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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

2014Department of the Treasury
Internal Revenue Serviceor 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**Open to Public Inspection**

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation TR U/W CHARLES I BRANAN		A Employer identification number 58-6026401						
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 855-739-2921						
1525 W W.T. HARRIS BLVD. D1114-044								
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	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 ☐
☐ 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) \$ 27,702,140.		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	637,251.	632,977.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	814,963.			
	b Gross sales price for all assets on line 6a	10,645,168			
	7 Capital gain net income (from Part IV, line 2)				
	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)	67,981.				
12 Total. Add lines 1 through 11	1,520,195.	1,555,704.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	170,954.	128,216.		42,739.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 2	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule) STMT. 3	8,361.	8,361.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 4	78,864.	13,535.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 5	57,723.	658.	7,991.	57,065.
	24 Total operating and administrative expenses. Add lines 13 through 23.	316,902.	150,770.	7,991.	100,804.
	25 Contributions, gifts, grants paid	1,215,652.			1,215,652.
26 Total expenses and disbursements. Add lines 24 and 25	1,532,554.	150,770.	7,991.	1,316,456.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-12,359.				
b Net investment income (if negative, enter -0-)		1,404,934.			
c Adjusted net income (if negative, enter -0-)			-0-		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		49,499.	6,919.	6,919.
	2	Savings and temporary cash investments		1,204,185.	914,640.	914,640.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 6	713,321.	315,770.	314,237.
	b	Investments - corporate stock (attach schedule)	STMT 8	14,834,734.	17,675,595.	18,358,260.
	c	Investments - corporate bonds (attach schedule)	STMT 20	6,422,653.	5,270,411.	5,024,237.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	STMT 23	3,815,098.	2,771,422.	3,083,847.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ 07387BEB5 BEAR STEARNS COML MT)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		27,039,490.	26,954,757.	27,702,140.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		27,039,490.	26,954,757.	
	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)		27,039,490.	26,954,757.		
31	Total liabilities and net assets/fund balances (see instructions)		27,039,490.	26,954,757.		

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	27,039,490.
2	Enter amount from Part I, line 27a	2	-12,359.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 25	3	56,120.
4	Add lines 1, 2, and 3	4	27,083,251.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 26	5	128,494.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,954,757.

Form 990-PF (2014)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 10,645,110.		9,830,147.	814,963.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			814,963.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	814,963.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,298,919.	26,992,656.	0.048121
2012	1,241,615.	26,259,292.	0.047283
2011	1,255,377.	25,163,672.	0.049888
2010	1,165,025.	25,346,559.	0.045964
2009	1,275,605.	22,300,137.	0.057202
2 Total of line 1, column (d)			2 0.248458
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 0.049692
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 27,972,174.
5 Multiply line 4 by line 3			5 1,389,993.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,049.
7 Add lines 5 and 6			7 1,404,042.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,316,456.

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)		1	28,099.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	28,099.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	28,099.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 80,532.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	80,532.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	52,433.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 28,100. Refunded ☐ 24,333.		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK NA Telephone no. ► (855) 739-2921 Located at ► 1 WEST 4TH STREET, 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		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Form 990-PF (2014)

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

5a During the year did the foundation pay or incur any amount to

(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? ☐ Yes ☒ No **6b** 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? ☐ Yes ☒ No **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
WELLS FARGO BANK NA 1525 W WT HARRIS BLVD D1114 044, CHARLOTTE, NC 28288	TRUSTEE 40	170,954.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2014)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Form 990-PF (2014)

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	27,274,879.
b	Average of monthly cash balances	1b	1,123,267.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	28,398,146.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	28,398,146.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	425,972.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,972,174.
6	Minimum investment return. Enter 5% of line 5	6	1,398,609.

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	1,398,609.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		28,099.
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	28,099.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,370,510.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	1,385,510.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,385,510.

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	1,316,456.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,316,456.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,316,456.

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				1,385,510.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,213,652.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ <u>1,316,456.</u>				
a Applied to 2013, but not more than line 2a			1,213,652.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				102,804.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,282,706.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

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

	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 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				
AG RHODES HOME 350 BOULEVARD SE ATLANTA GA 30312	NONE	PC	GENERAL SUPPORT	500.
UNITED METHODIST CHILDRENS HOME 500 S COLUMBIA DRIVE DECATUR GA 30030	NONE	PC	GENERAL SUPPORT	500.
GRAND LODGE OF GEORGIA MASONIC HOME PO BOX 4665 MACON GA 31208	NONE	PC	GENERAL SUPPORT	500.
CHILDRENS HEALTHCARE OF ATL FDN 1687 TULLIE CIRCLE NE ATLANTA GA 30329	NONE	PC	GENERAL SUPPORT	500.
SEE SCHEDULE ATTACHED	NONE	PC	CONTRIBUTION	1,213,652.
Total			3a	1,215,652.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
▼	

NOT APPLICABLE

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

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

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

Phone no

Tax Return Reconciliation 1/1/2014 - 12/31/2014

October 27, 2015

Mary Allen Lindsey Branan Foundation

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
100 Black Men of America Inc. 141 Auburn Avenue Atlanta, GA 30303	581974429 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)		Project HELP: Health & Education Lifts Potential	8/8/2014	\$15,000.00
24/7 Gateway, LLC dba Gateway Center 275 Pryor Street, SW Atlanta, Georgia 30303	261193832 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)		Supportive Services for Clients Experiencing Homelessness	8/8/2014	\$10,000.00
AID Atlanta Inc 1605 Peachtree Street, NE Atlanta, Georgia 30309	581537967 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Operating Support for AID Atlanta's Patient Centered Medical Home Services	8/8/2014	\$5,000.00
Angel Flight Soars Inc 2000 Airport Road Suite 227 Atlanta, GA 30341	581702239 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Fly A Georgia Child Program	8/8/2014	\$6,000.00
Arthritis Foundation, Inc. Southeast Region 2970 Peachtree Road NW, Suite 200 Atlanta, GA 30305	383806275 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Advancing our mission by improving technology through Affinity	8/8/2014	\$25,000.00
Atlanta Legal Aid Society, Inc. 151 Spring Street, N.W. Atlanta, Georgia 30303	580568691 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		For the Common Good Campaign	8/8/2014	\$10,000.00
Big Brothers Big Sisters of Metro Atlanta, Inc. 1382 Peachtree Street NE Atlanta, GA 30309	580861895 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Mentoring Towards College	8/8/2014	\$15,000.00
Boys & Girls Clubs of Metro Atlanta Inc. 1275 Peachtree Street, Suite 500 Atlanta, GA 30309	580566123 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Boys & Girls Clubs of Metro Atlanta's Literacy Programs	8/8/2014	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Boys and Girls Clubs of Central Georgia, Inc. Post Office Box 4431 Macon, GA 31208	580621444 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Project Learn	8/8/2014	\$10,000.00
Buckhead Christian Ministry Inc. 2847 Piedmont Road Atlanta, Georgia 30305	581748786 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	The 70/30 Project	8/8/2014	\$7,500.00
Camp Living Wonders, Inc. 5425 Powers Ferry Road Atlanta, GA 30327	454171653 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Scholarships for Camp Living Wonders	8/8/2014	\$10,000.00
Candler Foundation Inc.aka St. Joseph's/Candler Foundations 5353 Reynolds Street Savannah, GA 31405	581553254 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	GE Giraffe Omnibed for Special Care Nursery at the Mary Telfair Womens Hospital at St. Joseph's/Candler	8/8/2014	\$10,000.00
Care and Counseling Center of Georgia Inc. 1814 Clairmont Road Decatur, GA 30033	580899552 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Partners Expanding Access to Community Health	8/8/2014	\$15,000.00
CaringWorks, Inc 321 West Hill Street, Suite 2 Decatur, Georgia 30030	562370081 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	CaringWorks' Job Readiness Program	8/8/2014	\$5,000.00
Children's Healthcare of Atlanta, Inc. 1577 Northeast Expressway, Suite A Atlanta, GA 30329	581710601 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Family Advocate at the Blank Center for Safe and Healthy Children	8/8/2014	\$10,000.00
City of Refuge, Inc. 1300 Joseph E. Boone Blvd Atlanta, GA 30314	582194642 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Eden Village I - Transitional Housing for Homeless Women with Children	8/8/2014	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Clarkston Community Center Foundation Inc. 3701 College Ave, P.O. Box 217 Clarkston, GA 30021	582127610 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Student Success Program	8/8/2014	\$10,000.00
Clifton Sanctuary Ministries, Inc 369 Connecticut Avenue, NE Atlanta, GA 30307	582398005 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Food, Sheltering and Counseling for Homeless Men	8/8/2014	\$10,000.00
East Lake Foundation Inc. 2606 Alston Drive, SE Atlanta, GA 30317	582204306 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	East Lake Community Learning Garden	8/8/2014	\$5,000.00
Empty Stocking Fund, Inc. 1975 Century Blvd. Suite 16 Atlanta, GA 30345	237159125 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2014 Holiday Gift Distribution	8/8/2014	\$15,000.00
Feed My Lambs Inc. 560 North Fairground Street Marietta, Georgia 30060	581902082 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Feed My Lambs Renovations	8/8/2014	\$15,000.00
First Step Staffing, Inc. 302 Decatur Street SE Atlanta, GA 30312	208038859 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	First Step Benefits	8/8/2014	\$10,000.00
Foundation of Wesley Woods Inc. 1817 Clifton Road NE Atlanta, GA 30329	581543164 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Community of Caring Campaign Request for Wesley Woods Branan Towers	8/8/2014	\$10,000.00
Fulton County Court Appointed Special Advocates, Inc. 395 Pryor Street SW, Suite 4116 Atlanta, GA 30312	582330915 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2014 General Operating Support	8/8/2014	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Georgia Center For Child Advocacy Inc P.O. Box 17770 Atlanta, GA 30316	581762069 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Prevention Regional Coordinator	8/8/2014	\$10,000.00
Georgia Food Bank Association Inc 732 Joseph Lowery Boulevard NW Atlanta, GA 30318	582374577 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Food Procurement and Education Programs Benefitting Georgia's 7 Regional Food Banks	8/8/2014	\$15,000.00
Golden Harvest Food Bank Inc. 3310 Commerce Dr. Augusta, GA 30909	581466516 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	8/8/2014	\$25,000.00
Goodwill Industries of Middle Georgia, Inc. Post Office Box 212668 Augusta, GA 30917-2668	581249683 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Goodwill's "Hand Up!" Comprehensive Campaign, a major fundraising initiative	8/8/2014	\$15,000.00
HOPE aka H.O.P.E. Inc (Helping Other People be Empowered) PO Box 3166 Duluth, GA 30096	271370074 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Hope for Low-Income Single Parents (H-LISP)	8/8/2014	\$2,500.00
Housing Initiative of North Fulton Inc. 89 Grove Way Roswell, GA 30075	582051038 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	HomeStretch Youth Life Skills Program	8/8/2014	\$5,000.00
Latin American Association, Inc. 2750 Buford Highway NE Atlanta, GA 30324	581237316 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Family Services Program - A Pathway to Self-Sufficiency Program for Latino Individuals and Families	8/8/2014	\$25,000.00
Macon Volunteer Clinic Inc 376 Rogers Avenue Macon, GA 31204	743055376 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Free Medical Care to Bibb County's Working, Uninsured	8/8/2014	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Memorial Health University Medical Center Foundation Inc Post Office Box 23089 Savannah, GA 31403	581618486 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	Program Support for Pediatric Oncology Patients and Families	8/8/2014	\$10,000.00
Methodist Home of The South Georgia Conference dba The Methodist Home for Children and Youth P.O. Box 2525 Macon, GA 31203	580622971 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Engage, Educate, & Empower	8/8/2014	\$9,000.00
Muscular Dystrophy Association 152 North Crest Boulevard, Suite C Macon, GA 31210	131665552 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Muscular Dystrophy Association Summer Camp	8/8/2014	\$5,000.00
National Mental Health Association of Georgia Inc. 100 Edgewood Avenue, Suite 502 Atlanta, GA 30303	580611310 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Kids on the Block Program Support	8/8/2014	\$5,000.00
New American Pathways, Inc. 2300 Henderson Mill Rd NE, Suite 200 Atlanta, GA 30345	300130066 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Beyond Barriers: Overcoming Challenges to Self-sufficiency in Georgia's Refugee Community	8/8/2014	\$10,000.00
North Central Area Missions 4206 North Arnold Mill Road Woodstock, GA 30188	58-0566245 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Healthy Meals Program	8/8/2014	\$2,500.00
Rainbow Village, Inc. 3427 Duluth Highway 120 Duluth, GA 30096	582181183 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	"Building Strong Communities...One Family at a Time"	8/8/2014	\$20,000.00
Savannah Area Family Emergency Shelter P.O. Box 61119 Savannah, GA 31420	581392664 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	SAFE Shelter	8/8/2014	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Scottdale Child Development and Family Resource Center, Inc. of Central PO Box 904 Scottdale, GA 30079	581281657 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	High-Quality Early Learning for Low-Income Families	8/8/2014	\$5,000.00
Senior Citizens Services of Metropolitan Atlanta Inc. 1705 Commerce Drive, NW Atlanta, Georgia 30318	580960309 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Meals On Wheels Atlanta-Meal Services Program	8/8/2014	\$15,000.00
St. Judes Recovery Center Inc. 139 Renaissance Parkway, NE Atlanta, GA 30308	586045872 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Restoring Lives, Serving Atlanta Capital Campaign for St. Jude's Recovery Center, Inc.	8/8/2014	\$10,000.00
The Salvation Army The Salvation Army Metro Atlanta Area Command P.O. Box 930188 Norcross, GA 30003-0188	580660607 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Assistance with providing emergency shelter and case management services for homeless individuals and families in Metro Atlanta, Central Georgia and in Savannah.	8/8/2014	\$25,000.00
The Vi and Milton Weinstein Hospice Inc. 3150 Howell Mill Road, NW Atlanta, GA 30327	582483753 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Residential Care for Weinstein Hospice Patients	8/8/2014	\$5,000.00
Trinity Community Ministries Inc 21 Bell Street NE Atlanta, Georgia 30303	581804368 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support for Trinity House-Big Bethel Program	8/8/2014	\$10,000.00
Veterans Empowerment Organization of Georgia, Inc. 373 W. Lake Avenue NW Atlanta, GA 30318	800219022 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	VEO Partial Salary for Transitional Housing Case Manager and Transitional Clients Transportation	8/8/2014	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Visiting Nurse Health System Inc. dba Visiting Nurse - Hospice Atlanta 5775 Glenridge Drive, N.E., Suite E200 Atlanta, Georgia 30328	580566250 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Home Healthcare for Low-Income Patients	8/8/2014	\$25,000.00
Vox Teen Communications, Inc. 229 Peachtree St NE, Suite 725 Atlanta, GA 30303	582107143 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	VOX After-school Program for Teens	8/8/2014	\$5,000.00
Wesley Glen Ministries 4580 N. Mumford Rd. Macon, GA 31210	582400262 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church Adults	Un-reimbursed Cost of Care for Developmentally Disabled Adults	8/8/2014	\$5,000.00
Women Moving On Inc d/b/a Women's Resource Center PO Box 171 Decatur, GA 30031	581698233 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Domestic Violence Safehouse	8/8/2014	\$10,000.00
Young Mens Christian Association of Athens Georgia 915 Hawthorne Avenue Athens, GA 30606	580593443 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Athens YMCA Youth Afterschool and Summer Day Camp Programs	8/8/2014	\$5,000.00
Young Mens Christian Association of Metropolitan Atlanta Inc. 100 Edgewood Ave NE Suite 1100 Atlanta, GA 30303	580566253 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Providing Hunger Relief and Academic Support through the Y's Backpack Program	8/8/2014	\$15,000.00
Youthspark Inc. 395 Pryor Street, Suite 2117 Atlanta, Georgia 30312	582556130 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	"youthSpark Voices": Working to Make Sure At-Risk Girls Never Become Victims of Child Sex Trafficking	8/8/2014	\$5,000.00
Zaban Couples Center Inc 1605 Peachtree Street, 2nd Floor Atlanta, GA 30309	270728201 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Food for Zaban Couples Center	8/8/2014	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Candler Foundation Inc.aka St. Joseph's/Candler Foundations 5353 Reynolds Street Savannah, GA 31405	581553254 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	GE Giraffe OmniBed for Special Care Nursery at the Mary Telfair Womens Hospital at St. Joseph's/Candler	8/11/2014	-\$10,000.00
Candler Foundation Inc.aka St. Joseph's/Candler Foundations 5353 Reynolds Street Savannah, GA 31405	581553254 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	GE Giraffe OmniBed for Special Care Nursery at the Mary Telfair Womens Hospital at St. Joseph's/Candler	8/27/2014	\$10,000.00
Whitfield Healthcare Foundation Inc P.O. Box 1168 Dalton, GA 30722-1168	510175056 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	Hamilton Medical Center Cardiac and Medical Intensive Care Services Expansion Projects	10/17/2014	\$10,000.00
Atlanta Center for Self Sufficiency, Inc. 100 Edgewood Avenue NE Suite 700 Atlanta, GA 30303	581479816 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	CareerWorks	12/2/2014	\$15,000.00
Atlanta Community Food Bank, Inc. 732 Joseph E Lowery Blvd NW Atlanta, GA 30318	581376648 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Increase Food Distribution in Metro Atlanta and North Georgia	12/2/2014	\$15,000.00
Atlanta Union Mission Corporation aka Atlanta Mission 2353 Bolton Road NW Atlanta, GA 30318	580572430 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Emergency Shelter and Supportive Services for Women	12/2/2014	\$20,000.00
Atlanta Volunteer Lawyers Foundation Inc. 235 Peachtree Street NE Suite 1750 Atlanta, Georgia 30303	581364400 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	The Safe Families Office	12/2/2014	\$25,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Auditory-Verbal Center Inc. 1901 Century Boulevard, Suite 20 Atlanta, GA 30345	581305600 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Auditory-Verbal Expansion Project	12/2/2014	\$10,000.00
Camp Sunshine Inc. 1850 Clairmont Road Decatur, GA 30033	581872217 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Camp Sunshine's Year Round Programs and Summer Camps	12/2/2014	\$10,000.00
Cancer Support Community-Atlanta Inc. 5775 Peachtree Dunwoody Road Suite C-225 Atlanta, GA 30342	582142151 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Campaign for Wellness--Serving Atlantans with Cancer	12/2/2014	\$6,500.00
Center for Children & Young Adults 2221 Austell Rd. Bldg. 1, Suite A Marietta, GA 30008	581451180 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Kitchen Appliances for Life Works Transitional Living Shelter Program	12/2/2014	\$10,000.00
Center for the Visually Impaired, Inc. 739 West Peachtree Street, N.W. Atlanta, GA 30308	581168874 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	BEGIN Early Childhood Program	12/2/2014	\$5,000.00
Central Outreach and Advocacy Center Inc. 201 Washington Street SW Atlanta, GA 30303	582255636 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Employment Readiness Training and Supportive Services for Homeless and Near-Homeless Individuals	12/2/2014	\$10,000.00
Childkind, Inc 3107 Clairmont Rd, NE, Ste A Atlanta, GA 30329-1007	581800382 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Home-Based Services for Medically Fragile Children	12/2/2014	\$10,000.00
Chinese American Service Agency Inc dba Asian American Service Agency 3610 Dekalb Technology Parkway, suite 107 Atlanta, GA 30340	582117032 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	AASA Employment and Training Project	12/2/2014	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
CHRIS Kids Inc 1017 Fayetteville Road, Suite B Atlanta, Georgia 30316	581430183 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	JourneyZ & TransitionZ: Safe Homes on the Path to Healing from Trauma	12/2/2014	\$25,000.00
Christian City Home for Children, Inc. 7345 Red Oak Road Union City, GA 30291	581880688 501(c)(3) FC04-Private Nonoperating Foundation	Computer Equipment for The Children's Village	12/2/2014	\$5,000.00
Communities In Schools of Georgia, Inc. 260 Peachtree Street, Suite 700 Atlanta, GA 30303	581912923 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	CIS of Georgia Affiliate Support and Advancement for Dropout Prevention	12/2/2014	\$15,000.00
Consumer Credit Counseling Service of Greater Atlanta, Inc. 270 Peachtree St., NW Suite 1800 Atlanta, GA 30303	580942924 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Hispanic Center for Financial Excellence	12/2/2014	\$10,000.00
Crossroads Community Ministries 420 Courtland Street Atlanta, GA 30308	582235391 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	The Housing Renewal Project for Women and Children	12/2/2014	\$15,000.00
Cure Childhood Cancer Inc 1117 Perimeter Center West Suite N402 Atlanta, GA 30338	581244138 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	CURE Childhood Cancer's Critical Needs Care Program	12/2/2014	\$15,000.00
DDD Foundation, Inc. P.O. Box 49052 Atlanta, GA 30359	582486256 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Oral Surgery for Indigent Patients with Developmental Disabilities	12/2/2014	\$5,000.00
Drug Enforcement Administration Survivors Benefit Fund Inc. 4651 Woodstock Road, # 208-324 Roswell, GA 30075	311574115 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Operational Support for the DEA Survivors Benefit Fund	12/2/2014	\$20,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Eagle Ranch, Inc. Post Office Box 7200 Chestnut Mountain, GA 30502	581497408 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Safety and Security of Children in Crisis at Eagle Ranch	12/2/2014	\$15,000.00
Emerge Scholarships Inc. 3525 Piedmont Road Building 5, Suite 300 Atlanta, GA 30305	582639382 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Empowering Women through Named Scholarships (3 Scholarships Total)	12/2/2014	\$10,000.00
Foster Siblings Reunited, Inc. 6101 Golden Landing Canton, GA 30114	263962409 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Camp To Belong - Georgia 2015 Summer Camp and Sibling Connection Events	12/2/2014	\$10,000.00
Georgia Agape Inc 3094 Mercer University Drive, Suite 200 Atlanta, GA 30341	581081723 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Georgia AGAPE Foster Care and Adoption Program	12/2/2014	\$5,000.00
Georgia Court Appointed Special Advocates, Inc. 1776 Peachtree Road NW Suite 219, South Tower Atlanta, GA 30309	581793382 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Program Expansion and Support Services Provided by Georgia CASA	12/2/2014	\$15,000.00
Georgia Justice Project, Inc. 438 Edgewood Avenue Atlanta, GA 30312	581917659 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	GJP Operating Support	12/2/2014	\$12,500.00
Girl Scouts of Greater Atlanta Inc. 5601 N. Allen Rd. Mableton, GA 30126	580566190 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Outreach Program for Low Income Girls	12/2/2014	\$10,000.00
Girls Incorporated of Greater Atlanta 1401 Peachtree Street Suite 500 Atlanta, GA 30309	581276804 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Girls Inc. University	12/2/2014	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Good Samaritan Health Center of Gwinnett Inc 3700 Club Drive Lawrenceville, GA 30044	270080400 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Convenient Access to Healthcare	12/2/2014	\$10,000.00
Hands On Atlanta, Inc. 600 Means Street NW, Suite 100 Atlanta, GA 30318	581861026 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Providing Snacks and Food Assistance for Low Income Children In Hands On Atlanta's School	12/2/2014	\$10,000.00
Heating Energy Assistance Team, Inc. 2167 Northlake Parkway, Suite 112 Tucker, GA 30084	311713867 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Keeping Georgians Warm	12/2/2014	\$5,000.00
Intown Collaborative Ministries P.O. Box 8808 Atlanta, GA 31106	270852084 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Intown Community Ministries' Homeless Program	12/2/2014	\$5,000.00
Jerusalem House, Inc. 17 Executive Park Drive NE, Suite 290 Atlanta, GA 30329	581829807 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Annual Operations for the Housing Programs and Capital Funding Request for the Capital Campaign of Jerusalem House	12/2/2014	\$5,000.00
Literacy Action, Inc. 100 Edgewood Ave, Suite 650 Atlanta, GA 30303	581053728 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Winter Semester Adult Literacy Classes	12/2/2014	\$15,000.00
Meals On Wheels Of Middle Georgia Inc P.O. Box 6333 Macon, GA 31208	237412434 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	The "Waiting One" project	12/2/2014	\$5,000.00
MedShare International 3240 Clifton Springs Rd. Decatur, GA 30034	582433968 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Georgia Safety-Net Clinic Expansion	12/2/2014	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Metropolitan Counseling Services Inc. 2801 Buford Highway NE Suite 470 Atlanta, GA 30329	582236480 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Client Assistance Fund (CAF)	12/2/2014	\$5,000.00
Midtown Assistance Center, Inc. 30 Porter Place Atlanta, Georgia 30308	581837117 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Homeless Prevention Program	12/2/2014	\$7,500.00
Murphy-Harpst Children's Centers (MHCC) 740 Fletcher Street Cedartown, GA 30125-3249	581543388 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School and Teenagers	Clinical Care and Treatment to Heal Severely Abused Children	12/2/2014	\$10,000.00
National Society to Prevent Blindness 739 West Peachtree Street NW, Suite 200 Atlanta, GA 30308	586050305 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Vision Outreach	12/2/2014	\$7,500.00
North Fulton Community Charities 11270 Elkins Road Roswell, Georgia 30076	581521088 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Case Management to Provide Emergency Assistance and Support to Low-Income North Fulton Families in Crisis	12/2/2014	\$10,000.00
Our House, Inc. P.O. Box 1304 Decatur, GA 30031-1304	581743333 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Early Childhood Education for Homeless Children	12/2/2014	\$7,500.00
Physicians Care Clinic Inc 2675 N. Decatur Road Decatur, GA 30333	582107579 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Chronic disease management for low-income and Publicly disadvantaged	12/2/2014	\$3,152.00
Project Open Hand-Atlanta Inc. 181 Armour Drive N.E. Atlanta, GA 30324	581816778 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Comprehensive Nutrition Care	12/2/2014	\$9,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Senior Connections Inc 5238 Peachtree Road Atlanta, Georgia 30341	581187876 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Emergency Meal Program	12/2/2014	\$25,000.00
Senior Services North Fulton Inc. 3060 Royal Boulevard South Suite 130 Alpharetta, GA 30022	581948370 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Meals On Wheels Expansion	12/2/2014	\$5,000.00
South Fulton Senior Services Inc. 3680-82 College Street College Park, GA 30337	581948408 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	The Healthy Aging Project	12/2/2014	\$2,500.00
Star C Corporation 1175 Peachtree Street Suite 760 Atlanta, Georgia 30361	471218629 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Willow Branch Wellness Program	12/2/2014	\$10,000.00
The Global Village Project P.O. Box 2200 Decatur, GA 30031-2200	264152199 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Global Village Project School for Refugee Young Women	12/2/2014	\$5,000.00
The Goshen Valley Foundation Inc. 387 Goshen Church Way Waleska, GA 30183	582361483 501(c)(3) FC03-Private Operating Foundation	North Georgia New Beginnings - Vocational Development Program	12/2/2014	\$10,000.00
The Posse Foundation, Inc. 101 Marietta Street, NW Suite 1040 Atlanta, GA 30303	133840394 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Posse Atlanta's College Access and Youth Leadership Development Program	12/2/2014	\$10,000.00
The Sheltering Arms 385 Centennial Olympic Park Drive NW Atlanta, GA 30313	580566236 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2014 Early Childhood Education Scholarship Fund	12/2/2014	\$10,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
The Study Hall, Inc. 1010 Crew St, SW Atlanta, GA 30315	581830316 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	After school program for children in the greater Peoplestown community	12/2/2014	\$15,000.00
The William Breman Jewish Home Inc 3150 Howell Mill Road, NW Atlanta, GA 30327	580610059 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Financial Assistance for Low-Income Residents of The Cohen Home	12/2/2014	\$7,500.00
Training And Counseling Center At Saint Lukes Inc 435 Peachtree St., NE Atlanta, GA 30308	581247134 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Counseling Program	12/2/2014	\$7,500.00
Truancy Intervention Project Georgia, Inc. Judge Romae T. Powell Juvenile Justice Center 395 Pryor Street SW, Suite 4122 Atlanta, GA 30312	582096728 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	12/2/2014	\$5,000.00
Wellspring Living Inc. 860 Johnson Ferry Road, Suite 140-331 Atlanta, GA 30342	582614182 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Empowered Living Academy & Independent Living Program	12/2/2014	\$15,000.00
Year Up, Inc. 730 Peachtree Street NE, Suite 900 Atlanta, GA 30308	043534407 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Stepping Up to Opportunity Campaign: Adding a Third Learning Community to the Year Up Atlanta Program (50% Increase In Program Capacity)	12/2/2014	\$15,000.00
Odyssey Family Counseling Center Corporation 1919 John Wesley Avenue College Park, GA 30337	581295404 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Mental health treatment for low income and disadvantaged	12/3/2014	\$5,000.00
Grand Totals (117 items)				\$1,213,652.00

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RTN OF UNUSED GRANT	15,000.	
FEE REBATES	24,058.	24,058.
E-TRACS ALERIAN MLP	28,923.	28,923.
PARTNERSHIP - INTEREST INCOME		16.
PARTNERSHIP - OTHER INCOME		54,767.
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TOTALS	67,981.	107,764.
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FORM 990PF, PART I - ACCOUNTING FEES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	8,361.	8,361.
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TOTALS	8,361.	8,361.
	=====	=====

FORM 990PF, PART I - TAXES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,945.	2,945.
FEDERAL ESTIMATES - PRINCIPAL	65,329.	
FOREIGN TAXES ON QUALIFIED FOR	9,387.	9,387.
FOREIGN TAXES ON NONQUALIFIED	1,203.	1,203.
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TOTALS	78,864.	13,535.
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TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART I - OTHER EXPENSES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
GRANT ADMIN FEES	57,065.			57,065.
ADR FEES	658.	658.		
PARTNERSHIP - OTHER DEDUCTIONS			7,991.	
TOTALS	57,723.	658.	7,991.	57,065.
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58-6026401

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

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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3134A4UM4 FED HOME LN MTG CORP		
3137EABS7 FED HOME LN MTG CORP		
31398AJ94 FED NATL MTG ASSN		
912828EE6 U S TREASURY NOTE		
912828FYI US TREASURY NOTE		
912828JZ4 US TREASURY NOTE		
912828MP2 US TREASURY NOTE		
912828MT4 US TREASURY NOTE		
912828JK7 US TREASURY NOTE		
31331XLG5 FED FARM CR BK		
3133XXYX9 FED HOME LN BK		
3133XSAE8 FED HOME LN BK		
3137EACM9 FED HOME LN MTG CORP		
3137EACA5 FED HOME LN MTG CORP		
3128MCLF0 FHLMC POOL #G13726	55,545.	54,418.
31398AE24 FED NATL MTG ASSN		
31398AZV7 FED NATL MTG ASSN		
912828DV9 U S TREASURY NOTE		
912828QE3 US TREASURY NOTE		
912828KY5 US TREASURY NOTE		
912828NN6 US TREASURY NOTE		
912828LJ7 US TREASURY NOTE		
912828RC6 US TREASURY NOTE		
912828RE2 US TREASURY NOTE		
912828PA2 US TREASURY NOTE		
912828RR3 US TREASURY NOTE		
912828MD9 US TREASURY NOTE		
3137EACH0 FED HOME LN MTG CORP		
3137EACV9 FED HOME LN MTG CORP	60,028.	60,708.

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58-6026401

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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3137EADB2 FED HOME LN MTG CORP		
912828FY1 U S TREASURY NOTE		
912828GH7 U S TREASURY NOTES		
912828LZ1 US TREASURY NOTE		
912828SF8 US TREASURY NOTE		
912828SV3 US TREASURY NOTE		
912828TJ9 US TREASURY NOTE		
912828TY6 US TREASURY NOTE		
3135G0CM3 FED NATL MTG ASSN		
3135G0GY3 FED NATL MTG ASSN		
912828RF9 US TREASURY NOTE	34,716.	33,953.
912828VS6 US TREASURY NOTE	25,301.	25,255.
3137EADF3 FED HOME LN MTG CORP	25,318.	25,224.
912828KQ2 US TREASURY NOTE		
912828NT3 US TREASURY NOTE	25,303.	25,185.
912828WJ5 US TREASURY NOTE	42,841.	42,641.
	36,702.	36,551.
	10,016.	10,302.
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TOTALS	315,770.	314,237.
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TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
04315J860 ARTIO GLOBAL FD#1525		
693390551 PIMCO TOT RTN FD II		
72369B406 PIONEER HI YLD #724		
922031737 VANGUARD FD #5119		
94985D582 WELLS FARGO FD #4705		
693391559 PIMCO EMERG MKT #137		
693390882 PIMCO FORGN FD #103		
364760108 GAP INC		
437076102 HOME DEPOT INC		
580135101 MCDONALDS CORP	11,031.	10,869.
654106103 NIKE INC CL B		
778296103 ROSS STORES INC		
92553P201 VIACOM INC NEW		
039483102 ARCHER DANIELS MID		
194162103 COLGATE PALMOLIVE CO		
370334104 GENERAL MILLS INC		
487836108 KELLOGG CO		
742718109 PROCTER & GAMBLE CO	27,031.	24,792.
166764100 CHEVRON CORP		
171798101 CIMAREX ENERGY CO		
20825C104 CONOCOPHILLIPS		
30231G102 EXXON MOBIL CORPORAT	12,520.	11,094.
674599105 OCCIDENTAL PETE CORP		
678026105 OIL STATES INTERNATL		
001055102 AFLAC INC		
025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC		
171232101 CHUBB CORP		
46625H100 JPMORGAN CHASE & CO	34,129.	40,489.

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
693475105 PNC FINANCIAL SVCS		
91529Y106 UNUM GROUP		
031162100 AMGEN INC		
110122108 BRISTOL MYERS SQUIBB		
14149Y108 CARDINAL HEALTH INC		
478160104 JOHNSON & JOHNSON	29,416.	33,567.
58155Q103 MCKESSON CORP	24,857.	37,364.
58405U102 MEDCO HEALTH SOLUT		
58933Y105 MERCK & CO INC NEW	19,765.	19,081.
790849103 ST JUDE MED INC		
91324P102 UNITEDHEALTH GROUP I		
291011104 EMERSON ELECTRIC CO	33,960.	46,805.
34354P105 FLOWERVE CORP		
369604103 GENERAL ELECTRIC CO		
502424104 L-3 COMMUNICATIONS		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO		
055921100 BMC SOFTWARE INC		
17275R102 CISCO SYSTEMS INC	51,845.	62,890.
428236103 HEWLETT PACKARD CO		
458140100 INTEL CORP		
459200101 INTERNATIONAL BUSINE		
594918104 MICROSOFT CORP	17,748.	15,402.
68389X105 ORACLE CORPORATION	42,617.	54,439.
74005P104 PRAXAIR INC COM	21,405.	27,971.
81211K100 SEALED AIR CORP		
00206R102 AT & T INC		
156700106 CENTURYLINK, INC		
H0023R105 ACE LIMITED		

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58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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G02602103 AMDOCS LIMITED		
H5833N103 NOBLE CORP		
H8912P106 TYCO ELECTRONICS		
68380Y409 OPPENHEIMER COM STR		
780905451 ROYCE PREMIER FUND W		
74972H614 RS VALUE FUND CL Y 1		
784924425 SSGA EMERG MKT #1510		
87234N849 TCW SMALL CAP GROWTH		
949915367 WELLS FARGO ADV ENTE		
94984B348 WELLS FARGO ADV INTL		
04315J837 ARTIO INTERNATIONAL		
411511306 HARBOR INTERNATIONAL F		
WELLSFARGO MULTI-STR 100 HEDGE		
GRAHAM ALTER INV FD II BLENDED		
GRAHAM ALTER INV FD II SYSTEM		
RICI LINKED PAM TOTAL INDEX		
ENDOWMENT TEI FUND LP		
CB RICHARD ELLIS REALTY TRUST		
44980Q518 ING INTERNATIONAL RE		
44981V706 ING REAL ESTATE FUND		
722005667 PIMCO COMMODITY REAL		
779919109 TROWE RE FD #122		
037833100 APPLE INC	48,236.	75,721.
04351G101 ASCENA RETAIL GROUP		
057224107 BAKER HUGHES INC COM		
191216100 COCA COLA CO		
20030N101 COMCAST CORP CLASS A	30,690.	38,635.
45865V100 INTERCONTINENTALEXCH		
50075N104 KRAFT FOODS INC		

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
583334107 MEADWESTVACO CORP		
683974505 OPPENHEIMER DEVELOPI		
744573106 PUBLIC SVC ENTERPRIS	8,338.	10,518.
747525103 QUALCOMM INC		
887389104 TIMKEN CO		
94975P751 WELLS FARGO ADV EMG		
G1151C101 ACCENTURE PLC		
H84989104 TE CONNECTIVITY LTD		
H89128104 TYCO INTERNATIONAL L		
008252108 AFFILIATED MANAGERS	26,788.	30,138.
03524A108 ANHEUSER-BUSCH INBEV	26,984.	30,326.
037411105 APACHE CORP	29,489.	22,937.
126650100 CVS HEALTH CORPORATI	25,979.	42,087.
14040H105 CAPITAL ONE FINANCIA		
150870103 CELANESE CORP	29,812.	31,479.
278865100 ECOLAB INC		
375558103 GILEAD SCIENCES INC	15,770.	23,659.
38141G104 GOLDMAN SACHS GROUP	18,981.	23,453.
438516106 HONEYWELL INTERNATIO		
50076Q106 KRAFT FOODS GROUP IN		
609207105 MONDELEZ INTERNATION		
637071101 NATIONAL OILWELL INC		
806857108 SCHLUMBERGER LTD	35,099.	31,651.
902973304 US BANCORP DEL NEW	42,252.	38,691.
907818108 UNION PACIFIC CORP	25,429.	30,836.
983134107 WYNN RESORTS LTD	33,095.	49,558.
007974108 ADVENT SOFTWARE INC		
012653101 ALBEMARLE CORP COM		
014491104 ALEXANDER & BALDWIN		

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58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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017175100 ALLEGHANY CORP DEL N		
024013104 AMERICAN ASSETS TRUS		
024835100 AMERICAN CAMPUS CMNT		
02553E106 AMERICAN EAGLE OUTFI		
03027X100 AMERICAN TOWER CORP		
050095108 ATWOOD OCEANICS INC	34,991.	44,769.
053484101 AVALONBAY CMNTYS INC	41,562.	50,704.
101121101 BOSTON PROPERTIES IN		
112585104 BROOKFIELD ASSET MAN		
126804301 CABELAS INC		
133131102 CAMDEN PPTY TR SH BE	27,106.	30,570.
198516106 COLUMBIA SPORTSWEAR		
22002T108 CORPORATE OFFICE PRO		
22025Y407 CORRECTIONS CORP OF		
253868103 DIGITAL RLTY TR INC		
26613Q106 DUPONT FABROS TECHNO	8,825.	12,000.
277276101 EASTGROUP PPTYS INC		
278265103 EATON VANCE CORP COM		
29266R108 ENERGIZER HOLDINGS I		
29476L107 EQUITY RESIDENTIAL P	27,664.	36,064.
297178105 ESSEX PPTY TR COM	45,176.	60,327.
313747206 FEDERAL RLTY INVT TR	18,274.	23,756.
32054K103 FIRST INDL RLTY TR I	26,444.	32,341.
370023103 GENERAL GROWTH PROPE	37,592.	51,225.
379302102 GLIMCHER RLTY TR COM		
40414L109 HCP INC	10,553.	12,593.
41902R103 HATTERAS FINANCIAL C		
421946104 HEALTHCARE RLTY TR C		
42217K106 HEALTH CARE REIT INC	39,363.	51,002.

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
44107P104 HOST HOTELS & RESORT		
483548103 KAMAN CORPCOMMON	40,978.	52,698.
49427F108 KILROY REALTY CORP C		
49455U100 KINDER MORGAN MGMT L	20,596.	27,559.
50077C106 KRATON PERFORMANCE P		
55262C100 MBIA INC		
554382101 MACERICH CO COM		
573284106 MARTIN MARIETTA MATL		
57686G105 MATSON INC.		
594793101 MICREL INC COM		
605203108 MISSION WEST PPTYS I		
651587107 NEWMARKET CORP		
67018T105 NU SKIN ENTERPRISES		
679580100 OLD DOMINION FREIGHT		
681936100 OMEGA HEALTHCARE INV		
69360J107 PS BUSINESS PARKS IN		
741511109 PRICESMART INC		
74340W103 PROLOGIS INC	47,595.	53,486.
74460D109 PUBLIC STORAGE INC C	36,061.	43,440.
754907103 RAYONIER INC COM		
767744105 RITCHIE BROS AUCTION	41,964.	55,106.
78440X101 SL GREEN REALTY CORP		
817565104 SERVICE CORP INTL	115,254.	142,046.
828806109 SIMON PROPERTY GROUP		
84610H108 SOVRAN SELF STORAGE	13,158.	18,879.
86272T106 STRATEGIC HOTELS & R		
864159108 STURM RUGER & CO INC		
875465106 TANGER FACTORY OUTLE		
876664103 TAUBMAN CTRS INC COM	18,346.	21,092.

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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879080109 TEJON RANCH CO		
88033G407 TENET HEALTHCARE COR		
894650100 TREDEGAR CORPORATION		
917286205 URSTADT BIDDLE PPTYS		
92046N102 VALUECLICK INC		
92276F100 VENTAS INC COM	48,765.	56,141.
929042109 VORNADO REALTY TRUST	38,572.	52,028.
962166104 WEYERHAEUSER CO		
981475106 WORLD FUEL SERVICES		
G62185106 MONTPELIER RE HOLDIN		
G9618E107 WHITE MTNS INS GROUP		
018804104 ALLIANT TECHSYSTEMS		
032095101 AMPHENOL CORP CL A		
03748R101 APARTMENT INVT & MGM		
04314H709 ARTISAN MID CAP VALU	26,523.	36,407.
046353108 ASTRAZENECA PLC ADR	750,000.	697,885.
05523R107 BAE SYSTEMS PLC - AD	7,314.	9,994.
055262505 BASF AKTIENGESELLSCH		
05545E209 BHP BILLITON PLC ADR	24,824.	21,181.
05564E106 BRE PPTYS INC CL A 1		
05946K101 BANCO BILBAO VIZCAYA		
063671101 BANK MONTREAL QUE CO		
064149107 BANK N S HALIFAX		
071813109 BAXTER INTL INC		
084670702 BERKSHIRE HATHAWAY I	9,688.	10,169.
088606108 BHP BILLITON LIMITED	17,090.	17,965.
097023105 BOEING CO	15,804.	15,583.
110448107 BRITISH AMERICAN TOB	26,552.	27,704.
112463104 BROOKDALE SR LIVING	40,335.	52,252.
	9,302.	6,341.
	36,726.	40,164.
	23,161.	24,152.
	7,426.	10,121.

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
115637209 BROWN FORMAN CORP CL		
12572Q105 CME GROUP INC	28,901.	34,396.
143130102 CARMAX INC		
157842105 CHAMBERS STREET PROP		
172908105 CINTAS CORP		
189754104 COACH INC	17,554.	21,849.
229663109 CUBESMART	38,880.	40,944.
231021106 CUMMINS INC.	19,827.	22,748.
23317H102 DDR CORP		
243537107 DECKERS OUTDOOR CORP	10,533.	9,785.
251542106 DEUTSCHE BOERSE AG A	34,271.	31,147.
25243Q205 DIAGEO PLC - ADR	30,303.	43,893.
254687106 WALT DISNEY CO	1,255,000.	1,263,583.
256206103 DODGE & COX INT'L ST		
256746108 DOLLAR TREE INC		
25746U109 DOMINION RES INC VA	13,483.	16,534.
264411505 DUKE REALTY CORPORAT	15,524.	19,574.
26441C204 DUKE ENERGY HOLDING	8,956.	11,278.
26852M105 EII INTERNATIONAL PR		
268648102 E M C CORP MASS	23,949.	27,777.
26874R108 ENI SPA - ADR	13,253.	9,914.
26884U109 EPR PROPERTIES	18,911.	21,669.
294752100 EQUITY ONE INC	12,796.	14,607.
30225T102 EXTRA SPACE STORAGE	18,950.	25,919.
37733W105 GLAXOSMITHKLINE PLC	16,170.	13,677.
38259P508 GOOGLE INC		
404280406 HSBC - ADR	55,753.	48,552.
413838202 OAKMARK INTERNATIONAL	1,225,000.	1,094,974.
413875105 HARRIS CORP DEL	10,646.	12,640.

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
418056107 HASBRO INC		
427866108 THE HERSHEY COMPANY		
464287200 ISHARES CORE S & P 5	1,150,187.	1,322,313.
465717106 ITOCHU CORP-UNSPONSO		
478366107 JOHNSON CONTROLS INC	23,731.	27,409.
48020Q107 JONES LANG LASALLE I	10,147.	16,192.
4812A2389 JPMORGAN U.S. L/C CO	1,373,050.	1,572,783.
492051305 KEPPEL LTD ADR		
494368103 KIMBERLY CLARK CORP	8,791.	10,976.
500472303 PHILIPS ELECTRONICS	22,141.	19,488.
517834107 LAS VEGAS SANDS CORP	42,076.	38,037.
517942108 LASALLE HOTEL PROPER		
532457108 ELI LILLY & CO COM	10,275.	13,936.
539830109 LOCKHEED MARTIN CORP	11,941.	18,679.
544147101 LORILLARD INC		
55261F104 M & T BANK CORPORATI		
55345K103 MRC GLOBAL INC		
58463J304 MEDICAL PPTYS TR INC	14,538.	12,664.
59410T106 MICHELIN (CGDE) ADR	11,432.	23,729.
611740101 MONSTER BEVERAGE COR	11,284.	12,648.
636274300 NATIONAL GRID PLC AD	50,718.	53,837.
641069406 NESTLE S.A. REGISTER		
654744408 NISSAN MOTOR CO., LT		
66987V109 NOVARTIS AG - ADR	22,231.	25,574.
680665205 OLIN CORP 1 COM & 1		
69351T106 PPL CORPORATION	9,448.	11,371.
704326107 PAYCHEX INC		
70509V100 PEBBLEBROOK HOTEL TR	23,551.	36,139.
709102107 PENNSYLVANIA REAL ES		

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
717081103 PFIZER INC	29,796.	31,399.
718172109 PHILIP MORRIS INTERN	23,993.	22,562.
74435K204 PRUDENTIAL PLC - ADR	19,184.	22,900.
751452202 RAMCO-GERSHENSON PPT		
756255204 RECKITT BENCKIS/S AD	18,520.	21,193.
76131V202 RETAIL PROPERTIES OF		
771195104 ROCHE HOLDINGS LTD -	20,698.	22,127.
77954Q106 T ROWE PRICE BLUE CH	1,225,000.	1,413,625.
780259206 ROYAL DUTCH SHELL PL	28,649.	28,989.
80105N105 SANOFI-ADR	15,304.	13,273.
804395101 SAUL CTRS INC COM	12,769.	15,498.
81721M109 SENIOR HOUSING PROP		
826197501 SIEMENS AG - SPONSOR	20,103.	17,584.
82929R304 SINGAPORE TELECOMMUN	13,314.	12,992.
86562M209 SUMITOMO TRUST AND B	16,144.	11,852.
867892101 SUNSTONE HOTEL INVS	17,860.	21,826.
872540109 TJX COS INC NEW	25,723.	30,998.
87612E106 TARGET CORP	27,497.	31,806.
87944W105 TELENOR ASA - ADR	11,554.	9,929.
87960M205 TELIASONERA AB-UNSP0		
87969N204 TELSTRA CORP-ADR	11,354.	11,817.
88023U101 TEMPUR SEALY INTERNA		
883556102 THERMO FISHER SCIENT	19,672.	25,684.
89151E109 TOTAL S.A. - ADR	47,007.	41,062.
89155H256 TOUCHSTONE SMALL CAP	645,000.	621,531.
902641646 E-TRACS ALERIAN MLP	616,067.	637,501.
904784709 UNILEVER N.V. - ADR	18,451.	18,973.
911312106 UNITED PARCEL SERVIC	20,557.	25,347.
92343V104 VERIZON COMMUNICATIO	11,210.	11,180.

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
929160109 VULCAN MATERIALS COM	885,000.	840,890.
936793884 WASATCH EMERGING MKT		
963320106 WHIRLPOOL CORP	14,667.	17,472.
989825104 ZURICH INSURANCE GRO	40,995.	40,436.
G29183103 EATON CORP PLC	10,129.	9,783.
02917T104 AMERICAN REALTY CAPI	1,100,000.	1,099,932.
04314H600 ARTISAN MID CAP FUND	19,126.	21,811.
09247X101 BLACKROCK INC	2,305.	2,622.
124830100 CBL & ASSOC PPTYS IN	31,497.	34,198.
172967424 CITIGROUP INC.	9,130.	10,501.
28140H203 EDUCATION REALTY TRU	1,646.	2,058.
36162J106 GEO GROUP INC/THE	33,625.	35,795.
38259P706 GOOGLE INC-CL C		578.
45579E105 INVIVIOR PLC-SPON AD	14,209.	13,361.
502441306 LVMH MOET HENNESSY U	280,000.	278,284.
64128R608 NEUBERGER BERMAN LON	1,595,000.	1,483,422.
683974604 OPPENHEIMER DEVELOPI	14,315.	14,389.
69924R108 PARAMOUNT GROUP INC	275,000.	270,318.
74255L696 PRINCIPAL GL MULT ST	700,000.	730,011.
74925K581 ROBECO BP LNG/SHRT R	9,532.	8,245.
767204100 RIO TINTO PLC - ADR	6,128.	6,677.
862121100 STORE CAPITAL CORP	13,404.	15,901.
866674104 SUN CMNTYS INC COM	18,178.	18,822.
892331307 TOYOTA MOTOR CORPORA	990,000.	901,283.
92914A810 VOYA INTL RL EST FD	7,336.	6,716.
939647103 WASHINGTON PRIME GRO	550,000.	595,465.
949921571 WFA SMALL COMPANY GR	17,896.	14,211.
N53745100 LYONDELLBASELL INDU-		

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

TOTALS

17,675,595.
=====

18,358,260.
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TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
04315J860 ARTIO GLOBAL HIGH IN		
693390882 PIMCO FOREIGN BD FD		
693391559 PIMCO EMERG MKTS BD-	416,421.	428,701.
72201F516 PIMCO EMERGING LOCAL		
72369B406 PIONEER HIGH YIELD F		
922031737 VANGUARD INFLAT-PROT		
94985D582 WELLS FARGO ADV INTL		
00206RAM4 AT&T INC		
20825CAT1 CONOCOPHILLIPS		
36962G2G8 GENERAL ELEC CAP COR		
46625HCE8 JP MORGAN CHASE & CO		
717081DA8 PFIZER INC		
92343VBD5 VERIZON COMMUNICATIO		
002824AT7 ABBOTT LABORATORIES		
0258M0DA4 AMERICAN EXPRESS CO	30,670.	30,463.
031162BF6 AMGEN INC		
00206RAY8 AT&T INC		
06051GEA3 BANK OF AMERICA CORP		
06406HBY4 BANK OF NEW YORK MEL		
084670AV0 BERKSHIRE HATHAWAY		
097023AT2 BOEING CO		
14912L4F5 CATERPILLAR FINANCIA		
17275RAC6 CISCO SYSTEMS INC	40,783.	36,926.
172967EQ0 CITIGROUP INC		
20030NAG6 COMCAST CORP		
2254C0TC1 CREDIT SUISSE NEW YO		
126650BH2 CVS CAREMARK CORP	10,402.	9,933.
25156PAF0 DEUTSCHE TELEKOM		
25470DABS DISCOVERY COMMUNICAT		

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
260543CC5 DOW CHEMICAL CO/THE	30,377.	32,074.
36962G3U6 GENERAL ELEC CAP COR		
38141GGQ1 GOLDMAN SACHS GROUP		
437076AR3 HOME DEPOT INC	25,459.	25,471.
459200GX3 IBM CORP	21,264.	20,556.
46625HDF4 JP MORGAN CHASE & CO	26,541.	25,111.
585055AR7 MEDTRONIC INC	35,081.	40,178.
61747WAF6 MORGAN STANLEY		
652482BG4 NEWS AMER INC		
10138MAH8 PEPSI BOTTLING GROUP		
767201Q9 RIO TINTO FIN USA LTD	26,062.	25,670.
78008K5V1 ROYAL BANK OF CANADA		
883556BA9 THERMO FISHER SCIENT		
88732JAH1 TIME WARNER CABLE IN		
89233P5E2 TOYOTA MOTOR CREDIT		
904764AJ6 UNILEVER CAPITAL COR		
931142CU5 WAL-MART STORES INC		
913017BR9 UNITED TECHNOLOGIES		
25470DAB5 DISCOVERY COMMUNICAT		
35671DAU9 FREEPORT-MCMORAN C	19,949.	18,902.
38141GFM1 GOLDMAN SACHS GROUP		
40414LAG4 HCP INC		
767201AQ9 RIO TINTO FIN USA LT		
913017BV0 UNITED TECHNOLOGIES		
042735BB5 ARROW ELECTRONICS IN		
044820504 ASHMORE EMERG MKTS C	448,530.	396,013.
05531FAN3 BB&T CORPORATION	29,849.	30,198.
06739FGF2 BARCLAYS BANK PLC	45,003.	42,624.
172967GG0 CITIGROUP INC		

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STATEMENT 21

58-6026401

TR U/W CHARLES I BRANAN

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	-----	----
205887BQ4 CONAGRA FOODS INC	15,110.	14,900.
25179MAP8 DEVON ENERGY CORPORA	35,198.	34,383.
277911491 EATON VANCE FLOATING	957,692.	927,599.
30219GAF5 EXPRESS SCRIPTS HOLD	26,560.	26,033.
315920702 FID ADV EMER MKTS IN	400,000.	365,073.
4812C0803 JPMORGAN HIGH YIELD	666,115.	631,188.
487836BE7 KELLOGG CO		
693390791 PIMCO LOW DURATION I	25,920.	25,074.
693476BH5 PNC FUNDING CORP	611,065.	579,869.
74253Q416 PRINCIPAL PREFERRED	23,172.	22,498.
031162AZ3 AMGEN INC	28,908.	28,465.
06051GEC9 BANK OF AMERICA CORP	28,599.	27,973.
084664BE0 BERKSHIRE HATHAWAY	28,464.	27,954.
166751AJ6 CHEVRON CORP	275,000.	235,687.
261980494 DREYFUS EMG MKT DEBT	800,000.	775,083.
262028855 DRIEHAUS ACTIVE INCO	33,584.	33,814.
36962G5J9 GENERAL ELEC CAP COR	16,120.	15,683.
40429CFN7 HSBC FINANCE CORP	25,518.	25,228.
406216BD2 HALLIBURTON COMPANY	16,297.	15,830.
437076AP7 HOME DEPOT INC	17,269.	16,560.
494550AY2 KINDER MORGAN ENER	22,230.	21,481.
87612EAN6 TARGET CORP	11,199.	11,042.
92343VBR4 VERIZON COMMUNICATIO		
TOTALS		-----
		5,270,411.
		=====
		5,024,237.
		=====

TR U/W CHARLES I BRANAN

58-6026401

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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123998007 CHAMBERS STREET PROP	C		
29299D444 THE ENDOWMENT TEI FU	C		
70299RF16 PARTNERS GROUP PRIV	C	800,000.	1,030,923.
961997061 ASGI MESIROW INSIGHT	C		
GRA994205 GRAHAM ALT INV FD II	C		
GRA994403 GRAHAM ALT INV FD II	C		
GTY995004 GAI AGILITY INCOME F	C	1,216,235.	1,292,834.
MRE991002 METRO REAL ESTATE PA	C		
RCI991006 RICI LINKED PAM TOTA	C		
04315J860 ARTIO GLOBAL HIGH IN	C		
72369B406 PIONEER HIGH YIELD F	C		
922031737 VANGUARD INFLAT-PROT	C		
72201F516 PIMCO EMERGING LOCAL	C		
693391559 PIMCO EMERG MKTS BD-	C		
693390882 PIMCO FOREIGN BD FD	C		
94985D582 WELLS FARGO ADVTG	C		
ASGI AGILITY INCOME FUND	C		
ASGI AGILITY INCOME FUND	C		
G1151C101 ACCENTURE PLC	C		
H0023R105 ACE LIMITED	C		
H84989104 TE CONNECTIVITY LTD	C		
H89128104 TYCO INTERNATIONAL	C		
68380Y409 OPPENHEIMER COMMODIT	C		
780905451 ROYCE PREMIER FUND	C		
74972H614 RS VALUE FUND	C		
87234N849 TWC SMALL CAP GRWTH	C		
949915367 WELLS FARGO ADVTG	C		
94984B348 WELLS FARGO ADVTG	C		
04315J837 ARTIO INTERNATIONAL	C		

58-6026401

[illegible]

DESCRIPTION-----

411511306 HARBOR INTERNATIONAL
683974505 OPPENHEIMER DEVELOPI
94975P751 WELLS FARGO ADVTG
ASGI MESIROW INSIGHT TEI FUND
GRAHAM ALTERNATIVE INVESTMENT
GRAHAM ALTERNATIVE INVESTMENT
METROPOLITAN RE PARTNERS INTER
PARTNERS GROUP PRIVATE EQUITY
THE ENDOWMENT TEI FUND LP
CB RICHARD ELLIS REALTY TRUST
44980Q518 ING INTERNATIONAL RE
44981V706 ING RE FUNDN CLASS-I
722005667 PIMCO COMMODITY RTN
RICI LINKED PAM TOTAL INDEX SE
779919109 T ROWE PRICE RE FUND
007989577 ADVISORS SER TR PIA
07387BEB5 BEAR STEARNS COML MT
961995008 ASGI MESIROW INSIGHT
879080133 TEJON RANCH CO
AMX9999HB6 ALPHAMETRIX MGD FUT
GTA994003 GAI AURORA OPPORTUNI
MRE991010 METRO REAL ESTATE PA
SKY990RF9 SKYBRIDGE MULTI-ADVI

TOTALS

COST/ FMV C OR F	

ENDING	ENDING
FMV	BOOK VALUE
---	-----

53,662.	50,270.
317,050.	316,087.
125,375.	116,951.
259,100.	276,782.

2,771,422.	3,083,847.
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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	14,337.
MUTUAL FUND FACTORING ADJUSTMENTS	1,891.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	3,274.
DISALLOWED WASH SALES	366.
SALES WITH GAIN POSTING THIS YEAR EFFECTIVE PRIOR YEAR	22,589.
SALES WITH LOSS POSTING NEXT YEAR EFFECTIVE CURRENT	13,660.
ROUNDING	3.

TOTAL	56,120.
	=====

TR U/W CHARLES I BRANAN

58-6026401

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

DESCRIPTION	AMOUNT
-----	-----
MUTUAL FUND POSTING DATE AFTER TYE	71,875.
ROC BASIS ADJUSTMENT	605.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	426.
SALES WITH GAIN POSTING NEXT TAX YEAR EFFECTIVE CURRENT	70.
SALES-LOSS POSTING THIS YEAR EFF NEXT YR	55,518.

TOTAL	128,494.
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STATEMENT 26