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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation
GARY M. HARRIS FAMILY CHARITABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address)
295 N HUBBARDS LANE

Room/suite
203

City or town, state or province, country, and ZIP or foreign postal code
LOUISVILLE, KY 40207

A Employer identification number
62-6321808

B Telephone number
(502) 893-0300

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 323,823. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		132,920.		N/A	
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		4,401.	4,401.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,277.			
b Gross sales price for all assets on line 6a		36,201.			
7 Capital gain net income (from Part IV, line 2)			7,277.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		144,598.	11,678.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		STMT 2 425.	212.		213.
c Other professional fees		STMT 3 898.	898.		0.
17 Interest					
18 Taxes		STMT 4 72.	72.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		1,395.	1,182.		213.
25 Contributions, gifts, grants, and other income		27,500.			27,500.
26 Total expenses and disbursements. Add lines 24 and 25		28,895.	1,182.		27,713.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		115,703.			
b Net investment income (if negative, enter -0-)			10,496.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	325.	325.	325.
	2 Savings and temporary cash investments	43,941.	81,664.	81,664.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	68,492.	94,252.	241,834.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		112,758.	176,241.	323,823.
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				
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	112,758.	176,241.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	112,758.	176,241.		
31 Total liabilities and net assets/fund balances	112,758.	176,241.		

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	112,758.
2 Enter amount from Part I, line 27a	2	115,703.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	228,461.
5 Decreases not included in line 2 (itemize) ▶ FMV IN EXCESS OF DONOR BASIS	5	52,220.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	176,241.

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 SCHEDULE I	P		
b SEE SCHEDULE I	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a <5,109.>			<5,109.>
b 12,386.			12,386.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<5,109.>
b			12,386.
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 7,277.
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). If (loss), enter -0- in Part I, line 8	3 N/A

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	8,192.	96,787.	.084639
2012	4,213.	148,094.	.028448
2011	4,139.	85,805.	.048237
2010	3,713.	82,694.	.044900
2009	3,213.	75,303.	.042668

2 Total of line 1, column (d)	2 .248892
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 .049778
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 212,793.
5 Multiply line 4 by line 3	5 10,592.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 105.
7 Add lines 5 and 6	7 10,697.
8 Enter qualifying distributions from Part XII, line 4	8 27,713.

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	105.
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	105.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	105.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	660.	
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	660.	
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	555.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	555.	Refunded

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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)		
KY		
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)

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 ► R. KEITH CULLINAN Telephone no. ► (502) 893-0300 Located at ► 295 N HUBBARDS LANE SUITE 203, LOUISVILLE, KY ZIP+4 ► 40207			
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? 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	
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? ☐ Yes ☒ No	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 ►		
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.) ☐ Yes ☒ No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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.) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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? ☐ Yes ☒ No	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)? ☐ N/AOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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.

(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
R. KEITH CULLINAN	TRUSTEE			
295 N HUBBARDS LANE SUITE 203				
LOUISVILLE, KY 40207	2.00	0.	0.	0.
GARY M. HARRIS	MEMBER ADVISORY COMM			
295 N HUBBARDS LANE SUITE 203				
LOUISVILLE, KY 40207	2.00	0.	0.	0.
JUDITH A. HARRIS	MEMBER ADVISORY COMM			
295 N HUBBARDS LANE SUITE 203				
LOUISVILLE, KY 40207	2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	202,803.
b	Average of monthly cash balances	1b	13,231.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	216,034.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	216,034.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,241.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	212,793.
6	Minimum investment return. Enter 5% of line 5	6	10,640.

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	10,640.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	105.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	105.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,535.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,535.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,535.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	27,713.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,713.
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	5	105.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,608.

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				10,535.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013	555.			
f Total of lines 3a through e	555.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	27,713.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				10,535.
e Remaining amount distributed out of corpus	17,178.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	17,733.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	17,733.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	555.			
e Excess from 2014	17,178.			

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

N/A

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011
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).)

SEE STATEMENT 6

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FCA - CATCH ORG		PUBLIC CHARITY	CHARITABLE	1,500.
FCA - ORR HOME TEAM		PUBLIC CHARITY	CHARITABLE	2,500.
GRACEPOINT		PUBLIC CHARITY	CHARITABLE	22,000.
MANNA CENTER		PUBLIC CHARITY	CHARITABLE	1,000.
TRANSPARENT MINISTRIES		PUBLIC CHARITY	CHARITABLE	500.
Total			3a	27,500.
b Approved for future payment				
NONE				
Total			3b	0.

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.		

[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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  **Signature of officer or trustee**
 **Date**
 **Title**

☒ May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Joseph M Baker</i>	Date 05/13/15	Check ☐ if self-employed	PTIN P01061123
	Firm's name ▶ RUEFF AND ASSOCIATES			Firm's EIN ▶ 61-1231152	
	Firm's address ▶ 312 MACON AVENUE LOUISVILLE, KY 40207			Phone no. (502) 896-2451	

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2014

Name of the organization

Employer identification number

GARY M. HARRIS FAMILY CHARITABLE TRUST

62-6321808

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
GARY M. HARRIS FAMILY CHARITABLE TRUST	62-6321808

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE CLAUDE AND BETTY HARRIS FAMILY FOUNDATION INC 295 N HUBBARDS # 203 LOUISVILLE, KY 40207	\$ 80,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	GARY M HARRIS 295 N HUBBARDS # 203 LOUISVILLE, KY 40207	\$ 52,920.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

GARY M. HARRIS FAMILY CHARITABLE TRUST

62-6321808

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	700 SHARES OF WAL-MART STORES INC STOCK	\$ 52,920.	09/23/14
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

GARY M. HARRIS FAMILY CHARITABLE TRUST**62-6321808****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
J P MORGAN CLEARING CORP	4,401.	0.	4,401.	4,401.	
TO PART I, LINE 4	4,401.	0.	4,401.	4,401.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	425.	212.		213.
TO FORM 990-PF, PG 1, LN 16B	425.	212.		213.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	898.	898.		0.
TO FORM 990-PF, PG 1, LN 16C	898.	898.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	72.	72.		0.
TO FORM 990-PF, PG 1, LN 18	72.	72.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE II	94,252.	241,834.
TOTAL TO FORM 990-PF, PART II, LINE 10B	94,252.	241,834.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

GARY M. HARRIS
JUDITH A. HARRIS

Schedule I

Cullinan Associates Inc.
REALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-04-13	01-02-14	-1	SPDR S&P 500 JUN/175 C 2014	1,197.04	934.94	-262.10	
09-19-13	01-13-14	-1	iShares MSCI JAN/64 C 2014	255.04	246.95	-8.09	
10-22-13	01-18-14	-4	Wal-Mart Stor JAN/80 C 2014	0.00	177.45	177.45	
12-30-13	02-22-14	-1	iShares MSCI FEB/42.5 C 2014	0.00	57.95	57.95	
01-14-14	02-22-14	-1	iShares Russe FEB/117 C 2014	0.00	123.95	123.95	
01-14-14	02-22-14	-1	SPDR S&P 500 FEB/185 C 2014	0.00	166.95	166.95	
11-25-13	02-22-14	-4	Wal-Mart Stor FEB/82.5 C 2014	0.00	371.85	371.85	
12-16-13	03-10-14	-1	SPDR S&P 500 MAR/179 C 2014	887.04	456.95	-430.08	
12-16-13	03-14-14	-1	SPDR S&P 500 MAR/179 C 2014	687.04	456.95	-230.08	
11-26-13	03-18-14	-1	iShares MSCI MAR/65 C 2014	151.04	231.41	80.37	

Schedule I

Cullinan Associates Inc.
REALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost		Proceeds	Gain Or Loss	
				Basis			Short Term	Long Term
01-13-14	03-22-14	-1	iShares MSCI MAR/67 C 2014	0.00		104.95	104.95	
01-14-14	03-22-14	-1	iShares MSCI MAR/68 C 2014	0.00		69.95	69.95	
10-16-13	03-22-14	-1	iShares MSCI MAR/44 C 2014	0.00		163.95	163.95	
12-17-13	04-15-14	-1	iShares Russe MAY/111 C 2014	241.04		509.95	268.91	
02-25-14	04-16-14	-1	iShares MSCI APR/41 C 2014	56.04		40.95	-15.09	
02-25-14	04-19-14	-1	iShares Russe APR/119 C 2014	0.00		142.95	142.95	
02-25-14	04-19-14	-1	SPDR S&P 500 APR/187 C 2014	0.00		180.95	180.95	
01-31-14	04-19-14	-5	Wal-Mart Stor APR/80 C 2014	0.00		129.79	129.79	
03-18-14	05-14-14	-1	iShares MSCI MAY/67 C 2014	191.04		109.95	-81.09	
03-25-14	05-14-14	-1	iShares MSCI MAY/41.5 C 2014	151.04		45.95	-105.09	

Schedule I

Cullinan Associates Inc.
REALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-25-14	05-16-14	-2	iShares MSCI MAY/68 C 2014	92.08	77.91	-14.17	
01-02-14	06-16-14	-1	SPDR S&P 500 JUN/184 C 2014	1,016.04	592.94	-423.10	
03-14-14	06-16-14	-1	SPDR S&P 500 JUN/186 C 2014	816.04	465.95	-350.09	
03-10-14	06-16-14	-1	SPDR S&P 500 JUN/188 C 2014	619.04	458.55	-160.49	
04-22-14	06-19-14	-1	SPDR S&P 500 JUN/190 C 2014	620.04	254.95	-365.09	
04-16-14	06-19-14	-1	iShares MSCI JUN/43 C 2014	73.04	55.95	-17.09	
04-22-14	06-20-14	-1	iShares Russe JUN/118 C 2014	25.04	162.95	137.91	
03-25-14	06-21-14	-4	Wal-Mart Stor JUN/82.5 C 2014	0.00	83.83	83.83	
04-15-14	06-23-14	-1	iShares Russe JUL/114 C 2014	448.04	253.95	-194.09	
05-16-14	06-23-14	-2	iShares MSCI AUG/69 C 2014	260.08	173.91	-86.17	

Schedule I

Cullinan Associates Inc.

REALIZED GAINS AND LOSSES

Gary M. Harris Family Charitable Trust (consolidated)

ACCOUNT # 504-55052-1-0

From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost		Proceeds	Gain Or Loss	
				Basis			Short Term	Long Term
04-23-14	07-19-14	-5	Wal-Mart Stor JUL/82.5 C 2014	0.00		114.79	114.79	
06-20-14	08-16-14	-1	iShares Russe AUG/120 C 2014	0.00		155.95	155.95	
06-19-14	09-09-14	-1	SPDR S&P 500 SEP/193 C 2014	695.04		549.94	-145.10	
06-16-14	09-16-14	-1	SPDR S&P 500 OCT/192 C 2014	883.04		601.94	-281.10	
06-16-14	09-16-14	-1	SPDR S&P 500 OCT/193 C 2014	790.04		540.94	-249.10	
06-16-14	09-16-14	-1	SPDR S&P 500 OCT/193 C 2014	790.04		540.94	-249.10	
05-14-14	09-17-14	-1	iShares MSCI SEP/43.5 C 2014	84.04		108.95	24.91	
05-14-14	09-20-14	-1	iShares MSCI SEP/69 C 2014	0.00		134.95	134.95	
06-24-14	09-20-14	-4	Wal-Mart Stor SEP/80 C 2014	0.00		124.67	124.67	
01-02-14	09-22-14	100.0000	iShares MSCI EAFE ETF	6,591.50		6,549.85	-41.65	
06-19-14	10-18-14	-1	iShares MSCI OCT/45 C 2014	0.00		72.95	72.95	

Schedule I

Cullinan Associates Inc.

REALIZED GAINS AND LOSSES

Gary M. Harris Family Charitable Trust (consolidated)

ACCOUNT # 504-55052-1-0

From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
08-21-14	11-19-14	-5	Wal-Mart Stor DEC/80 C 2014	2,680.29	154.80	-2,525.49	
10-03-14	11-21-14	-2	Wal-Mart Stor JAN/82.5 C 2015	648.08	53.92	-594.16	
12-05-13	11-21-14	53.0000	Wal-Mart Stores Inc	4,198.66	4,518.68	320.02	
10-01-97	11-21-14	147.0000	Wal-Mart Stores Inc	147.00	12,532.94		12,385.94
09-17-14	11-22-14	-1	IShares MSCI NOV/45 C 2014	0.00	75.95	75.95	
08-19-14	11-22-14	-1	iShares Russe NOV/120 C 2014	0.00	148.95	148.95	
06-23-14	11-22-14	-1	iShares Russe NOV/118 C 2014	0.00	467.94	467.94	
10-03-14	11-25-14	-9	Wal-Mart Stor JAN/82.5 C 2015	2,784.76	242.65	-2,542.11	
09-09-14	12-18-14	-1	SPDR S&P 500 DEC/200 C 2014	423.04	425.95	2.91	
09-16-14	12-18-14	-1	SPDR S&P 500 DEC/200 C 2014	423.04	455.94	32.90	

Schedule I

Cullinan Associates Inc.
REALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-23-14	12-20-14	-2	iShares MSCI DEC/70 C 2014	0.00	321.91	321.91	
TOTAL GAINS						4,260.51	12,385.94
TOTAL LOSSES						-9,369.73	0.00
TOTAL REALIZED GAIN/LOSS						36,201.09	12,385.94

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
December 31, 2013

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
CASH AND EQUIVALENTS								
		PRINCIPAL CASH		43,941.35		43,941.35		
				43,941.35		43,941.35		
COMMON STOCK								
07-05-11	200.0000	IShares MSCI Emerging Mkts ETF	46.17	9,234.38	41.79	8,359.00	-875.38	-9.5
11-03-09	300.0000	SPDR S&P 500 Trust	124.01	37,204.00	184.69	55,407.00	18,203.00	48.9
04-12-96	900.0000	Wal-Mart Stores Inc	5.14	4,622.16	78.69	70,821.00	66,198.84	1,432.2
02-20-13	200.0000	iShares MSCI EAFE ETF	59.07	11,815.00	67.09	13,419.00	1,604.00	13.6
02-20-13	100.0000	iShares Russell 2000 ETF	92.25	9,225.00	115.36	11,536.00	2,311.00	25.1
				72,100.54		159,542.00	87,441.46	121.3
CALLS								
12-30-13	-1	IShares MSCI FEB/42.5 C 2014	0.58	-57.95	0.82	-82.00	-24.05	-41.5
10-16-13	-1	IShares MSCI MAR/44 C 2014	1.64	-163.95	0.54	-54.00	109.95	67.1
12-04-13	-1	SPDR S&P 500 JUN/175 C 2014	9.35	-934.94	12.72	-1,272.00	-337.06	-36.1
12-16-13	-2	SPDR S&P 500 MAR/179 C 2014	4.57	-913.91	7.85	-1,570.00	-656.09	-71.8
11-25-13	-4	Wal-Mart Stor FEB/82.5 C 2014	0.93	-371.85	0.27	-108.00	263.85	71.0
10-22-13	-4	Wal-Mart Stor JAN/80 C 2014	0.44	-177.45	0.22	-88.00	89.45	50.4

Cullinan Associates, Inc.
UNREALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
December 31, 2013

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
09-19-13	-1	iShares MSCI JAN/64 C 2014	2.47	-246.95	3.21	-321.00	-74.05	-30.0
11-26-13	-1	iShares MSCI MAR/65 C 2014	2.31	-231.41	3.10	-310.00	-78.59	-34.0
12-17-13	-1	iShares Russe MAY/111 C 2014	5.10	-509.95	7.50	-750.00	-240.05	-47.1
				-3,608.36		-4,555.00	-946.64	-26.2

TOTAL PORTFOLIO

checking Acct	112,433.53	198,928.35	86,494.82	76.9
	325.00	325.00		
	<u>112758.53</u>	<u>199253.35</u>		

Cullinan Associates Inc.
UNREALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
December 31, 2014

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
CASH AND EQUIVALENTS								
		PRINCIPAL CASH		81,663.83		81,663.83		
				81,663.83		81,663.83		
COMMON STOCK								
07-05-11	200.0000	iShares MSCI Emerging Mkts ETF	46.17	9,234.38	39.29	7,858.00	-1,376.38	-14.9
11-03-09	400.0000	SPDR S&P 500 Trust	138.77	55,508.50	205.54	82,216.00	26,707.50	48.1
04-12-96	1,400.0000	Wal-Mart Stores Inc	0.70	976.50	85.88	120,232.00	119,255.50	12,212.5
02-20-13	200.0000	iShares MSCI EAFE ETF	59.07	11,815.00	60.84	12,168.00	353.00	3.0
02-20-13	200.0000	iShares Russell 2000 ETF	103.01	20,602.67	119.62	23,924.00	3,321.33	16.1
				98,137.05		246,398.00	148,260.95	151.1
CALLS								
11-25-14	-1	iShares MSCI FEB/44 C 2015	0.29	-28.95	0.05	-5.00	23.95	82.7
10-21-14	-1	iShares MSCI JAN/43 C 2015	0.45	-44.95	0.03	-3.00	41.95	93.3
09-16-14	-2	SPDR S&P 500 JAN/201 C 2015	4.65	-929.89	5.92	-1,184.00	-254.11	-27.3
12-18-14	-2	SPDR S&P 500 MAR/208 C 2015	3.74	-747.90	4.53	-906.00	-158.10	-21.1
11-25-14	-9	Wal-Mart Stor FEB/87.5 C 2015	1.05	-946.97	1.43	-1,287.00	-340.03	-35.9
11-19-14	-5	Wal-Mart Stor JAN/85 C 2015	1.66	-828.54	1.67	-835.00	-6.46	-0.8

Cullinan Associates Inc.
UNREALIZED GAINS AND LOSSES
Gary M. Harris Family Charitable Trust (consolidated)
ACCOUNT # 504-55052-1-0
December 31, 2014

Date	Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Unrealized Gain/Loss	% G/L
12-23-14	-2	iShares MSCI MAR/64 C 2015	0.62	-123.91	0.56	-112.00	11.91	9.6
11-25-14	-2	iShares Russe JAN/121 C 2015	1.17	-233.91	1.16	-232.00	1.91	0.8
				-3,885.02		-4,564.00	-678.98	-17.5
TOTAL PORTFOLIO				<u>175,915.86</u>		<u>323,497.83</u>	<u>147,581.97</u>	<u>83.9</u>
				<u>325.00</u>		<u>325.00</u>		
				<u>176,240.86</u>		<u>323,822.83</u>		

checking Acct