Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

ENVELOPE POSTMARK DATE MAY 08 2015

Name of foundation: ROBERT LEE AND THOMAS M CHASTAIN	**A** Employer identification number: 59-6171294
Number and street (or P O box number if mail is not delivered to street address): Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 — Room/suite:	**B** Telephone number (see instructions): (888) 730-4933
City or town: Winston Salem — State: NC — ZIP code: 27101-3818	
Foreign country name — Foreign province/state/county — Foreign postal code	**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)* ▶ $ 3,828,444 — **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				
	4	Dividends and interest from securities	96,105	94,636		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	215,405			
	b	Gross sales price for all assets on line 6a 636,346				
	7	Capital gain net income (from Part IV, line 2)		215,405		
	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)	3,131	3,131		
	12	**Total.** Add lines 1 through 11	314,641	313,172	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	35,116	26,337		8,779
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	660			660
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,909	1,936		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	16	16		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,701	28,289	0	9,439
	25	Contributions, gifts, grants paid	162,937			162,937
	26	**Total expenses and disbursements.** Add lines 24 and 25	205,638	28,289	0	172,376
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	109,003			
	b	**Net investment income** (if negative, enter -0-)		284,883		
	c	**Adjusted net income** (if negative, enter -0-)			0	

SCANNED MAY 14 2015

For Paperwork Reduction Act Notice, see instructions.
HTA

P16

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	209	4,339	4,339
	2	Savings and temporary cash investments	111,887	95,163	95,163
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less· accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,150,525	3,268,919	3,728,944
	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)	3,262,621	3,368,421	3,828,446
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	3,262,621	3,368,421	
	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)	3,262,621	3,368,421	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,262,621	3,368,421	

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	3,262,621
2	Enter amount from Part I, line 27a	2	109,003
3	Other increases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Additions	3	3,394
4	Add lines 1, 2, and 3	4	3,375,018
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	6,597
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,368,421

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 215,405

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 **3** 0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	181,711	3,727,109	0.048754
2012	210,095	3,557,932	0.059050
2011	209,701	3,636,034	0.057673
2010	166,340	3,475,837	0.047856
2009	122,000	3,159,398	0.038615

2	**Total** of line 1, column (d)	2	0.251948
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 050390
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,860,663
5	Multiply line 4 by line 3	5	194,539
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,849
7	Add lines 5 and 6	7	197,388
8	Enter qualifying distributions from Part XII, line 4	8	172,376

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,698
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,698
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	5,698
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 3,084		
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	3,084
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	2,614
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ — **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	Trustee 4 00	35,116		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,852,582
b	Average of monthly cash balances	1b	66,873
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,919,455
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	3,919,455
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	58,792
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,860,663
6	**Minimum investment return.** Enter 5% of line 5	6	193,033

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	193,033
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,698		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,698
3	Distributable amount before adjustments Subtract line 2c from line 1			3	187,335
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	187,335
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	187,335

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	172,376
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	172,376
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	172,376

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				187,335
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			0	
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 — 30,797				
d	From 2012 — 34,588				
e	From 2013				
f	**Total** of lines 3a through e	65,385			
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 172,376				
a	Applied to 2013, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2014 distributable amount				172,376
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).)*	14,959			14,959
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	50,426			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0
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	50,426			
10	Analysis of line 9				
a	Excess from 2010				
b	Excess from 2011 — 15,838				
c	Excess from 2012 — 34,588				
d	Excess from 2013				
e	Excess from 2014				

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

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

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . . . ▶ **3a**				162,937
b *Approved for future payment*				
NONE				
Total . . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	96,105	
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	215,405	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a OTHER INCOME			01	3,131	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		314,641	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 314,641

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

SVP Wells Fargo Bank N.A. | 4/20/2015 | SVP Wells Fargo Bank N A

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4/20/2015		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name					
HOPE RURAL SCHOOL INC					
Street					
15929 SW 150TH ST					
City		**State**	**Zip Code**	**Foreign Country**	
INDIANTOWN		FL	34956		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENRAL OPERATING SUPPORT					5,000

Name					
THE PRINTING PAD, INC					
Street					
1903 SOUTH CONGRESS AVE					
City		**State**	**Zip Code**	**Foreign Country**	
BOYNTON BEACH		FL	33426		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
REIMBURSEMENT					287

Name					
PALM BEACH DRAMA WORKS					
Street					
322 BANYAN BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH		FL	33401		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					7,500

Name					
MEALS ON WHEELS OF THE PALM BEACHES					
Street					
1300 S OLIVE AVE					
City		**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH		FL	33401		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					6,500

Name					
EASTER SEALS OF FLORIDA					
Street					
2010 MIZELL AVE					
City		**State**	**Zip Code**	**Foreign Country**	
WINTER PARK		FL	32792		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					10,775

Name					
HOMELESS COALITION OF PALM BEACH COUNTY					
Street					
2100 PALM BEACH LAKES BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
PALM BEACH		FL	33409		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					6,875

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
PINE JOB ENVIRONMENTAL EDUCATION CENTER	301 CHILEAN AVE	PALM BEACH	FL	33480		NONE	PC	GENERAL SUPPORT GRANT	25,000
THE KRAVIS CENTER	403 S SAPODINA AVE #416	WEST PALM BEACH	FL	33401		NONE	PC	GENERAL SUPPORT GRANT	30,050
BEST FOOT FORWARD FOUNDATION	9775 SW 40TH TERRACE	OCALA	FL	34476		NONE	PC	GENERAL SUPPORT GRANT	5,000
AID TO VICTIMS OF DOMESTIC ABUSE INC	P O BOX 6161	DELRAY BEACH	FL	33482		NONE	PC	GENERAL SUPPORT GRANT	3,000
EDUCATION FOUNDATION OF PALM BEACH COUNTY	3300 FOREST HILL BLVD	WEST PALM BEACH	FL	33406		NONE	PC	GENERAL SUPPORT GRANT	13,375
CARIDAD CENTER	W BOYNTON BEACH BLVD	BOYNTON BEACH	FL	33472		NONE	PC	GENERAL SUPPORT GRANT	3,000

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

Recipient(s) paid during the year

Name
MOUNTS BOTANICAL GARDEN
Street
531 N MILITARY TRAIL

City	State	Zip Code	Foreign Country
WEST PALM BEACH	FL	33415	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
THE LORD'S PLACE
Street
PO BOX 3265

City	State	Zip Code	Foreign Country
WEST PALM BEACH	FL	33402	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
BOCA BALLET THEATRE COMPANY
Street
7630 NW 6TH AVE

City	State	Zip Code	Foreign Country
BOCA RATON	FL	33487	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,200

Name
LIGHTHOUSE FOR THE BLIND OF PALM BEACHES, INC
Street
1710 TIFFANY DR E

City	State	Zip Code	Foreign Country
WEST PALM BEACH	FL	33407	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	5,000

Name
THE ARMORY ART CENTER INC
Street
1700 PARKER AVE

City	State	Zip Code	Foreign Country
WEST PALM BEACH	FL	33401	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	6,875

Name
WOMEN OF TOMORROW MENTOR AND SCHOLARSHIP PROGRAM
Street
22 EAST FLAGLER STREET

City	State	Zip Code	Foreign Country
MIAMI	FL	33131	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	6,500

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

Recipient(s) paid during the year

Name				
PRESERVATION FDN OF PALM SPRINGS INC				
Street				
1775 EAST PALM CANYON DRIVE				
City	**State**	**Zip Code**	**Foreign Country**	
PALM SPRINGS	FL	92264		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
THE HARID CONSERVATORY				
Street				
2285 POTAMAC RD				
City	**State**	**Zip Code**	**Foreign Country**	
BOCA RATON	FL	33431		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				10,000

Name				
WEST PALM BEACH LIBRARY FOUNDATION				
Street				
PO BOX 115				
City	**State**	**Zip Code**	**Foreign Country**	
WEST PALM BEACH	FL	33402		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,000

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

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

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

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

	Amount
Long Term CG Distributions	62,926
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	636,346	420,941	215,405
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	AQR MANAGED FUTURES ST	00203H859			4/20/2012		5/1/2014	42,000	40,000				0	2,000
2	X	CAPITAL ONE FINANCIAL COF	14040H105			12/13/2010		3/26/2014	25,611	14,400				0	11,211
3	X	CHEVRON CORP	166764100			11/19/2008		11/24/2014	8,810	5,462				0	3,348
4	X	CHEVRON CORP	166764100			7/25/2008		11/24/2014	8,810	6,190				0	2,620
5	X	CHEVRON CORP	166764100			6/19/2013		11/24/2014	8,810	9,076				0	-266
6	X	COACH INC	189754104			1/16/2013		6/30/2014	6,837	12,250				0	-5,413
7	X	COCA COLA CO	191216100			12/13/2010		6/11/2014	10,822	8,597				0	2,225
8	X	COCA COLA CO	191216100			12/13/2010		8/7/2014	6,119	5,028				0	1,091
9	X	WALT DISNEY CO	254687106			12/19/2012		9/29/2014	6,216	3,510				0	2,706
10	X	EII INTERNATIONAL PROPER	26852M105			12/17/2010		8/14/2014	30,496	27,709				0	2,787
11	X	EII INTERNATIONAL PROPER	26852M105			12/17/2010		8/15/2014	30,619	27,709				0	2,910
12	X	EII INTERNATIONAL PROPER	26852M105			12/17/2010		8/18/2014	30,449	27,709				0	2,740
13	X	EII INTERNATIONAL PROPER	26852M105			12/17/2010		8/19/2014	30,664	27,735				0	2,929
14	X	EATON VANCE GLOBAL MAC	277923728			12/17/2010		5/1/2014	36,335	38,912				0	-2,577
15	X	EATON VANCE GLOBAL MAC	277923728			1/4/2011		5/1/2014	22,665	24,321				0	-1,656
16	X	ECOLAB INC	278865100			12/22/2011		6/11/2014	10,933	5,635				0	5,298
17	X	ECOLAB INC	278865100			12/22/2011		12/12/2014	13,913	7,607				0	6,306
18	X	GENERAL ELECTRIC CO	369604103			6/8/2010		2/12/2014	19,140	11,505				0	7,635
19	X	GILEAD SCIENCES INC	375558103			10/17/2011		9/29/2014	23,144	4,275				0	18,869
20	X	GILEAD SCIENCES INC	375558103			10/17/2011		12/12/2014	21,622	4,076				0	17,546
21	X	GOOGLE INC	38259P508			1/16/2013		6/30/2014	8,782	5,376				0	3,406
22	X	GOOGLE INC	38259P508			1/16/2013		12/12/2014	7,881	5,376				0	2,505
23	X	HOME DEPOT INC	437076102			4/2/2009		2/12/2014	10,756	3,497				0	7,259
24	X	HOME DEPOT INC	437076102			4/2/2009		12/12/2014	26,116	6,495				0	19,621
25	X	IVY ASSET STRATEGY FUND	466001864			4/20/2012		5/1/2014	48,927	40,000				0	8,927
26	X	MONSTER BEVERAGE CORP	611740101			6/19/2013		9/29/2014	6,839	4,416				0	2,423
27	X	NOW INC/SH	67011P100			7/8/2013		6/11/2014	2,113	1,828				0	285
28	X	NOW INC/SH	67011P100			7/8/2013		6/17/2014	16	15				0	1
29	X	TARGET CORP	87612E106			2/16/2011		12/18/2014	13,039	9,404				0	3,635
30	X	3M CO	88579Y101			1/16/2013		2/12/2014	7,167	5,372				0	1,795
31	X	3M CO	88579Y101			1/16/2013		8/7/2014	18,081	12,697				0	5,384
32	X	ACE LIMITED	H0023R105			3/20/2007		11/24/2014	22,620	11,266				0	11,354
33	X	ACE LIMITED	H0023R105			3/20/2007		12/12/2014	7,068	3,493				0	3,575

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		3,131	3,131	0
1	PARTNERHSIP INCOME	3,131	3,131	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		660	0	0	660
	Description				
1	TAX PREP FEES	660			660

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		6,909	1,936	0	0
	Description				
1	FOREIGN TAX WITHHELD	1,936	1,936		
2	PY EXCISE TAX DUE	1,889			
3	ESTIMATED EXCISE PAYMENTS	3,084			

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

		16	16	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	16	16		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			3,150,525	3,268,919	3,728,944
1				0	
2	AFFILIATED MANAGERS GROUP INC		0	19,041	33,958
3	APACHE CORPORATION COM		0	21,825	17,548
4	APPLE COMPUTER INC COM		0	25,561	61,813
5	ARTISAN INTERNATIONAL FUND 661		0	41,636	69,962
6	BAXTER INTL INC COM		0	13,467	14,658
7	BOEING COMPANY		0	32,995	33,145
8	CVS/CAREMARK CORPORATION		0	11,536	25,041
9	CISCO SYSTEMS INC		0	25,229	31,570
10	CUMMINS INC.		0	31,220	33,159
11	DIAGEO PLC - ADR		0	17,873	17,114
12	WALT DISNEY CO		0	16,533	35,792
13	E M C CORP MASS		0	19,150	22,454
14	FPA NEW INCOME FUND 78		0	125,000	120,468
15	GILEAD SCIENCES INC		0	4,772	22,622
16	INTERNATIONAL BUSINESS MACHS CORI		0	7,117	14,600
17	JOHNSON CONTROLS INC		0	14,877	22,478
18	MICROSOFT CORP		0	18,415	29,124
19	NATIONAL OILWELL INC COM		0	27,075	25,884
20	NESTLE S A. REGISTERED SHARES - ADR		0	13,919	13,860
21	ORACLE CORPORATION		0	14,120	22,485
22	PIMCO TOTAL RETN FD II INST 153		0	500,529	501,514
23	SCHLUMBERGER LTD		0	31,729	32,029
24	TJX COS INC NEW		0	12,345	18,860
25	THERMO FISHER SCIENTIFIC INC		0	14,629	28,190
26	TOTAL FINA ELF S.A ADR		0	18,112	19,200
27	TWEEDY BROWNE FD GLOBAL VALUE 1		0	120,499	140,456
28	UNION PACIFIC CORP		0	20,904	40,504
29	MCKESSON CORP		0	12,782	25,948
30	GOOGLE INC-CL C		0	10,717	15,792
31	GOLDMAN SACHS GROUP INC		0	14,134	19,383
32	HSBC - ADR		0	26,648	23,379
33	VOYA REAL ESTATE FUND CLASS I #219C		0	111,959	172,364
34	TARGET CORP		0	18,291	24,291
35	UNITEDHEALTH GROUP INC		0	11,557	32,854
36	BLACKROCK INC		0	15,566	17,878
37	ARTIO GLOBAL HIGH INCOME-I 1525		0	89,853	90,688
38	FID ADV EMER MKTS INC- CL I 607		0	70,000	68,643
39	ISHARES RUSSELL 2000 VALUE INDEX FD		0	43,410	76,260
40	ISHARES RUSSELL 2000 GROWTH		0	40,124	85,428
41	JPMORGAN CHASE & CO		0	19,603	31,916
42	US BANCORP DEL NEW		0	12,592	17,980
43	ANHEUSER-BUSCH INBEV SPN ADR		0	13,435	25,272
44	PERKINS MID CAP VALUE F/C I 1167		0	61,983	64,565
45	ABERDEEN EMERG MARKETS-INST 840		0	200,000	186,713
46	DRIEHAUS ACTIVE INCOME FUND		0	25,000	24,210

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			3,150,525	3,268,919	3,728,944
47	BERSHIRE HATHAWAY INC		0	24,495	43,544
48	PIMCO EMERGING LOCAL BOND IS 332		0	69,218	54,952
49	COMCAST CORP CLASS A		0	11,253	26,104
50	GOLDMAN SACHS GRTH OPP FD-I 1132		0	53,916	78,497
51	EATON VANCE FLOATING RATE FD-I 924		0	28,868	28,780
52	ASG GLOBAL ALTERNATIVES-Y 1993		0	25,000	25,522
53	TEMPLETON GLOBAL BOND FD-ADV 616		0	119,820	110,885
54	ELEMENTS ROGER ENERGY TR		0	44,210	25,113
55	E-TRACS ALERIAN MLP INFRASTRUCTUR		0	64,249	69,020
56	TEMPLETON EMER MKT S/C-ADV 626		0	50,000	59,213
57	LAS VEGAS SANDS CORP		0	21,459	20,647
58	CELANESE CORP		0	26,574	26,083
59	CITIGROUP INC		0	27,149	29,490
60	JPMORGAN HIGH YIELD FUND SS 3580		0	100,000	95,954
61	TEMPLETON FRONTIER MARKET-AD 674		0	75,000	72,924
62	MONSTER BEVERAGE CORP		0	10,305	18,961
63	IPATH DOW JONES-UBS COMMODITY IND		0	63,262	50,847
64	ASHMORE EMERG MKTS CR DB-INS		0	80,000	70,178
65	EATON CORP PLC		0	16,150	20,388
66	CME GROUP INC		0	17,512	27,925
67	SPDR DJ WILSHIRE INTERNATIONAL REA		0	122,717	114,110
68	ROBECO BP LNG/SHRT RES-INS		0	100,000	107,393
69	NEUBERGER BERMAN LONG SH-INS #183		0	75,000	76,474
70	PALMER SQUARE SSI ALT INC-I		0	25,000	23,888

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

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

1	Mutual Fund & CTF Income Additions	1	3,394
2	Total	2	3,394

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

1	Cost Basis Adjustment	1	1,664
2	Mutual Fund & CTF Income Subtraction	2	4,745
3	PY Return of Capital Adjustment	3	188
4	Total	4	6,597

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

	Amount
Long Term CG Distributions	62,926
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						573,420	0	0	420,941	152,479	0	0	0	152,479
1	AQR MANAGED FUTURES STR-I #15213	00203H859		4/20/2012	5/1/2014	42,000		0	40,000	2,000	0	0	0	2,000
2	CAPITAL ONE FINANCIAL CORP	14040H105		12/13/2010	3/26/2014	25,611		0	14,400	11,211	0	0	0	11,211
3	CHEVRON CORP	166764100		11/19/2008	11/24/2014	8,810		0	5,462	3,348	0	0	0	3,348
4	CHEVRON CORP	166764100		7/25/2008	11/24/2014	8,810		0	6,190	2,620	0	0	0	2,620
5	CHEVRON CORP	166764100		6/19/2013	11/24/2014	8,810		0	9,076	-266	0	0	0	-266
6	COACH INC	189754104		1/16/2013	6/30/2014	6,837		0	12,250	-5,413	0	0	0	-5,413
7	COCA COLA CO	191216100		12/13/2010	6/11/2014	10,822		0	8,597	2,225	0	0	0	2,225
8	COCA COLA CO	191216100		12/13/2010	8/7/2014	6,119		0	5,028	1,091	0	0	0	1,091
9	WALT DISNEY CO	254687106		12/19/2012	9/29/2014	6,216		0	3,510	2,706	0	0	0	2,706
10	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/17/2010	8/14/2014	30,496		0	27,709	2,787	0	0	0	2,787
11	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/17/2010	8/15/2014	30,619		0	27,709	2,910	0	0	0	2,910
12	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/17/2010	8/18/2014	30,449		0	27,709	2,740	0	0	0	2,740
13	EII INTERNATIONAL PROPERTY-I #30	26852M105		12/17/2010	8/19/2014	30,664		0	27,735	2,929	0	0	0	2,929
14	EATON VANCE GLOBAL MACRO - I #008	277923728		12/17/2010	5/1/2014	36,335		0	38,912	-2,577	0	0	0	-2,577
15	EATON VANCE GLOBAL MACRO - I #008	277923728		1/4/2011	5/1/2014	22,665		0	24,321	-1,656	0	0	0	-1,656
16	ECOLAB INC	278865100		12/22/2011	6/11/2014	10,933		0	5,635	5,298	0	0	0	5,298
17	ECOLAB INC	278865100		12/22/2011	12/12/2014	13,913		0	7,607	6,306	0	0	0	6,306
18	GENERAL ELECTRIC CO	369604103		6/8/2010	2/12/2014	19,140		0	11,505	7,635	0	0	0	7,635
19	GILEAD SCIENCES INC	375558103		10/17/2011	9/29/2014	23,144		0	4,275	18,869	0	0	0	18,869
20	GILEAD SCIENCES INC	375558103		10/17/2011	12/12/2014	21,622		0	4,076	17,546	0	0	0	17,546
21	GOOGLE INC	38259P508		1/16/2013	6/30/2014	8,782		0	5,376	3,406	0	0	0	3,406
22	GOOGLE INC	38259P508		1/16/2013	12/12/2014	7,881		0	5,376	2,505	0	0	0	2,505
23	HOME DEPOT INC	437076102		4/2/2009	2/12/2014	10,756		0	3,497	7,259	0	0	0	7,259
24	HOME DEPOT INC	437076102		4/2/2009	12/12/2014	26,116		0	6,495	19,621	0	0	0	19,621
25	IVY ASSET STRATEGY FUND CLASS I #	466001864		4/20/2012	5/1/2014	48,927		0	40,000	8,927	0	0	0	8,927
26	MONSTER BEVERAGE CORP	611740101		6/19/2013	9/29/2014	6,839		0	4,416	2,423	0	0	0	2,423
27	NOW INC/SH	67011P100		7/8/2013	6/11/2014	2,113		0	1,828	285	0	0	0	285
28	NOW INC/SH	67011P100		7/8/2013	6/17/2014	16		0	15	1	0	0	0	1
29	TARGET CORP	87612E106		2/16/2011	12/18/2014	13,039		0	9,404	3,635	0	0	0	3,635
30	3M CO	88579Y101		1/16/2013	2/12/2014	7,167		0	5,372	1,795	0	0	0	1,795
31	3M CO	88579Y101		1/16/2013	8/7/2014	18,081		0	12,697	5,384	0	0	0	5,384
32	ACE LIMITED	H0023R105		3/20/2007	11/24/2014	22,620		0	11,266	11,354	0	0	0	11,354
33	ACE LIMITED	H0023R105		3/20/2007	12/12/2014	7,068		0	3,493	3,575	0	0	0	3,575

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										35,116	0	0
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	35,116		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/7/2014	2	771
3	Second quarter estimated tax payment	6/11/2014	3	771
4	Third quarter estimated tax payment	9/9/2014	4	771
5	Fourth quarter estimated tax payment	12/9/2014	5	771
6	Other payments		6	
7	Total		7	3,084