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
THE JULIUS E TALTON JR AND RUTH J
TALTON CHARITABLE TRUST

A Employer identification number
72-6173130

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
910 RAVENWOOD DRIVE

B Telephone number
334-875-1000

City or town, state or province, country, and ZIP or foreign postal code
SELMA, AL 36701

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 [X] 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) ▶$ 287,679.

J Accounting method [X] 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))

	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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,805.	3,805.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<1,587.>			
	b	Gross sales price for all assets on line 6a 7,371,219.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	2,218.	3,805.		
Operating and Administrative Expenses	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	400.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	1,396.			0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	8,450.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,246.	0.		0.
	25	Contributions, gifts, grants paid	37,100.			37,100.
	26	**Total expenses and disbursements.** Add lines 24 and 25	47,346.	0.		37,100.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<45,128.>			
	b	**Net investment income** (if negative, enter -0-)		3,805.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

12380323 786654 5097 2014.03000 THE JULIUS E TALTON JR AND 5097___1

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	<2.>		
	2	Savings and temporary cash investments	353,927.	<181,724.>	<181,724.>
	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 ▶ 40,000.			
		Less allowance for doubtful accounts ▶ 0.	0.	40,000.	40,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 5	57,507.	529,296.	429,403.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶	21,268.	0.	0.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	432,700.	387,572.	287,679.
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			
	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 ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	432,700.	387,572.	
	30	**Total net assets or fund balances**	432,700.	387,572.	
	31	**Total liabilities and net assets/fund balances**	432,700.	387,572.	

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	432,700.
2	Enter amount from Part I, line 27a	2	<45,128.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	387,572.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	387,572.

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	AMERITRADE VARIOUS STOCK - SEE ATTACHED	P	VARIOUS	06/30/14
b	UPS BUILDING	P	VARIOUS	02/04/14
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	7,367,399.		7,351,538.	15,861.
b	3,820.	27,382.	48,650.	<17,448.>
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				15,861.
b				<17,448.>
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	<1,587.>
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	19,327.	53,921.	.358432
2012	22,174.	50,213.	.441599
2011	33,479.	49,323.	.678771
2010	33,994.	418,755.	.081179
2009	45,700.	394,385.	.115877

2 Total of line 1, column (d)	2	1.675858
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	.335172
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,672.
5 Multiply line 4 by line 3	5	5,588.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38.
7 Add lines 5 and 6	7	5,626.
8 Enter qualifying distributions from Part XII, line 4	8	37,100.

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	38.
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	38.
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	38.
6 Credits/Payments				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a			
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	0.
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	38.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 ▶ $ 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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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) ▶ AL			
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 ▶ JULIUS TALTON Telephone no ▶ 334-375-4195

Located at ▶ 1111 BERKELEY RD, SELMA, AL ZIP+4 ▶ 36701

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		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) N/A	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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JULIUS E. TALTON, JR. 415 IVANHOE DRIVE SELMA, AL 36701	TRUSTEE 0.50	0.	0.	0.
RUTH J. TALTON 415 IVANHOE DRIVE SELMA, AL 36701	TRUSTEE 0.50	0.	0.	0.
THE PEOPLES BANK AND TRUST CO 310 BROAD STREET SELMA, AL 36701	TRUSTEE 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)

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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	2,466.
b	Average of monthly cash balances		1b	14,460.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,926.
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	16,926.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	254.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	16,672.
6	**Minimum investment return.** Enter 5% of line 5		6	834.

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	834.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 38.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	38.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	796.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	796.
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	796.

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	37,100.
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	37,100.
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	38.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	37,062.

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				796.
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 26,025.				
b From 2010 13,088.				
c From 2011 31,055.				
d From 2012 19,715.				
e From 2013 20,177.				
f Total of lines 3a through e	110,060.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 37,100.				
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				796.
e Remaining amount distributed out of corpus	36,304.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	146,364.			
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	26,025.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	120,339.			
10 Analysis of line 9				
a Excess from 2010 13,088.				
b Excess from 2011 31,055.				
c Excess from 2012 19,715.				
d Excess from 2013 20,177.				
e Excess from 2014 36,304.				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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				
SELMA QUARTERBACK CLUB PO BOX 1330 SELMA, AL 36702	N/A			100.
THE FIRST PRESBYTERIAN CHURCH 301 BROAD STREET SELMA, AL 36701	N/A		PASTOR'S DISCRETION ;LISTTOTAL 19200 ;LISTTOTAL 20000	24,000.
DUKE UNIVERSITY 2138 CAMPUS DRIVE DURHAM, NC 27708				1,000.
UNIVERSITY OF ALABAMA 739 UNIVERSITY BLVD TUSCALOOSA, AL 35487				2,500.
ARTS REVIVE PO BOX 2548 SELMA, AL 36702				250.
Total SEE CONTINUATION SHEET(S)			▶ 3a	37,100.
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)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income
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	3,805.	
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	<1,587.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	900099				
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		2,218.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,218.

(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).

423621 11-24-14

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
		N/A	

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		

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

Julia Talton | 3/30/15 | OFFICER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOHN M. WILSON, CPA		03/23/15		P00744312
Firm's name ▶ BORLAND BENEFIELD			Firm's EIN ▶ 63-0721243	
Firm's address ▶ 2101 HIGHLAND AVE, SUITE 500 BIRMINGHAM, AL 35205			Phone no 205-802-7212	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CRIMSON TIDE FOUNDATION BOX 870343 TUSCALOOSA, AL 35487				7,500.
INTEGRITY WORKWIDE PO BOX 347 SELMA, AL 36702				1,500.
BOY SCOUTS OF AMERICA 1325 W. WALNUT HILL LANE IRVING, TX 75015				250.
Total from continuation sheets				9,250.

423631
05-01-14

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE	3,798.	0.	3,798.	3,798.	
TRUSTMARK	7.	0.	7.	7.	
TO PART I, LINE 4	3,805.	0.	3,805.	3,805.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	400.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	400.	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	1,396.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,396.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTEREST EXPENSE	8,374.	0.		0.
MISCELLANEOUS	76.	0.		0.
TO FORM 990-PF, PG 1, LN 23	8,450.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STOCK	COST	529,296.	429,403.
TOTAL TO FORM 990-PF, PART II, LINE 13		529,296.	429,403.

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	(D)OLD UPS BUILDING	123110	SL	39.00	17	48,400.			48,400.	27,132.		0.
12	(D)ADVERTISING SIGN	123110	150DB	7.00	17	250.			250.	250.		0.
	* TOTAL 990-PF PG 1 DEPR					48,650.		0.	48,650.	27,382.	0.	0.

428102 05-01-14

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

TD AMERITRADE CLEARING INC

Account 866669394

Proceeds from Broker and Barter Exchange Transactions

2014 1099-B*

OMB No 1545-0715

2- SHORT-TERM TRANSACTIONS *5- COVERED tax lots 3- Basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

1a- Description of property/CUSIP/Symbol

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
ACTINIUM PHARMACEUTICALS INC COM / CUSIP· 00507W107 / Symbol ATNM							
12/16/14	5,000.000	28,489.88	VARIOUS	26,888 73		1,601 15	Sale
ACUITY BRANDS INC COM / CUSIP. 00508Y102 / Symbol: AYI							
10/01/14	750.000	91,923 87	09/30/14	88,983.99		2,939.88	Sale
ACURA PHARMACEUTICALS INC COM / CUSIP· 00509L703 / Symbol ACUR							
03/05/14	15,000.000	26,839 54	VARIOUS	29,753 56		-2,914 02	Sale
ALCATEL LUCENT SPONSORED ADR / CUSIP 013904305 / Symbol: ALU							
04/09/14	10,000 000	38,889.15	03/14/14	38,887 59		1 56	Sale
AMERICAN INTL GROUP INC COM / CUSIP. 026874784 / Symbol· AIG							
11/04/14	1,000 000	52,988 93	10/31/14	53,419 19		-430.26	Sale
APPLE INC COM / CUSIP. 037833100 / Symbol AAPL							
02/10/14	800 000	421,258 71	VARIOUS	405,480 96		15,777 75	Total of 2 lots
10/27/14	1,000 000	105,407.78	VARIOUS	81,609 85		23,797 93	Sale
	Security total	526,666.49		487,090 81	.	39,575.68	
ARUBA NETWORKS INC COM / CUSIP 043176106 / Symbol· ARUN							
09/03/14	2,500.000	53,188.83	08/26/14	50,734.74	..	2,454.09	Sale
AUTOZONE INC COM / CUSIP: 053332102 / Symbol: AZO							
09/23/14	150.000	75,417.36	VARIOUS	77,842 29	...	-2,424.93	Sale
BLACKBERRY LIMITED COM / CUSIP. 09228F103 / Symbol: BBRY							
09/30/14	3,000.000	29,989 34	09/23/14	31,659.69	...	-1,670.35	Sale
BOYD GAMING CORP COM / CUSIP: 103304101 / Symbol: BYD							
03/04/14	3,000.000	34,609 70	02/27/14	34,476.99	.	132 71	Sale
CEL-SCI CORP COM / CUSIP· 150837508 / Symbol· CVM							
01/22/14	19,128 000	20,894 03	VARIOUS	11,098 16	...	9,795.87	Total of 2 lots
01/23/14	80,872 000	93,772.51	VARIOUS	46,408.55		47,363.96	Total of 3 lots

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**For NONCOVERED tax lots, values for "Date acquired," "Cost or other basis" and "Adjustments & Code(s), if any" are provided for your reference and are NOT reported to the IRS For all tax lots, values for "Gain or loss(-)" and "Additional information" are provided for your reference and are NOT reported to the IRS

TD AMERITRADE CLEARING INC — Account 866669394

Proceeds from Broker and Barter Exchange Transactions

2014 1099-B* (continued) OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS *5- COVERED tax lots 3- Basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

1a- Description of property/CUSIP/Symbol

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
EARTHLINK HOLDINGS CORP COM / CUSIP. 27033X101 / Symbol· ELNK							
02/20/14	8,000.000	33,301 58	VARIOUS	34,009.99	.	-708.41	Total of 4 lots
EKSO BIONICS HOLDINGS INC COM / CUSIP 282644103 / Symbol. EKSO							
02/21/14	4,282 000	22,615.75	VARIOUS	12,640 46	.	9,975 29	Total of 2 lots
02/24/14	5,718 000	40,190 84	VARIOUS	16,629.52		23,561 32	Total of 2 lots
08/25/14	5,000.000	5,289 89	03/27/14	15,105 00	9,815 11 W	0.00	Sale
08/27/14	20,000 000	20,389.55	VARIOUS	45,509 96	25,120 41 W	0.00	Sale
08/28/14	1,000 000	930 98	06/23/14	1,650 40	719 42 W	0 00	Sale
08/29/14	40,000 000	43,179 05	VARIOUS	89,701 50	0.00	-46,522 45	Total of 2 lots
08/29/14	9,000 000	8,539 82	06/23/14	14,853.60	701 53 W	-5,612 25	Sale
09/26/14	2,000.000	1,569.97	09/25/14	3,040 94	1,470.97 W	0 00	Sale
11/11/14	20,100 000	35,155 33	VARIOUS	30,949.36	0 00	4,205.97	Total of 5 lots
11/11/14	24,900.000	43,604 04	VARIOUS	36,557.40	1,335.84 W	8,382.48	Total of 3 lots
	Security total·	221,465 22		266,638 14	39,163 28 W	-6,009.64	
EXPRESS SCRIPTS HOLDING CO COM / CUSIP· 30219G108 / Symbol ESRX							
10/29/14	999 000	74,184 20	10/27/14	73,514 64		669 56	Sale
10/29/14	1 000	64 27	10/27/14	73 58	9 31 W	0 00	Sale
	Security total	74,248 47		73,588 22	9 31 W	669 56	
FACEBOOK INC COM / CUSIP· 30303M102 / Symbol: FB							
05/13/14	1,000 000	60,258 67	04/15/14	56,009 99		4,248.68	Sale
06/10/14	3,000 000	195,735 68	VARIOUS	180,613 71		15,121 97	Sale
	Security total·	255,994 35		236,623 70		19,370 65	
FEDEX CORPORATION COM / CUSIP 31428X106 / Symbol FDX							
09/17/14	500 000	80,278 28	09/15/14	77,159 99		3,118.29	Sale
FOOT LOCKER INC COM / CUSIP: 344849104 / Symbol: FL							
11/25/14	5,000 000	282,733 76	11/20/14	282,509 99	.	223 77	Sale
GNC HOLDINGS INC COMMON / CUSIP: 36191G107 / Symbol· GNC							
02/18/14	1,000.000	44,609.33	02/14/14	46,249.96	...	-1,640 63	Sale

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TD AMERITRADE CLEARING INC | Account 866669394

Proceeds from Broker and Barter Exchange Transactions

2014 1099-B* (continued) OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS *5- COVERED tax lots 3- Basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

1a- Description of property/CUSIP/Symbol

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
LIQUIDMETAL TECHNOLOGIES COM / CUSIP: 53634X100 / Symbol: LQMT							
03/06/14	100,000.000	26,739.54	VARIOUS	32,089.97	.	-5,350.43	Sale
LOEWS CORP COM / CUSIP: 540424108 / Symbol· L							
11/03/14	1,000 000	43,119 15	10/31/14	43,418 99	.	-299.84	Sale
NELNET INC COM / CUSIP. 64031N108 / Symbol· NNI							
11/10/14	1,000 000	47,149 06	11/06/14	48,217 94		-1,068 88	Sale
NETAPP INC COM / CUSIP: 64110D104 / Symbol· NTAP							
11/13/14	2,000 000	82,208 39	11/12/14	84,429 99	..	-2,221.60	Sale
NETEASE INC ADR / CUSIP: 64110W102 / Symbol: NTES							
11/13/14	2,500 000	246,336 93	VARIOUS	236,135 99	..	10,200 94	Total of 4 lots
NQ MOBILE INC COM / CUSIP· 64118U108 / Symbol: NQ							
06/25/14	5,000 000	34,739 24	06/16/14	37,502.51	55 27 W	-2,708.00	Sale
06/27/14	15,000.000	90,707 51	VARIOUS	112,562.74	0.00	-21,855.23	Total of 2 lots
Security total.		125,446 75		150,065 25	55 27 W	-24,563.23	
NORTHROP GRUMMAN CORP COM / CUSIP 666807102 / Symbol: NOC							
10/08/14	1,000 000	125,427.33	VARIOUS	130,951.66	..	-5,524 33	Sale
NOVABAY PHARMACUETICAL INC COM / CUSIP: 66987P102 / Symbol. NBY							
08/22/14	25,000.000	19,114.58	VARIOUS	20,528 72	1,414 14 W	0.00	Sale
08/25/14	25,000.000	19,664 57	08/20/14	21,138.55	698 95 W	-775.03	Sale
10/08/14	10,000.000	7,289.84	VARIOUS	8,196 00	.	-906.16	Sale
Security total.		46,068.99		49,863 27	2,113 09 W	-1,681.19	
NU SKIN ENTERPRISES INC. COM CL A / CUSIP· 67018T105 / Symbol: NUS							
10/27/14	1,500.000	72,965 04	VARIOUS	62,557 98		10,407.06	Sale
ON ASSIGNMENT INC COM / CUSIP: 682159108 / Symbol. ASGN							
10/30/14	2,000.000	53,017 82	VARIOUS	60,089.99		-7,072.17	Total of 2 lots

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TD AMERITRADE CLEARING INC · Account 866669394

Proceeds from Broker and Barter Exchange Transactions

2014 1099-B* (continued) OMB No. 1545-0715

2- SHORT-TERM TRANSACTIONS *5- COVERED tax lots 3- Basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

1a- Description of property/CUSIP/Symbol

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
SMITH & WESSON HOLDING CORP COM / CUSIP 831756101 / Symbol. SWHC (cont'd)							
08/27/14	4,500 000	52,283 54	VARIOUS	58,328 49	681.09 W	-5,363 86	Total of 2 lots
	Security total.	58,093 41		65,489 08	681 09 W	-6,714.58	
SPHERIX INC COM / CUSIP: 84842R304 / Symbol. SPEX							
03/12/14	1,686 000	8,016.22	VARIOUS	8,433 37	417 15 W	0.00	Total of 2 lots
03/13/14	8,314 000	39,148 32	VARIOUS	40,841 96	1,836.13 W	142 49	Total of 2 lots
05/27/14	50,000 000	124,987 24	VARIOUS	110,556 88	14,633 29 W	29,063.65	Sale
05/30/14	50,000.000	102,487 74	05/29/14	117,643 28	15,155 54 W	0.00	Sale
06/05/14	10,000 000	16,989.63	05/30/14	21,106 45	4,116 82 W	0 00	Sale
06/10/14	40,000.000	71,988 41	05/30/14	99,059.08	27,070 67 W	0.00	Sale
06/26/14	10.000	7.40	06/19/14	22.93	15.53 W	0 00	Sale
08/22/14	50,000.000	72,488 40	VARIOUS	124,680 83	52,192.43 W	0.00	Sale
09/10/14	25,000.000	31,239 31	VARIOUS	45,081.10	...	-13,841.79	Sale
09/12/14	25,000.000	29,490.74	VARIOUS	42,259.99	0.00	-12,769 25	Total of 3 lots
09/30/14	50,000.000	63,488.60	VARIOUS	102,319 01	.	-38,830.41	Sale
	Security total:	560,332.01		712,004 88	115,437 56 W	-36,235.31	
SYNNEX CORPORATION COM / CUSIP: 87162W100 / Symbol· SNX							
09/30/14	1,000.000	63,789.89	09/26/14	61,389.99	..	2,399 90	Sale
TARGET CORP COM / CUSIP. 87612E106 / Symbol. TGT							
04/24/14	800.000	48,749 01	03/13/14	47,873 91		875.10	Sale
TWITTER INC COM / CUSIP· 90184L102 / Symbol: TWTR							
06/10/14	5,000 000	176,586.10	VARIOUS	165,312.03	2,300 55 W	13,574.62	Sale
11/03/14	3,000 000	121,907 31	07/08/14	116,990 33	.	4,916.98	Sale
	Security total·	298,493 41		282,302 36	2,300 55 W	18,491.60	
ULTA SALON COSM & FRAG INC COM / CUSIP· 90384S303 / Symbol· ULTA							
09/11/14	1,000 000	109,443 06	VARIOUS	97,454 99		11,988.07	Total of 5 lots
VERA BRADLEY INC COM / CUSIP: 92335C106 / Symbol· VRA							
09/10/14	1,500 000	33,329 26	09/09/14	35,042 93		-1,713 67	Sale

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).**

**For NONCOVERED tax lots, values for "Date acquired," "Cost or other basis" and "Adjustments & Code(s), if any" are provided for your reference and are NOT reported to the IRS. For all tax lots, values for "Gain or loss(-)" and "Additional information" are provided for your reference and are NOT reported to the IRS

TD AMERITRADE CLEARING INC

Account 866669394

Proceeds from Broker and Barter Exchange Transactions

(continued)

2014 1099-B*

OMB No 1545-0715

2- SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box A checked

*5- COVERED tax lots 3- Basis is reported to the IRS***

1a- Description of property/CUSIP/Symbol

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	1b- Date acquired	1e- Cost or other basis	1g- Adjustments & 1f- Code(s), If any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
	Security total.	202,606.43		215,952.07	3,280 48 W	-10,065.16	
STRATASYS LTD ORD / CUSIP: M85548101 / Symbol SSYS							
11/12/14	1,000 000	99,987.80	11/06/14	106,043 90	6,056 10 W	0 00	Sale
	Totals:	7,336,876.15		7,567,357.55	255,045.53 W	24,564.13	

SHORT-TERM TRANSACTIONS

Report on Form 8949, Part I, with Box B checked

*5- NONCOVERED tax lots 3- Basis NOT reported to the IRS***

1a- Description of property/CUSIP/Symbol

1c- Date sold or disposed	Quantity	1d- Proceeds & 6- Reported (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), If any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
NISKA GAS STORAGE PARTNERS LLC COM / CUSIP. 654678101 / Symbol. NKA							
12/10/14	2,400.000	8,209.81	VARIOUS				Total of 3 lots
12/16/14	4,300 000	12,771.23	VARIOUS				Total of 2 lots
12/16/14	3,200 000	9,541.79	N/A				Sale
	Security total:	30,522 83					
	Totals:	30,522 83					

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**For NONCOVERED tax lots, values for "Date acquired," "Cost or other basis" and "Adjustments & Code(s), if any" are provided for your reference and are NOT reported to the IRS For all tax lots, values for "Gain or loss(-)" and "Additional information" are provided for your reference and are NOT reported to the IRS.

Statement for Account # 866-669394
12/01/14 - 12/31/14

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Purchase Date	Cost Basis	Average Cost	Unrealized Gain(Loss)	Estimated Income	Yield
Stocks - Margin										
STRATASYS LTD ORD	SSYS	1,000	83.11	83,110.00	12/03/14	99,285.99	99.29	(16,175.99)	-	-
Total Stocks				$429,402.50		$529,296.37		$(99,893.87)	$3,750.00	0.9%
Total Margin Account				$429,402.50		$529,296.37		$(99,893.87)	$3,750.00	0.9%

Account Activity

Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
Opening Balance									($218,390.29)
11/25/14	12/01/14	Margin	Sell - Securities Sold	FOOT LOCKER INC COM Commission 9.99 Regulatory Fee 6.25	FL	5,000-	$ 56.55	$ 282,733.76	64,343.47
12/01/14	12/01/14	Margin	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT	-	-	0.00	(64,343.47)	0.00
11/26/14	12/02/14	Margin	Buy - Securities Purchased	ECRYPT TECHNOLOGIES COMMON Commission 9.99	ECRY	55,000	0.185	(10,184.99)	(10,184.99)
11/26/14	12/02/14	Margin	Buy - Securities Purchased	ECRYPT TECHNOLOGIES COMMON Commission 9.99	ECRY	45,000	0.1775	(7,997.49)	(18,182.48)
12/02/14	12/02/14	Margin	Journal - Other	REDEMPTION FDIC INSURED DEPOSIT ACCOUNT	-	-	0.00	18,182.48	0.00
12/01/14	12/04/14	Margin	Buy - Securities Purchased	SPRINT CORP COM Commission 9.99	S	6,700	4.857	(32,551.89)	(32,551.89)
12/01/14	12/04/14	Margin	Buy - Securities Purchased	SPRINT CORP COM	S	3,300	4.855	(16,021.50)	(48,573.39)