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## Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

2/1/2014

, and ending

1/31/2015

Name of foundation

TW BEN AND AMELIA SOLOMON FUND

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town

State

ZIP code

Winston Salem

NC

27101-3818

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

56-6040673

B Telephone number (see instructions)

(888) 730-4933

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) ► \$ 50,803 (Part I, column (d) must be on cash basis)

J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

C If exemption application is pending, check here ►

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

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

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

**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)
	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	955	890		
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,343			
	b Gross sales price for all assets on line 6a	18,809			
	7 Capital gain net income (from Part IV, line 2)		2,343		
	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	3,298	3,233	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	1,057	793		264
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	150			
	16a Legal fees (attach schedule)	20			20
	b Accounting fees (attach schedule)	610			610
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	34	18		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.	1,721	811	0	894
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	1,500			500
	26 Total expenses and disbursements. Add lines 24 and 25	3,221	811	0	2,394
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	77			
	b Net investment income (if negative, enter -0-)		2,422		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2014)

JUN 30 2015

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ODEN, UT

9/1/2015

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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		1,378	2,010	2,010
	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)		44,532	43,962	43,793
	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) . . .		45,910	45,972	50,803
	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 ► )		0	0	
	23 Total liabilities (add lines 17 through 22) . . .				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		45,910	45,972	
	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)		45,910	45,972	
	31 Total liabilities and net assets/fund balances (see instructions)		45,910	45,972	

**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	45,910
2 Enter amount from Part I, line 27a	2	77
3 Other increases not included in line 2 (itemize) ► See Attached Statement	3	8
4 Add lines 1, 2, and 3	4	45,995
5 Decreases not included in line 2 (itemize) ►	5	23
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,972

**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)
<b>1a</b> See Attached Statement					
<b>b</b> See Attached Statement					
<b>c</b> See Attached Statement					
<b>d</b> See Attached Statement					
<b>e</b> See Attached Statement					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(i) FMV as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
<b>2</b> 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		<b>2</b>	2,343	
<b>3</b> 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			<b>3</b>	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	2,471	50,293	0.049132
2012	4,886	51,017	0.095772
2011	2,298	51,123	0.044950
2010	2,367	50,022	0.047319
2009	2,637	44,669	0.059034

- 2** Total of line 1, column (d) 2 0.296207
- 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 0.059241
- 4** Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 51,897
- 5** Multiply line 4 by line 3 5 3,074
- 6** Enter 1% of net investment income (1% of Part I, line 27b) 6 24
- 7** Add lines 5 and 6 7 3,098
- 8** Enter qualifying distributions from Part XII, line 4 8 2,394

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

1 48

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

3 48

4 48

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 15
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 15

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 33

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 0

11 Enter the amount of line 10 to be Credited to 2015 estimated tax ► Refunded ► 11 0

**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 X

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year? 1c X

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

1e 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? 2 X

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a X

4b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T 5 X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?			
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

**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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee 4 00	1,057		

**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  
Form 990-PF (2014)

**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.

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** \_\_\_\_\_  
\_\_\_\_\_

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**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	50,899
b	Average of monthly cash balances	1b	1,788
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	52,687
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	52,687
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	790
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,897
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,595

**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	2,595
2a	Tax on investment income for 2014 from Part VI, line 5	2a	48
b	Income tax for 2014 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	48
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,547
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,547
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,547

**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	2,394
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	2,394
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	2,394
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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				2,547
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			45	
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 ► \$ 2,394				
a Applied to 2013, but not more than line 2a			45	
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				2,349
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				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				198
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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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				0
	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)(ii)				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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
See Attached Statement				
<b>Total</b>				► 3a 500
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate				14	955	
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	2,343	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)			0		3,298	0
13 Total Add line 12, columns (b), (d), and (e)				13		3,298

(See worksheet in line 13 instructions to verify calculations )

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
Not Applicable	



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

Recipient(s) paid during the year

Name

COMMUNITY BOYS AND GIRLS CLUB

Street

901 NIXON STREET

City WILMINGTON	State NC	Zip Code 28401	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

FANNIE NORWOOD MEMORIAL HOME

Street

501 SOUTH 15TH STREET

City WILMINGTON	State NC	Zip Code 28401	Foreign Country
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Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

750

Name

Street

City	State	Zip Code	Foreign Country
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Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City	State	Zip Code	Foreign Country
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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
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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	1,086	Short Term CG Distributions		Amount	0							
Check "X" to include in Part IV		CLUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ACR MANAGED FUTURES ST	002039H859		1/23/2014	4/22/2014	10/10/2014	52	53				0	-1
2	X	ARTISAN MID CAP FUND-INS	04314H600		1/23/2014	4/22/2014	10/10/2014	100	101				0	-1
3	X	ARTISAN MID CAP FUND-INS	04314H600		2/11/2013	4/22/2014	24/9	208					41	-48
4	X	CREDIT SUISSE COMM RET-S	22544R305		7/13/2011	4/22/2014	22/0	268					0	-174
5	X	DIAMOND HILL LONG-SHORT	225264S833		8/10/2012	6/18/2014	4/8	36					0	-12
6	X	DIAMOND HILL LONG-SHORT	225264S833		8/10/2012	6/18/2014	66/5	488					0	177
7	X	DIAMOND HILL LONG-SHORT	225264S833		8/10/2012	10/22/2014	36/0	281					0	79
8	X	DODGE & COX INT'L STOCK F	226206103		7/13/2011	4/22/2014	8/9	72					0	17
9	X	DODGE & COX INCOME FD-C	226207005		7/13/2013	6/18/2014	41/8	416					0	2
10	X	HARBOR CAPITAL APCTN	411511504		7/13/2011	6/18/2014	46/9	322					0	147
11	X	JP MORGAN HIGH YIELD FUND	48129C0803		4/24/2014	1/20/2015	6/8	73					0	-5
12	X	KEELEY SMALL CAP VAL FD-C	487300808		12/17/2010	6/18/2014	70/9	449					0	260
13	X	KEELEY SMALL CAP VAL FD-C	487300808		8/12/2011	6/18/2014	65/6	375					0	281
14	X	KEELEY SMALL CAP VAL FD-C	487300808		5/10/2012	6/18/2014	11/7	75					0	42
15	X	LAUDIUS MONDRIAN INT'L FUND	51855Q855		7/13/2011	4/22/2014	10/2	115					0	-3
16	X	LAUDIUS MONDRIAN INT'L FUND	51855Q855		7/13/2011	4/22/2014	15/3	173					0	-20
17	X	LAUDIUS MONDRIAN INT'L FUND	51855Q855		1/23/2014	4/22/2014	15/2	149					0	3
18	X	MFS VALUE FUND-CLASS I-48	532983894		6/18/2014	1/20/2015	170	173					0	-3
19	X	MERGER FD-SH BEN INT F286	539509108		6/18/2014	8/8/2014	65	66					0	-1
20	X	MERGER FD-SH BEN INT F286	539509108		7/13/2011	8/8/2014	21/3	210					0	3
21	X	MERGER FD-SH BEN INT F286	539509108		7/13/2011	1/20/2015	11/3	115					0	-2
22	X	MERGER FUND-INST F201	539509207		7/13/2011	4/22/2014	18/6	193					0	-7
23	X	MERGER FUND-INST F201	539509207		7/13/2011	1/20/2015	6/2	64					0	-2
24	X	MERGER FUND-INST F201	539509207		2/11/2013	1/20/2015	1/1	1					0	0
25	X	ASG GLOBAL ALTERNATIVES	638727TB85		7/12/2013	6/18/2014	34	34					0	-12
26	X	ASG GLOBAL ALTERNATIVES	638727TB85		7/12/2013	8/8/2014	24/1	253					0	-12
27	X	ASG GLOBAL ALTERNATIVES	638727TB85		7/12/2013	1/20/2015	11/3	115					0	-2
28	X	NUVEEN HIGH YIELD MUNI B	67065Q772		4/24/2014	10/22/2014	5/1	49					0	2
29	X	NUVEEN HIGH YIELD MUNI B	67065Q772		4/24/2014	12/19/2014	87/5	835					0	40
30	X	OPENFIREIMER DEVELOPING	683974505		2/11/2013	4/22/2014	15/0	143					0	7
31	X	DODGE & COX INCOME FD-C	226210105		2/11/2013	9/5/2014	98	97					0	1
32	X	DODGE & COX INCOME FD-C	226210105		2/11/2013	10/22/2014	84	83					0	1
33	X	OPENFIREIMER DEVELOPING	683974505		2/11/2013	1/20/2015	19/8	179					0	19
34	X	PIMCO TOTAL RET-FD-INST #	6833390700		10/11/2013	6/18/2014	40/3	400					0	3
35	X	PIMCO TOTAL RET-FD-INST #	6833390700		4/24/2014	9/5/2014	44	43					0	1
36	X	PIMCO TOTAL RET-FD-INST #	6833390700		10/17/2013	4/22/2014	5/5	54					0	103
37	X	PIMCO TOTAL RET-FD-INST #	6833390700		4/24/2014	9/30/2014	1,538	1,435					0	103
38	X	PIMCO TOTAL RET-FD-INST #	6833390700		2/11/2013	9/30/2014	6/5	65					0	1
39	X	PIMCO FOREIGN BDF USD	6833390882		1/23/2014	1/20/2015	33	32					0	1
40	X	ROBECO BPL LONG/SHRT RES-I	74925K881		7/12/2013	6/18/2014	552	492					0	60
41	X	ROBECO BPL LONG/SHRT RES-I	74925K881		7/12/2013	1/20/2015	29/3	268					0	32
42	X	RIDGEWORTH SEIX HY BD-I#	766287B645		7/13/2011	4/22/2014	598	602					0	-4
43	X	RIDGEWORTH SEIX HY BD-I#	766287B645		10/24/2011	4/22/2014	215	204					0	11
44	X	DODGE & COX INCOME FD-C	226210105		10/28/2014	234	234	0	0				0	0
45	X	DODGE & COX INCOME FD-C	226210105		4/24/2014	10/28/2014	99	98					0	-2
46	X	DREYFUS EMG MKT DEBT LO	261980494		12/17/2010	4/22/2014	56	57					0	-1
47	X	DREYFUS EMG MKT DEBT LO	261980494		6/18/2014	54/9	54/6						0	3
48	X	DRIEHHAUS ACTIVE INCOME F	262288555		7/12/2013	6/18/2014	248	247					0	1
49	X	DRIEHHAUS ACTIVE INCOME F	262288555		7/12/2013	1/20/2015	497	512					0	-15
50	X	DRIEHHAUS ACTIVE INCOME F	262288555		10/17/2013	1/20/2015	34	35					0	2
51	X	JP MORGAN MID CAP VALUE	339281800		6/18/2014	10/22/2014	74	76					0	-2
52	X	HARBOR CAPITAL APCTN	411511504		2/11/2013	6/18/2014	115	111					0	-4
53	X	RIDGEWORTH SEIX HY BD-I#	766287B645		8/1/2013	4/22/2014	507	501					0	6
54	X	T ROWE PRICE SHORT TERM	77937P105		5/9/2013	4/22/2014	316	319					0	-3
55	X	T ROWE PRICE SHORT TERM	77937P105		2/14/2012	6/18/2014	196	198					0	-2
56	X	T ROWE PRICE SHORT TERM	77937P105		10/12/2013	10/28/2014	53	53					0	0
57	X	T ROWE PRICE SHORT TERM	77937P105		2/14/2012	10/28/2014	42	43					0	-1
58	X	T ROWE PRICE SHORT TERM	77937P105		5/9/2013	10/28/2014	72	73					0	-1
59	X	T ROWE PRICE SHORT TERM	77937P105		5/9/2013	10/28/2014	68	68					0	0
60	X	T ROWE PRICE SHORT TERM	77937P105		7/12/2013	10/28/2014	86	86					0	0
61	X	T ROWE PRICE SHORT TERM	77937P105		7/12/2013	10/28/2014	29	29					0	0
62	X	T ROWE PRICE SHORT TERM	77937P105		9/5/2013	10/20/2015	219	220					0	-1
63	X	T ROWE PRICE SHORT TERM	77937P105		1/23/2014	1/20/2015	101	101					0	0
64	X	SPDR DJ WILSHIRE INTERNATN	78453X963		7/12/2014	1/20/2015	127	127					0	8
65	X	SPDR DJ WILSHIRE INTERNATN	78453X963		7/10/2013	4/22/2014	86	86					0	5
66	X	VANGUARD TOTAL BOND MA	931937835		9/30/2014	10/28/2014	413	410					0	3
67	X	VANGUARD TOTAL BOND MA	931937835		9/30/2014	10/20/2015	1,171	1,148					0	23
68	X	VANGUARD RETI VPER	9228908553		10/9/2013	4/22/2014	72	69					0	7
69	X	VANGUARD RETI VPER	9228908553		10/9/2013	4/22/2014	72	65					0	0

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

Check "X" to include in Part IV	Amount	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X	VANGUARD REIT VIPER	922900553			10/9/2013	10/22/2014		153	130				0	0
71	X	VANGUARD REIT VIPER	922900553			12/17/2010	12/20/2015		348	204				0	144

Check "X" to include in Part IV	Amount	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X	VANGUARD REIT VIPER	922900553			10/9/2013	10/22/2014		153	130				0	0
71	X	VANGUARD REIT VIPER	922900553			12/17/2010	12/20/2015		348	204				0	144

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

		20	0	0	20
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	20			20

**Part I, Line 16b (990-PF) - Accounting Fees**

	610	0	0	610
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	610			610

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

		34	18	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	18	18		
2	PY Excise Tax Due	15			
3	Estimated Excise Payments	1			

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		44,532	43,962	48,793
			44,532	43,962	48,793

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

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

1 Mutual Fund Timing Difference	1	6
2 Cost Basis Adjustment	2	2
3 Total	3	8

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

1 PY Return of Capital Adjustment	1	23
2 Total	2	23

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

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

1	Wells Fargo Bank N A	Trust Tax D	Check "X" if Business	X	1 W 4th St 4th Floor	MAC D4000-0041	Winston Salem	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	0
												TRUSTEE					1,057

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

	Date	Amount
1 Credit from prior year return		1 0
2 First quarter estimated tax payment	5/6/2015	2 15
3 Second quarter estimated tax payment		3 _____
4 Third quarter estimated tax payment		4 _____
5 Fourth quarter estimated tax payment		5 _____
6 Other payments		6 _____
7 Total		7 15

**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	45
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	45

Security Type	CUSIP	Asset Name	Fed Cost	FMV
Savings & Temp Inv	56-6040673	VP0528308	1,505.29	1,505.29
Savings & Temp Inv	56-6040673	VP0528308	504.47	504.47
		<b>TOTAL SAVINGS AND TEMP</b>	<b>2,009.76</b>	<b>2,009.76</b>
Invest - Other	56-6040673	04314H204	2,535.77	3,270.81
Invest - Other	56-6040673	256210105	1,201.47	1,306.13
Invest - Other	56-6040673	411511504	3,234.76	4,385.61
Invest - Other	56-6040673	693390882	352.26	377.88
Invest - Other	56-6040673	77957P105	402.16	400.48
Invest - Other	56-6040673	74255L696	527.04	530.89
Invest - Other	56-6040673	589509207	502.76	496.03
Invest - Other	56-6040673	04314H600	1,816.44	2,073.96
Invest - Other	56-6040673	592905509	1,302.72	1,313.38
Invest - Other	56-6040673	315920702	756.56	727.03
Invest - Other	56-6040673	464287200	1,157.06	1,606.96
Invest - Other	56-6040673	261980668	391.69	374.90
Invest - Other	56-6040673	256206103	2,503.61	3,259.61
Invest - Other	56-6040673	552983694	3,432.32	4,172.24
Invest - Other	56-6040673	261980494	1,412.50	1,246.20
Invest - Other	56-6040673	262028855	511.36	497.51
Invest - Other	56-6040673	339128100	1,497.03	2,069.34
Invest - Other	56-6040673	638727T885	1,528.42	1,530.78
Invest - Other	56-6040673	922908553	1,174.86	1,990.65
Invest - Other	56-6040673	00203H859	946.47	1,012.25
Invest - Other	56-6040673	863137105	1,465.85	1,353.65
Invest - Other	56-6040673	4812C0803	1,802.74	1,755.62
Invest - Other	56-6040673	77958B402	792.57	772.07
Invest - Other	56-6040673	683974604	5,184.77	5,093.73
Invest - Other	56-6040673	78463X863	1,871.48	2,023.82
Invest - Other	56-6040673	74925K581	452.53	505.57
Invest - Other	56-6040673	64128R608	1,268.25	1,259.57
Invest - Other	56-6040673	483438305	1,313.42	1,405.15
Invest - Other	56-6040673	2544R305	2,623.06	1,981.36
		<b>TOTAL INVEST - OTHER</b>	<b>43,961.93</b>	<b>48,793.18</b>
		<b>TOTAL ASSETS</b>	<b>45,971.69</b>	<b>50,802.94</b>