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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 Service

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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 SAMUEL C MYRA POWELL FDN			A Employer identification number 87-6163275	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. Trust Tax Dept - PO Box 53456 MAC S4101-22G		Room/suite		B Telephone number (see instructions) (888) 730-4933
City or town Phoenix		State AZ		
ZIP code 85072-3456		Foreign postal code		
Foreign country name		Foreign province/state/county		C If exemption application is pending, check here ☐
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				
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) \$ 5,276,041		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐				

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	109,568	109,568		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,788			
	b Gross sales price for all assets on line 6a 1,341,091				
	7 Capital gain net income (from Part IV, line 2)		54,788		
	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	164,356	164,356	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	95,939	22,095		73,844
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	1,624			1,624
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,522	632		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,327			1,327
	24 Total operating and administrative expenses. Add lines 13 through 23	100,412	22,727	0	76,795
	25 Contributions, gifts, grants paid	235,000			235,000
26 Total expenses and disbursements. Add lines 24 and 25	335,412	22,727	0	311,795	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-171,056				
b Net investment income (if negative, enter -0-)		141,629			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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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				
	2	Savings and temporary cash investments	135,197	53,962	53,962	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U.S. and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	3,416,569	3,326,826	5,222,079		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,551,766	3,380,788	5,276,041		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,551,766	3,380,788		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	3,551,766	3,380,788		
31	Total liabilities and net assets/fund balances (see instructions)	3,551,766	3,380,788			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,551,766
2	Enter amount from Part I, line 27a	2	-171,056
3	Other increases not included in line 2 (itemize) ▶ Mutual Fund & CTF Income Additions	3	291
4	Add lines 1, 2, and 3	4	3,381,001
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	213
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,380,788

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	54,788
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	226,759	4,689,238	0.048357
2012	178,586	4,601,798	0.038808
2011	205,451	4,173,341	0.049229
2010	205,950	4,040,386	0.050973
2009	165,409	3,846,323	0.043004

2	Total of line 1, column (d)	2	0.230371
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	0.046074
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,158,496
5	Multiply line 4 by line 3	5	237,673
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,416
7	Add lines 5 and 6	7	239,089
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	311,795

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			
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-)			0
3	Add lines 1 and 2			1,416
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			1,416
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,434	
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			1,434
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			18
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax 18 Refunded			0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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>		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?	X	
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>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ UT		
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>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ► WELLS FARGO BANK N.A. Telephone no. ► 888-730-4933			
	Located at ► PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ► 85072-3456			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	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	X
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">5b</td> <td style="width: 80%;">N/A</td> </tr> <tr> <td>6b</td> <td>X</td> </tr> <tr> <td>7b</td> <td>N/A</td> </tr> </table>	5b	N/A	6b	X	7b	N/A
5b	N/A						
6b	X						
7b	N/A						

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	Trustee	4 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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,154,228
b	Average of monthly cash balances	1b	82,824
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,237,052
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	5,237,052
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78,556
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,158,496
6	Minimum investment return. Enter 5% of line 5	6	257,925

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	257,925
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,416
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,416
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	256,509
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	256,509
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	256,509

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	311,795
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	311,795
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	1,416
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	310,379

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				256,509
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			74,062	
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	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 311,795				
a Applied to 2013, but not more than line 2a			74,062	
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				237,733
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	0			
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				18,776
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)**N/A**

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

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

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

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	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 Attached Statement				
Total			3a	235,000
b Approved for future payment NONE				
Total			3b	0

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

- | | | |
|-----|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| (1) | Cash | 1a |
| (2) | Other assets | 1a |
| b | Other transactions: | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b |
| (3) | Rental of facilities, equipment, or other assets | 1b |
| (4) | Reimbursement arrangements | 1b |
| (5) | Loans or loan guarantees | 1b |
| (6) | Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

**Sign
Here**

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

 SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/28/2015
Date

SVP Wells Fargo Bank N A
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

Handwritten signature

Date

4/28/2015

Check ☒ if self-employed

PTIN

P01251603

Firm's name ▶ PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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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

OGDEN WEBER APPLIED TECHNOLOGY COLLEGE FOUNDATION

Street

200 NORTH WASHINGTON BLVD

City

OGDEN

State

UT

Zip Code

84408

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

42,000

Name

MCKAY-DEE HOSPITAL FOUNDATION

Street

4401 HARRISON BOULEVARD

City

OGDEN

State

UT

Zip Code

84403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

100,000

Name

WEBER SCHOOL FOUNDATION

Street

5320 S ADAMS AVENUE PKWY

City

OGDEN

State

UT

Zip Code

84405

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

OGDEN NATURE CENTER

Street

986 W 12TH ST

City

OGDEN

State

UT

Zip Code

84404

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

12,500

Name

CATHOLIC COMMUNITY SERVICES

Street

2504 F AVE

City

OGDEN

State

UT

Zip Code

84401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

UNION STATION FOUNDATION

Street

2501 WALL AVE

City

OGDEN

State

UT

Zip Code

84401

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

65,000

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

Recipient(s) paid during the year

Name

THE ELIZABETH STEWART TREEHOUSE CHILDRENS MUSEUM

Street

347 22ND STREET

City	State	Zip Code	Foreign Country
OGDEN	UT	84401	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL SUPPORT GRANT	1,000

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

Long Term CG Distributions										Amount		
Short Term CG Distributions										6,773		
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	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
1	X	ANADARKO PETROLEUM CORP			4/22/2010		12/12/2014	1,848		1,811		37
2	X	APPLE INC			10/9/2012		12/12/2014	5,531		4,489		1,042
3	X	B & T CORP COM			4/22/2010		12/12/2014	2,260		2,023		237
4	X	BANK OF AMERICA CORP			11/1/1999		12/12/2014	395		741		-346
5	X	BANK OF AMERICA CORP			9/2/1999		12/12/2014	2,097		3,584		-1,487
6	X	BERKSHIRE HATHAWAY INC			8/6/2012		12/12/2014	2,227		1,287		940
7	X	BIOGEN IDEC INC			5/20/2014		12/12/2014	3,435		2,903		532
8	X	BOEING CO			4/22/2010		12/12/2014	1,871		1,179		688
9	X	BRISTOL MYERS SQUIBB CO			11/01/2010		12/12/2014	2,678		1,264		1,414
10	X	CALIFORNIA RESOURCES CO			13/05/2010		12/12/2014	742		966		-244
11	X	CATERPILLAR INC			8/6/2012		12/12/2014	2,268		2,173		95
12	X	CERNER CORP COM			3/25/2011		12/12/2014	2,178		954		1,224
13	X	CHEVRON CORP			11/14/2003		12/12/2014	1,545		558		987
14	X	CISCO SYSTEMS INC			4/22/2010		12/12/2014	1,481		1,487		-6
15	X	CINTAS CORP			2/11/2011		5/20/2014	29,086		14,018		15,068
16	X	CINTAS CORP			12/9/2010		12/12/2014	1,818		851		967
17	X	CINTAS CORP			12/9/2010		12/12/2014	1,794		709		1,085
18	X	CITIGROUP INC			6/10/1999		12/12/2014	3,565		19,983		-16,418
19	X	CITIGROUP INC			4/22/2010		12/12/2014	39,057		35,573		3,484
20	X	CITIGROUP INC			9/2/1999		12/12/2014	285		1,631		-1,346
21	X	CITIGROUP INC			11/14/2003		12/12/2014	2,439		18,620		-16,461
22	X	CITIGROUP INC			2/17/2004		12/12/2014	535		5,007		-4,472
23	X	CITIGROUP INC			3/31/2004		12/12/2014	535		5,193		-4,659
24	X	CITIGROUP INC			6/22/2004		12/12/2014	1,069		9,362		-8,293
25	X	CITIGROUP INC			5/20/2005		12/12/2014	2,941		28,301		-23,360
26	X	CITIGROUP INC			17/26/2005		12/12/2014	668		6,059		-5,391
27	X	CITIGROUP INC			8/16/2006		12/12/2014	855		7,781		-6,926
28	X	CITIGROUP INC			1/8/2014		12/12/2014	28,605		29,384		-779
29	X	COCA COLA CO			4/22/2010		12/12/2014	1,445		950		495
30	X	CONOCOPHILIPS			10/28/2003		12/12/2014	1,570		549		1,021
31	X	COSTCO WHOLESALE CORP			8/3/2011		12/12/2014	2,085		1,148		937
32	X	DANAHER CORP			8/3/2011		12/12/2014	1,684		922		762
33	X	DEERE & CO			8/13/2013		12/12/2014	1,303		1,266		37
34	X	WALT DISNEY CO			4/22/2010		12/12/2014	1,831		728		1,103
35	X	DU PONT E I DE NEMOURS & CO			26/35/109		12/12/2014	2,059		719		1,368
36	X	DUKE ENERGY HOLDING CO			8/10/1992		12/12/2014	1,659		1,322		337
37	X	E M C CORP MASS			4/22/2013		12/12/2014	2,641		2,641		-423
38	X	E M C CORP MASS			3/25/2011		7/14/2014	26,468		26,892		-42
39	X	EBAY INC			4/20/2011		12/12/2014	13,839		14,485		-656
40	X	EQUITY RESIDENTIAL PPTY'S			4/20/2011		12/12/2014	1,404		793		611
41	X	EXXON MOBIL CORPORATION			4/22/2010		12/12/2014	1,079		650		429
42	X	FEDEX CORPORATION			11/1/1999		12/12/2014	3,082		1,990		1,792
43	X	FREEMONT-MCMORAN INC			8/7/2011		12/12/2014	1,759		790		969
44	X	GENERAL MOTORS CO			3/8/2012		12/12/2014	1,124		1,972		-848
45	X	GILEAD SCIENCES INC			11/18/2010		12/12/2014	1,430		1,485		-55
46	X	GOLDMAN SACHS GROUP INC			7/30/2014		12/12/2014	3,702		3,280		422
47	X	GOOGLE INC			4/22/2010		12/12/2014	1,902		1,572		330
48	X	GOOGLE INC-CL C			4/22/2010		5/20/2014	43,328		21,825		21,503
49	X	HALLIBURTON CO			5/20/2014		12/12/2014	2,619		2,937		-38
50	X	HOME DEPOT INC			8/3/2011		12/12/2014	1,317		1,797		-480
51	X	INTEL CORP			8/3/2011		12/12/2014	3,005		981		2,024
52	X	INTERNATIONAL BUSINESS M			5/20/2005		12/12/2014	2,363		1,705		658
53	X	JPMORGAN CHASE & CO			11/14/2003		12/12/2014	2,364		1,354		1,010
54	X	JOHNSON & JOHNSON			6/15/2011		12/12/2014	3,629		2,443		1,186
55	X	LENNAR CORPORATION CLA			7/21/1998		12/12/2014	2,639		956		1,663
56	X	MCDONALDS CORP			4/26/2008		12/12/2014	1,930		933		997
57	X	MERCK & CO INC NEW			9/10/2003		12/12/2014	1,363		349		1,014
58	X	MICROSOFT CORP			5/8/2011		12/12/2014	1,464		850		614
59	X	MONDELEZ INTERNATIONAL			9/27/2004		12/12/2014	2,839		1,641		1,198
60	X	MONSANTO CO NEW			3/26/2013		12/12/2014	2,064		1,654		410
61	X	MORGAN STANLEY			8/3/2011		12/12/2014	1,776		1,056		720
62	X	NORSTROM INC			4/22/2010		12/12/2014	2,011		1,726		285
63	X	OCCIDENTAL PETE CORP			11/11/2014		12/12/2014	1,866		1,778		88
64	X	ORACLE CORPORATION			4/22/2010		12/12/2014	1,111		1,222		-111
65	X	PNC FINANCIAL SERVICES G			4/22/2010		12/12/2014	1,614		1,041		573
66	X	PFIZER INC			6/9/2010		12/12/2014	2,641		2,032		609
67	X	PHILLIPS 66			10/16/2009		12/12/2014	1,706		963		743
68	X	POTASH CORP SASK			8/6/2012		12/12/2014	1,655		1,001		654
69	X	POTASH CORP SASK			4/22/2010		11/1/2014	11,431		12,459		-1,028
					11/4/2010		11/1/2014	12,425		17,678		-5,253

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

Long Term CG Distributions										Amount		Totals		Net Gain or Loss			
Short Term CG Distributions										6,773		1,341,091		1,286,303		54,788	
												0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost or Improvements	Depreciation	Adjustments	Net Gain or Loss			
70	X	POTASH CORP SASK	737551107		8/13/2013		11/11/2014	14,910	14,004				0	906			
71	X	PROCTER & GAMBLE CO	742718109		9/27/1998		12/12/2014	2,260	1,236				0	1,024			
72	X	QUALCOMM INC	747525103		4/20/2011		12/12/2014	2,143	1,646				0	497			
73	X	SALESFORCE COM INC	794661302		3/11/2014		12/12/2014	1,660	1,843				0	-183			
74	X	T ROWE PRICE GROUP INC	741441108		4/22/2010		12/12/2014	1,650	1,170				0	480			
75	X	SCHLUMBERGER LTD	806857108		4/22/2014		12/12/2014	1,215	1,017				0	198			
76	X	US BANCORP DEL NEW	902973304		1/8/2014		12/12/2014	4,197	3,886				0	311			
77	X	UNITED PACIFIC CORP	907818108		3/26/2012		12/12/2014	3,434	1,146				0	2,288			
78	X	UNITED CONTINENTAL HOLD	910047109		3/26/2012		12/12/2014	2,285	730				0	1,555			
79	X	U S TREASURY NOTES 4.75%	912828CJ7		4/12/2007		3/24/2014	40,269	40,117				0	152			
80	X	U S TREASURY NOTE 4.125%	912828DV9		2/19/2008		3/24/2014	104,480	103,906				0	574			
81	X	US TREASURY NOTE 4.000%	912828JH4		8/18/2008		3/24/2014	248,801	228,508				0	20,293			
82	X	US TREASURY NOTE 1.750%	912828JL4		2/18/2009		13/12/2014	100,060	89,848				0	10,212			
83	X	US TREASURY NOTE 2.750%	912828MA5		4/29/2011		3/24/2014	105,172	102,911				0	2,261			
84	X	US TREASURY NOTE 3.625%	912828MP2		3/16/2010		3/24/2014	54,508	49,776				0	4,732			
85	X	US TREASURY NOTE 3.625%	912828PX2		2/16/2011		3/24/2014	271,953	249,933				0	22,020			
86	X	UNITED TECHNOLOGIES COR	913017109		8/19/2008		12/12/2014	1,685	976				0	709			
87	X	UNITEDHEALTH GROUP INC	91324P102		12/9/2010		12/12/2014	2,487	916				0	1,571			
88	X	VALEANT PHARMACEUTICAL	91911K102		7/14/2014		12/12/2014	2,087	1,816				0	271			
89	X	VERIZON COMMUNICATIONS	92343V104		12/9/2010		12/12/2014	1,364	1,007				0	357			
90	X	WAL MART STORES INC	931142103		4/22/2010		12/12/2014	2,102	1,357				0	745			
91	X	WALGREEN CO	931422109		12/9/2010		12/12/2014	1,847	905				0	942			
92	X	ZOETIS INC	98978V103		7/3/2013		12/12/2014	2,326	1,614				0	712			
93	X	ACTAVIS PLC	G00838108		10/2/2013		12/12/2014	3,908	2,160				0	1,748			
94	X	ACCENTURE PLC	G1151C101		4/22/2010		12/12/2014	1,652	875				0	777			
95	X	ROYAL CARIBBEAN CRUISE	V7780T103		8/17/2011		12/12/2014	2,747	872				0	1,875			
96	X	AFLAC INC	001055102		4/22/2010		7/30/2014	23,404	20,795				0	2,609			
97	X	AT & T INC	00206R102		1/3/2007		12/12/2014	464	532				0	-68			
98	X	ADOBESYS INC	00206R102		5/20/2005		12/12/2014	1,291	951				0	340			
99	X	ADOBESYS INC	00724F101		1/15/2013		12/12/2014	2,663	1,337				0	1,326			
100	X	ALLSTATE CORP	020002101		10/28/2003		12/12/2014	1,707	986				0	721			
101	X	AMAZON COM INC COM	023135106		4/22/2010		12/12/2014	1,543	742				0	801			

Part I, Line 16a (990-PF) - Legal Fees

		1,624	0	0	1,624
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	1,624			1,624

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

		1,522	632	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	632	632		
2	ESTIMATED EXCISE TAXES PAID	890			

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

		1,327	0	0	1,327
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	REIBURSEMENT EXPENSE	1,327			1,327

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	5,222,079
2	UNION PACIFIC CORP		0	27,884	86,965
3	UNITED TECHNOLOGIES CORP		0	28,995	52,324
4	WAL MART STORES INC		0	35,541	56,251
5	COCA COLA CO		0	22,926	35,676
6	ANHEUSER-BUSCH INBEV 2.150% 2/01/19		0	99,709	99,874
7	EBAY INC		0	19,344	34,233
8	GOOGLE INC-CL C		0	58,954	78,960
9	BANK AMER CORP		0	60,477	68,214
10	GOLDMAN SACHS GROUP INC		0	36,156	44,581
11	COSTCO WHOLESALE CORP		0	23,333	43,234
12	WF ADV SMALL CAP OPPOR FD-ADMIN 84		0	13,000	10,753
13	EXXON MOBIL CORPORATION		0	30,970	78,767
14	FEDEX CORPORATION		0	22,520	49,493
15	UNITEDHEALTH GROUP INC		0	24,002	66,214
16	VERIZON COMMUNICATIONS		0	24,344	33,916
17	MONSANTO CO NEW		0	23,929	40,620
18	JPMORGAN CHASE & CO		0	52,732	95,434
19	T ROWE PRICE GROUP INC		0	27,963	41,213
20	US BANCORP DEL NEW		0	67,993	106,307
21	WALGREENS BOOTS ALLIANCE INC		0	23,716	49,911
22	ACCENTURE PLC		0	24,052	49,120
23	CHEVRON CORP		0	13,206	39,823
24	MERCK & CO INC NEW		0	18,107	36,914
25	BERSHIRE HATHAWAY INC.		0	39,469	69,069
26	CONOCOPHILLIPS		0	12,069	37,983
27	BIAGEN IDEC INC		0	34,837	40,734
28	GENERAL ELEC CAP COR 4 375% 9/16/20		0	108,569	109,524
29	VALEANT PHARMACEUTICALS		0	38,133	45,080
30	"UNITED CONTINENTAL HOLDINGS, INC."		0	16,266	53,378
31	JPMORGAN CHASE & CO 4.250% 10/15/20		0	107,142	107,510
32	SALESFORCE COM INC		0	47,010	46,558
33	GENERAL MOTORS CO		0	39,600	41,892
34	AT & T INC		0	30,399	43,163
35	MARKET VECTORS SEMICONDUCTOR		0	45,729	81,930
36	DUKE ENERGY HOLDING CORP. COM		0	31,733	40,099
37	PHILLIPS 66		0	19,157	48,182
38	MONDELEZ INTERNATIONAL INC		0	30,600	46,496
39	COSTCO WHOLESALE COR 1.700% 12/15/		0	96,912	98,196
40	ZOETIS INC		0	36,109	57,230
41	SPDR SERIES TRUST		0	24,209	43,469
42	ACTAVIS PLC		0	54,000	96,529
43	GENERAL ELECTRIC CO		0	12,122	126,350
44	WELLS FARGO & CO		0	61,610	178,713
45	TOYOTA MOTOR CREDIT 2.100% 1/17/19		0	99,881	100,419
46	ANHEUSER-BUSCH INBEV 2.150% 2/01/19		0	100,164	100,403

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

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			3,416,569	3,326,826	5,222,079
47	ROYAL CARIBBEAN CRUISE		0	22,287	73,775
48	ADOBE SYS INC		0	34,150	66,884
49	ALLSTATE CORP COM		0	23,676	42,150
50	AMAZON COM INC		0	25,984	54,311
51	ANADARKO PETE CORP		0	42,006	47,850
52	APPLE COMPUTER INC COM		0	62,416	133,560
53	BB&T CORP COM		0	48,879	58,335
54	BOEING COMPANY		0	27,085	46,793
55	BRISTOL MYERS SQUIBB CO		0	27,141	66,704
56	CATERPILLAR INC		0	45,681	57,664
57	CERNER CORP COM		0	25,770	61,104
58	CISCO SYSTEMS INC		0	35,561	36,577
59	CINTAS CORP		0	17,152	47,456
60	DANAHER CORP		0	23,273	43,284
61	DU PONT E I DE NEMOURS & CO		0	18,339	56,564
62	EQUITY RESIDENTIAL PPTYS TR SH BEN		0	18,194	30,173
63	FREEMPORT-MCMORAN COPPER & GOLD		0	44,845	28,850
64	GILEAD SCIENCES INC		0	50,279	80,121
65	HALLIBURTON CO		0	36,241	33,234
66	HOME DEPOT INC		0	23,867	76,628
67	INTEL CORP		0	40,593	57,701
68	INTERNATIONAL BUSINESS MACHS CORP		0	27,542	48,934
69	JOHNSON & JOHNSON		0	23,325	63,788
70	LENNAR CORPORATION CLASS A COMM		0	24,563	53,100
71	MCDONALDS CORP		0	9,649	38,886
72	MICROSOFT CORP		0	40,017	68,514
73	MORGAN STANLEY		0	39,644	53,932
74	NORDSTROM INC		0	40,901	45,649
75	OCCIDENTAL PETE CORP		0	26,074	25,795
76	ORACLE CORPORATION		0	21,836	45,645
77	PNC FINANCIAL SERVICES GROUP		0	57,963	79,370
78	PFIZER INC		0	7,962	44,140
79	PROCTER & GAMBLE CO		0	29,090	53,743
80	QUALCOMM INC		0	36,817	53,889
81	DEERE & CO		0	30,949	35,830
82	BANK OF NEW YORK MEL 2.200% 3/04/19		0	99,784	100,364
83	WALT DISNEY CO		0	22,761	58,869
84	JOHN DEERE CAPITAL 2 800% 3/04/21		0	99,331	101,193
85	SCHLUMBERGER LTD		0	30,521	38,434
86	BRANCH BANKING & TRU 2.850% 4/01/21		0	99,105	100,582

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

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

1	Mutual Fund & CTF Income Additions	1	291
2	Total	2	291

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

1	COST BASIS ADJUSTMENT	1	44
2	Mutual Fund & CTF Income Subtraction	2	169
3	Total	3	213

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

Long Term CG Distributions												Short Term CG Distributions											
Amount												6,773											
Description of Property Sold												Short Term CG Distributions											
Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses												
1	ANADARKO PETROLEUM CORP	4/22/2010	12/12/2014	1,848	0	1,611	37	0	0	0	48,015												
2	APPLE INC	10/9/2012	12/12/2014	5,531	0	4,489	1,042	0	0	0	48,015												
3	B & T CORP COM	4/22/2010	12/12/2014	2,260	0	2,023	237	0	0	0	48,015												
4	BANK OF AMERICA CORP	11/1/1999	12/12/2014	395	0	741	-346	0	0	0	48,015												
5	BANK OF AMERICA CORP	9/2/1999	12/12/2014	2,097	0	3,584	-1,487	0	0	0	48,015												
6	BERKSHIRE HATHAWAY INC	8/6/2012	12/12/2014	2,227	0	1,287	940	0	0	0	48,015												
7	BIODEN IDEC INC	4/22/2010	12/12/2014	3,435	0	2,903	532	0	0	0	48,015												
8	BOEING CO	11/25/2007	12/12/2014	1,129	0	1,129	668	0	0	0	48,015												
9	BRISTOL MYERS SQUIBB CO	11/25/2007	12/12/2014	1,129	0	1,264	1,414	0	0	0	48,015												
10	CALIFORNIA RESOURCES CORP	4/22/2010	12/12/2014	2,678	0	906	-244	0	0	0	48,015												
11	CATERPILLAR INC	4/22/2010	12/12/2014	742	0	2,173	95	0	0	0	48,015												
12	CERNER CORP COM	3/25/2011	12/12/2014	2,268	0	1,224	1,044	0	0	0	48,015												
13	CHEVRON CORP	11/14/2003	12/12/2014	1,545	0	558	987	0	0	0	48,015												
14	CISCO SYSTEMS INC	4/22/2010	12/12/2014	1,481	0	1,487	-6	0	0	0	48,015												
15	CINTAS CORP	2/11/2011	5/20/2014	29,096	0	14,018	15,068	0	0	0	48,015												
16	CINTAS CORP	12/9/2010	5/20/2014	1,618	0	851	767	0	0	0	48,015												
17	CINTAS CORP	8/10/1999	12/12/2014	1,794	0	709	1,085	0	0	0	48,015												
18	CITIGROUP INC	4/22/2010	12/12/2014	3,565	0	19,993	-16,418	0	0	0	48,015												
19	CITIGROUP INC	4/22/2010	12/12/2014	3,057	0	35,573	-3,484	0	0	0	48,015												
20	CITIGROUP INC	11/1/1999	12/12/2014	285	0	1,631	-1,346	0	0	0	48,015												
21	CITIGROUP INC	3/17/2004	12/12/2014	2,138	0	18,620	-16,481	0	0	0	48,015												
22	CITIGROUP INC	3/17/2004	12/12/2014	532	0	3,007	-4,472	0	0	0	48,015												
23	CITIGROUP INC	3/17/2004	12/12/2014	532	0	3,007	-4,472	0	0	0	48,015												
24	CITIGROUP INC	3/17/2004	12/12/2014	1,069	0	5,193	-4,124	0	0	0	48,015												
25	CITIGROUP INC	5/20/2005	12/12/2014	2,941	0	28,301	-25,360	0	0	0	48,015												
26	CITIGROUP INC	4/16/2006	12/12/2014	668	0	3,059	-2,391	0	0	0	48,015												
27	CITIGROUP INC	8/16/2006	12/12/2014	855	0	3,231	-2,376	0	0	0	48,015												
28	CITIGROUP INC	1/8/2014	12/12/2014	28,605	0	28,384	221	0	0	0	48,015												
29	COCOA COLA CO	4/22/2010	12/12/2014	1,445	0	950	495	0	0	0	48,015												
30	CONOCOPHILLIPS	10/28/2003	12/12/2014	1,570	0	549	1,021	0	0	0	48,015												
31	COSTCO WHOLESALE CORP	8/3/2011	12/12/2014	2,085	0	1,148	937	0	0	0	48,015												
32	DANAHER CORP	8/3/2011	12/12/2014	1,684	0	922	762	0	0	0	48,015												
33	DEERE & CO	244/199105	12/12/2014	1,303	0	1,266	37	0	0	0	48,015												
34	WALT DISNEY CO	4/22/2010	12/12/2014	1,831	0	728	1,103	0	0	0	48,015												
35	DU PONT E I DE NEMOURS & CO	4/10/1992	12/12/2014	2,107	0	719	1,388	0	0	0	48,015												
36	DUKE ENERGY HOLDING CORP COM	8/22/2013	12/12/2014	1,659	0	1,322	337	0	0	0	48,015												
37	E M C CORP MASS	3/25/2011	12/12/2014	28,469	0	28,892	-423	0	0	0	48,015												
38	E M C CORP MASS	4/20/2011	12/12/2014	13,839	0	14,965	-656	0	0	0	48,015												
39	EBAY INC	4/20/2011	12/12/2014	1,404	0	793	611	0	0	0	48,015												
40	EQUITY RESIDENTIAL PPTYS TR SH BE	4/22/2010	12/12/2014	1,075	0	650	425	0	0	0	48,015												
41	EXXON MOBIL CORPORATION	302/31/02	12/12/2014	3,082	0	1,792	1,290	0	0	0	48,015												
42	FEDEX CORPORATION	11/1/1999	12/12/2014	1,759	0	790	969	0	0	0	48,015												
43	FREIGHT-MCMORAN INC	3/8/2012	12/12/2014	1,124	0	1,972	-848	0	0	0	48,015												
44	GENERAL MOTORS CO	3/7045/1003	12/12/2014	1,430	0	1,485	-55	0	0	0	48,015												
45	GILEAD SCIENCES INC	7/30/2014	12/12/2014	3,702	0	3,800	-422	0	0	0	48,015												
46	GOLDMAN SACHS GROUP INC	4/22/2010	5/20/2014	1,902	0	1,572	330	0	0	0	48,015												
47	GOOGLE INC	4/22/2010	5/20/2014	43,328	0	21,625	21,503	0	0	0	48,015												
48	GOOGLE INC-CL C	5/20/2014	12/12/2014	2,619	0	2,657	-38	0	0	0	48,015												
49	HALLIBURTON CO	8/3/2011	12/12/2014	1,317	0	1,797	-480	0	0	0	48,015												
50	HOME DEPOT INC	4/37076/102	12/12/2014	3,005	0	981	2,024	0	0	0	48,015												
51	INTEL CORP	5/20/2005	12/12/2014	2,363	0	1,705	658	0	0	0	48,015												
52	INTERNATIONAL BUSINESS MACHS CO	4/92/200101	12/12/2014	2,364	0	1,354	1,010	0	0	0	48,015												
53	JPMORGAN CHASE & CO	6/15/2011	12/12/2014	3,629	0	2,443	1,186	0	0	0	48,015												
54	JOHNSON & JOHNSON	7/21/1998	12/12/2014	1,930	0	956	1,683	0	0	0	48,015												
55	LEARNER CORPORATION CLASS A COM	4/28/2010	12/12/2014	1,363	0	349	997	0	0	0	48,015												
56	LENOR CORP	9/10/2003	12/12/2014	1,363	0	850	614	0	0	0	48,015												
57	MERCK & CO INC NEW	9/2/2004	12/12/2014	2,839	0	1,641	1,198	0	0	0	48,015												
58	MICRONALIS CORP	3/26/2013	12/12/2014	2,064	0	1,654	410	0	0	0	48,015												
59	MONSIEUR COOPERATIONAL INC	4/3/2011	12/12/2014	1,776	0	1,096	720	0	0	0	48,015												
60	MONSIEUR COOPERATIONAL INC	4/3/2011	12/12/2014	1,776	0	1,096	720	0	0	0	48,015												
61	MORGAN STANLEY	4/22/2010	12/12/2014	1,868	0	1,778	88	0	0	0	48,015												
62	NORDSTROM INC	4/22/2010	12/12/2014	1,811	0	1,222	589	0	0	0	48,015												
63	OCCEAN PETE CORP	4/22/2010	12/12/2014	1,811	0	1,041	770	0	0	0	48,015												
64	ORACLE CORPORATION	4/22/2010	12/12/2014	2,841	0	2,832	9	0	0	0	48,015												
65	PNC FINANCIAL SERVICES GROUP	10/18/2009	12/12/2014	1,706	0	1,663	43	0	0	0	48,015												
66	PFIZER INC	8/6/2012	12/12/2014	1,655	0	1,063	592	0	0	0	48,015												
67	PHILLIPS 66	4/22/2010	12/12/2014	11,431	0	12,459	-1,028	0	0	0	48,015												
68	POTASH CORP SASK	7/3755/107	12/12/2014	12,425	0	17,678	-5,253	0	0	0	48,015												
69	POTASH CORP SASK	7/3755/107	12/12/2014	14,910	0	14,004	906	0	0	0	48,015												
70	POTASH CORP SASK	8/13/2013	12/12/2014	2,260	0	1,236	1,024	0	0	0	48,015												
71	PROCTER & GAMBLE CO	9/27/1999	12/12/2014	2,143	0	1,648	497	0	0	0	48,015												
72	QUALCOMM INC	4/20/2011	12/12/2014	1,660	0	1,843	-183	0	0	0	48,015												
73	SALESFORCE COM INC	3/11/2014	12/12/2014	1,650	0	1,170	480	0	0	0	48,015												
74	T ROWE PRICE GROUP INC	4/22/2010	12/12/2014	1,215	0	1,017	198	0	0	0	48,015												
75	SCHLUMBERGER LTD	4/22/2010	12/12/2014	1,215	0	3,886	311	0	0	0	48,015												
76	US BANCORP DEL NEW	1/8/2014	12/12/2014	4,197	0	1,146	2,288	0	0	0	48,015												
77	UNION PACIFIC CORP	4/22/2010	12/12/2014	3,434	0	1,555	1,555	0	0	0	48,015												
78	UNITED CONTINENTAL HOLDINGS, INC	3/26/2012	12/12/2014	2,265	0	730	1,555	0	0	0	48,015												
79	U S TREASURY NOTES 4 125/ 5/15/11	4/12/2007	3/24/2014	40,269	0	40,117	152	0	0	0	48,015												
80	U S TREASURY NOTE 4 125/ 5/15/11	4/12/2008	3/24/2014	104,480	0	103,906	574	0	0	0	48,015												
81	U S TREASURY NOTE 4 000/ 8/15/18	8/18/2008	3/24/2014	248,801	0	228,508	20,293	0	0	0	48,015												
82	U S TREASURY NOTE 1 750/ 1/31/14	2/16/2009	1/31/2014	100,000	0	99,848	152	0	0	0	48,015												
83	U S TREASURY NOTE 2 750/ 2/15/20	4/28/2011	3/24/2014	105,172	0	102,911	2,261	0	0	0	48,015												
84	U S TREASURY NOTE 3 625/ 2/15/20	3/16/2010	3/24/2014	54,506	0	49,776	4,730	0	0	0	48,015												

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										6.773	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
			PO Box 53456 MAC S4101-22G	Phoenix	AZ	85072-3456		TRUSTEE	4 00	17,839		
1	Wells Fargo Bank N A Trust Tax D	X										
2	CHARLES H BARKER		976 EAST 2700 NORTH	NORTH OGDEN	UT	84414		DIRECTOR	1 00	23,700		
3	MARY L BARKER		2883 NORTH 950 EAST	NORTH OGDEN	UT	84414		DIRECTOR	1 00	23,700		
4	ORILLE REX CHILD		541 EAST 3550 NORTH	NORTH OGDEN	UT	84414		DIRECTOR	1 00	17,200		
5	ANNE E BARKER		2883 NORTH 950 EAST	NORTH OGDEN	UT	84414		DIRECTOR	1 00	10,000		
6	NATHAN FELIX		2385 CLAIRMONT DR	BOUNTIFUL	UT	84010		DIRECTOR	1 00	3,500		
										95,939	0	0

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

	Date		Amount
1 Credit from prior year return		1	544
2 First quarter estimated tax payment	6/11/2014	2	173
3 Second quarter estimated tax payment	9/9/2014	3	359
4 Third quarter estimated tax payment	12/9/2014	4	358
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	1,434

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	<u>74,062</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>74,062</u>