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

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

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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 **2/1/2014**, and ending **1/31/2015**

Name of foundation MANNING FOUNDATION TRUST			A Employer identification number 76-6105634	
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			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,021,002		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

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 <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	48,708	47,191		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	105,793			
	b Gross sales price for all assets on line 6a	985,758			
	7 Capital gain net income (from Part IV, line 2)		105,793		
	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)	965,065	965,065			
12 Total. Add lines 1 through 11	1,119,566	1,118,049	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	56,132	42,099		14,033
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	610			610
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,103	1,301		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	193,509	193,509		
	24 Total operating and administrative expenses. Add lines 13 through 23	271,354	236,909	0	14,643
	25 Contributions, gifts, grants paid	83,891			83,891
26 Total expenses and disbursements. Add lines 24 and 25	355,245	236,909	0	98,534	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	764,321				
b Net investment income (if negative, enter -0-)		881,140			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

HTA

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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		51	51
	2 Savings and temporary cash investments	394,012	193,546	193,546
	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 ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,952,463	2,917,127	3,030,663
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ OTHER ASSETS)		3	2,796,742
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,346,475	3,110,727	6,021,002
	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. ▶ <input type="checkbox"/>			
	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	2,346,475	3,110,727	
	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)	2,346,475	3,110,727	
	31 Total liabilities and net assets/fund balances (see instructions)	2,346,475	3,110,727	

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	2,346,475
2 Enter amount from Part I, line 27a	2	764,321
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	472
4 Add lines 1, 2, and 3	4	3,111,268
5 Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	541
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,110,727

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	105,793
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.☐ Yes ☒ No**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	110,049	2,451,468	0.044891
2012	110,932	2,225,169	0.049853
2011	107,676	2,256,322	0.047722
2010	99,325	2,146,258	0.046278
2009	117,142	1,934,742	0.060547

2 Total of line 1, column (d)	2	0.249291
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	0.049858
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,463,686
5 Multiply line 4 by line 3	5	172,692
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,811
7 Add lines 5 and 6	7	181,503
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	98,534

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	17,623	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	17,623	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	17,623	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	11,515	
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	11,515	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	6,108	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N.A. Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC 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)		
	(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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	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:			
(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)?		5b	N/A
	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?		6b	X
	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?		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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee	4 00	38,132	
GERARD G. STAFFOR, JR. 7606 BURNING HILLS DR HOUSTON, TX 77024	CO-TRUSTEE	1 00	9,000	
NANCY S. ROBINSON 1 LONG TIMBERS LANE HOUSTON, TX 77024	CO-TRUSTEE	1 00	9,000	

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	3,278,015
b	Average of monthly cash balances	1b	238,417
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,516,432
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	3,516,432
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	52,746
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,463,686
6	Minimum investment return. Enter 5% of line 5	6	173,184

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	173,184
2a	Tax on investment income for 2014 from Part VI, line 5	2a	17,623
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,623
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	155,561
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	155,561
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	155,561

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	98,534
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	98,534
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	98,534

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				155,561
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			83,891	
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 ▶ \$ 98,534				
a Applied to 2013, but not more than line 2a			83,891	
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				14,643
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				140,918
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

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	83,891
b Approved for future payment NONE				
Total			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			14	48,708	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	105,793	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a ROYALTY INCOME			15	965,065	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		1,119,566	0
13	Total. Add line 12, columns (b), (d), and (e)				13	1,119,566

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Recipient(s) paid during the year

Name

RACE FOR THE CURE

Street

5433 WESTHEIMER RD SUITE 352

City

HOUSTON

State

TX

Zip Code

77056

Foreign Country

Relationship

NONE

Foundation Status

PF

Purpose of grant/contribution

ANNUAL GOLF TOURNAMENT AND RESEARCH

Amount

5,000

Name

RETINA RESEARCH FOUNDATION

Street

1977 BUTLER BOULEVARD

City

HOUSTON

State

TX

Zip Code

77030

Foreign Country

Relationship

NONE

Foundation Status

PF

Purpose of grant/contribution

RESEARCH

Amount

34,891

Name

BROOKWOOD COMMUNITY

Street

1752 FM 1489

City

BROOKSHIRE

State

TX

Zip Code

77423

Foreign Country

Relationship

NONE

Foundation Status

PF

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

44,000

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

Long Term CG Distributions										Amount		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										43,447		Capital Gains/Losses Other sales		985,758		879,965		105,793	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss					
1	X	DREYFUS EMG MKT DEBT LO	261980494		10/4/2013		5/1/2014	10,734	10,836					-102					
2	X	DREYFUS EMG MKT DEBT LO	261980494		10/4/2013		5/1/2014	44,162	44,162					-420					
3	X	DREYFUS EMG MKT DEBT LO	261980494		3/12/2014		5/1/2014	8,131	7,589					542					
4	X	DREYFUS EMG MKT DEBT LO	261980494		3/12/2014		5/1/2014	5,765	5,500					265					
5	X	ECOLAB INC	271865100		9/3/2010		6/11/2014	14,432	6,525					7,907					
6	X	FID ADV EMER MKTS INC- CL	315920702		10/24/2013		7/2/2014	971	964					7					
7	X	FID ADV EMER MKTS INC- CL	315920702		10/24/2013		7/2/2014	15,243	14,596					647					
8	X	JP MORGAN MID CAP VALUE	339128100		10/24/2013		5/1/2014	85,832	82,900					2,932					
9	X	JP MORGAN MID CAP VALUE	339128100		1/31/2014		5/1/2014	991	932					59					
10	X	JP MORGAN MID CAP VALUE	339128100		3/12/2014		5/1/2014	3,227	3,200					27					
11	X	HSBC FRONTIER MARKETS-I	40428X222		3/12/2014		5/1/2014	1,513	1,421					92					
12	X	HOMER DEPOT INC	437076102		2/6/2013		5/5/2014	9,856	8,359					1,497					
13	X	HOMER DEPOT INC	437076102		3/5/2013		5/5/2014	5,204	4,652					552					
14	X	INTERCONTINENTAL EXCH	45866F104		9/2/2008		7/2/2014	563	276					287					
15	X	INTERCONTINENTAL EXCH	45866F104		8/17/2009		7/2/2014	1,125	532					593					
16	X	INTERCONTINENTAL EXCH	45866F104		12/1/2009		7/2/2014	1,313	754					559					
17	X	INTERCONTINENTAL EXCH	45866F104		3/24/2010		7/2/2014	2,813	1,650					1,163					
18	X	INTUIT COM	461202103		9/20/2011		6/11/2014	7,505	4,718					2,787					
19	X	INTUIT COM	461202103		6/24/2013		6/11/2014	3,950	2,854					1,096					
20	X	JP MORGAN HIGH YIELD FUND	4812C0803		5/5/2014		10/29/2014	326	330					-4					
21	X	JP MORGAN HIGH YIELD FUND	4812C0803		7/2/2014		10/29/2014	17,549	17,900					-351					
22	X	JP MORGAN HIGH YIELD FUND	4812C0803		3/12/2014		10/29/2014	11,681	11,798				31	-86					
23	X	KEELEY SMALL CAP VAL FDC	487300808		10/24/2013		7/2/2014	89,688	84,985					4,703					
24	X	AOR MANAGED FUTURES ST	00203H859		3/12/2014		8/14/2014	2,772	2,800					-28					
25	X	AOR MANAGED FUTURES ST	00203H859		5/5/2014		8/14/2014	810	802					8					
26	X	AOR MANAGED FUTURES ST	00203H859		7/2/2014		8/14/2014	1,775	1,800					-25					
27	X	AMAZON COM INC COM	023135106		8/25/2009		6/11/2014	4,016	1,016					3,000					
28	X	ARTISAN MID CAP FUND-INS	04314H600		10/24/2013		5/1/2014	114,809	124,400					-213					
29	X	ARTISAN MID CAP FUND-INS	04314H600		1/31/2014		5/1/2014	4,943	5,156					1,043					
30	X	AOR MANAGED FUTURES ST	00203H859		4/3/2012		8/14/2014	23,106	22,063					-186					
31	X	ARTISAN MID CAP FUND-INS	04314H600		3/12/2014		5/1/2014	1,714	1,900					-91					
32	X	ABERDEEN GLOBAL HIGH INC	04315J660		3/12/2014		10/29/2014	2,909	3,000					-742					
33	X	ABERDEEN GLOBAL HIGH INC	04315J660		7/2/2014		10/29/2014	17,058	17,800					-78					
34	X	ABERDEEN GLOBAL HIGH INC	04315J660		1/31/2014		7/2/2014	9,318	9,497					-101					
35	X	ABERDEEN GLOBAL HIGH INC	04315J660		10/24/2013		7/2/2014	9,858	9,706					152					
36	X	CATAMARAN CORP	148887102		4/3/2012		7/2/2014	5,670	5,659					811					
37	X	COCA COLA CO	191216100		9/2/2011		6/25/2014	11,778	9,831					1,948					
38	X	COCA COLA CO	191216100		4/3/2012		6/25/2014	42	37					5					
39	X	COCA COLA CO	191216100		1/29/2013		6/25/2014	84	74					10					
40	X	COSTCO WHOLESALE CORP	22160K105		9/20/2011		3/12/2014	7,031	5,212					1,819					
41	X	COSTCO WHOLESALE CORP	22160K105		10/21/2011		3/12/2014	2,882	2,123					759					
42	X	COSTCO WHOLESALE CORP	22160K105		4/3/2012		3/12/2014	231	182					49					
43	X	CREDIT SUISSE COMM RET S	22544R305		3/12/2014		5/1/2014	2,318	2,298					20					
44	X	CREDIT SUISSE COMM RET S	22544R305		3/12/2014		7/2/2014	701	702					-1					
45	X	CREDIT SUISSE COMM RET S	22544R305		10/24/2013		7/2/2014	14,295	13,607					688					
46	X	CREDIT SUISSE COMM RET S	22544R305		10/24/2013		6/11/2014	6,627	6,939					-312					
47	X	DANAHER CORP	235851102		2/18/2010		6/11/2014	9,771	4,592					5,179					
48	X	DODGE & COX INTL STOCK F	256206103		3/12/2014		7/2/2014	2,470	2,385					85					
49	X	DODGE & COX INCOME FDC	256210105		3/12/2014		7/2/2014	2,106	2,100					6					
50	X	DODGE & COX INCOME FDC	256210105		5/5/2014		7/2/2014	13,227	13,227					0					
51	X	DODGE & COX INCOME FDC	256210105		4/3/2012		7/2/2014	2,659	2,601					58					
52	X	DODGE & COX INCOME FDC	256210105		4/3/2012		9/11/2014	7,136	7,320					184					
53	X	DODGE & COX INCOME FDC	256210105		3/12/2012		10/16/2014	14,377	13,975					402					
54	X	KEELEY SMALL CAP VAL FDC	487300808		3/12/2014		7/2/2014	5,037	4,900					137					
55	X	KEELEY SMALL CAP VAL FDC	487300808		5/5/2014		7/2/2014	3,526	3,303					223					
56	X	MERGER FD SH BEN INT #260	589509108		6/15/2011		8/14/2014	3,876	3,824					52					
57	X	MERGER FD SH BEN INT #260	589509108		3/12/2014		8/14/2014	5,297	5,200					97					
58	X	MERGER FD SH BEN INT #260	589509108		7/2/2014		8/14/2014	4,470	4,500					-29					
59	X	MERGER FD SH BEN INT #260	589509108		9/1/2010		8/14/2014	29,453	28,536					917					
60	X	MONDELEZ INTERNATIONAL	609207105		1/28/2013		6/25/2014	7,036	5,282					1,754					
61	X	MONSANTO CO NEW	61166W101		2/16/2012		6/11/2014	13,021	8,560					4,461					
62	X	MONSANTO CO NEW	61166W101		5/14/2012		6/11/2014	723	430					293					
63	X	MONSTER BEVERAGE CORP	611740101		3/5/2013		7/2/2015	25,357	11,159					14,198					
64	X	ASG GLOBAL ALTERNATIVES	638721885		10/24/2013		9/11/2014	14,904	15,245					-341					
65	X	NOW INC/SH	67011P100		12/7/2011		6/11/2014	946	822					124					
66	X	NOW INC/SH	67011P100		1/3/2012		6/11/2014	460	388					72					
67	X	NOW INC/SH	67011P100		4/3/2012		6/11/2014	9	8					1					
68	X	NOW INC/SH	67011P100		10/1/2012		6/11/2014	230	210					20					
68	X	NOW INC/SH	67011P100		10/1/2012		6/11/2014	17	16					0					

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

Long Term CG Distributions										Amount				
Short Term CG Distributions										45,447				
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
70	X	NOW INC/SH			3/27/2013		6/1/2014	554	464					90
71	X	NOW INC/SH			3/27/2013		6/1/2014	25	21					4
72	X	OPPENHEIMER DEVELOPING			10/24/2013		5/1/2014	5,552	5,716					-164
73	X	OPPENHEIMER DEVELOPING			10/24/2013		7/2/2014	28,049	26,677					1,372
74	X	PIMCO TOTAL RET FD-INST #			10/24/2013		5/1/2014	11,358	11,400					-42
75	X	PIMCO TOTAL RET FD-INST #			3/12/2014		5/1/2014	1,826	1,821					5
76	X	PIMCO TOTAL RET FD-INST #			3/12/2014		7/2/2014	483	479					4
77	X	PIMCO TOTAL RET FD-INST #			1/31/2014		7/2/2014	5,632	5,580					52
78	X	PIMCO TOTAL RET FD-INST #			1/31/2014		9/1/2014	7,155	7,103					52
79	X	PRINCIPAL GL MULT STRAT-I			8/14/2014		1/23/2015	11,545	11,493					52
80	X	QUALCOMM INC			5/13/2011		6/1/2014	3,482	2,521					961
81	X	QUALCOMM INC			6/7/2011		6/1/2014	4,432	3,187					1,245
82	X	QUALCOMM INC			6/24/2013		6/1/2014	4,669	3,513					1,156
83	X	ROBECO BP LNG/SHRT RES-			3/12/2014		5/1/2014	131	131					0
84	X	ROBECO BP LNG/SHRT RES-			3/12/2014		7/2/2014	3,745	3,628					117
85	X	RIDGEMOUNT SEIX HY BD-I #			10/24/2013		3/12/2014	96,359	37,202					-843
86	X	SPDR DJ WILSHIRE INTERNA			10/22/2013		5/1/2014	2,475	2,556					-81
87	X	SPDR DJ WILSHIRE INTERNA			7/2/2014		1/23/2015	526	535					-9
88	X	STONE HARBOR LOCAL MARI			5/5/2014		7/2/2014	24,549	23,986					563
89	X	TEMPLETON EMER MKT SIC-			10/24/2013		5/1/2014	1,588	1,613					-25
90	X	TRACTOR SUPPLY CO COM			8/30/2012		5/5/2014	8,554	6,139					2,415
91	X	TRACTOR SUPPLY CO COM			1/28/2012		5/5/2014	287	189					99
92	X	TRACTOR SUPPLY CO COM			12/24/2012		5/5/2014	869	576					293
93	X	VANGUARD REIT VIPER			3/12/2014		5/1/2014	2,254	2,182					72
94	X	VANGUARD REIT VIPER			3/12/2014		1/23/2015	1,323	1,058					265
95	X	VANGUARD REIT VIPER			7/2/2014		1/23/2015	6,173	5,250					923
96	X	VANGUARD REIT VIPER			10/16/2014		1/23/2015	3,263	2,720					543
97	X	VANGUARD REIT VIPER			10/22/2013		1/23/2015	88	70					18
98	X	WHOLE FOODS MKT INC			5/14/2012		6/1/2014	4,093	4,301					-208
99	X	WHOLE FOODS MKT INC			5/25/2012		6/1/2014	4,511	4,715					-204
100	X	WHOLE FOODS MKT INC			1/28/2013		6/1/2014	167	193					-26
Totals										985,758	879,965	0		105,793
Capital Gains/Losses										0	0			0
Other sales														

Part I, Line 11 (990-PF) - Other Income

		965,065	965,065	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ROYALTY INCOME	965,065	965,065	

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

		21,103	1,301	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,301	1,301		
2	PY EXCISE TAX DUE	8,287			
3	ESTIMATED EXCISE PAYMENTS	11,515			
4					

Part I, Line 19 (990-PF) - Depreciation and Depletion

		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OMG STATUTORY DEPLETION	2/1/2014							

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

		193,509	193,509	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	4	4		
2	ROYALTY EXPENSES	193,505	193,505		
3					

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

		1,952,463		2,917,127		3,030,663	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	Book Value End of Year	FMV End of Year	FMV End of Year
1	SEE ATTACHED		1,952,463	2,917,127	2,917,127	3,030,663	3,030,663

Part II, Line 15 (990-PF) - Other Assets

		0		3	2,796,742
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year	
1	OTHER ASSETS			3	2,796,742

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 TIMING DIFFERENCE	1	8
2	COST BASIS ADJUSTMENT	2	464
3	Total	3	472

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	541
2	Total	2	541

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

Long Term CG Distributions										Amount	45,447	0							
Short Term CG Distributions										940,311	0	110	880,075	60,346	0	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	80,346
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	0	0	0	0	0	0	0	0	0	0	0
Description of Property Sold	CUSIP #	1	DREYFUS EMG MKT DEBT LOC C-I #608	261880494	5/1/2014	104/2013	10,734	-	-	-	0	10,936	-102	0	0	0	-102	0	0
DREYFUS EMG MKT DEBT LOC C-I #608	261880494	5/1/2014	44,162	-	-	0	44,162	-	-	-	0	44,592	-420	0	0	0	-420	0	0
DREYFUS EMG MKT DEBT LOC C-I #608	261880494	5/1/2014	8,131	-	-	0	8,131	-	-	-	0	7,989	142	0	0	0	142	0	0
DREYFUS EMG MKT DEBT LOC C-I #608	261880494	5/1/2014	5,765	-	-	0	5,765	-	-	-	0	5,500	265	0	0	0	265	0	0
ECOLAB INC	278885100	6/11/2014	14,432	-	-	0	14,432	-	-	-	0	6,525	7,907	0	0	0	7,907	0	0
FID ADV EMER MKTS INC- CL I #607	315520702	10/24/2013	971	-	-	0	971	-	-	-	0	964	7	0	0	0	7	0	0
FID ADV EMER MKTS INC- CL I #607	315520702	7/2/2014	15,243	-	-	0	15,243	-	-	-	0	14,996	247	0	0	0	247	0	0
FID ADV EMER MKTS INC- CL I #607	315520702	7/2/2014	85,832	-	-	0	85,832	-	-	-	0	82,900	2,932	0	0	0	2,932	0	0
JP MORGAN MID CAP VALUE I #758	339128100	1/31/2014	991	-	-	0	991	-	-	-	0	332	659	0	0	0	659	0	0
JP MORGAN MID CAP VALUE I #758	339128100	3/12/2014	3,227	-	-	0	3,227	-	-	-	0	3,200	27	0	0	0	27	0	0
JP MORGAN MID CAP VALUE I #758	339128100	5/1/2014	1,513	-	-	0	1,513	-	-	-	0	1,421	92	0	0	0	92	0	0
HSBC FRONTIER MARKETS-I	404282222	3/12/2014	9,656	-	-	0	9,656	-	-	-	0	8,359	1,297	0	0	0	1,297	0	0
HOME DEPOT INC	437078102	2/8/2013	5,204	-	-	0	5,204	-	-	-	0	4,652	552	0	0	0	552	0	0
HOME DEPOT INC	437078102	5/5/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	8/2/2008	563	-	-	0	563	-	-	-	0	275	288	0	0	0	288	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC	45888F104	7/2/2014	1,125	-	-	0	1,125	-	-	-	0	762	363	0	0	0	363	0	0
INTERCONTINENTAL EXCHANGE, INC</																			

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

Long Term CG Distributions														Short Term CG Distributions													
Amount		45,447												0													
		CUSIP #	Description of Property Sold	Acquisition Method	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Excess of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj. Basis	Gain/Loss Minus Excess of FMV Over Adjusted Basis or Losses												
85		RICEWORTH SEC INV BLD #5855			10/24/2013	3/12/2014	36,359			37,202	-843	0	0	0	80,346												
86		SPDR DJ WILSHIRE INTERNATIONAL R			10/22/2013	5/1/2014	2,475			2,556	-81	0	0	0	-81												
87		SPDR DJ WILSHIRE INTERNATIONAL R			7/2/2014	1/23/2015	526			535	-9	0	0	0	-9												
88		STONE HARBOR LOCAL MARKET F#2			5/5/2014	7/2/2014	24,549			23,888	563	0	0	0	563												
89		TEMPLETON EMER MKT SIC-AD #828			10/24/2013	5/1/2014	1,588			1,613	-25	0	0	0	-25												
90		TRACTOR SUPPLY CO COM			8/30/2012	5/5/2014	8,554			6,139	2,415	0	0	0	2,415												
91		TRACTOR SUPPLY CO COM			12/8/2013	5/5/2014	267			189	78	0	0	0	78												
92		TRACTOR SUPPLY CO COM			12/24/2012	5/5/2014	869			576	293	0	0	0	293												
93		VANGUARD REIT VIPER			3/12/2014	5/1/2014	2,254			2,182	72	0	0	0	72												
94		VANGUARD REIT VIPER			3/12/2013	1/23/2015	1,373			1,058	285	0	0	0	285												
95		VANGUARD REIT VIPER			10/16/2014	1/23/2015	3,263			2,720	543	0	0	0	543												
96		VANGUARD REIT VIPER			10/22/2013	1/23/2015	88			401	18	0	0	0	18												
97		WHOLE FOODS MKT INC			5/14/2012	6/11/2013	4,093			4,301	208	0	0	0	208												
98		WHOLE FOODS MKT INC			5/25/2012	6/11/2013	4,511			4,715	-204	0	0	0	-204												
99		WHOLE FOODS MKT INC			12/8/2013	6/11/2014	167			193	-26	0	0	0	-26												
100		WHOLE FOODS MKT INC			12/8/2013	6/11/2014	167			193	-26	0	0	0	-26												

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	38,132		
2	GERARD G STAFFOR, JR	X	7606 BURNING HILLS DR	HOUSTON	TX	77024		CO-TRUSTEE	1 00	9,000		
3	NANCY S ROBINSON	X	1 LONG TIMBERS LANE	HOUSTON	TX	77024		CO-TRUSTEE	1 00	9,000		
										56,132	0	0

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	6/11/2014	2	2,879
3 Second quarter estimated tax payment	7/9/2014	3	2,879
4 Third quarter estimated tax payment	10/9/2014	4	2,878
5 Fourth quarter estimated tax payment	1/9/2015	5	2,879
6 Other payments		6	
7 Total		7	11,515

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	83,891
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	83,891

Security Type	EIN	CUSIP	Asset Name	Units	Fed Cost	FMV
Cash	76-6105634			50 67	50 67	50 67
Invest - Corp Stock	76-6105634	008252108	AFFILIATED MANAGERS GROUP, INC COM	137 00	12,413 20	28,156 24
Invest - Corp Stock	76-6105634	037411105	APACHE CORP	50 00	3,278 03	3,128 50
Invest - Corp Stock	76-6105634	037833100	APPLE INC	504 00	12,595 58	59,048 64
Invest - Corp Stock	76-6105634	071813109	BAXTER INTL INC	155 00	11,584 70	10,898 05
Invest - Corp Stock	76-6105634	097023105	BOEING CO	90 00	12,051 89	13,083 30
Invest - Corp Stock	76-6105634	126650100	CVS HEALTH CORPORATION	175 00	12,743 48	17,178 00
Invest - Corp Stock	76-6105634	151020104	CELGENE CORP COM	34 00	1,065 46	4,051 44
Invest - Corp Stock	76-6105634	156782104	CERNER CORP COM	73 00	3,364 37	4,843 55
Invest - Corp Stock	76-6105634	17275R102	CISCO SYSTEMS INC	570 00	13,115 59	15,028 05
Invest - Corp Stock	76-6105634	231021106	CUMMINS INC	80 00	11,988 55	11,156 80
Invest - Corp Stock	76-6105634	25243Q205	DIAGEO PLC - ADR	97 00	6,687 62	11,458 61
Invest - Corp Stock	76-6105634	254687106	WALT DISNEY CO	210 00	14,661 89	19,101 60
Invest - Corp Stock	76-6105634	268648102	E M C CORP MASS	365 00	5,595 52	9,464 45
Invest - Corp Stock	76-6105634	311900104	FASTENAL CO	168 00	3,497 48	7,459 20
Invest - Corp Stock	76-6105634	375558103	GILEAD SCIENCES INC	155 00	12,533 28	16,248 65
Invest - Corp Stock	76-6105634	461202103	INTUIT COM	12 00	684 99	1,041 84
Invest - Corp Stock	76-6105634	478366107	JOHNSON CONTROLS INC	225 00	11,186 98	10,455 75
Invest - Corp Stock	76-6105634	594918104	MICROSOFT CORP	315 00	13,900 92	12,726 00
Invest - Corp Stock	76-6105634	637071101	NATIONAL OILWELL INC COM	263 00	17,155 17	14,315 09
Invest - Corp Stock	76-6105634	641069406	NESTLE S A REGISTERED SHARES - ADR	145 00	11,344 77	11,093 95
Invest - Corp Stock	76-6105634	68389X105	ORACLE CORPORATION	235 00	6,246 30	9,844 15
Invest - Corp Stock	76-6105634	806857108	SCHLUMBERGER LTD	209 00	8,748 15	17,219 51
Invest - Corp Stock	76-6105634	855244109	STARBUCKS CORP COM	72 00	3,963 67	6,302 16
Invest - Corp Stock	76-6105634	872540109	TJX COS INC NEW	185 00	11,251 68	12,198 90
Invest - Corp Stock	76-6105634	883556102	THERMO FISHER SCIENTIFIC INC	100 00	12,537 19	12,521 00
Invest - Corp Stock	76-6105634	89151E109	TOTAL S A - ADR	160 00	11,016 01	8,241 60
Invest - Corp Stock	76-6105634	892356106	TRACTOR SUPPLY CO COM	65 00	2,882 12	5,276 05
Invest - Corp Stock	76-6105634	907818108	UNION PACIFIC CORP	350 00	12,537 60	41,023 50
Invest - Corp Stock	76-6105634	740189105	PRECISION CASTPARTS CORP	33 00	3,825 87	6,603 30
Invest - Corp Stock	76-6105634	58155Q103	MCKESSON CORP	70 00	12,832 88	14,885 50
Invest - Corp Stock	76-6105634	38259P706	GOOGLE INC-CL C	37 00	9,719 98	19,777 24
Invest - Corp Stock	76-6105634	38141G104	GOLDMAN SACHS GROUP INC	60 00	10,660 57	10,344 60
Invest - Corp Stock	76-6105634	404280406	HSBC - ADR	70 00	3,550 60	3,200 40
Invest - Corp Stock	76-6105634	911312106	UNITED PARCEL SERVICE-CL B	120 00	12,149 60	11,860 80
Invest - Corp Stock	76-6105634	87612E106	TARGET CORP	235 00	13,593 84	17,298 35
Invest - Corp Stock	76-6105634	91324P102	UNITEDHEALTH GROUP INC	120 00	8,868 13	12,750 00
Invest - Corp Stock	76-6105634	09247X101	BLACKROCK INC	30 00	10,591 53	10,215 30
Invest - Corp Stock	76-6105634	902973304	US BANCORP DEL NEW	270 00	11,615 37	11,315 70
Invest - Corp Stock	76-6105634	03524A108	ANHEUSER-BUSCH INBEV SPN ADR	105 00	11,805 61	12,817 35
Invest - Corp Stock	76-6105634	87817A107	TEAM HEALTH HOLDINGS INC	74 00	2,956 67	3,825 80
Invest - Corp Stock	76-6105634	084670702	BERKSHIRE HATHAWAY INC	170 00	15,593 09	24,464 70
Invest - Corp Stock	76-6105634	20030N101	COMCAST CORP CLASS A	285 00	14,532 13	15,146 32
Invest - Corp Stock	76-6105634	38259P508	GOOGLE INC	37 00	9,751 13	19,889 35
Invest - Corp Stock	76-6105634	517834107	LAS VEGAS SANDS CORP	60 00	3,492 77	3,262 20
Invest - Corp Stock	76-6105634	150870103	CELANESE CORP	280 00	15,599 80	15,052 80
Invest - Corp Stock	76-6105634	172967424	CITIGROUP INC	265 00	12,936 82	12,441 75
Invest - Corp Stock	76-6105634	609207105	MONDELEZ INTERNATIONAL INC	81 00	2,251 79	2,854 44
Invest - Corp Stock	76-6105634	G29183103	EATON CORP PLC	50 00	3,472 04	3,154 50
Invest - Corp Stock	76-6105634	12572Q105	CME GROUP INC	160 00	11,377 57	13,648 00
Invest - Other	76-6105634	04314H204	ARTISAN INTERNATIONAL FUND #661	7,761 25	227,692 82	235,864 30
Invest - Other	76-6105634	74255L696	PRINCIPAL GL MULT STRAT-INST #4684	5,692 09	62,718 74	62,897 64
Invest - Other	76-6105634	589509207	MERGER FUND-INST #301	2,016 17	31,835 89	31,311 07
Invest - Other	76-6105634	04315J860	ABERDEEN GLOBAL HIGH INCOME FD #1525	3,404 85	33,919 43	31,290 59
Invest - Other	76-6105634	315920702	FID ADV EMER MKTS INC- CL I #607	2,165 98	29,394 90	28,266 03
Invest - Other	76-6105634	46625H100	JPMORGAN CHASE & CO	306 00	12,637 95	16,640 28
Invest - Other	76-6105634	256206103	DODGE & COX INT'L STOCK FD #1048	5,571 33	234,434 88	232,714 50
Invest - Other	76-6105634	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	11,039 67	125,930 56	126,845 79
Invest - Other	76-6105634	543495840	LOOMIS SAYLES BOND FD INSTL #1162	1,057 78	16,177 00	15,475 34
Invest - Other	76-6105634	861647501	STONE HARBOR LOCAL MARKET FD #14604	5,444 42	52,287 50	46,658 70
Invest - Other	76-6105634	922908553	VANGUARD REIT VIPER	1,445 00	97,324 05	125,064 75
Invest - Other	76-6105634	88019R690	TEMPLETON EMER MKT S/C-ADV #626	5,860 98	68,923 71	71,855 66
Invest - Other	76-6105634	863137105	STRATTON SM-CAP VALUE FD #37	1,524 81	117,646 00	109,679 37
Invest - Other	76-6105634	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	4,122 49	33,117 09	31,372 12
Invest - Other	76-6105634	617440508	MSIF MID CAP GROWTH PTF-INST #8128	3,830 00	162,795 00	149,063 72
Invest - Other	76-6105634	683974604	OPPENHEIMER DEVELOPING MKT-I #799	8,259 31	297,432 81	286,019 97
Invest - Other	76-6105634	044820504	ASHMORE EMERG MKTS CR DB-INS	2,301.34	21,406 90	18,755 88
Invest - Other	76-6105634	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	2,894 00	125,236 30	124,615 64
Invest - Other	76-6105634	38143H381	GOLDMAN SACHS COMM STRATEGY #2653	17,412.87	84,921 00	64,427 62
Invest - Other	76-6105634	74925K581	ROBECO BP LNG/SHRT RES-INS	11,501 66	159,467 91	171,029 71
Invest - Other	76-6105634	40428X222	HSBC FRONTIER MARKETS-I	4,972 60	69,384 10	62,654 77
Invest - Other	76-6105634	483438305	KALMAR GR W/ VAL SM CAP-INS #4	5,754 75	124,537 00	108,879 83
Invest - Other	76-6105634	22544R305	CREDIT SUISSE COMM RET ST-I #2156	16,083 78	113,203 73	93,285 93
Invest - Other	76-6105634	89155H389	TOUCHSTONE MID CAP VAL-INST #552	8,963 86	148,892 00	148,620 73
Other Assets	76-6105634	MI0147527	TX WHART 5312 694 AC A21,657,266,17	1 00	1 00	1 00
Other Assets	76-6105634	MI0147584	TX BRAZ 20AZ HOOPER & WADE	1 00	1 00	1 00
Other Assets	76-6105634	MI0147592	TX COL 5136 AC 151/379	1 00	1 00	2,796,740 40
Savings & Temp Inv	76-6105634	VPO528308	FEDERATED TREAS OBL FD 68	99,632 71	99,632 71	99,632 71
Savings & Temp Inv	76-6105634	VPO528308	FEDERATED TREAS OBL FD 68	93,913.24	93,913 24	93,913 24