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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation June G Outhwaite Charitable Trust JS Poucher KL Englert & CM Cooney Co-Tr		A Employer identification number 77-6154307	
Number and street (or P O box number if mail is not delivered to street address) 1206 Coast Village Circle Suite A		B Telephone number (see instructions) (805) 560-0841	
City or town, state or province, country, and ZIP or foreign postal code Santa Barbara, CA 93108		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,005,229		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,515	21,515		
	4 Dividends and interest from securities.	437,014	437,014		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,972,665			
	b Gross sales price for all assets on line 6a 8,190,724				
	7 Capital gain net income (from Part IV, line 2) . . .		1,972,665		
	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)	579	579		
	12 Total. Add lines 1 through 11	2,431,773	2,431,773		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	317,178	266,430		50,748
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	17,774	12,661		5,113
	c Other professional fees (attach schedule)	73,619	73,619		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,687	8,667		20
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	11,017	4,407		6,610
	21 Travel, conferences, and meetings	1,883	942		
	22 Printing and publications				
	23 Other expenses (attach schedule)	34,790	10,298		24,492
	24 Total operating and administrative expenses. Add lines 13 through 23	469,948	377,024		86,983
	25 Contributions, gifts, grants paid	915,665			915,665
	26 Total expenses and disbursements. Add lines 24 and 25	1,385,613	377,024		1,002,648
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,046,160			
	b Net investment income (if negative, enter -0-)		2,054,749		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	241,019	133,373	133,373
	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) ▶ _____ 464,457 Less allowance for doubtful accounts ▶ _____	486,143	464,457	464,457
	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)	9,342,850	11,690,604	14,032,696
	c	Investments—corporate bonds (attach schedule).	2,564,889	2,547,835	2,754,113
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,906,697	1,751,489	2,620,590
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,541,598	16,587,758	20,005,229
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,541,598	16,587,758	
	30	Total net assets or fund balances (see instructions)	15,541,598	16,587,758	
	31	Total liabilities and net assets/fund balances (see instructions)	15,541,598	16,587,758	

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 15,541,598
2	Enter amount from Part I, line 27a	2 1,046,160
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 16,587,758
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 16,587,758

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)
1 a	WEST COAST OPPORTUNITY FUND PASSTHRU	P	2013-10-10	2014-12-31
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 26,630			-26,630
b			
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			-26,630
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,972,665
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	962,150	19,512,093	0 04931
2012	1,015,247	18,972,371	0 05351
2011	905,869	20,428,733	0 04434
2010	1,466,236	19,369,559	0 07570
2009	1,118,948	18,316,492	0 06109

2	Total of line 1, column (d).	2	0 28395
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 05679
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	20,205,234
5	Multiply line 4 by line 3.	5	1,147,475
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	20,547
7	Add lines 5 and 6.	7	1,168,022
8	Enter qualifying distributions from Part XII, line 4.	8	1,002,648

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	41,095
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		3	41,095
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	41,095
6		Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	9,210		
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	9,210
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	31,885
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

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		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes.</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No		
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		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes			
Website address ▶ <u>www.outhwaitefoundation.org</u>						
14	The books are in care of ▶ <u>Kent L Englert Co-Trustee</u> Telephone no ▶ <u>(805) 695-8355</u> Located at ▶ <u>1206 Coast Village Circle Suite A SB CA</u> ZIP +4 ▶ <u>931082710</u>					
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 ▶ <table><tr><td>15</td><td></td></tr></table>	15				
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ <u>UK</u>			Yes			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			No
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			No
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			No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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
Kent L Englert	Trustee	105,726		
26 W ANAPAMU Santa Barbara, CA 931013144	10 32			
John S Poucher	Trustee	105,726		
26 W ANAPAMU Santa Barbara, CA 931013144	9 00			
C Michael Cooney	Trustee	105,726		
26 W ANAPAMU Santa Barbara, CA 931013144	9 03			
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.				

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 N/A	0
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	

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	20,375,932
b	Average of monthly cash balances.	1b	136,996
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,512,928
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	
3	Subtract line 2 from line 1d.	3	20,512,928
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	307,694
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,205,234
6	Minimum investment return. Enter 5% of line 5.	6	1,010,262

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,010,262
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	41,095
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	41,095
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	969,167
4	Recoveries of amounts treated as qualifying distributions.	4	21,686
5	Add lines 3 and 4.	5	990,853
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	990,853

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,002,648
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	1,002,648
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,002,648

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				990,853
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			914,772	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,002,648			914,772	
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).	0			
d Applied to 2014 distributable amount.				87,876
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				902,977
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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	
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 organization 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))

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

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

OUTHWAITE FOUNDATION
26 WANAPAMU
SANTA BARBARA, CA 931013114
(805) 560-0841

b

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

APPLICATIONS MUST BE IN WRITING AND INCLUDE 1) MISSION STATEMENT INDICATING DIRECT INVOLVEMENT IN ONE OR MORE OF THE DESIGNATED CATEGORIES 2) THE SPECIFIC PURPOSE TO WHICH THE PROPOSED GRANT WILL BE DEVOTED 3) AN INDICATION OF THE DIRECT BENEFIT TO THE COMMUNITIES THE CHARITY SERVES 4) EVIDENCE OF QUALIFICATION UNDER CALIFORNIA AND FEDERAL LAW AS A PUBLIC CHARITY BENEFIT CORPORATION IN GOOD STANDING 5) COPIES OF CURRENT FINANCIAL STATEMENTS 6) LIST OF THE BOARD OF DIRECTORS

c

Any submission deadlines

JULY 31 OF EACH YEAR

d

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

TRUSTEES GIVE CONSIDERATION TO ORGANIZATIONS WHO FUNCTION -----
-IN THE FOLLOWING AREAS IN SANTA BARBARA COUNTY----- 1) MEDICAL CARE,
SUPPORT AND RESEARCH 2) GENERAL ASSISTANCE TO THE DISABLED, ELDERLY AND CHILDREN 3) SUPPORT TO ABUSED WOMEN AND CHILDREN 4) PREVENTION OF CRUELTY TO ANIMALS 5) PRESERVATION OF WILDLIFE AND NATURAL RESOURCES 6) HISTORIC PRESERVATION 7) SUPPORT OF EDUCATION INSTITUTIONS AND MUSEUMS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data TableSee Additional Data Table				
Total			3a	915,665
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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

[illegible]

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

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

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

Sign Here	*****	2015-05-13	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name Donna M Dawson	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01235254
	Firm's name ☐ Donna M Dawson CPA			Firm's EIN ☐	
	Firm's address ☐ 115 S La Cumbre Ln Suite 301 Santa Barbara, CA 93105			Phone no (805) 882-1041	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CANCER FOUNDATION OF SANTA BARBARA 601 WEST JUNIPERO STREET Santa Barbara,CA 93105	None	PUBLIC	CARE FOR THE UN/UNDER-INSURED	20,000
DOMESTIC VIOLENCE SOLUTIONS FOR SBC PO BOX 1536 Santa Barbara,CA 93102	None	PUBLIC	CLINICAL COUNSELING	10,000
EASY LIFT TRANSPORTATION 53 CASS PLACE SUITE D GOLETA,CA 93117	None	PUBLIC	DIAL-A-RIDE SERVICE	5,000
CASA ESPERANZA HOMELESS CENTER 816 CACIQUE STREET SANTA BARBARA,CA 93103	None	PUBLIC	MEDICAL RESPITE CARE & WELLNESS PROJECT	20,000
COURT APPOINTED SP ADVOCATES OF SB 2601 SKYWAY DRIVE SUITE A3 SANTA MARIA,CA 93455	None	PUBLIC	FOSTER YOUTH ADVOCACY PROGRAM	5,000
GIRLS Inc OF GREATER SANTA BARBARA PO BOX 236 SANTA BARBARA,CA 93102	NONE	PUBLIC	SCHOLARSHIP SUPPORT	5,000
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY SUITE 190 SANTA BARBARA,CA 93109	None	PUBLIC	SPIRIT OF DANA POINT & MARINE SCIENCE EDUCATION PROGRAMS	10,000
SB TRUST FOR HISTORIC PRESERVATION 123 EAST CANON PERDIDO STREET SANTA BARBARA,CA 93101	None	PUBLIC	MUSEUM DISPLAY FOR ASIAN AMERICAN HISTORIC COMMUNITY EXHIBIT TO BE ESTABLISHED AT JIMMY'S ORIENTAL GARDENS	2,500
JODI HOUSE 625 CHAPALA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	VOCATIONAL SUPPORT PROGRAM	15,000
FOODBANK OF SANTA BARBARA COUNTY 4554 HOLLISTER AVE SANTA BARBARA,CA 93110	NONE	PUBLIC	PRODUCE INITIATIVE IN SOUTH COUNTY	5,000
CASA SERENA 1515 BATH STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
SANTA BARBARA ZOOLOGICAL FOUNDATION 500 LAS NINOS DRIVE SANTA BARBARA,CA 93103	NONE	PUBLIC	DISCOVERY PAVILION CAMPAIGN	25,000
COMMUNITY ENVIRONMENTAL COUNCIL 26 WANAPAMU ST 2ND FL SANTA BARBARA,CA 93101	NONE	PUBLIC	RENEWABLE ENERGY PROGRAMS	15,000
ACADEMY OF HEALING ARTS 1209 DE LA VINA STREET SUITE A SANTA BARBARA,CA 93101	NONE	PUBLIC	GENERAL SUPPORT	10,000
CARPINTERIA EDUCATION FOUNDATION IN 4545 CARPINTERIA AVENUE CARPINTERIA,CA 93013	NONE	PUBLIC	2015 SUMMER SCHOOL PROGRAM	35,000
Total  3a				915,665

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COUNCIL ON ALCOHOLISM AND DRUG ABUS PO BOX 28 SANTA BARBARA,CA 93102	NONE	PUBLIC	DANIEL BRYANT YOUTH AND FAMILY TREATMENT CENTER	17,500
HILLSIDE HOUSE INC 1235 VERONICA SPRINGS ROAD SANTA BARBARA,CA 93105	NONE	PUBLIC	PHYSICAL THERAPY PROGRAM	10,000
SB COTTAGE HOSPITAL FOUNDATION POBOX 689 SANTA BARBARA,CA 93102	NONE	PUBLIC	REPLACEMENT HOSPITAL PROJECT	50,000
SB COUNTY EDUCATION FOUNDATION 1330 STATE STREET SUITE 201 SANTA BARBARA,CA 93101	NONE	PUBLIC	GENERAL SUPPORT	10,000
STORYTELLER CHILDREN'S CENTER 2115 STATE STREET SANTA BARBARA,CA 93105	NONE	PUBLIC	EARLY CHILDHOOD EDUCATION PROGRAM	5,000
TRANSITION HOUSE 425 EAST COTA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	FAMILY HOMELESS SHELTER	20,000
UNITY SHOPPE INC 110 WEST SOLA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	OPERATING SUPPORT WITH \$15,000 FOR FOODBANK PURCHASES	35,000
PLANNED PARENTHOOD OF SANTA BARBARA 518 GARDEN STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	EDUCATION PROGRAMS	5,000
SANSUM DIABETES RESEARCH INSTITUTE 2219 BATH STREET SANTA BARBARA,CA 93105	NONE	PUBLIC	SANTA BARBARA DIABETES INITIATIVE	2,500
SCHOLARSHIP FOUNDATION OF SANTA BAR PO BOX 3620 SANTA BARBARA,CA 93130	None	PUBLIC	JUNE G OUTHWAITE SCHOLARSHIP FUND	5,000
SANTA BARBARA RAPE CRISIS CENTER 433 EAST CANON PERDIDO STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	CRISIS INTERVENTION PROGRAM	5,000
SANTA BARBARA RESCUE MISSION 535 EAST YANONALI STREET SANTA BARBARA,CA 93103	NONE	PUBLIC	DRUG AND ALCOHOL TREATMENT PROGRAM	45,000
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 94104	NONE	PUBLIC	SANTA BARBARA PROGRAM	20,000
UNITED BOYS GIRLS CLUB OF SANTA BAR 632 EAST CANNON PERDIDO SANTA BARBARA,CA 93103	NONE	PUBLIC	TEEN CENTER	5,000
CARPINTERIA EDUCATION FOUNDATION PO BOX 9 CARPINTERIA,CA 93014	NONE	PUBLIC	CARPINTERIA SUMMER ACADEMY	35,000
Total  3a				915,665

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDSHIP ADULT DAY CARE CENTER 89 EUCALYPTUS LANE SANTA BARBARA,CA 93108	NONE	PUBLIC	FRIENDSHIP RIDE PROGRAM	7,500
GIRLS INC OF CARPINTERIA 5315 FOOTHILL ROAD CARPINTERIA,CA 93013	NONE	PUBLIC	OPERATING SUPPORT	10,000
HABITAT FOR HUMANITY PO BOX 176 SANTA BARBARA,CA 93116	NONE	PUBLIC	CANON PERDIDO AFFORDABLE HOMES PROJECT	10,000
SANTA BARBARA FAMILY YMCA 36 HITCHCOCK WAY SANTA BARBARA,CA 93105	NONE	PUBLIC	YOUTH PROGRAMS	3,000
SPIRIT OF '76 FOUNDATION PO BOX 1236 SANTA BARBARA,CA 93120	NONE	PUBLIC	GENERAL SUPPORT	12,750
TEDDY BEAR CANCER FOUNDATION 2330 BATH STREET SUITE 107 SANTA BARBARA,CA 93105	NONE	PUBLIC	GENERAL SUPPORT	5,000
BOYS GIRLS CLUBS OF SANTA BARBARA PO BOX 1485 SANTA BARBARA,CA 93102	NONE	PUBLIC	UBGC OF CARPINTERIA TEEN PROGRAMS	5,000
UNITY SHOPPE INC 110 WEST SOLA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	ASSET DEBT REDUCTION	20,000
YOUNG AMERICA'S FOUNDATION 217 STATE STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	EDUCATIONAL PROGRAMS	25,000
FAMILY SERVICE AGENCY OF SB 123 W GUTIERREZ STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	GENERAL SUPPORT	45,000
FOOD FROM THE HEART POBOX 3908 SANTA BARBARA,CA 93130	NONE	PUBLIC	GENERAL SUPPORT	5,000
PACIFIC PRIDE FOUNDATION 126 EAST HALEY STREET A-11 SANTA BARBARA,CA 93101	NONE	PUBLIC	HIV SERVICES PROGRAM	5,000
DOS PUEBLOS ENGINEERING ACADEMY FOU POBOX 313 GOLETA,CA 93116	NONE	PUBLIC	OPERATION OF THE SHOP INCLUDING PARTIAL FUNDING OF SHOP MANAGER	35,000
SANTA BARBARA ATHLETIC ROUND TABLE PO BOX 3813 SANTA BARBARA,CA 93130	NONE	PUBLIC	POSITIVE COACHING ALLIANCE PROGRAM	2,500
FRIENDS OF VADA PO BOX 4426 SANTA BARBARA,CA 93140	NONE	PUBLIC	GENERAL OPERATING SUPPORT	5,000
Total  3a				915,665

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
S B COURTHOUSE LEGACY FOUNDATION PO BOX 91459 SANTA BARBARA,CA 93190	NONE	PUBLIC	MURAL ROOM RESTORATION	10,000
REGENTS OF THE UNIVERSITY OF CALIF- 3227 CHEADLE HALL 3RD FLOOR SANTA BARBARA,CA 93106	NONE	PUBLIC	ELLWOOD-DEVEREUX COMMUNITY CONNECTIONS TO NATURE	6,500
YOUNG LIFE OF SANTA BARBARA 123 WEST PADRE STREET SUITE 3 SANTA BARBARA,CA 93105	NONE	PUBLIC	LEADERSHIP TRAINING AND SCHOLARSHIP PROGRAMS	6,000
SARAH HOUSE PO BOX 20031 SANTA BARBARA,CA 93120	NONE	PUBLIC	GENERAL SUPPORT	10,000
ALEXANDER HOUSE FOUNDATION PO BOX 23642 SANTA BARBARA,CA 93121	NONE	PUBLIC	LOW INCOME SENIORS	10,000
WILDERNESS YOUTH PROJECT 5386 HOLLISTER AVENUE SUITE D SANTA BARBARA,CA 93111	NONE	PUBLIC	BRIDGE TO NATURE DISABILITIES INCLUSION PROGRAM	5,000
DOG ADOPTION AND WELFARE GROUP 5480 OVERPASS ROAD SANTA BARBARA,CA 93111	NONE	PUBLIC	PRESCRIPTION DIETS	5,000
GOLETA VALLEY HISTORICAL SOCIETY 304 NORTH LOS CARNEROS ROAD GOLETA,CA 93117	NONE	PUBLIC	EDUCATIONAL PROGRAMS	3,500
LAND TRUST FOR SANTA BARBARA COUNTY PO BOX 91830 SANTA BARBARA,CA 93190	NONE	PUBLIC	GENERAL SUPPORT	10,000
MARJORIE LUKE THEATRE PO BOX 21046 SANTA BARBARA,CA 93121	NONE	PUBLIC	AUDITORIUM SEATING REPAIR PROJECT	2,750
SB TRUST FOR HISTORIC PRESERVATION 123 EAST CANON PERDIDO STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	\$50,000 FOR NORTHWEST CORNER, \$20,000 FOR SANTA INES MILLS, \$18,000 FOR EDUCATION AND RESEARCH, \$7,000 FOR PETERSON LOT LINE	95,000
SPECIAL OLYMPICS SANTA BARBARA COUN 423 WEST VICTORIA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	FITNESS PROGRAMS	5,000
CARPINTERIA EDUCATION FOUNDATION PO BOX 9 CARPINTERIA,CA 93014	NONE	PUBLIC	CARPINTERIA UNION SCHOOL DISTRICT IN SUPPORT OF THE CARPINTERIA CHILDREN'S PROJECT AT MAIN SCHOOL	25,000
CARPINTERIA EDUCATION FOUNDATION PO BOX 9 CARPINTERIA,CA 93014	NONE	PUBLIC	TO ASSIST ECONOMICALLY DISADVANTAGED STUDENTS PAY FOR FEES IMPOSED TO PARTICIPATE IN ATHLETICS AND OTHER EXTRACURRICULAR PROGRAMS	6,000
COMMUNITY ACTION COMMISSION OF S B 5638 HOLLISTER AVENUE SUITE 230 SANTA BARBARA,CA 93117	NONE	PUBLIC	HEALTHY SENIOR LUNCH PROGRAM	5,000
Total  3a				915,665

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILD ABUSE LISTENING MEDIATION 1236 CHAPALA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	GREAT BEGINNINGS PROGRAM	5,000
DOCTORS WITHOUT WALLS 19 EAST MICHELTORENA STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	GENERAL SUPPORT	7,500
PARK RECREATION COMMUNITY FOUNDATIO PO BOX 91742 SANTA BARBARA,CA 93190	NONE	PUBLIC	REPLACING THE COURTS AT EAST BEACH WITH NEW EQUIPMENT	3,000
HELP OF CARPINTERIA 1069 CASITAS PASS ROAD CARPINTERIA,CA 93013	NONE	PUBLIC	NEW VEHICLE PURCHASE	3,500
HIPPY SANTA BARBARA 721 EAST COTA STREET SANTA BARBARA,CA 93103	NONE	PUBLIC	GENERAL SUPPORT	5,000
MONTECITO TRAILS FOUNDATION PO BOX 5481 SANTA BARBARA,CA 93150	NONE	PUBLIC	TRAIL SIGNAGE	2,500
YOUTH AND FAMILY SERVICES YMCA 36 HITCHCOCK WAY SANTA BARBARA,CA 93105	NONE	PUBLIC	NOAH'S ANCHORAGE	5,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1921-A STATE STREET SANTA BARBARA,CA 93101	NONE	PUBLIC	CAPITAL EQUIPMENT	2,165
SAN MARCOS HIGH SCHOOL AAPLE FD PO BOX 30636 SANTA BARBARA,CA 93130	NONE	PUBLIC	ACCELERATED ACADEMIC PROGRAM	5,000
SANTA CRUZ ISLAND FOUNDATION 5045 WULLBRANDT WAY CARPINTERIA,CA 93013	NONE	PUBLIC	FILMING "THE STORY OF CALIFORNIA'S CHANNEL ISLANDS"	2,500
SBHS COMPUTER SCIENCE ACADEMY FD 1530 CHAPALA STREET SANTA BARBARA,CA 93103	NONE	PUBLIC	RENOVATIONS	5,000
EXPONENT PHILANTHROPY 1720 N STREET NW WASHINGTON,DC 20036	NONE	PUBLIC	GENERAL SUPPORT	500
SOROPTIMIST INTERNATIONAL OF SB PO BOX 416 SANTA BARBARA,CA 93102	NONE	PUBLIC	KOMFORT KITS	1,000
THE TURNER FOUNDATION PO BOX 186 SANTA BARBARA,CA 93102	NONE	PUBLIC	AFTER SCHOOL ENRICHMENT PROGRAM AT THE VILLAGE	5,000
VILLA MAJELLA OF SANTA BARBARA 604 NORTH KELLOGG AVENUE SANTA BARBARA,CA 93111	NONE	PUBLIC	SHELTER AND SERVICES FOR PREGNANT WOMEN IN CRISIS	5,000
Total  3a				915,665

TY 2014 Accounting Fees Schedule**Name:** June G Outhwaite Charitable Trust

JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dawson & Dobbs, LLP	3,705	0	0	3,705
Paulette Liberatore	14,069	12,661	0	1,408

**TY 2014 Investments Corporate
Bonds Schedule**

Name: June G Outhwaite Charitable Trust
JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB BOND FUNDS	2,547,835	2,754,113

**TY 2014 Investments Corporate
Stock Schedule**

Name: June G Outhwaite Charitable Trust
JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCT #064328 MAIN CORPORATE STOCKS	1,637,507	2,763,304
ACCT #023514 WURTS CORPORATE STOCKS	1,611,212	1,782,527
CHARLES SCHWAB EQUITY FUNDS	2,187,269	2,461,710
CHARLES SCHWAB #1759 EQUITIES	6,254,616	7,025,155

TY 2014 Investments - Other Schedule

Name: June G Outhwaite Charitable Trust
JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
STAFFORD SICAV-GLOBAL EQUITY FUND	FMV	450,056	1,335,663
WEST COAST OPPORTUNITY FUND, LLC	FMV	241,540	57,122
UBS(US) TRUMBULL PROP FD LP	FMV	1,059,893	1,227,805

TY 2014 Other Expenses Schedule

Name: June G Outhwaite Charitable Trust

JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEE-WIRE TRANSFERS	50	25		25
Computer Supplies & Maintenance	401	201		200
CONFERENCE/SEMINAR	95			95
DELIVERY	6			6
FILING FEES-RRF & FTB FEES	225			225
INSURANCE-OFFICE	500	250		250
Jean Volmar	20,300			20,300
Membership Dues- Foundation Roundtable	1,725	863		862
MISCELLANEOUS EXPENSES	361			361
OTHER INVESTMENT EXPENSES	4,210	4,210		
POSTAGE	127			127
SUPPLIES	119			119
TELEPHONE	2,002	200		1,802
WEB DESIGNS	120			120
WEST COAST OPPORTUNITY FUND	4,549	4,549		

TY 2014 Other Income Schedule

Name: June G Outhwaite Charitable Trust
JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	579	579	

TY 2014 Other Notes/Loans Receivable Short Schedule

Name: June G Outhwaite Charitable Trust
JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Name of 501(c)(3) Organization	Balance Due
CARPINTERIA GIRLS CLUB	294,675
S Y V PEOPLE HELPING PEOPLE	169,782

TY 2014 Other Professional Fees Schedule**Name:** June G Outhwaite Charitable Trust

JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307**Software ID:** 14000265**Software Version:** 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHARLES SCHWAB #1759	50	50	0	0
CHARLES SCHWAB #5050	50	50	0	0
MORGAN STANLEY #22726 (GS) FEES	17,542	17,542	0	0
Stonebridge Mgmt Fees	5,977	5,977	0	0
WURTS ANNUAL FEES	50,000	50,000	0	0

TY 2014 Taxes Schedule

Name: June G Outhwaite Charitable Trust
JS Poucher KL Englert & CM Cooney Co-Tr

EIN: 77-6154307

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX - CHARLES SCHWAB #5050	60	60		
FOREIGN TAX - STONEBRIDGE	25	25		
FOREIGN TAX - WURTS	2,546	2,546		
FOREIGN TAX-CHARLES SCHWAB #1759	6,036	6,036		
FRANCHISE TAX BOARD	20			20
IRS ESTIMATED PAYMENTS	5,000			

JUNE G OUTHWAITE CHARITABLE TRUST
77-6154307

Realized Capital Gains and Losses
Part IV, Capital Gains and Losses
Morgan Stanley #248-064328-031

Security	Quantity	Date Purchase	Sale Date	Proceeds	Cost	Gain / Loss
COVIDIEN PLC	750.000	8/21/2009	4/22/2014	52,364.07	27,632.69	24,731.38
DEERE & CO	450.000	12/14/1998	6/18/2014	40,237.40	7,120.66	33,116.74
DOLLAR GEN CORP NEW COM	1,200.000	6/15/2010	6/18/2014	72,379.00	36,131.76	36,247.24
ORACLE CORP	900.000	8/14/2008	8/20/2014	36,526.74	21,084.99	15,441.75
PHILIP MORRIS INTL INC	500.000	11/30/2011	3/26/2014	39,901.79	38,054.50	1,847.29
PIONEER NATURAL RESOURCES CO	90.000	1/4/2010	6/18/2014	20,114.68	4,612.30	15,502.38
PROCTER & GAMBLE	565.000	1/4/2010	8/20/2014	46,042.25	34,802.70	11,239.55
QUEST DIAGNOSTICS INC	800.000	10/10/2002	1/24/2014	42,621.38	23,455.00	19,166.38
TARGET CORPORATION	184.000	10/6/1997	1/24/2014	10,602.99	2,906.49	7,696.50
TARGET CORPORATION	600.000	6/30/1998	1/24/2014	34,574.97	14,859.30	19,715.67
TARGET CORPORATION	16.000	6/30/1998	1/24/2014	922.00	396.18	525.82
TIME INC	0.500	4/21/2014	6/6/2014	11.03	10.66	0.37
TIME INC	92.000	4/21/2014	12/10/2014	2,042.57	1,960.93	81.64
				\$ 398,340.87	\$ 213,028.16	\$ 185,312.71

JUNE G OUTHWAITE CHARITABLE TRUST
77-6154307

Realized Capital Gains and Losses
Part IV, Capital Gains and Losses
Morgan Stanley #248-064328-031

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DEERE & CO	450.000	12/14/1998	6/18/2014	40,237.40	7,120.66	33,116.74
DOLLAR GEN CORP NEW COM	1,200.000	6/15/2010	6/18/2014	72,379.00	36,131.76	36,247.24
ORACLE CORP	900.000	8/14/2008	8/20/2014	36,526.74	21,084.99	15,441.75
PHILIP MORRIS INTL INC	500.000	11/30/2011	3/26/2014	39,901.79	38,054.50	1,847.29
PIONEER NATURAL RESOURCES CO	90.000	1/4/2010	6/18/2014	20,114.68	4,612.30	15,502.38
PROCTER & GAMBLE	565.000	1/4/2010	8/20/2014	46,042.25	34,802.70	11,239.55
QUEST DIAGNOSTICS INC	800.000	10/10/2002	1/24/2014	42,621.38	23,455.00	19,166.38
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TARGET CORPORATION	16.000	6/30/1998	1/24/2014	922.00	396.18	525.82
TIME INC	0.500	4/21/2014	6/6/2014	11.03	10.66	0.37
TIME INC	92.000	4/21/2014	12/10/2014	2,042.57	1,960.93	81.64
				\$ 398,340.87	\$ 213,028.16	\$ 185,312.71

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Part IV, Capital Gains and Losses

Morgan Stanley #248-017565-031

Name	Quantity	Date Purchase	Sale Date	Proceeds	Total Cost	Gain / Loss
AGNICO EAGLE MINES LTD	950.000	6/18/2013	2/21/2014	32,342.62	28,270.43	4,072.19
AGNICO EAGLE MINES LTD	1,050.000	6/18/2013	6/19/2014	38,467.37	31,246.27	7,221.10
ALLERGAN INC	400.000	9/20/2013	1/6/2014	44,222.72	37,089.78	7,132.94
ALLERGAN INC	425.000	9/20/2013	1/16/2014	50,486.65	39,407.88	11,078.77
ALLERGAN INC	200.000	9/20/2013	4/22/2014	32,706.81	18,544.89	14,161.92
ALTERA CP	1,050.000	10/23/2013	2/21/2014	37,297.65	34,342.13	2,955.52
ALTERA CP	225.000	1/6/2014	2/21/2014	7,992.35	7,246.93	745.42
APPLE INC	10 000	1/31/2014	5/30/2014	6,308.00	5,013.95	1,294.05
APPLE INC	50 000	1/12/2012	4/29/2014	29,484.22	29,791.95	-307.73
APPLE INC	5 000	1/12/2012	5/30/2014	3,154.00	2,979.19	174.81
APPLE INC	20.000	12/13/2012	5/30/2014	12,616.00	10,639.75	1,976.25
APPLE INC	20.000	1/18/2012	5/30/2014	12,616.00	10,972.49	1,643.51
AVAGO TECH	500.000	4/29/2013	4/30/2014	31,377.80	16,382.25	14,995.55
CATERPILLAR INC	475.000	6/13/2013	2/6/2014	44,147.53	40,099.78	4,047.75
CATERPILLAR INC	250.000	10/3/2013	6/23/2014	26,951.00	21,018.43	5,932.57
CHEVRON CORP	200.000	1/16/2014	4/29/2014	25,295.53	23,859.00	1,436.53
CISCO SYS INC	1,750 000	10/24/2013	5/30/2014	43,042.37	39,107.19	3,935.18
CITRIX SYSTEMS INC	25.000	10/15/2013	8/11/2014	1,722.48	1,446.92	275.56
CITRIX SYSTEMS INC	100 000	6/18/2013	8/11/2014	6,889.91	6,250.30	639.61
CITRIX SYSTEMS INC	475.000	4/29/2013	8/11/2014	32,727.09	29,666.31	3,060.78
COCA COLA CO	1,225.000	7/31/2013	4/29/2014	49,614.93	49,612.99	1.94
DEVON ENERGY CORP NEW	425.000	1/22/2013	2/21/2014	27,234.15	23,424.35	3,809.80
DEVON ENERGY CORP NEW	75.000	11/26/2012	2/21/2014	4,806.03	3,979.38	826.65
DEVON ENERGY CORP NEW	250.000	11/26/2012	5/12/2014	17,611.85	13,264.60	4,347.25
EBAY INC	550.000	7/18/2013	2/28/2014	32,488.20	29,598.41	2,889.79
EBAY INC	225.000	7/18/2013	8/22/2014	12,455.97	12,108.44	347.53
EBAY INC	300.000	7/25/2013	8/22/2014	16,607.97	15,604.27	1,003.70
EDWARD LIFESCIENCES CORP	300 000	4/24/2013	1/9/2014	20,209.42	19,461.31	748.11
EMC CORP MASS	1,025 000	4/22/2013	3/18/2014	28,297.95	22,531.57	5,766.38
EMC CORP MASS	725.000	4/22/2013	3/18/2014	20,015.62	15,936.96	4,078.66
EMC CORP MASS	325.000	12/4/2013	3/18/2014	8,972.52	7,733.98	1,238.54
EMC CORP MASS	1,725.000	12/4/2013	7/24/2014	49,712.24	41,049.60	8,662.64
EXPRESS SCRIPTS HLDG CO COM	300.000	9/19/2013	1/6/2014	20,890.83	18,767.66	2,123.17

EXPRESS SCRIPTS HLDG CO COM	125.000	1/24/2013	1/6/2014	8,704.51	6,685.14	2,019.37
EXPRESS SCRIPTS HLDG CO COM	450.000	4/30/2014	8/22/2014	33,782.40	30,285.65	3,496.75
F5 NETWORKS INC	475.000	11/20/2013	1/16/2014	46,310.46	39,365.77	6,944.69
F5 NETWORKS INC	275.000	10/26/2012	1/31/2014	29,339.14	19,356.34	9,982.80
F5 NETWORKS INC	25.000	11/20/2013	7/24/2014	2,831.31	2,071.88	759.43
F5 NETWORKS INC	50.000	10/26/2012	7/24/2014	5,662.63	3,519.34	2,143.29
F5 NETWORKS INC	125.000	3/14/2013	7/24/2014	14,156.57	9,962.09	4,194.48
FACEBOOK INC CL-A	475.000	7/18/2013	1/9/2014	27,331.55	12,543.87	14,787.68
GOOGLE INC-CL A	20.000	8/16/2011	7/2/2014	11,751.33	5,414.86	6,336.47
GOOGLE INC-CL A	10.000	4/25/2011	7/2/2014	5,875.67	2,647.13	3,228.54
HOLOGIC INC	1,325.000	3/18/2014	5/12/2014	32,677.87	28,700.75	3,977.12
IHS INC CL A COM	300.000	1/16/2014	6/23/2014	41,225.58	35,307.38	5,918.20
IHS INC CL A COM	25.000	11/20/2013	6/23/2014	3,435.47	2,820.85	614.62
INTUITIVE SURGICAL INC	125.000	4/22/2014	6/12/2014	48,357.16	52,592.26	-4,235.10
INTUITIVE SURGICAL INC	50.000	4/29/2014	7/24/2014	23,451.20	18,431.03	5,020.17
JOHNSON CONTROLS INCORPORATED	450.000	4/26/2012	6/23/2014	22,521.16	14,305.92	8,215.24
LULULEMON ATHLETICA INC	725.000	1/16/2014	8/11/2014	29,142.71	35,393.97	-6,251.26
NORFOLK SOUTHERN CORP	300.000	11/5/2012	2/6/2014	27,812.13	18,478.01	9,334.12
NUANCE COMMUNICATIONS INC	525.000	9/19/2013	6/17/2014	10,006.16	10,157.86	-151.70
NUANCE COMMUNICATIONS INC	1,700.000	2/8/2013	6/17/2014	32,400.90	34,047.73	-1,646.83
NVIDIA CORPORATION	25.000	3/22/2012	4/22/2014	470.56	387.38	83.18
NVIDIA CORPORATION	325.000	4/13/2012	4/22/2014	6,117.26	4,977.72	1,139.54
NVIDIA CORPORATION	1,225.000	1/10/2013	4/22/2014	23,057.38	15,076.09	7,981.29
NVIDIA CORPORATION	1,275.000	5/24/2012	6/12/2014	24,691.32	15,506.15	9,185.17
TOLL BROTHERS	1,250.000	8/13/2013	2/6/2014	45,828.14	39,806.25	6,021.89
TOLL BROTHERS	150.000	7/25/2013	2/6/2014	5,499.38	4,752.60	746.78
VARIAN MEDICAL SYS INC	350.000	10/28/2013	1/16/2014	28,678.89	25,818.42	2,860.47
WEATHERFORD INTERNATIONAL LTD	2,125.000	2/6/2014	3/10/2014	36,184.37	29,171.18	7,013.19
WEATHERFORD INTL LTD	1,250.000	2/6/2014	7/24/2014	30,078.21	17,159.52	12,918.69
ZOETIS INC CLASS-A	1,100.000	7/15/2013	7/24/2014	35,968.09	34,809.41	1,158.68
Total Realized Gains				\$ 1,522,115.29	\$ 1,276,001.89	\$ 246,113.40

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Part IV, Capital Gains and Losses

Morgan Stanley #248-017565-031

Name	Quantity	Date Purchase	Sale Date	Proceeds	Total Cost	Gain / Loss
AGNICO EAGLE MINES LTD	950.000	6/18/2013	2/21/2014	32,342.62	28,270.43	4,072.19
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ALLERGAN INC	200.000	9/20/2013	4/22/2014	32,706.81	18,544.89	14,161.92
ALTERA CP	1,050.000	10/23/2013	2/21/2014	37,297.65	34,342.13	2,955.52
ALTERA CP	225.000	1/6/2014	2/21/2014	7,992.35	7,246.93	745.42
APPLE INC	10.000	1/31/2014	5/30/2014	6,308.00	5,013.95	1,294.05
APPLE INC	50.000	11/2/2012	4/29/2014	29,484.22	29,791.95	-307.73
APPLE INC	5.000	11/2/2012	5/30/2014	3,154.00	2,979.19	174.81
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APPLE INC	20.000	11/18/2012	5/30/2014	12,616.00	10,972.49	1,643.51
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CITRIX SYSTEMS INC	100.000	6/18/2013	8/11/2014	6,889.91	6,250.30	639.61
CITRIX SYSTEMS INC	475.000	4/29/2013	8/11/2014	32,727.09	29,666.31	3,060.78
COCA COLA CO	1,225.000	7/31/2013	4/29/2014	49,614.93	49,612.99	1.94
DEVON ENERGY CORP NEW	425.000	1/22/2013	2/21/2014	27,234.15	23,424.35	3,809.80
DEVON ENERGY CORP NEW	75.000	11/26/2012	2/21/2014	4,806.03	3,979.38	826.65
DEVON ENERGY CORP NEW	250.000	11/26/2012	5/12/2014	17,611.85	13,264.60	4,347.25
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NUANCE COMMUNICATIONS INC	525.000	9/19/2013	6/17/2014	10,006.16	10,157.86	-151.70
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Total Realized Gains				\$ 1,522,115.29	\$ 1,276,001.89	\$ 246,113.40

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Part IV, Capital Gains and Losses

Morgan Stanley #248-022726-031

Name	Quantity	Date Purchase	Sale Date	Proceeds	Cost	Gain / Loss	Wash Sale Loss Disallowed
AETNA INC (NEW)(CT)	68.000	10/29/2013	4/14/2014	4,794.25	4,126.48	667.77	-
AETNA INC (NEW)(CT)	46.000	1/18/2012	1/7/2014	3,150.07	2,044.59	1,105.48	-
AETNA INC (NEW)(CT)	2.000	12/4/2012	1/7/2014	136.96	87.21	49.75	-
AETNA INC (NEW)(CT)	49.000	12/4/2012	3/31/2014	3,665.40	2,136.68	1,528.72	-
AETNA INC (NEW)(CT)	5.000	12/4/2012	4/14/2014	352.52	218.03	134.49	-
ALTERA CP	44.000	4/27/2012	2/14/2014	1,530.77	1,570.24	-39.47	\$39.47
ALTERA CP	2.000	4/27/2012	3/21/2014	73.54	71.37	2.17	-
ALTERA CP	75.000	6/1/2012	3/21/2014	2,757.86	2,467.99	289.87	289.87
APPLIED MATERIALS INC	145.000	9/30/2013	3/21/2014	2,972.81	2,548.90	423.91	-
APPLIED MATERIALS INC	138.000	9/30/2013	7/17/2014	3,177.52	2,425.85	751.67	-
ASHLAND INC NEW	55.000	7/24/2013	4/17/2014	5,338.87	4,790.59	548.28	-
C R BARD INC NJ	16.000	9/4/2013	3/7/2014	2,294.53	1,853.24	441.29	-
C R BARD INC NJ	16.000	9/4/2013	4/23/2014	2,156.00	1,853.24	302.76	-
CAMDEN PROPERTY TRUST	34.000	3/1/2011	6/4/2014	2,400.32	1,950.69	449.63	-
CAMERON INTNL CORP	38.000	6/25/2012	5/19/2014	2,424.44	1,515.72	908.72	-
CAMERON INTNL CORP	1.000	8/28/2012	5/19/2014	63.80	54.36	9.44	-
CAREFUSION CORP	125.000	7/11/2013	4/29/2014	4,841.33	4,820.69	20.64	-
CAREFUSION CORP	67.000	8/7/2013	4/29/2014	2,594.95	2,488.29	106.66	-
CARLISLE CO INC	31.000	1/17/2013	7/1/2014	2,712.28	1,911.37	800.91	-
CELANESE CORP SERIES A COM	45.000	12/21/2012	7/1/2014	2,911.50	2,006.95	904.55	-
STK							
CIMAREX ENERGY CO	23.000	7/12/2013	6/3/2014	2,993.22	1,652.57	1,340.65	-
CIT GROUP INC NEW	77.000	7/9/2012	2/27/2014	3,697.89	2,779.75	918.14	-
CIT GROUP INC NEW	23.000	7/9/2012	4/3/2014	1,138.35	830.31	308.04	-
CIT GROUP INC NEW	67.000	1/9/2013	4/3/2014	3,316.07	2,667.95	648.12	-
CIVEO CORP	48.000	8/28/2013	6/11/2014	1,124.81	945.61	179.20	-
CIVEO CORP	46.000	3/7/2013	6/11/2014	1,077.95	757.00	320.95	-
CONSTELLATION BRANDS INC CL A	32.000	4/10/2012	3/18/2014	2,622.23	686.36	1,935.87	-
CRANE CO	49.000	12/13/2013	6/20/2014	3,606.80	3,179.87	426.93	-
DELPHI AUTOMOTIVE PLC	32.000	11/18/2013	4/3/2014	2,238.02	1,858.56	379.46	-

DELPHI AUTOMOTIVE PLC	108,000	2/14/2013	4/3/2014	7,553.32	4,318.62	3,234.70	-
E*TRADE FINANCIAL CORP NEW	264,000	4/15/2014	7/1/2014	5,718.51	5,325.04	-	-
COM							
EQT CORPORATION COM NEW	28,000	12/12/2013	3/10/2014	2,810.07	2,442.54	393.47	-
EQT CORPORATION COM NEW	30,000	12/12/2013	6/13/2014	3,151.71	2,617.00	367.53	-
EQT CORPORATION COM NEW	24,000	1/16/2014	6/13/2014	2,521.36	2,103.41	534.71	-
F5 NETWORKS INC	17,000	1/28/2014	2/14/2014	1,893.86	1,831.02	417.95	-
F5 NETWORKS INC	31,000	1/28/2014	6/24/2014	3,389.72	3,338.91	62.84	-
FIDELITY NATL INFORMATION SE	110,000	5/18/2012	1/17/2014	5,801.18	3,499.00	50.81	-
FIRST REPUBLIC BANK	125,000	7/13/2011	7/21/2014	5,874.27	3,825.48	2,302.18	-
GENWORTH FINANCIAL INC CL A	244,000	6/24/2013	5/23/2014	4,216.29	2,586.16	2,048.79	-
GENWORTH FINANCIAL INC CL A	160,000	6/24/2013	6/17/2014	2,801.91	1,695.84	1,630.13	-
GREEN MOUNTAIN COFFEE INC	45,000	12/23/2013	2/6/2014	4,674.25	3,380.81	1,106.07	-
GREEN MOUNTAIN COFFEE INC	29,000	1/14/2014	2/6/2014	3,012.29	2,332.88	1,293.44	-
GREEN MOUNTAIN COFFEE INC	14,000	1/14/2014	2/18/2014	1,649.77	1,126.22	679.41	-
GREEN MOUNTAIN COFFEE INC	16,000	2/3/2014	2/18/2014	1,885.46	1,247.63	523.55	-
HUMANA INC	24,000	6/27/2013	2/26/2014	2,677.51	2,033.39	637.83	-
HUMANA INC	28,000	6/27/2013	5/6/2014	3,088.77	2,372.28	644.12	-
HUMANA INC	39,000	6/27/2013	6/5/2014	4,852.14	3,304.25	716.49	-
HUMANA INC	17,000	8/6/2013	6/5/2014	2,115.04	1,553.91	1,547.89	-
INTERNATIONAL PAPER CO	66,000	2/22/2013	1/28/2014	3,028.75	2,820.61	561.13	-
JUNIPER NETWORKS	162,000	1/3/2012	1/27/2014	4,466.17	3,420.60	208.14	-
JUNIPER NETWORKS	30,000	6/21/2012	1/27/2014	827.07	481.42	1,045.57	-
JUNIPER NETWORKS	108,000	6/21/2012	5/22/2014	2,667.44	1,733.11	345.65	-
JUNIPER NETWORKS	138,000	10/19/2012	5/22/2014	3,408.40	2,471.59	934.33	-
KEYCORP NEW	544,000	4/2/2014	7/25/2014	7,517.53	7,819.18	936.81	-
LABORATORY CP AMER HLDGS	57,000	12/23/2013	5/15/2014	5,648.29	5,193.22	-301.65	-
NEW							
LAM RESEARCH CORPORATION	55,000	7/17/2012	2/6/2014	2,798.72	1,860.50	455.07	-
LAM RESEARCH CORPORATION	70,000	9/21/2012	2/6/2014	3,562.00	2,303.97	938.22	-
LIBERTY INTERACTIVE CO INTER A	70,000	9/1/2009	4/2/2014	2,119.21	573.87	1,258.03	-
LIBERTY INTERACTIVE CO INTER A	74,000	3/26/2010	4/2/2014	2,240.30	977.65	1,545.34	-
M&T BANK CORP	17,000	6/29/2009	4/15/2014	2,058.18	874.79	1,262.65	-
MACY'S INC	59,000	1/29/2014	5/2/2014	3,363.21	3,208.51	1,183.39	-
MACY'S INC	40,000	11/17/2011	4/16/2014	2,325.08	1,235.26	154.70	-
MACY'S INC	14,000	11/17/2011	5/2/2014	798.05	432.34	1,089.82	-
MFA FINANCIAL INC	414,000	6/24/2010	1/27/2014	2,968.78	3,119.49	365.71	-
MGM RESORTS INTERNATIONAL	120,000	2/15/2012	1/10/2014	2,989.36	1,759.87	-150.71	-
MOHAWK INDUSTRIES INC	41,000	2/3/2014	5/19/2014	5,479.63	5,654.08	1,229.49	-
MONSTER BEVERAGE CORP COM	65,000	10/15/2012	1/10/2014	4,567.97	3,780.01	-174.45	-
						787.96	-

NVIDIA CORPORATION	313 000	8/19/2013	3/31/2014	5,620.41	4,687.49	932.92	-
PIONEER NATURAL RESOURCES CO	10 000	6/27/2013	1/28/2014	1,743.28	1,485.25	258.03	-
PIONEER NATURAL RESOURCES CO	13 000	8/1/2012	1/28/2014	2,266.26	1,229.43	1,036.83	-
POLYCOM INC	254 000	9/19/2013	1/24/2014	2,989.34	2,760.90	228.44	-
PTC INC COM	98 000	6/14/2010	3/21/2014	3,645.19	1,592.26	2,052.93	-
RANGE RESOURCES CORP	31 000	6/25/2012	7/16/2014	2,498.83	1,797.54	701.29	-
RANGE RESOURCES CORP	31 000	2/7/2013	7/16/2014	2,498.83	2,192.57	306.26	-
SEMPRA ENERGY	27 000	5/17/2011	4/16/2014	2,626.20	1,484.73	1,141.47	-
SEVENTY SEVEN ENERGY INC COM	0.639	7/5/2013	6/30/2014	16.35	10.57	5.78	-
SEVENTY SEVEN ENERGY INC COM	5 000	8/19/2013	7/10/2014	125.00	94.94	30.06	-
SEVENTY SEVEN ENERGY INC COM	8 000	5/31/2013	7/10/2014	199.99	148.06	51.93	-
SEVENTY SEVEN ENERGY INC COM	6 000	6/11/2013	7/10/2014	150.00	114.33	35.67	-
SEVENTY SEVEN ENERGY INC COM	10 000	7/5/2013	7/10/2014	249.99	158.44	91.55	-
STANLEY BLACK & DECKER INC	31 000	5/30/2013	4/9/2014	2,490.96	2,483.16	7.80	-
STANLEY BLACK & DECKER INC	17 000	5/30/2013	4/30/2014	1,436.33	1,361.74	74.59	-
STANLEY BLACK & DECKER INC	37 000	1/18/2013	4/30/2014	3,126.12	2,993.20	132.92	-
STANLEY BLACK & DECKER INC	25 000	10/22/2012	4/9/2014	2,008.84	1,747.24	261.60	-
STARWOOD WAYPOINT	0 600	1/31/2014	1/31/2014	17.53	17.30	0.23	-
STARWOOD WAYPOINT	58 000	2/3/2014	2/7/2014	1,684.17	1,672.72	11.45	-
TANGER FACTORY OUTLET CENTERS	144 000	12/14/2010	6/24/2014	5,099.05	3,556.40	1,542.65	-
TENET HEALTHCARE CORP COM NEW	61 000	8/7/2013	2/21/2014	2,843.61	2,573.02	270.59	-
TEXTRON INC	87 000	5/20/2013	5/22/2014	3,321.01	2,450.76	870.25	-
TIMKENSTEEL CORP	0 500	2/1/2013	6/30/2014	21.75	15.83	5.92	-
TRW AUTOMOTIVE HOLDING CORP	58 000	4/7/2010	1/10/2014	4,225.06	1,788.33	2,436.73	-
TWO HARBORS INVT CORP COM	323 000	3/19/2013	4/15/2014	3,337.22	4,140.29	-803.07	-
TYCO INTERNATIONAL LTD NEW	76 000	8/8/2013	5/21/2014	3,263.13	2,708.45	554.68	-
TYCO INTERNATIONAL LTD NEW	69 000	8/8/2013	6/30/2014	3,146.45	2,458.99	687.46	-
TYCO INTERNATIONAL LTD NEW	82 000	11/26/2013	6/30/2014	3,739.26	3,166.72	572.54	-
TYSON FOODS INC CL A	118 000	7/5/2013	4/25/2014	5,006.50	3,097.19	1,909.31	-
WASTE CONNECTIONS	29 000	12/6/2012	1/7/2014	1,244.27	969.28	274.99	-
WASTE CONNECTIONS	20 000	12/6/2012	1/7/2014	858.12	668.20	189.92	-

WASTE CONNECTIONS	31,000	12/6/2012	1/7/2014	1,330.08	1,035.39	294.69	-
WASTE CONNECTIONS	19,000	12/6/2012	1/7/2014	815.21	634.57	180.64	-
WASTE CONNECTIONS	17,000	12/6/2012	1/7/2014	729.40	566.56	162.84	-
WHIRLPOOL CORP	40,000	2/20/2013	1/31/2014	5,348.91	4,395.14	953.77	-
WILLIS GROUP HOLDINGS PLC	67,000	6/20/2013	1/3/2014	2,944.23	2,806.80	137.43	-
WILLIS GROUP HOLDINGS PLC	78,000	3/1/2012	1/3/2014	3,427.62	2,764.01	663.61	-
XCEL ENERGY INC	90,000	10/26/2010	4/29/2014	2,864.77	2,160.11	704.66	-
ZIONS BANCORP	185,000	4/3/2013	4/2/2014	5,856.32	4,423.41	1,432.91	-

Total Realized Gains				\$ 299,502.22	\$ 231,366.24	\$ 68,135.98	\$39.47
				+ 2894	- 2894		
				<u>299,502.22</u>	<u>231,445.18</u>	<u>68,057.04</u>	

JUNE G OUTHWAITE CHARITABLE TRUST
77-6154307

Realized Capital Gains and Losses
Part IV, Capital Gains and Losses
Charles Schwab #2501-1759

Security	Quantity	Sale Date	Proceeds	Cost Basis	Total Gain/Loss
AGILENT TECHNOLOGIES INC	230.00	8/12/2014	12,638.47	10,908.92	1,729.55
ALGER SMID CAP GROWTH FD CL Z	2,592.17	10/13/2014	44,980.00	29,301.41	15,678.59
ALGER SMID CAP GROWTH FD CL Z	10,111.22	12/3/2014	199,980.00	114,295.57	85,684.43
ALGER SMID CAP GROWTH FD CL Z	24,291.59	12/17/2014	470,751.01	274,588.06	196,162.95
ALTERA CORPORATION	247.00	8/12/2014	8,151.75	8,196.83	(45.08)
AMC NETWORKS INC CL A	116.00	8/12/2014	6,942.20	7,894.09	(951.89)
AMERICAN FD EUROPACIFIC GWTH FD CL F2	1,591.49	7/15/2014	80,000.00	51,818.36	28,181.64
ANALOG DEVICES INC	105.00	8/12/2014	5,225.71	5,435.70	(209.99)
APPLIED MATERIALS INC	163.00	8/12/2014	3,413.97	2,748.51	665.46
ARMSTRONG WORLD INDS	135.00	8/12/2014	7,233.64	7,286.91	(53.27)
ATMEL CORP	668.00	8/12/2014	5,501.93	5,351.03	150.90
AVALONBAY CMNTYS INC REIT	79.00	8/12/2014	11,850.27	9,844.71	2,005.56
BARD C R INCORPORATED	35.00	8/12/2014	5,207.33	4,353.58	853.75
BRIXMOR PROPERTY GROUP	165.00	8/12/2014	3,827.22	3,747.00	80.22
CALPINE CORP NEW	274.00	8/12/2014	5,909.32	5,239.02	670.30
CAMDEN PROPERTY TRUST REIT	78.00	8/12/2014	5,708.32	4,817.89	890.43
CAMERON INTL CORP	113.00	8/12/2014	8,126.87	6,430.29	1,696.58
CARDINAL HEALTH INC	192.00	8/12/2014	13,640.03	9,180.12	4,459.91
CARLISLE COMPANIES INC	23.00	8/12/2014	1,858.87	1,529.42	329.45
CARLISLE COMPANIES INC	21.00	8/12/2014	1,697.22	1,309.31	387.91
CARLISLE COMPANIES INC	17.00	8/12/2014	1,373.95	1,048.17	325.78
CARLISLE COMPANIES INC	8.00	8/12/2014	646.57	531.97	114.60
CARLISLE COMPANIES INC	1.00	8/12/2014	80.82	66.50	14.32
CELANESE CORP	141.00	8/12/2014	8,316.92	7,239.62	1,077.30
CF INDUSTRIES HOLDINGS	22.00	8/12/2014	5,423.83	5,358.06	65.77
CHECK PT SOFTWARE TECH F	81.00	8/12/2014	5,321.54	5,376.52	(54.98)
CHESAPEAKE ENERGY CORP	415.00	8/12/2014	10,946.81	8,627.50	2,319.31

CIGNA CORP	163.00	8/12/2014	14,685.18	13,839.02	846.16
CIMAREX ENERGY CO	55.00	8/12/2014	7,613.53	4,715.73	2,897.80
CIMAREX ENERGY CO	27.00	8/12/2014	3,737.55	3,013.68	723.87
CITRIX SYSTEMS INC	161.00	8/12/2014	11,077.26	9,288.35	1,788.91
CONSTELLATION BRAND CL A CLASS A	39.00	8/12/2014	3,310.29	1,495.91	1,814.38
CONSTELLATION BRAND CL A CLASS A	14.00	8/12/2014	1,188.31	486.27	702.04
CRANE COMPANY	82.00	8/12/2014	5,681.72	5,408.25	273.47
DDR CORP	393.00	8/12/2014	6,970.58	7,191.77	(221.19)
DODGE & COX INTL STOCK FUND	1,585.24	4/10/2014	70,000.00	48,673.52	21,326.48
DODGE & COX INTL STOCK FUND	1,293.26	7/15/2014	60,000.00	39,708.41	20,291.59
DUN & BRADSTREET CP NEW	51.00	8/12/2014	5,781.46	5,304.68	476.78
EDISON INTERNATIONAL	186.00	8/12/2014	10,484.94	8,710.81	1,774.13
ENDO INTL PLC F	114.00	8/12/2014	7,052.05	7,243.27	(191.22)
ENERGIZER HOLDING INC	46.00	8/12/2014	5,353.15	5,571.60	(218.45)
EVEREST RE GROUP LTD F	33.00	8/12/2014	5,277.81	2,586.62	2,691.19
EVEREST RE GROUP LTD F	16.00	8/12/2014	2,558.94	1,192.54	1,366.40
EXPEDIA INC NEW	79.00	8/12/2014	6,600.83	5,607.36	993.47
FIFTH THIRD BANCORP	498.00	8/12/2014	9,701.84	10,552.57	(850.73)
FIRSTENERGY CORP	240.00	8/12/2014	7,762.08	8,910.02	(1,147.94)
FORTUNE BRANDS HM & SEC	145.00	8/12/2014	5,957.67	5,691.40	266.27
FOSSIL GROUP INC	35.00	8/12/2014	3,588.97	3,544.51	44.46
GALLAGHER ARTHUR J & CO	182.00	8/12/2014	8,199.07	8,502.44	(303.37)
GAP INC	242.00	8/12/2014	10,237.10	9,423.85	813.25
GLOBAL PAYMENTS INC	78.00	8/12/2014	5,390.87	5,182.76	208.11
GNC HOLDINGS INC	118.00	8/12/2014	4,037.18	5,311.62	(1,274.44)
HERTZ GLOBAL HLDGS INC	200.00	8/12/2014	5,586.93	5,201.16	385.77
HUNTINGTON BANCSHS INC	758.00	8/12/2014	7,217.06	6,549.42	667.64
I T T CORPORATION NEW	200.00	8/12/2014	9,398.84	9,042.92	355.92
INGREDION INC	52.00	8/12/2014	4,033.90	3,779.54	254.36
INGREDION INC	27.00	8/12/2014	2,094.52	1,959.10	135.42
INVESCO LTD F	346.00	8/12/2014	13,263.32	8,342.58	4,920.74
KANSAS CITY SOUTHERN	55.00	8/12/2014	6,163.01	5,911.02	251.99
KBR INC	155.00	8/12/2014	3,272.33	5,113.87	(1,841.54)
KROGER COMPANY	255.00	8/12/2014	12,784.12	10,486.03	2,298.09

LAB CP OF AMER HLDG NEW	56.00	8/12/2014	5,752.20	5,605.90	146.30
LIBERTY INTERACTIVE A SERIES A	244.00	8/12/2014	6,776.54	4,263.90	2,512.64
LIBERTY MEDIA CORP SER A	61.00	8/12/2014	2,820.78	2,677.71	143.07
LIBERTY MEDIA CORP SERIES C	122.00	8/12/2014	5,645.63	5,163.33	482.30
LINCOLN NATIONAL CORP	255.00	8/12/2014	13,037.07	11,247.05	1,790.02
LOUISIANA PACIFIC CORP	281.00	8/12/2014	3,815.38	5,306.29	(1,490.91)
M & T BANK CORPORATION	107.00	8/12/2014	12,767.43	9,855.12	2,912.31
MAXIM INTEGRATED PRODS	335.00	8/12/2014	10,195.26	10,181.86	13.40
MGM RESORTS INTL	280.00	8/12/2014	6,876.77	3,569.09	3,307.68
NASDAQ OMX GROUP INC	231.00	8/12/2014	9,670.43	6,508.39	3,162.04
NAVIENT CORP	342.00	8/12/2014	5,827.80	2,024.24	3,803.56
NAVIENT CORP	100.00	8/12/2014	1,704.44	558.95	1,145.49
NETAPP INC	154.00	8/12/2014	6,036.96	5,826.99	209.97
NEWFIELD EXPLORATION CO	225.00	8/12/2014	9,017.85	7,539.19	1,478.66
NEWMONT MINING CORP	214.00	8/12/2014	5,694.02	5,392.29	301.73
OIL STATES INTERNATIONAL	80.00	8/12/2014	4,929.95	4,363.01	566.94
OIL STATES INTERNATIONAL	15.00	8/12/2014	924.37	947.50	(23.13)
P G & E CORP	66.00	8/12/2014	2,891.69	2,929.86	(38.17)
PACKAGING CORP OF AMER	106.00	8/12/2014	7,012.33	5,398.14	1,614.19
PARKER-HANNIFIN CORP	44.00	8/12/2014	4,909.26	5,373.43	(464.17)
PRINCIPAL FINANCIAL GRP	262.00	8/12/2014	13,211.28	6,376.07	6,835.21
PTC INC	97.00	8/12/2014	3,676.97	1,576.01	2,100.96
PVH CORP	68.00	8/12/2014	7,818.36	5,882.07	1,936.29
RAYMOND JAMES FINL INC	156.00	8/12/2014	8,072.61	6,890.83	1,181.78
RELIANCE STL & ALUMINUM	95.00	8/12/2014	6,505.33	5,409.36	1,095.97
RELIANCE STL & ALUMINUM	3.00	8/12/2014	205.44	159.54	45.90
RLJ LODGING TRUST	198.00	8/12/2014	5,738.86	5,502.50	236.36
SCANA CORPORATION NEW	103.00	8/12/2014	5,079.14	3,925.85	1,153.29
SCRIPPS NTKW INTERACTIV CLASS A	69.00	8/12/2014	5,387.42	4,245.07	1,142.35
SEMPRA ENERGY	102.00	8/12/2014	10,282.62	7,355.12	2,927.50
SIGNATURE BANK	61.00	8/12/2014	6,919.89	4,773.69	2,146.20
SLM CORPORATION	888.00	8/12/2014	7,938.47	5,397.42	2,541.05
SOUTHWESTERN ENERGY CO	132.00	8/12/2014	5,134.98	5,668.79	(533.81)
STAPLES INC	566.00	8/12/2014	6,465.95	6,496.36	(30.41)

STARWOOD HTLS & RSTS NEW	120.00	8/12/2014	9,631.64	7,046.08	2,585.56
STARWOOD PPTY TRUST INC	293.00	8/12/2014	6,908.63	7,897.00	(988.37)
TAUBMAN CENTERS INC REIT	105.00	8/12/2014	7,712.58	7,464.14	248.44
TENET HEALTHCARE NEW	131.00	8/12/2014	7,417.28	5,654.57	1,762.71
TEREX CORP	143.00	8/12/2014	5,157.53	4,888.44	269.09
TESORO CORPORATION	148.00	8/12/2014	9,134.29	7,418.39	1,715.90
TEXTRON INCORPORATED	246.00	8/12/2014	9,287.18	6,994.87	2,292.31
TIBCO SOFTWARE INC	245.00	8/12/2014	5,175.14	5,288.42	(113.28)
TIMKEN COMPANY	169.00	8/12/2014	7,677.00	6,881.12	795.88
TIMKENSTEEL CORP	55.00	8/12/2014	2,590.63	1,936.25	654.38
TIMKENSTEEL CORP	29.00	8/12/2014	1,365.97	912.04	453.93
TOLL BROTHERS INC	194.00	8/12/2014	6,441.41	6,255.93	185.48
TRIUMPH GROUP INC NEW	182.00	8/12/2014	11,935.45	13,438.69	(1,503.24)
TYSON FOODS INC CL A	198.00	8/12/2014	7,376.29	7,480.08	(103.79)
UNITED CONTL HLDGS INC	181.00	8/12/2014	7,848.09	7,170.43	677.66
UNUM GROUP	151.00	8/12/2014	5,173.26	5,384.07	(210.81)
VALIDUS HOLDINGS LTD F	129.00	8/12/2014	4,846.50	5,051.19	(204.69)
VALSPAR CORPORATION	97.00	8/12/2014	7,566.58	6,710.89	855.69
VANGUARD FTSE EMERGING MARKETS ETF	24,931.00	8/12/2014	1,103,163.42	930,000.96	173,162.46
VANGUARD MID CAP VALUE INDEX ADMIRAL	1,077.59	10/13/2014	44,980.00	47,792.25	(2,812.25)
VANGUARD MID CAP VALUE INDEX ADMIRAL	5,336.18	12/3/2014	249,980.00	236,666.03	13,313.97
VOYA FINANCIAL INC	196.00	8/12/2014	7,188.01	4,005.30	3,182.71
WELLS FARGO ADVTG ABSLT RETURN INSTL	15,297.20	12/3/2014	174,980.00	173,266.80	1,713.20
WESTERN ASSET CORE PLUS BD FD I	21,514.63	12/3/2014	249,980.00	229,327.19	20,652.81
XCEL ENERGY INC	219.00	8/12/2014	6,659.45	5,956.19	703.26
XEROX CORP	565.00	8/12/2014	7,522.33	6,961.87	560.46
XL GROUP PLC F	254.00	8/12/2014	8,162.05	3,450.95	4,711.10
ZIMMER HOLDINGS INC	78.00	8/12/2014	7,490.58	7,820.92	(330.34)

Total Realized Capital Gains

\$3,482,911.75 \$2,809,579.65 \$673,332.10

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses

Part IV, Capital Gains and Losses

Charles Schwab #~~2501-4758~~ 5761-5060

Security	Quantity	Sale Date	Proceeds	CostBasis	Total Gain/Loss
BED BATH & BEYOND	875	9/25/2014	58,051.18	59,459.25	(1,408.07)
COCA COLA COMPANY	825	10/8/2014	36,250.16	32,959.43	3,290.73
CONAGRA FOODS INC	1,975	10/22/2014	67,761.08	57,056.03	10,705.05
DENBURY RES INC NEW	5,350	12/4/2014	41,081.35	91,345.02	(50,263.67)
EBAY INC	675	11/13/2014	36,752.77	34,755.31	1,997.46
EXPRESS SCRIPTS HLDG CO	375	11/18/2014	29,713.27	19,451.57	10,261.70
INFORMATICA CORP	1,400	11/18/2014	51,724.81	51,810.70	(85.89)
INTUITIVE SURGICAL NEW	50	11/13/2014	25,836.58	18,431.02	7,405.56
TRANSOCEAN INC NEW F	3,350	12/4/2014	64,020.19	149,895.56	(85,875.37)
ZOETIS INC	575	9/25/2014	20,918.29	18,063.61	2,854.68
Total Realized Capital Losses			\$ 432,109.68	\$ 533,227.50	\$ (101,117.82)

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of 12/31/14
Part II, 10b 7c, Corporate Stock
Morgan Stanley #245-064328*031

Name	Quantity	Acquired Date	Market Value	Total Cost	Gain/Loss
AMERICAN ELECTRIC POWER CO B+	1,000	10/15/2009	60,720.00	31,140.15	29,579.85
AMERICAN EXPRESS CO B+	625	6/27/2012	58,150.00	35,911.69	22,238.31
AMERICAN TOWER REIT COM B	600	5/18/2007	59,310.00	25,013.25	34,296.75
AMGEN INC B+	420	4/22/2014	66,901.80	50,211.30	16,690.50
APPLE INC B+	1,211	5/29/2009	133,670.18	23,595.61	110,074.57
APPLIED MATERIALS INC B	1,000	3/19/1998	24,920.00	8,527.63	16,392.37
AT&T INC B+	1,230	7/26/2007	41,315.70	49,917.79	(8,602.09)
BERKSHIRE HATHAWAY CL-B NEW B	650	1/4/2010	97,597.50	43,333.75	54,263.75
BLACKROCK INC A	200	11/30/2011	71,512.00	34,203.32	37,308.68
BRISTOL MYERS SQUIBB CO B+	1,240	8/18/2011	73,197.20	34,673.92	38,523.28
CHEVRON CORP A+	620	1/4/2010	69,551.60	49,402.76	20,148.84
CISCO SYS INC B+	1,560	3/19/1998	43,391.40	16,872.32	26,519.08
CISCO SYS INC B+	672	10/6/1997	18,691.68	6,064.50	12,627.18
CONAGRA FOODS INC B+	1,300	3/21/2014	47,164.00	39,543.27	7,620.73
COSTCO WHOLESALE CORP NEW A	400	8/20/2014	56,700.00	48,903.65	7,796.35

DANAHER CORPORATION A+	570	5/10/2013	48,854.70	35,642.90	13,211.80
DUKE REALTY CORP B-	2,500	6/18/2014	50,500.00	44,611.75	5,888.25
ESSEX PROPERTY TRUST INC B	170	10/1/2012	35,122.00	25,073.44	10,048.56
EXXON MOBIL CORP A	675	1/4/2010	62,403.75	47,048.30	15,355.45
GENERAL ELECTRIC CO A-	1,700	5/10/2011	42,959.00	35,035.44	7,923.56
HEALTH CARE SEL SECT SPDR FD HONEYWELL INTERNATIONAL INC A	900	1/28/2014	61,542.00	50,953.61	10,588.39
INTL BUSINESS MACHINES CORP A+	700	9/23/2010	69,944.00	30,608.60	39,335.40
JOHNSON & JOHNSON A+	300	1/4/2010	48,132.00	40,127.08	8,004.92
JPMORGAN CHASE & CO B+	900	1/4/2010	94,113.00	58,802.16	35,310.84
JPMORGAN CHASE & CO B+	570	7/22/2008	35,670.60	22,987.65	12,682.95
JPMORGAN CHASE & CO B+	273	6/21/2001	17,084.34	13,028.49	4,055.85
JPMORGAN CHASE & CO B+	277	10/21/1997	17,334.66	9,237.39	8,097.27
MALLINCKRODT PUBLIC LTD CO N/R	632	1/28/2014	62,586.96	36,060.08	26,526.88
MALLINCKRODT PUBLIC LTD CO N/R	93	8/21/2009	9,209.79	2,625.88	6,583.91
MASTERCARD INC CL A N/R	600	8/20/2014	51,696.00	46,201.28	5,494.72
MICROSOFT CORP A-	1,000	12/10/2009	46,450.00	30,185.15	16,264.85
NIKE INC B A+	600	8/20/2014	57,690.00	47,786.60	9,903.40
ORACLE CORP A-	1,000	8/14/2008	44,970.00	23,427.76	21,542.24
PEPSICO INC NC A	500	9/17/2004	47,280.00	25,040.00	22,240.00

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of 12/31/14

Part II, 10b 7c Corporate Stock

Morgan Stanley #248-023514-031

SECURITY	Quantity	Acquired Date	Market Value	Total Cost	Gain/Loss
ISHARES TIPS BOND ETF	368 000	3/12/2007	41,219.68	36,880.26	4,339.42
ISHARES TIPS BOND ETF	1,603.000	1/12/2007	179,552.03	156,798.53	22,753.50
ISHARES TIPS BOND ETF	2.836	12/5/2014	317.66	317.85	(0.19)
ISHARES TIPS BOND ETF	8.963	9/8/2014	1,003.95	1,024.44	(20.49)
ISHARES TIPS BOND ETF	16 262	8/7/2014	1,821.51	1,872.00	(50.49)
ISHARES TIPS BOND ETF	15 741	7/8/2014	1,763 15	1,804.80	(41.65)
ISHARES TIPS BOND ETF	29 979	6/6/2014	3,357 95	3,417.56	(59.61)
ISHARES TIPS BOND ETF	11.826	5/7/2014	1,324 63	1,344.90	(20.27)
ISHARES TIPS BOND ETF	4 242	12/6/2013	475.15	468.43	6.72
ISHARES TIPS BOND ETF	5,448	11/7/2013	610.23	612.46	(2.23)
ISHARES TIPS BOND ETF	2.184	10/7/2013	244.63	246.04	(1.41)
ISHARES TIPS BOND ETF	4.883	9/9/2013	546.94	534.74	12.20
ISHARES TIPS BOND ETF	3.210	8/7/2013	359.55	363.19	(3.64)
ISHARES TIPS BOND ETF	6.924	7/8/2013	775.56	771.58	3.98
ISHARES TIPS BOND ETF	13.093	6/7/2013	1,466.55	1,514.47	(47.92)
ISHARES TIPS BOND ETF	13.296	5/7/2013	1,489.28	1,604.26	(114.98)
ISHARES TIPS BOND ETF	3.373	4/5/2013	377.81	413.93	(36.12)
ISHARES TIPS BOND ETF	0 363	1/2/2013	40.66	44.20	(3.54)
ISHARES TIPS BOND ETF	20.209	12/7/2012	2,263.61	2,490.04	(226.43)
ISHARES TIPS BOND ETF	12.180	11/7/2012	1,364.28	1,492.89	(128.61)
ISHARES TIPS BOND ETF	14.996	7/9/2012	1,679.70	1,804.21	(124.51)
ISHARES TIPS BOND ETF	33.900	6/7/2012	3,797.14	4,078.07	(280.93)
ISHARES TIPS BOND ETF	18.076	5/7/2012	2,024.69	2,152.77	(128.08)
ISHARES TIPS BOND ETF	13.813	4/9/2012	1,547.19	1,630.66	(83.47)
ISHARES TIPS BOND ETF	10.369	12/7/2011	1,161.43	1,209.83	(48.40)
ISHARES TIPS BOND ETF	15.323	11/7/2011	1,716.33	1,804.63	(88.30)
ISHARES TIPS BOND ETF	7.534	10/7/2011	843.88	865.75	(21.87)
ISHARES TIPS BOND ETF	1.010	9/8/2011	113.13	116.87	(3.74)
ISHARES TIPS BOND ETF	57.923	8/5/2011	6,487.96	6,639.44	(151.48)

ISHARES TIPS BOND ETF	77.181	7/8/2011	8,645.04	8,563.30	81.74
ISHARES TIPS BOND ETF	106.939	6/7/2011	11,978.24	11,790.87	187.37
ISHARES TIPS BOND ETF	59.969	5/6/2011	6,717.13	6,637.46	79.67
ISHARES TIPS BOND ETF	59.638	4/7/2011	6,680.05	6,471.40	208.65
ISHARES TIPS BOND ETF	28.099	3/7/2011	3,147.37	3,042.72	104.65
ISHARES TIPS BOND ETF	17.200	2/7/2011	1,926.57	1,816.97	109.60
ISHARES TIPS BOND ETF	27.114	1/4/2011	3,037.04	2,900.86	136.18
ISHARES TIPS BOND ETF	18.151	12/7/2010	2,033.09	1,969.69	63.40
ISHARES TIPS BOND ETF	29.299	11/5/2010	3,281.78	3,271.48	10.30
ISHARES TIPS BOND ETF	15.588	10/7/2010	1,746.01	1,735.71	10.30
ISHARES TIPS BOND ETF	3.580	9/8/2010	401.00	385.65	15.35
ISHARES TIPS BOND ETF	23.027	8/6/2010	2,579.25	2,457.97	121.28
ISHARES TIPS BOND ETF	33.985	7/8/2010	3,806.66	3,581.06	225.60
ISHARES TIPS BOND ETF	64.982	6/7/2010	7,278.63	6,873.76	404.87
ISHARES TIPS BOND ETF	19.454	5/7/2010	2,179.04	2,070.31	108.73
ISHARES TIPS BOND ETF	53.602	4/8/2010	6,003.96	5,573.27	430.69
ISHARES TIPS BOND ETF	0.541	3/5/2010	60.60	56.17	4.43
ISHARES TIPS BOND ETF	24.925	2/5/2010	2,791.85	2,621.34	170.51
ISHARES TIPS BOND ETF	28.726	1/5/2010	3,217.60	3,002.28	215.32
ISHARES TIPS BOND ETF	24.889	12/7/2009	2,787.82	2,608.48	179.34
ISHARES TIPS BOND ETF	41.126	11/6/2009	4,606.52	4,274.87	331.65
ISHARES TIPS BOND ETF	5.749	10/7/2009	643.95	592.23	51.72
ISHARES TIPS BOND ETF	111.838	9/8/2009	12,526.97	11,386.46	1,140.51
ISHARES TIPS BOND ETF	52.858	8/7/2009	5,920.62	5,279.40	641.22
ISHARES TIPS BOND ETF	47.449	7/8/2009	5,314.76	4,761.17	553.59
ISHARES TIPS BOND ETF	44.986	6/5/2009	5,038.88	4,521.04	517.84
ISHARES TIPS BOND ETF	110.693	5/7/2009	12,398.72	10,976.15	1,422.57
ISHARES TIPS BOND ETF	82.307	4/7/2009	9,219.21	8,311.39	907.82
ISHARES TIPS BOND ETF	136.671	10/7/2008	15,308.52	13,910.27	1,398.25
ISHARES TIPS BOND ETF	134.102	9/8/2008	15,020.77	14,071.14	949.63
ISHARES TIPS BOND ETF	153.506	8/7/2008	17,194.21	15,976.95	1,217.26
ISHARES TIPS BOND ETF	115.845	7/8/2008	12,953.40	12,348.41	604.99
ISHARES TIPS BOND ETF	132.633	6/6/2008	14,856.22	13,916.42	939.80
ISHARES TIPS BOND ETF	70.107	5/7/2008	7,852.69	7,450.89	401.80
ISHARES TIPS BOND ETF	97.419	4/7/2008	10,911.90	10,548.39	363.51
ISHARES TIPS BOND ETF	78.152	3/7/2008	8,753.81	8,580.40	173.41
ISHARES TIPS BOND ETF	95.173	2/7/2008	10,660.33	10,296.15	364.18

ISHARES TIPS BOND ETF	91.658	1/3/2008	10,266.61	9,703.30	563.31
ISHARES TIPS BOND ETF	73.925	12/7/2007	8,280.34	7,736.16	544.18
ISHARES TIPS BOND ETF	55.938	11/7/2007	6,265.62	5,800.66	464.96
ISHARES TIPS BOND ETF	74.203	10/5/2007	8,311.48	7,501.78	809.70
ISHARES TIPS BOND ETF	77.760	9/10/2007	8,709.90	7,904.93	804.97
ISHARES TIPS BOND ETF	80.368	8/7/2007	9,002.02	7,961.92	1,040.10
ISHARES TIPS BOND ETF	80.032	7/9/2007	8,964.38	7,789.03	1,175.35
ISHARES TIPS BOND ETF	80.625	6/7/2007	9,030.81	7,922.09	1,108.72
ISHARES TIPS BOND ETF	68.063	5/7/2007	7,623.74	6,815.77	807.97
ISHARES TIPS BOND ETF	65.170	4/9/2007	7,299.69	6,499.35	800.34
VANGUARD FTSE EMERGING MARKETS	0.195	6/30/2014	7.80	8.41	(0.61)
					0.00
T ROWE PRICE INTL DISCOVERY	13,824.812	8/31/2006	713,083.80	638,706.30	74,377.50
T ROWE PRICE INTL DISCOVERY	161.689	12/16/2014	8,339.92	8,144.29	195.63
T ROWE PRICE INTL DISCOVERY	1,276.495	12/16/2014	65,841.61	64,297.04	1,544.57
T ROWE PRICE INTL DISCOVERY	191.474	12/16/2014	9,876.23	9,644.56	231.67
T ROWE PRICE INTL DISCOVERY	197.658	12/17/2013	10,195.20	10,626.10	(430.90)
T ROWE PRICE INTL DISCOVERY	158.902	12/17/2013	8,196.17	8,542.55	(346.38)
T ROWE PRICE INTL DISCOVERY	240.290	12/17/2013	12,394.16	12,918.01	(523.85)
T ROWE PRICE INTL DISCOVERY	254.911	12/18/2012	13,148.31	11,631.61	1,516.70
T ROWE PRICE INTL DISCOVERY	194.932	12/18/2012	10,054.59	8,894.76	1,159.83
T ROWE PRICE INTL DISCOVERY	236.021	12/16/2011	12,173.96	8,577.00	3,596.96
T ROWE PRICE INTL DISCOVERY	10.103	6/28/2011	521.11	451.22	69.89
T ROWE PRICE INTL DISCOVERY	222.352	12/16/2010	11,468.92	9,567.80	1,901.12

T ROWE PRICE INTL DISCOVERY	87.907	12/16/2010	4,534.24	3,782.62	751.62
T ROWE PRICE INTL DISCOVERY	177.863	12/16/2009	9,174.17	6,579.16	2,595.01
T ROWE PRICE INTL DISCOVERY	142.291	12/16/2009	7,339.37	5,263.33	2,076.04
T ROWE PRICE INTL DISCOVERY	327.983	12/16/2008	16,917.36	7,992.95	8,924.41
T ROWE PRICE INTL DISCOVERY	769.458	12/18/2007	39,688.64	36,203.00	3,485.64
T ROWE PRICE INTL DISCOVERY	158.555	12/18/2007	8,178.27	7,460.01	718.26
T ROWE PRICE INTL DISCOVERY	2,005.254	12/18/2007	103,431.00	94,347.20	9,083.80
T ROWE PRICE INTL DISCOVERY	143.898	12/19/2006	7,422.26	6,709.96	712.30
T ROWE PRICE INTL DISCOVERY	1,568.951	12/19/2006	80,926.49	73,160.17	7,766.32
T ROWE PRICE INTL DISCOVERY	710.205	12/19/2006	36,632.37	33,116.88	3,515.49

Total Unrealized gains/losses at
12/31/14

\$1,782,527.01	\$1,611,211.20	\$171,315.81
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JUNE G. OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of December 31, 2014

Part II, 10b Corporate Bonds

Charles Schwab Account #2501-1759

Security	Quantity	Market Value	Cost Basis	Unrealized Gain/Loss
VANGUARD HIGH YIELD CORP	116,360.4820	694,672.08	661,448.00	33,224.08
WESTERN ASSET CORE PLUS	176,927.9500	2,059,441.34	1,886,387.14	173,054.20
Total Unrealized gains/losses at 12/31/14		2,754,113.42	2,547,835.14	206,278.28

JUNE G. OUTHWAITE CHARITABLE TRUST

77-6154307

Fair Market Value as of December 31, 2014

Part II, 10b Corporate Equity

Charles Schwab Account #2501-1759

Security	Quantity	Market Value	Cost Basis	Unrealized Gain/Loss
AMERICAN FD EUROPACIFIC	36,569.1750	1,719,482.61	1,199,600.50	519,882.11
DODGE & COX INTL STOCK	39,885.6400	1,679,584.30	1,235,097.30	444,487.00
INVECO BALA RISK CMDY	115,606.9360	863,583.81	1,000,020.00	(136,436.19)
VANGUARD MID CAP VALUE	10,212.0210	472,816.57	453,237.03	19,579.54
WELLS FARGO ADVTG ABSLT	167,600.9470	1,818,470.27	1,895,909.70	(77,439.43)
WILLIAM BLAIR SMALL MID	24,339.9630	471,217.81	470,751.01	466.80
Total Unrealized gains/losses at 12/31/14		7,025,155.37	6,254,615.54	770,539.83

CHARLES SCHWAB #6761-5050
STONEBRIDGE CAPITAL MANAGEMENT
Fair Market Value as of 12/31/14
Part II, 10b 7c, Corporate Stock
Charles Schwab #5050

QUANTITY	SECURITY DESCRIPTION	PURCHASE DATE	CURRENT MARKET	ORIGINAL COST	GAIN/ (-LOSS)
75	ALTERA CORP	12/7/2012	2,771	2,360.95	410
1,100	ALTERA CORP	4/22/2013	40,634	34,528.13	6,106
825	ALTERA CORP	1/6/2014	30,476	26,572.09	3,904
800	ALTERA CORP	5/30/2014	29,552	26,678.50	2,874
280	APPLE COMPUTER INC	1/24/2013	30,906	18,236.50	12,670
385	APPLE COMPUTER INC	1/31/2014	42,496	27,576.73	14,919
575	BED BATH & BEYOND INC COM	11/1/2012	43,798	33,441.72	10,356
375	BED BATH & BEYOND INC COM	5/30/2014	28,564	22,898.94	5,665
650	CHEVRON CORPORATION	10/7/2013	72,917	77,192.05	-4,275
250	CISCO SYS INC	10/24/2013	6,954	5,586.74	1,367
	CISCO SYS INC	11/20/2013	46,590	35,949.15	10,641
1,075	CISCO SYS INC	3/18/2014	29,901	23,261.87	6,639
1,025	CITRIX SYS INC COM	10/15/2013	65,395	59,323.87	6,071
700	CONAGRA INC	6/23/2014	25,396	20,222.39	5,174
675	DEVON ENERGY CORP NEW COM	11/26/2012	41,317	35,814.42	5,503
425	DEVON ENERGY CORP NEW COM	9/25/2014	26,014	29,415.55	-3,402
450	DEVON ENERGY CORP NEW COM	10/8/2014	27,545	28,122.25	-577
2,200	DIAMOND OFFSHORE DRILLING INCCOM	12/4/2014	80,762	67,641.13	13,121
925	EBAY INC COM	5/12/2014	51,911	47,312.95	4,598

10	EXPRESS SCRIPTS HOLDING COMPANY	8/8/2011	847	477.84	369
140	EXPRESS SCRIPTS HOLDING COMPANY	9/13/2011	11,854	6,289.49	5,565
325	EXPRESS SCRIPTS HOLDING COMPANY	9/28/2011	27,518	12,851.85	14,666
325	EXPRESS SCRIPTS HOLDING COMPANY	11/26/2012	27,518	16,777.51	10,740
525	EXXON MOBIL CORPORATION	10/21/2013	48,536	45,967.27	2,569
425	EXXON MOBIL CORPORATION	9/25/2014	39,291	40,297.89	-1,007
950	FASTENAL CO COM	1/16/2014	36,859	36,365.94	493
	FASTENAL CO COM	7/24/2014	45,182	42,980.99	2,201
425	FLUOR CORP NEW COM	7/13/2009	25,773	20,432.89	5,340
300	FLUOR CORP NEW COM	6/22/2012	18,179	13,852.01	4,327
600	FLUOR CORP NEW COM	3/18/2014	36,378	45,730.34	-9,352
400	FLUOR CORP NEW COM	10/22/2014	24,252	25,092.47	-840
1,550	GENERAL ELEC CO	8/23/2010	39,169	24,374.35	14,795
1,000	GENERAL ELEC CO	8/30/2010	25,270	14,740.00	10,530
1,100	GENERAL ELEC CO	8/29/2013	27,797	25,627.92	2,169
800	GENERAL ELEC CO	7/24/2014	20,216	20,907.86	-692
30	GOOGLE INC CL C	7/16/2010	15,792	8,036.24	7,756
90	GOOGLE INC CL C	4/29/2014	47,376	47,503.32	-127
45	GOOGLE INC CL C	11/18/2014	23,688	24,095.61	-408
1,450	HOLOGIC INC COM	3/18/2014	38,773	31,408.37	7,365
275	IHS INC CL A	11/20/2013	31,317	31,029.31	288
1,125	INFORMATICA CORP COM	8/22/2014	42,902	36,848.77	6,053
400	INTL BUSINESS MACHINES CORP	11/13/2014	64,176	64,783.75	-608
925	J.P. MORGAN CHASE & CO	11/17/2011	57,887	28,844.85	29,042
325	J.P. MORGAN CHASE & CO	7/20/2012	20,339	11,089.49	9,250
400	J.P. MORGAN CHASE & CO	8/29/2013	25,032	20,478.54	4,553

2,650	MATTEL INC	2/21/2014	82,004	94,288.73	-12,285
950	MCDONALDS CORP	8/11/2014	89,015	89,070.81	-56
2,500	NUANCE COMMUNICATIONS INC COM	4/30/2013	35,675	47,702.80	-12,028
525	NUANCE COMMUNICATIONS INC COM	9/19/2013	7,492	10,157.86	-2,666
975	NUANCE COMMUNICATIONS INC COM	10/28/2013	13,913	15,905.05	-1,992
2,525	NUANCE COMMUNICATIONS INC COM	10/22/2014	36,032	37,262.80	-1,231
625	QUALCOMM INC COM	10/17/2012	46,456	38,119.22	8,337
550	QUALCOMM INC COM	7/24/2014	40,882	42,244.74	-1,363
1,150	STATE STREET CORP	6/23/2014	90,275	78,231.69	12,043
1,525	TOLL BROTHERS INC COM	7/25/2013	52,262	48,318.07	3,944
275	VARIAN MED SYS INC COM	4/25/2013	23,790	17,743.78	6,046
150	VARIAN MED SYS INC COM	10/28/2013	12,977	11,065.04	1,912
575	VARIAN MED SYS INC COM	2/6/2014	49,743	45,400.51	4,342
1,100	WHITING PETE CORP NEW COM	12/4/2014	36,300	43,788.29	-7,488
1,375	WHOLE FOODS MKT INC COM	7/24/2014	69,328	51,552.78	17,775
675	ZOETIS INC CL A	6/18/2013	29,045	21,085.72	7,959
700	ZOETIS INC CL A	8/12/2013	30,121	21,295.53	8,825
FOREIGN COMMON STOCKS					
1,300	LULULEMON ATHLETICA INC COM	6/12/2014	72,527	48,811.62	23,715
1,575	WEATHERFORD INTL PLC ORD SHS	2/6/2014	18,034	21,620.99	-3,587
3,075	WEATHERFORD INTL PLC ORD SHS	11/18/2014	35,209	49,823.95	-14,615
1,000	WILLIS GROUP HOLDINGS PUBLICSHS	1/17/2013	44,810	34,758.38	10,052
Total Unrealized gains/losses at 12/31/14			\$ 2,461,710	\$2,187,269	\$274,441