs	Various	7/14/2014	7,924 44	8,221 00	(296 56)
100 shs United Cotinental Hldgs	Various	7/15/2014	7,782 39	8,487 12	(704 73)
385 shs General Motors Co	Various	8/4/2014	13,093 56	15,332 06	(2 238 50)
250 shs Noble Energy Inc	Various	8/4/2014	16,752 13	17,596 48	(844 35)
60 shs Precision Castparts Corp	9/13/2013	8/4/2014	13,931 69	13,502 34	429 35
170 shs Rockwell Automation	Various	8/4/2014	19,174 95	19,509 65	(334 70)
155 shs Campbell Soup Co	6/5/2014	8/6/2014	6,480 14	7,129 64	(649 50)
335 shs Suntrust Banks Inc	1/13/2014	8/12/2014	12,211 71	12,435 83	(224 12)
270 shs Mylan Inc	Various	8/19/2014	12,460 71	14,083 91	(1 623 20)
312 shs Mylan Inc	Various	8/26/2014	14,904 72	15,297 03	(392 31)
1335 shs BP PLC	5/17/2014	8/29/2014	6,506 86	6,864 75	(357 89)
390 shs Roche Hldg Ltd	10/11/2013	9/9/2014	14,102 12	12,692 96	1,409 16
160 shs Viacom Inc-B	4/11/2014	9/24/2014	12,960 37	13,361 81	(401 44)
185 shs Astrazeneca PLC	5/22/2014	9/30/2014	13,154 79	13,311 42	(156 63)
85 shs Cummins Inc	10/22/2013	10/7/2014	11,263 34	11,407 00	(143 66)
20 shs Pioneer Nat Res Co	11/8/2013	10/7/2014	3,780 90	4,400 25	(619 35)
130 shss Catepillar Inc	5/12/2014	10/14/2014	12,223 20	13,555 41	(1,332 21)
115 shs Cummins Inc	Various	10/14/2014	14,956 57	16,570 04	(1 613 47)
1300 shs Weatherford Int'l	Various	12/5/2014	16,985 68	26,372 06	(9 386 38)
2210 shs Petroleo Brasileiro SA	Various	12/11/2014	18,185 90	24,303 26	(6 117 36)
15 shs Walgreen Co	1/22/2014	12/16/2014	1,080 20	898 84	181 36
155 shs ConocoPhillips	8/6/2014	12/17/2014	9,818 78	12,601 50	(2 782 72)
255 Shs Merck & Co	Various	12/24/2014	15,172 49	15,370 48	(197 99)
580 shs Dow Chem Company	Various	12/24/2014	26,422 53	28,349 55	(1 927 02)
85 shs Schlumberger Ltd	Various	12/24/2014	7,252 39	8,281 17	(1 028 78)
255 shs ConocoPhillips	Various	12/26/2014	17,606 98	19,623 15	(2 016 17)
150 shs Continental Resources	Various	12/29/2014	5,926 23	8,753 82	(2 827 59)
TOTAL SHORT TERM			**554,059.87**	**560,014.88**	**(5 955 01)**

The Pope-Brown Foundation
2014 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
LONG TERM					
150 shs Accenture PLC	Various	1/13/2014	12,289 69	7,729 32	4,560 37
190 shs Nestle SA	Various	1/13/2014	13,810 12	10,809 91	3,000 21
230 shs Ebay Inc	Various	1/21/2014	12,362 45	7,043 81	5,318 64
150 shs PNC Financial Svs Corp	9/14/2012	1/22/2014	12,090 34	9,606 47	2,483 87
110 shs Toyota Mtr Corp	1/11/2013	1/24/2014	13,169 68	10,321 15	2,848 53
60 shs Exxon Mobil Corp	6/28/2010	2/5/2014	5,546 08	3,716 70	1,829 38
100 shs Chevron Corp	5/2/2012	2/14/2014	11,366 74	10,635 17	731 57
85 shs Liberty Global PLC	2/11/2013	2/14/2014	7,100 78	5,603 70	1,497 08
75 shs CBS Corporation	10/21/2011	2/21/2014	4,964 16	1,761 59	3,202 57
25 shs Honeywell Int'l Inc	8/23/2006	2/21/2014	2,357 46	987 88	1,369 58
25 shs Pepsico Inc	11/3/1998	2/21/2014	1,954 97	954 75	1,000 22
25 shs Exxon Mobil Corp	11/9/2010	2/21/2014	2,350 96	1,738 63	612 33
130 shs Amgen Inc	1/28/2013	3/12/2014	16,185 30	10,889 33	5,295 97
115 shs Celgene Corp	6/26/2012	3/12/2014	17,625 92	6,871 00	10,754 92
310 shs Gilead Sciences Inc	Various	3/12/2014	24 699 02	9,051 77	15,647 25
210 shs Facebook Inc-A	Various	3/18/2014	14,442 66	5,985 28	8,457 38
300 shs International Paper Co	Various	3/18/2014	13 944 69	10,540 53	3,404 16
50 shs Exxon Mobil Corp	11/9/2010	3/18/2014	4,679 20	3,477 27	1,201 93
270 shs Ebay Inc	Various	3/31/2014	15,025 94	11,291 89	3 734 05
580 shs Twenty-First Cent. Fox	Various	4/11/2014	18 804 80	13,376 41	5,428 39
75 shs Amgen Inc	4/22/2013	5/8/2014	8,461 85	8,197 64	264 21
95 shs Starbucks Corp	4/22/2013	5/12/2014	6,612 09	5,525 19	1,086 90
100 shs Eaton Corp PLC	4/30/2013	5/14/2014	7,147 06	5,899 00	1,248 06
100 shs Salesforce.com	5/20/2013	5/21/2014	5,052 88	4,495 06	557 82
30000 par PNC Funding Corp	2/1/2012	5/28/2014	31,240 20	30,906 30	333 90
50000 par Enbridge Inc	2/12/2010	6/16/2014	50,000 00	55,959 50	(5 959 50)
290 shs Bank Amer Corp	11/7/2012	6/17/2014	4 486 20	2,876 42	1,609 78
40 shs Continental Resources	3/26/2013	6/17/2014	5,947 87	3,529 54	2,418 33
20 shs Walgreen Co	4/10/2013	6/17/2014	1,462 60	937 33	525 27
100 shs JP Morgan Chase & Co	5/29/2012	7/14/2014	5.587 10	3,358 86	2,228 24
220 shs Pentair PLC	Various	7/14/2014	15,518 50	11,596 16	3,922 34
160 shs Noble Energy Inc	Various	8/4/2014	10,721 36	8,070 10	2,651 26
385 shs Pfizer Inc	Various	8/19/2014	11,016 60	9,705 92	1,310 68
130 shs Mondelez International	6/7/2011	100/7/14	4,382 20	2,910 39	1,471 81
.3333 sh CDK Global Hldgs LLC	3/26/2013	10/17/2014	8 41	7 96	0 45
80 shs Pioneer Nat Res Co	Various	12/2/2014	12,962 19	16,720 09	(3,757 90)
215 shs Walgreen Co	Various	12/16/2014	15 482 90	10,262 45	5,220 45
60 shs Schlumberger Ltd	Various	12/17/2014	4,808 89	3,660 50	1,148 39
88 shs CDK Global Hldgs LLC	Various	12/18/2014	3,469 94	2,188 72	1,281 22
110 shs Schlumberger Ltd	Various	12/24/2014	9,385 44	8,323 75	1,061 69
150 shs Continental Resources	Various	12/29/2014	5,926 23	7,988 46	(2 062 23)
TOTAL LONG TERM			**444,451.47**	**345,511.90**	**98,939.57**
TOTAL 2014 CAPITAL GAINS & LOSSES			**998,511.34**	**905,526.78**	**92,984.56**