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

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

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation TWILIGHT & MARC FREEDMAN FOUNDATION			A Employer identification number 76-0683871	
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name		Foreign province/state/country	Foreign postal code	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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) \$ 2,169,794		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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	144,966			
	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	35,448	35,448		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	355,833			
	b Gross sales price for all assets on line 6a	1,031,315			
	7 Capital gain net income (from Part IV, line 2)		355,833		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	536,247	391,281	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	20,225	12,135		8,090
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,933	181		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	25,158	12,316	0	8,090
	25 Contributions, gifts, grants paid	290,500			290,500
26 Total expenses and disbursements. Add lines 24 and 25	315,658	12,316	0	298,590	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	220,589				
b Net investment income (if negative, enter -0-)		378,965			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	214	1,636	1,636
	2	Savings and temporary cash investments	61,364	49,841	49,841
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,453,271	1,541,787	2,118,317
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)	1,514,849	1,593,264	2,169,794	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,514,849	1,593,264	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,514,849	1,593,264	
31	Total liabilities and net assets/fund balances (see instructions)	1,514,849	1,593,264		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,514,849
2	Enter amount from Part I, line 27a	2	220,589
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,735,438
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	142,174
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,593,264

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Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	355,833
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

☐ Yes ☒ No

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

(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	250,341	1,774,836	0.141050
2012	200,705	1,514,914	0.132486
2011	197,874	1,650,228	0.119907
2010	184,546	1,247,599	0.147921
2009	172,891	1,107,337	0.156132

2 Total of line 1, column (d)	2	0.697496
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.139499
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,097,074
5 Multiply line 4 by line 3	5	292,540
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,790
7 Add lines 5 and 6	7	296,330
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	298,590

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	3,790	
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	3,790	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,790	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,869	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,869	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	79	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded	11	79	

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b		X
c	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ US TRUST, A Division of Bank of America, N.A. Telephone no ▶ 609-274-6834			
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ		ZIP+4 ▶ 08534-1501		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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 ▶				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
	.00	0		
	.00	0		
	.00	0		
	.00	0		

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	0

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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	2,069,828
b	Average of monthly cash balances	1b	59,181
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,129,009
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,129,009
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	31,935
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,097,074
6	Minimum investment return. Enter 5% of line 5	6	104,854

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	104,854
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,790
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,790
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,064
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	101,064
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	101,064

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	298,590
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	298,590
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,790
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,800

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.

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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				101,064
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014.				
a From 2009	120,222			
b From 2010	125,572			
c From 2011	120,388			
d From 2012	130,931			
e From 2013	169,337			
f Total of lines 3a through e	666,450			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 298,590				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				101,064
e Remaining amount distributed out of corpus	197,526			
5 Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	863,976			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	120,222			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	743,754			
10 Analysis of line 9:				
a Excess from 2010	125,572			
b Excess from 2011	120,388			
c Excess from 2012	130,931			
d Excess from 2013	169,337			
e Excess from 2014	197,526			

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

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

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

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

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

MARC FREEDMAN

TWILIGHT FREEDMAN

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	290,500
b Approved for future payment NONE				
Total			▶ 3b	0

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.

OMB No 1545-0047

2014▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

TWILIGHT & MARC FREEDMAN FOUNDATION

Employer identification number

76-0683871

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).

Name of organization	Employer identification number
TWILIGHT & MARC FREEDMAN FOUNDATION	76-0683871

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	Mr and Mrs Marc Freedman 3002 Triway Lane Houston TX 77043-1319 Foreign State or Province Foreign Country	\$ 144,966	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Page 4

Name of organization TWILIGHT & MARC FREEDMAN FOUNDATION	Employer identification number 76-0683871
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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 information once. See instructions) ► \$0
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	
----- ----- -----		----- ----- -----	
For Prov Country			
(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	
----- ----- -----		----- ----- -----	
For Prov Country			
(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	
----- ----- -----		----- ----- -----	
For Prov Country			
(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	
----- ----- -----		----- ----- -----	
For Prov Country			

TWILIGHT & MARC FREEDMAN FOUNDATION

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

Name SHRINER'S HOSPITAL FOR CHILDREN				
Street PO BOX 31356				
City TAMPA	State FL	Zip Code 33631	Foreign Country	
Relationship NONE	Foundation Status PC			
Purpose of grant/contribution GENERAL OPERATING			Amount 10,000	
Name US FUND FOR UNICEF				
Street 125 MAIDEN LANE				
City NEW YORK	State NY	Zip Code 10038	Foreign Country	
Relationship NONE	Foundation Status PC			
Purpose of grant/contribution GENERAL OPERATING			Amount 6,000	
Name HADASSAH HOUSTON CHAPTER				
Street 4654 BEECHNUT STREET				
City HOUSTON	State TX	Zip Code 77096	Foreign Country	
Relationship NONE	Foundation Status PC			
Purpose of grant/contribution GENERAL OPERATING			Amount 4,000	
Name HABITAT FOR HUMANITY INTERNATIONAL INC				
Street 121 HABITAT ST				
City AMERICUS	State GA	Zip Code 31709	Foreign Country	
Relationship NONE	Foundation Status PC			
Purpose of grant/contribution GENERAL OPERATING			Amount 3,000	
Name ST JUDE CHILDREN'S RESEARCH HOSPITAL				
Street 501 ST. JUDE PLACE				
City MEMPHIS	State TN	Zip Code 38105	Foreign Country	
Relationship NONE	Foundation Status PC			
Purpose of grant/contribution GENERAL OPERATING			Amount 2,000	
Name RONALD MCDONALD HOUSE				
Street 402 MAIN STREET				
City HOUSTON	State TX	Zip Code 77002	Foreign Country	
Relationship NONE	Foundation Status PC			
Purpose of grant/contribution GENERAL OPERATING			Amount 9,000	

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 2 of 4

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

Recipient(s) paid during the year

Name

HOPE STONE, INC

Street

1210 WEST CLAY SUITE 26

City

HOUSTON

State

TX

Zip Code

77019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

FAIR HAVEN UNITED METHODIST CHURCH

Street

1330 GESSNER DR

City

HOUSTON

State

TX

Zip Code

77055

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

73,000

Name

THE HOUSTON FOOD BANK

Street

535 PORTWALL STREET

City

HOUSTON

State

TX

Zip Code

77029-1332

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

5,000

Name

ALZHEIMERS DISEASE AND RELATED DISORDER ASSOCIATION INC

Street

PO BOX 96011

City

WASHINGTON

State

DC

Zip Code

20060-6011

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

HAND IN HAND

Street

PO BOX 80102

City

PORTLAND

State

OR

Zip Code

97280

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION

Street

8600 WURBACH ROAD SUITE 700

City

SAN ANTONIO

State

TX

Zip Code

78240-3830

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

TWILIGHT & MARC FREEDMAN FOUNDATION

76-0683871 Page 3 of 4

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

Recipient(s) paid during the year

Name

LATIN AMERICAN YOUTH CENTER, INC

Street

1419 COLUMBIA RD NW

City

WASHINGTON

State

DC

Zip Code

20009-4705

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

INSTITUTE FOR HUMAN UNDERSTANDING INC

Street

638 NORTHVIEW DR

City

ROCHESTER

State

VT

Zip Code

05767

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,000

Name

JDRF INTERNATIONAL

Street

26 BROADWAY FL 14

City

NEW YORK

State

NY

Zip Code

10004-1838

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

BRAINWOOD-BROOKWOOD, INC

Street

1752 FM 1489

City

BROOKSHIRE

State

TX

Zip Code

77423

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

AUTISM SPEAKS INC

Street

1E 33RD ST FL 4

City

NEW YORK

State

NY

Zip Code

10016-5011

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

Name

HOUSTON CENTER FOR LITERACY

Street

2401 PORTSMOUTH STREET #230

City

HOUSTON

State

TX

Zip Code

77098

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

TWILIGHT & MARC FREEDMAN FOUNDATION

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

Recipient(s) paid during the year

Name

AMERICAN NATIONAL RED CROSS

Street

17TH AND D STREEST NW

City

WASHINTON

State

DC

Zip Code

20006-0000

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

26,000

Name

UNIVERSITY OF TEXAS FOUNDATION

Street

MD ANDERSON CANCER CENTER, 1515 HOLCOMBLE BLVD

City

HOUSTON

State

TX

Zip Code

77210-4464

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

90,000

Name

UNITED WAY OF GREATER HOUSTON

Street

PO BOX 3247

City

HOUSTON

State

TX

Zip Code

77007

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

45,000

Name

MARCH OF DIMES FOUNDATION

Street

1275 MAMARONECK AVE

City

WHITE PLAINS

State

NY

Zip Code

10605-5201

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,000

Name

COOPERATIVE FOR EDUCATION

Street

2730 HYDE PARK AVE

City

CINCINNATI

State

OH

Zip Code

45209-2004

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

500

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

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

Long Term CG Distributions										Amount				
Short Term CG Distributions														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	APPLIED MATERIAL INC	038222105		5/23/2013		2/26/2014	969	734				0	235
2	X	APPLIED MATERIAL INC	038222105		5/28/2013		5/29/2014	2,918	2,139				0	779
3	X	APPLIED MATERIAL INC	038222105		5/23/2013		5/29/2014	7,959	5,722				0	2,237
4	X	APPLIED MATERIAL INC	038222105		5/24/2013		5/29/2014	8,776	6,286				0	2,490
5	X	APPLIED MATERIAL INC	038222105		5/28/2013		5/30/2014	5,809	4,308				0	1,501
6	X	APPLIED MATERIAL INC	038222105		5/29/2013		5/30/2014	1,392	1,028				0	364
7	X	BIODEN IDEC INC	09062X103		09/06/2013		4/16/2014	4,116	3,479				0	637
8	X	BIODEN IDEC INC	09062X103		4/17/2014		12/26/2014	6,173	5,231				0	942
9	X	BORG WARNER INC	099724106		8/8/2013		2/26/2014	1,229	961				0	268
10	X	GENWORTH FINL INC COM	37247D106		1/13/2014		11/11/2014	3,015	6,108				0	-3,093
11	X	GOLDMAN SACHS GROUP INC	38141G104		9/25/2012		2/25/2014	813	580				0	233
12	X	GOLDMAN SACHS GROUP INC	38141G104		12/18/2012		1/26/2014	941	634				0	307
13	X	GOOGLE INC CL A	38259P508		6/25/2012		2/26/2014	2,453	1,122				0	1,331
14	X	GOOGLE INC CL A	38259P508		12/17/2012		1/26/2014	547	359				0	188
15	X	GOOGLE INC CL A	38259P508		2/28/2013		1/26/2014	547	395				0	152
16	X	GOOGLE INC SHS CL C	38259P706		6/25/2012		6/17/2014	4,903	2,520				0	2,383
17	X	GOOGLE INC SHS CL C	38259P706		6/26/2012		6/17/2014	5,448	2,816				0	2,632
18	X	GOOGLE INC SHS CL C	38259P706		6/27/2012		6/17/2014	1,090	570				0	520
19	X	GOOGLE INC SHS CL C	38259P706		12/17/2012		1/26/2014	538	358				0	180
20	X	GOOGLE INC SHS CL C	38259P706		2/26/2013		1/26/2014	538	394				0	144
21	X	HALLIBURTON COMPANY	406216101		8/8/2013		2/26/2014	665	554				0	111
22	X	INTEL CORP	458146100		10/27/2014		1/26/2014	1,441	1,296				0	145
23	X	INTEL PAPER CO	460146103		10/23/2012		2/26/2014	784	601				0	183
24	X	INTEL PAPER CO	460146103		10/22/2012		7/1/2014	14,027	10,367				0	3,660
25	X	INTEL PAPER CO	460146103		10/23/2012		7/2/2014	4,433	3,201				0	1,232
26	X	INTEL PAPER CO	460146103		10/24/2012		7/2/2014	2,490	1,783				0	707
27	X	COCA COLA COM	191216100		9/11/2012		5/29/2014	4,920	4,580				0	340
28	X	COCA COLA COM	191216100		9/12/2012		5/29/2014	4,879	4,532				0	347
29	X	COMCAST CORP NEW CL A	20030N101		10/5/2012		1/26/2014	1,416	921				0	495
30	X	COMCAST CORP NEW CL A	20030N101		10/4/2012		1/26/2014	1,303	842				0	461
31	X	DELTA AIR LINES INC	247361702		3/14/2014		1/26/2014	1,639	1,273				0	366
32	X	DISNEY (WALT) CO COM STK	254687106		12/11/2012		2/26/2014	886	548				0	338
33	X</													

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals			Net Gain or Loss			
										Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses				
		Long Term CG Distributions	Amount								1,031,315	675,482	355,833			
		Short Term CG Distributions									0	0	0			
70	X	AMERICAN INTERNATIONAL	026874784			9/17/2012		11/26/2014	708		453		255			
71	X	AETNA INC NEW	00817Y108			9/16/2012		2/26/2014	717		669		48			
72	X	AETNA INC NEW	00817Y108			9/19/2013		11/26/2014	1,733		1,338		395			
73	X	AGILENT TECHNOLOGIES INC	00846U101			8/27/2012		2/26/2014	1,208		791		417			
74	X	AGILENT TECHNOLOGIES INC	00846U101			8/27/2012		5/29/2014	6,370		4,217		2,153			
75	X	AGILENT TECHNOLOGIES INC	00846U101			8/28/2012		5/30/2014	2,296		1,490		766			
76	X	AGILENT TECHNOLOGIES INC	00846U101			8/27/2012		5/30/2014	4,117		2,749		1,368			
77	X	AMERICAN INTERNATIONAL	026874784			7/8/2013		11/26/2014	872		592		280			
78	X	AMGEN INC COM PV \$0.0001	031162100			7/8/2013		11/26/2014	2,790		1,673		1,117			
79	X	APPLE INC	037833100			6/26/2012		8/27/2014	101		82		19			
80	X	APPLE INC	037833100			9/5/2010		8/27/2014	3,534		1,273		2,261			
81	X	APPLE INC	037833100			6/4/2012		8/27/2014	8,482		6,691		1,791			
82	X	APPLE INC	037833100			6/25/2012		8/27/2014	9,896		8,028		1,868			
83	X	APPLE INC	037833100			6/29/2012		11/26/2014	2,251		1,576		675			
84	X	MARATHON OIL CORP	565849106			2/20/2013		3/14/2014	3,867		4,153		-288			
85	X	MARATHON PETROLEUM CO	56585A102			5/29/2014		11/26/2014	1,918		1,795		123			
86	X	MASTERCARD INC	57636Q104			12/11/2012		2/26/2014	1,621		1,014		607			
87	X	MASTERCARD INC	57636Q104			12/11/2012		5/29/2014	9,596		6,034		3,562			
88	X	MASTERCARD INC	57636Q104			12/18/2012		11/26/2014	777		444		333			
89	X	MASTERCARD INC	57636Q104			2/26/2013		11/26/2014	864		512		352			
90	X	MCKESSON CORPORATION C	58155Q103			3/13/2012		1/9/2014	8,222		4,069		4,153			
91	X	MCKESSON CORPORATION C	58155Q103			3/14/2012		1/9/2014	1,225		610		615			
92	X	MCKESSON CORPORATION C	58155Q103			6/27/2012		1/9/2014	1,574		833		741			
93	X	MICROSOFT CORP	594918104			12/2/2009		9/23/2014	12,472		8,037		4,435			
94	X	MICROSOFT CORP	594918104			1/6/2010		9/23/2014	1,869		1,228		641			
95	X	MICROSOFT CORP	594918104			1/12/2010		9/23/2014	11,912		7,721		4,191			
96	X	MICROSOFT CORP	594918104			3/12/2012		9/23/2014	6,540		4,505		2,035			
97	X	MICROSOFT CORP	594918104			3/13/2012		9/23/2014	8,035		5,595		2,440			
98	X	MICROSOFT CORP	594918104			3/14/2012		9/23/2014	1,261		886		375			
99	X	MICROSOFT CORP	594918104			6/27/2012		9/23/2014	794		514		280			
100	X	MICROSOFT CORP	594918104			12/22/2009		11/26/2014	1,198		752		446			
101	X	MICRON TECHNOLOGY INC	595112103			8/27/2014		11/26/2014	1,129		1,052		77			
102	X	MOLSON COOR BREW CO CL	60871R209			6/3/2014		11/26/2014	1,450		1,250		200			
103	X	MCKESSON CORPORATION C	58155Q103			9/14/2009		2/26/2014	883		292		591			
104	X	MCKESSON CORPORATION C	58155Q103			9/14/2009		3/14/2014	9,828		3,149		6,679			
105	X	MCKESSON CORPORATION C	58155Q103			3/13/2012		11/26/2014	1,247		520		727			
106	X	MEDTRONIC INC COM	585055106			8/5/2013		2/26/2014	1,045		997		48			
107	X	MEDTRONIC INC COM	585055106			8/5/2013		10/27/2014	9,821		8,194		1,627			
108	X	MEDTRONIC INC COM	585055106			8/6/2013		10/27/2014	10,949		9,135		1,814			
109	X	MEDTRONIC INC COM	585055106			8/8/2013		10/27/2014	4,579		3,439		740			
110	X	MERCK AND CO INC SHS	58933Y105			6/25/2012		2/26/2014	1,799		1,278		521			
111	X	MERCK AND CO INC SHS	58933Y105			6/25/2012		4/16/2014	5,841		4,153		1,688			
112	X	MERCK AND CO INC SHS	58933Y105			6/26/2012		4/16/2014	3,538		2,526		1,012			
113	X	MERCK AND CO INC SHS	58933Y105			9/24/2012		11/26/2014	2,149		1,626		523			
114	X	MICROSOFT CORP	594918104			11/10/2009		2/26/2014	1,125		875		250			
115	X	MYLAN INC	628530107			5/29/2014		10/2/2014	14,684		15,606		-922			
116	X	MYLAN INC	628530107			5/29/2014		10/3/2014	969		994		-25			
117	X	MYLAN INC	628530107			5/30/2014		10/3/2014	6,441		6,677		-236			
118	X	NETAPP INC	64110D104			8/8/2013		2/26/2014	887		934		-47			
119	X	NETAPP INC	64110D104			8/8/2013		8/7/2014	4,080		4,500		-420			
120	X	NETAPP INC	64110D104			8/8/2013		8/8/2014	6,174		6,792		-618			
121	X	NETAPP INC	64110D104			8/9/2013		8/9/2014	6,020		6,673		-653			
122	X	NETAPP INC	64110D104			8/9/2013		8/11/2014	1,520		1,668		-148			
123	X	ORACLE CORP \$0.01 DEL	68389X105			10/31/2012		2/26/2014	737		593		144			
124	X	ORACLE CORP \$0.01 DEL	68389X105			10/31/2012		10/27/2014	10,314		8,359		1,955			
125	X	ORACLE CORP \$0.01 DEL	68389X105			11/1/2012		10/27/2014	4,272		3,495		777			
126	X	ORACLE CORP \$0.01 DEL	68389X105			11/2/2012		11/26/2014	1,209		915		294			
127	X	PACKAGING CORP AMERICA	695156109			2/27/2013		11/26/2014	885		503		382			
128	X	PAN AMERN SILVER CORP	697900108			8/10/2012		12/3/2014	890		2,162		-1,272			
129	X	PARKER HANNIFIN CORP	701094104			3/17/2014		11/26/2014	658		598		60			
130	X	Pfizer Inc	717081103			8/13/2012		5/29/2014	5,421		4,363		1,058			
131	X	Pfizer Inc	717081103			8/13/2012		10/27/2014	2,877		2,360		517			
132	X	Pfizer Inc	717081103			8/14/2012		10/27/2014	8,224		6,825		1,399			
133	X	Pfizer Inc	717081103			8/15/2012		10/27/2014	8,253		6,871		1,382			
134	X	Pfizer Inc	717081103			8/16/2012		10/27/2014	1,540		1,277		263			
135	X	INGERSOLL-RAND PLC	G47791101			11/15/2012		4/16/2014	457		289		168			
136	X	INGERSOLL-RAND PLC	G47791101			11/15/2012		4/17/2014	9,329		5,811		3,518			
137	X	WESTN DIGITAL CORP DEL	958102105			8/27/2014		11/26/2014	2,378		2,365		13			
138	X	WHIRLPOOL CORP	963320106			2/7/2014		2/26/2014	857		819		38			

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Totals				Net Gain or Loss		
									Capital Gains/Losses Other sales						
									Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
139	X WHIRLPOOL CORP	983320106			7/23/2014		7/23/2014	1,723	1,639					0	84
140	X WHIRLPOOL CORP	983320106			2/7/2014		7/24/2014	11,303	10,514					0	789
141	X WHIRLPOOL CORP	983320106			2/10/2014		7/24/2014	7,193	6,707					0	486
142	X INGERSOLL-RAND PLC	G47791101			11/13/2012		2/26/2014	972	588					0	384
143	X INGERSOLL-RAND PLC	G47791101			11/13/2012		4/16/2014	9,075	5,842					0	3,233
144	X INGERSOLL-RAND PLC	G47791101			11/14/2012		4/16/2014	3,253	2,074					0	1,179
145	X INGERSOLL-RAND PLC	G47791101			11/14/2012		4/16/2014	6,735	4,294					0	2,441
146	X VERITIV CORP	923454102			10/22/2012		7/10/2014	15	12					0	3
147	X VERITIV CORP	923454102			10/22/2012		7/10/2014	11	9					0	2
148	X VERITIV CORP	923454102			10/23/2012		7/10/2014	25	19					0	6
149	X VERITIV CORP	923454102			10/23/2012		7/10/2014	35	27					0	8
150	X VERITIV CORP	923454102			10/24/2012		7/10/2014	34	26					0	8
151	X VERITIV CORP	923454102			12/17/2012		7/10/2014	1	1					0	0
152	X WELLS FARGO & CO NEW DE	949748101			5/29/2014		11/26/2014	868	806					0	62
153	X WSTN DIGITAL CORP DEL	958102105			12/8/2014		2/26/2014	716	670					0	46
154	X BORG WARNER INC COM	099724106			8/8/2013		6/18/2014	4,577	3,410					0	1,167
155	X BORG WARNER INC COM	099724106			8/8/2013		6/19/2014	1,236	920					0	316
156	X BROCADE COMMUNICATIONS	111621306			9/14/2009		2/26/2014	755	629					0	126
157	X CVS HEALTH CORP	126650100			7/9/2012		2/26/2014	1,229	805					0	424
158	X CVS HEALTH CORP	126650100			7/9/2012		7/1/2014	10,019	6,249					0	3,770
159	X CVS HEALTH CORP	126650100			7/10/2012		7/1/2014	228	142					0	86
160	X CVS HEALTH CORP	126650100			9/24/2012		11/26/2014	994	530					0	464
161	X CVS HEALTH CORP	126650100			2/26/2013		11/26/2014	904	505					0	399
162	X CHEVRON CORP	166764100			9/14/2009		2/26/2014	695	427					0	268
163	X CHEVRON CORP	166764100			9/14/2009		3/14/2014	15,205	9,460					0	5,745
164	X CHEVRON CORP	166764100			9/14/2009		5/29/2014	19,647	11,452					0	8,195
165	X CHEVRON CORP	166764100			12/22/2009		5/29/2014	1,708	1,107					0	601
166	X CHUBB CORP	171232101			9/14/2009		1/9/2014	6,698	3,610					0	3,088
167	X CHUBB CORP	171232101			9/14/2009		1/10/2014	6,604	3,560					0	3,044
168	X CHUBB CORP	171232101			12/22/2009		1/10/2014	92	50					0	42
169	X CHUBB CORP	171232101			12/22/2009		1/13/2014	6,638	3,652					0	2,986
170	X CHUBB CORP	171232101			12/22/2009		1/15/2014	6,622	3,652					0	2,970
171	X CHUBB CORP	171232101			12/22/2009		1/16/2014	1,355	750					0	605
172	X ASTRAZENECA PLC SPND AD	046353108			10/28/2014		11/26/2014	1,333	1,286					0	47
173	X BP PLC	055622104			1/10/2014		11/26/2014	1,038	1,230					191	-1
174	X BIOGEN IDEC INC	09062X103			6/11/2013		10/13/2014	11,872	8,667					0	3,205
175	X BIOGEN IDEC INC	09062X103			2/26/2014		11/26/2014	1,829	2,103					0	-274
176	X BIOGEN IDEC INC	09062X103			6/11/2013		12/23/2014	13,556	9,112					0	4,444
177	X BIOGEN IDEC INC	09062X103			4/16/2014		12/24/2014	2,037	1,739					0	298
178	X BIOGEN IDEC INC	09062X103			2/26/2014		12/24/2014	4,414	4,556					0	-142
179	X BORG WARNER INC COM	099724106			8/8/2013		6/19/2014	3,449	2,545					0	904
180	X BORG WARNER INC COM	099724106			8/9/2013		6/20/2014	4,869	3,631					0	1,238
181	X BORG WARNER INC COM	099724106			8/9/2013		6/23/2014	3,232	2,421					0	811
182	X BORG WARNER INC COM	099724106			8/12/2013		6/23/2014	1,616	1,218					0	398
183	X BORG WARNER INC COM	099724106			8/12/2013		6/24/2014	4,832	3,654					0	1,178
184	X BORG WARNER INC COM	099724106			8/12/2013		6/25/2014	1,782	1,364					0	418
185	X INTL PAPER CO	460146103			12/17/2012		7/2/2014	150	37					0	113
186	X INTL PAPER CO	460146103			10/22/2012		7/2/2014	1,943	1,424					0	519
187	X JPMORGAN CHASE & CO	46625H100			6/7/2012		2/26/2014	1,760	1,033					0	727
188	X JPMORGAN CHASE & CO	46625H100			2/26/2013		11/26/2014	1,388	1,087					0	301
189	X JPMORGAN CHASE & CO	46625H100			3/10/2014		3/10/2014	543	391					0	152
190	X KNOWLES CORP SHS	49926D109			9/14/2009		4/16/2014	3,091	1,310					0	1,781
191	X KNOWLES CORP SHS	49926D109			9/14/2009		4/17/2014	450	189					0	261
192	X KNOWLES CORP SHS	49926D109			12/22/2009		4/17/2014	180	83					0	97
193	X KNOWLES CORP SHS	49926D109			6/27/2012		4/17/2014	120	68					0	52
194	X KNOWLES CORP SHS	49926D109			6/24/2014		11/26/2014	1,075	1,291					0	-216
195	X LAS VEGAS SANDS CORP	517834107			4/29/2013		2/26/2014	3,620	2,722					0	898
196	X LOWE'S COMPANIES INC	548661107			2/22/2013		3/14/2014	2,423	2,542					0	-117
197	X MARATHON OIL CORP	565849106			2/26/2013		3/14/2014	623	618					0	5
198	X MARATHON OIL CORP	565849106			2/22/2013		3/14/2014	11,568	12,212					0	-644
199	X MARATHON OIL CORP	565849106			9/24/2014		11/26/2014	1,421	1,143					0	278
200	X PFIZER INC	711081103			10/17/2011		5/29/2014	11,309	8,708					0	2,601
201	X PHILIP MORRIS INTL INC	718172109			1/3/2012		9/15/2014	6,725	6,350					0	375
202	X PHILIP MORRIS INTL INC	718172109			3/12/2012		9/15/2014	3,278	3,316					0	-38
203	X PHILIP MORRIS INTL INC	718172109			3/13/2012		9/15/2014	2,942	2,985					0	-43
204	X PHILIP MORRIS INTL INC	718172109			6/27/2012		9/15/2014	1,597	1,621					0	-24
205	X PHILIP MORRIS INTL INC	718172109			2/26/2013		9/15/2014	757	825					0	-68
206	X THE PRICELINE GROUP INC	741503403			7/1/2014		11/26/2014	1,163	1,247					0	-84

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

Amount

Part I, Line 16c (990-PF) - Other Professional Fees

		20,225	12,135	0	8,090
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	US TRUST FEES AS AGENT	20,225	12,135		8,090

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

		4,933	181	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	181	181		
2	PY EXCISE TAX DUE	883			
3	ESTIMATED EXCISE PAYMENTS	3,869			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		1,453,271		1,541,787		0		2,118,317	
		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1									
2	AETNA INC	0		30,483		38,819			
3	AMERICAN INTERNATIONAL	0		21,789		35,454			
4	AMGEN INC	0		18,700		41,415			
5	APPLE COMPUTER INC COM	0		34,484		46,470			
6	ASTRAZENECA PLC SPONS ADR	0		20,519		20,340			
7	BP P L C SPONS ADR	0		29,897		24,549			
8	BROCADE COMMUNICATIONS	0		20,670		26,604			
9	CVS CORP	0		31,414		62,794			
10	CISCO SYS INC	0		38,449		43,030			
11	CITIGROUP INC COM NEW	0		35,199		62,443			
12	COMCAST CORP NEW CL A	0		41,920		66,595			
13	DELTA AIR LINES INC	0		19,161		27,448			
14	DISNEY (WALT) COMPANY HOLDING CO	0		13,298		25,243			
15	DISCOVER FINL SVCS	0		19,125		40,473			
16	DOVER CORPORATION	0		8,372		18,575			
17	DOW CHEMICAL COMPANY COMMON	0		24,023		26,454			
18	DR PEPPER SNAPPLE GROUP	0		35,808		50,606			
19	EMC CORP(MASS) USD 0 01	0		24,504		28,075			
20	EXXON MOBIL CORP	0		19,472		22,096			
21	FACEBOOK INC	0		20,310		24,576			
22	GENERAL ELECTRIC CO	0		18,180		17,335			
23	GOLDMAN SACHS GROUP INC	0		19,766		31,982			
24	GOOGLE INC	0		21,788		38,208			
25	GOOGLE INC SHS CL C	0		15,813		26,846			
26	HALLIBURTON COMPANY COM	0		23,061		19,665			
27	HESS CORP	0		20,897		16,979			
28	HOME DEPOT INC USD 0 05	0		25,390		29,707			
29	INTEL CORPORATION	0		20,233		22,137			
30	J P MORGAN CHASE & CO	0		35,187		61,203			
31	LABORATORY CORP AMER HLDGS	0		15,455		15,430			
32	LAS VEGAS SANDS CORP	0		25,387		19,716			
33	LOWES COMPANIES INC COM	0		37,996		66,048			
34	MARATHON PETROLEUM CORP	0		29,985		30,598			
35	MASTERCARD INC	0		29,345		52,127			
36	MCKESSON CORPORATION	0		13,187		40,271			
37	MERCK AND CO INC SHS	0		37,731		50,600			
38	MICROSOFT CORP COM	0		15,359		23,968			
39	MICRON TECHNOLOGY	0		45,781		51,325			
40	MOLSON COOR BREW CO CL B	0		29,553		33,534			
41	ORACLE CORPORATION	0		16,569		23,699			
42	PACKAGING CORP AMER	0		16,332		30,908			
43	PARKER HANNIFIN CORP	0		21,877		23,856			
44	PFIZER INC COM	0		19,689		25,294			
45	PHILIP MORRIS INTL INC	0		17,532		20,688			
46	PRICELINE COM INC	0		32,769		30,786			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		1,453,271		1,541,787		0		2,118,317	
Description		Book Value		Book Value		FMV		FMV	
		Beg of Year		End of Year		Beg of Year		End of Year	
		Num. Shares/ Face Value							
47	PUBLIC SERVICE ENTERPRISE GROUP IN		0		10,933				11,056
48	QUALCOMM INC		0		51,359				48,909
49	ROSS STORES INC		0		9,947				37,138
50	SCHLUMBERGER LIMITED COM		0		43,360				41,253
51	SUNCOR ENERGY INC NEW		0		35,000				32,765
52	SUNTRUST BANKS INC		0		17,208				25,475
53	TRW AUTOMOTIVE HLDGS CORP		0		15,073				26,535
54	TEVA PHARMACEUTICAL INDS ADR		0		20,490				21,911
55	3M CO		0		35,834				65,728
56	TRAVELERS COS INC		0		13,382				28,791
57	US BANCORP DEL		0		37,482				50,434
58	UNION PACIFIC CORP		0		27,430				34,667
59	UNITED CONTL HLDGS INC		0		10,406				28,294
60	UNITED HEALTH GROUP INC		0		24,850				27,294
61	UNIVERSAL HEALTH SVCS INC CL B		0		19,785				25,812
62	VALERO ENERGY CORP NEW		0		8,235				20,097
63	WELLS FARGO & CO NEW		0		19,882				21,654
64	WESTERN DIGITAL CORP		0		28,672				35,535

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

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

1	Cost Basis Adjustment	1	19
2	Excess FMV over Cost of Assets Contributed	2	142,155
3	Total	3	142,174

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

Long Term CG Distributions						Amount										
						0	1,031,315	0	191	675,673	355,833	0	0	0	0	355,833
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adj Basis			
1 APPLIED MATERIAL INC	038222105	5/23/2013	2/26/2014	5/23/2014	969	2,518	734	235	778	0	0	0	355,833			
2 APPLIED MATERIAL INC	038222105	5/23/2013	5/23/2014	5/23/2014	2,139	2,139	0	0	0	0	0	0	0			
3 APPLIED MATERIAL INC	038222105	5/23/2013	5/23/2014	5/23/2014	7,558	5,722	2,237	0	0	0	0	0	0			
4 APPLIED MATERIAL INC	038222105	5/23/2013	5/23/2014	5/23/2014	8,778	6,286	2,490	0	0	0	0	0	0			
5 APPLIED MATERIAL INC	038222105	5/23/2013	5/23/2014	5/23/2014	5,009	4,308	1,501	0	0	0	0	0	0			
6 APPLIED MATERIAL INC	038222105	5/23/2013	5/23/2014	5/23/2014	1,392	1,023	364	0	0	0	0	0	0			
7 BIOMGEN IDEC INC	09082X103	4/16/2014	12/26/2014	4/16/2014	4,116	3,479	637	0	0	0	0	0	0			
8 BIOMGEN IDEC INC	09082X103	4/16/2014	12/26/2014	4/16/2014	6,171	5,231	942	0	0	0	0	0	0			
9 BORG WARNER INC COM	099724106	8/6/2013	2/26/2014	8/6/2013	1,228	961	265	0	0	0	0	0	0			
10 GENWORTH FINL INC COM	3747D1106	1/13/2014	1/11/2014	1/13/2014	3,015	6,108	-3,093	0	0	0	0	0	0			
11 GOLDMAN SACHS GROUP INC	38141G104	9/25/2012	2/26/2014	9/25/2012	813	630	323	0	0	0	0	0	0			
12 GOLDMAN SACHS GROUP INC	38141G104	12/18/2012	1/26/2014	12/18/2012	941	630	323	0	0	0	0	0	0			
13 GOOGLE INC CL A	38259P508	6/25/2012	2/26/2014	6/25/2012	2,452	1,922	1,331	0	0	0	0	0	0			
14 GOOGLE INC CL A	38259P508	12/17/2012	1/26/2014	12/17/2012	547	352	195	0	0	0	0	0	0			
15 GOOGLE INC CL A	38259P508	2/26/2013	1/26/2014	2/26/2013	547	352	195	0	0	0	0	0	0			
16 GOOGLE INC SHS CL C	38259P708	6/25/2012	8/17/2014	6/25/2012	4,903	4,903	0	0	0	0	0	0	0			
17 GOOGLE INC SHS CL C	38259P708	8/26/2012	8/17/2014	8/26/2012	5,446	5,446	0	0	0	0	0	0	0			
18 GOOGLE INC SHS CL C	38259P708	6/21/2012	1/26/2014	6/21/2012	1,090	520	570	0	0	0	0	0	0			
19 GOOGLE INC SHS CL C	38259P708	12/17/2012	1/26/2014	12/17/2012	538	358	180	0	0	0	0	0	0			
20 GOOGLE INC SHS CL C	38259P708	2/26/2013	1/26/2014	2/26/2013	538	358	180	0	0	0	0	0	0			
21 HALIBURTON COMPANY	408216101	8/6/2013	2/26/2014	8/6/2013	685	554	131	0	0	0	0	0	0			
22 INTEL CORP	43814E100	10/27/2012	2/26/2014	10/27/2012	1,441	1,268	173	0	0	0	0	0	0			
23 INTEL PAPER CO	45014E103	10/27/2012	2/26/2014	10/27/2012	14,027	10,367	3,660	0	0	0	0	0	0			
24 INTEL PAPER CO	45014E103	10/23/2012	7/1/2014	10/23/2012	4,433	3,201	1,232	0	0	0	0	0	0			
25 INTEL PAPER CO	45014E103	10/24/2012	7/1/2014	10/24/2012	2,490	1,783	707	0	0	0	0	0	0			
26 INTEL PAPER CO	45014E103	9/11/2012	5/29/2014	9/11/2012	4,920	4,580	340	0	0	0	0	0	0			
27 COCA COLA COM	191216100	9/17/2012	5/29/2014	9/17/2012	4,879	4,532	347	0	0	0	0	0	0			
28 COMCAST CORP NEW CL A	20030N101	10/5/2012	1/26/2014	10/5/2012	1,418	921	495	0	0	0	0	0	0			
29 COMCAST CORP NEW CL A</																

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										0	0			
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	191	675,673	355,633	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FAW Over Adj Basis	Gains Minus Excess of FAW Over Adjusted Basis or Losses
85 MARATHON PETROLEUM CORP	56555A102		5/29/2014	11/26/2014	1,916			0	1,795		123	0	0	355,633
86 MASTERCARD INC	57636C104		12/11/2012	2/26/2014	1,621			0	1,014		607	0	0	607
87 MASTERCARD INC	57636C104		12/11/2012	5/29/2014	9,596			0	6,034		3,562	0	0	3,562
88 MASTERCARD INC	57636C104		12/19/2012	11/26/2014	777			0	444		333	0	0	333
89 MASTERCARD INC	57636C104		2/26/2013	11/26/2014	864			0	512		352	0	0	352
90 MCKESSON CORPORATION COM	58155D103		3/13/2012	1/9/2014	8,222			0	4,069		4,153	0	0	4,153
91 MCKESSON CORPORATION COM	58155D103		3/14/2012	1/9/2014	1,225			0	610		615	0	0	615
92 MCKESSON CORPORATION COM	58155D103		6/27/2012	1/9/2014	1,574			0	833		741	0	0	741
93 MICROSOFT CORP	594918104		12/22/2009	9/23/2014	12,472			0	8,037		4,435	0	0	4,435
94 MICROSOFT CORP	594918104		1/6/2010	9/23/2014	1,869			0	1,228		641	0	0	641
95 MICROSOFT CORP	594918104		1/12/2010	9/23/2014	11,912			0	7,721		4,191	0	0	4,191
96 MICROSOFT CORP	594918104		3/12/2012	9/23/2014	6,540			0	4,505		2,035	0	0	2,035
97 MICROSOFT CORP	594918104		3/13/2012	9/23/2014	8,035			0	5,895		2,140	0	0	2,140
98 MICROSOFT CORP	594918104		3/14/2012	9/23/2014	1,261			0	866		375	0	0	375
99 MICROSOFT CORP	594918104		6/27/2012	9/23/2014	794			0	514		280	0	0	280
100 MICROSOFT CORP	594918104		12/22/2009	11/26/2014	1,198			0	752		446	0	0	446
101 MICRON TECHNOLOGY INC	595112103		8/27/2014	11/26/2014	1,126			0	1,052		77	0	0	77
102 MOLSON COOR BREW CO CL B	60871R209		6/3/2014	11/26/2014	1,250			0	1,052		200	0	0	200
103 MCKESSON CORPORATION COM	58155D103		9/14/2009	2/26/2014	883			0	792		591	0	0	591
104 MCKESSON CORPORATION COM	58155D103		9/14/2009	3/14/2014	9,838			0	3,149		6,689	0	0	6,689
105 MCKESSON CORPORATION COM	58155D103		3/13/2012	11/26/2014	1,247			0	820		727	0	0	727
106 MCKESSON CORPORATION COM	58155D103		8/5/2013	2/26/2014	1,045			0	820		727	0	0	727
107 MEDTRONIC INC	585055106		8/5/2013	10/27/2014	9,821			0	8,184		1,627	0	0	1,627
108 MEDTRONIC INC	585055106		8/5/2013	10/27/2014	9,821			0	8,184		1,627	0	0	1,627
109 MEDTRONIC INC	585055106		8/5/2013	10/27/2014	9,821			0	8,184		1,627	0	0	1,627
110 MEDTRONIC INC	585055106		8/5/2013	10/27/2014	9,821			0	8,184		1,627	0	0	1,627
111 MERCK AND CO INC SHS	58933Y105		6/25/2012	2/26/2014	4,579			0	3,559		740	0	0	740
112 MERCK AND CO INC SHS	58933Y105		6/25/2012	2/26/2014	4,579			0	3,559		740	0	0	740
113 MERCK AND CO INC SHS	58933Y105		6/25/2012	2/26/2014	4,579			0	3,559		740	0	0	740
114 MERCK AND CO INC SHS	58933Y105		6/25/2012	2/26/2014	4,579			0	3,559		740</			

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

Long Term CG Distributions		Short Term CG Distributions		Amount	
		0	0	1,031,315	0
Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed
169 CHUBB CORP		12/22/2009	11/30/2014	6,638	
170 CHUBB CORP		12/22/2009	11/30/2014	6,622	
171 CHUBB CORP		12/22/2009	11/30/2014	1,355	
172 ASTRAZENECA PLC SPND ADR		10/28/2014	11/26/2014	1,333	
173 BP PLC SPON ADR		11/02/2014	11/26/2014	1,038	
174 BIOGEN IDEC INC		6/11/2013	10/13/2014	11,872	
175 BIOGEN IDEC INC		2/26/2014	11/26/2014	1,259	
176 BIOGEN IDEC INC		6/11/2013	12/23/2014	13,556	
177 BIOGEN IDEC INC		4/16/2014	12/24/2014	2,037	
178 BIOGEN IDEC INC		2/26/2014	12/24/2014	4,414	
179 BIOGEN IDEC INC		6/9/2013	6/19/2014	3,449	
180 BORG WARNER INC COM		6/9/2013	6/20/2014	4,669	
181 BORG WARNER INC COM		6/9/2013	6/20/2014	3,232	
182 BORG WARNER INC COM		6/9/2013	6/20/2014	1,616	
183 BORG WARNER INC COM		6/9/2013	6/20/2014	4,632	
184 BORG WARNER INC COM		6/9/2013	6/20/2014	1,782	
185 INTL PAPER CO		12/17/2012	7/2/2014	50	
186 INTL PAPER CO		10/22/2012	7/2/2014	1,543	
187 JPMORGAN CHASE & CO		6/7/2012	2/26/2014	1,760	
188 JPMORGAN CHASE & CO		2/26/2014	11/26/2014	1,386	
189 JPMORGAN CHASE & CO		12/17/2012	11/26/2014	543	
190 KNOWLES CORP SHS		3/10/2014	3/10/2014	14	
191 KNOWLES CORP SHS		9/14/2009	4/16/2014	3,091	
192 KNOWLES CORP SHS		9/14/2009	4/16/2014	450	
193 KNOWLES CORP SHS		9/14/2009	4/16/2014	180	
194 KNOWLES CORP SHS		6/27/2012	4/17/2014	120	
195 LAS VEGAS SANDS CORP		6/24/2014	11/26/2014	1,075	
196 LOWE'S COMPANIES INC		4/29/2013	2/26/2014	3,920	
197 MARATHON OIL CORP		2/21/2013	3/14/2014	2,426	
198 MARATHON OIL CORP		2/26/2013	3/14/2014	623	
199 MARATHON OIL CORP		2/22/2013	3/14/2014	11,568	
200 PFIZER INC		7/17/2011	11/26/2014	1,421	
201 PHILIP MORRIS INTL INC		9/24/2011	11/26/2014	11,309	
202 PHILIP MORRIS INTL INC		10/2/2013	9/15/2014	8,725	
203 PHILIP MORRIS INTL INC		3/12/2012	9/15/2014	3,278	
204 PHILIP MORRIS INTL INC		3/13/2012	9/15/2014	2,943	
205 PHILIP MORRIS INTL INC		6/27/2012	9/15/2014	1,587	
206 PHILIP MORRIS INTL INC		2/26/2013	9/15/2014	757	
207 THE PRICELINE GROUP INC		7/17/2014	11/26/2014	1,163	
208 QUALCOMM INC		6/17/2014	11/26/2014	1,084	
209 REGIONS FINL CORP		10/10/2013	2/26/2014	930	
210 REGIONS FINL CORP		10/10/2013	5/29/2014	8,005	
211 REGIONS FINL CORP		10/11/2013	5/29/2014	3,685	
212 REGIONS FINL CORP		10/11/2013	5/29/2014	1,421	
213 REGIONS FINL CORP		10/14/2013	5/30/2014	7,307	
214 ROSS STORES INC COM		12/22/2009	2/26/2014	1,005	
215 SUNCOR ENERGY INC NEW		1/14/2013	2/26/2014	1,093	
216 SUNTRUST BKS INC COM		1/15/2013	11/26/2014	711	
217 SYSCO CORPORATION		2/13/2004	12/2/2014	143,748	
218 TRW AUTOMOTIVE HLDGS CRP		2/20/2013	11/26/2014	1,036	
219 TERADATA CORP DEL		11/13/2012	2/26/2014	5,333	
220 TERADATA CORP DEL		11/14/2012	2/26/2014	5,333	
221 TERADATA CORP DEL		11/15/2012	2/26/2014	93	
222 TERADATA CORP DEL		11/15/2012	2/27/2014	963	
223 TERADATA CORP DEL		1/14/2013	2/27/2014	3,943	
224 TERADATA CORP DEL		1/15/2013	2/27/2014	1,971	
225 TERADATA CORP DEL		2/26/2013	2/27/2014	413	
226 TEVA PHARMACLT INDS ADR		7/2/2014	11/26/2014	1,308	
227 3M COMPANY		8/16/24/2009	11/26/2014	2,371	
228 TRAVELERS COS INC		9/14/2009	11/26/2014	344	
229 TRAVELERS COS INC		8/20/2010	11/26/2014	729	

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	MARC FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		PRESIDENT	0.50	0		
2	TWILIGHT FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		VICE PRESIDENT	0.50	0		
3	MONICA FREEDMAN SNIDEMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
4	JENNIFER LYNN HOLSOMACK		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
5	GARY ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
6	BRIAN ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		
7	WENDY FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0.50	0		

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	3,869
7 Total	7	3,869