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Form **990-PF****Return of 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.

For calendar year 2014 or tax year beginning 3/1/2014, and ending 2/28/2015

Name of foundation
GOODWIN FAMILY MEMORIAL TUA

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 - PO BOX 63954 MAC A0348-012

City or town State ZIP code
SAN FRANCISCO CA 94163

Foreign country name Foreign province/state/county Foreign postal code

A Employer identification number
95-6674233

B Telephone number (see instructions)
(888) 730-4933

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 ☐

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) ▶ \$ **13,383,954** **J Accounting method:** ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	452,885	437,413		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	86,023			
	b Gross sales price for all assets on line 6a 3,398,198				
	7 Capital gain net income (from Part IV, line 2)		86,023		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	538,908	523,436	0	
	13 Compensation of officers, directors, trustees, etc	88,976	66,732		22,244
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,138			1,138
	c Other professional fees (attach schedule)	13,257			13,257
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	56,542	7,112		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,627			8,627
	24 Total operating and administrative expenses. Add lines 13 through 23	168,540	73,844	0	45,266
	25 Contributions, gifts, grants paid	601,000			601,000
	26 Total expenses and disbursements. Add lines 24 and 25	769,540	73,844	0	646,266
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-230,632			
	b Net investment income (if negative, enter -0-)		449,592		
	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				1,896	1,896
	2 Savings and temporary cash investments			345,352	418,869	418,869
	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)					
Liabilities	11 Investments—land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)			12,360,975	12,071,919	12,963,189
	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)			12,706,327	12,492,684	13,383,954
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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	
	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	25 Unrestricted					
	26 Temporarily restricted					
	27 Permanently restricted					
	28 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
Net Assets or Fund Balances	29 Capital stock, trust principal, or current funds			12,706,327	12,492,684	
	30 Paid-in or capital surplus, or land, bldg, and equipment fund					
	31 Retained earnings, accumulated income, endowment, or other funds					
	32 Total net assets or fund balances (see instructions)			12,706,327	12,492,684	
Net Assets or Fund Balances	33 Total liabilities and net assets/fund balances (see instructions)			12,706,327	12,492,684	

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	12,706,327
2 Enter amount from Part I, line 27a	2	-230,632
3 Other increases not included in line 2 (itemize) See Attached Statement	3	22,573
4 Add lines 1, 2, and 3	4	12,498,268
5 Decreases not included in line 2 (itemize) See Attached Statement	5	5,584
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,492,684

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	86,023
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	450,920	12,852,710	0.035084
2012	455,996	11,662,278	0.039100
2011	105,300	10,517,882	0.010012
2010	4,472	10,844,669	0.000412
2009			0.000000

2	Total of line 1, column (d)	2	0.084608
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	0.021152
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,068,997
5	Multiply line 4 by line 3	5	276,435
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,496
7	Add lines 5 and 6	7	280,931
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	646,266

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		4,496
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		4,496
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		4,496
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,000	
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		5,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		504
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 504 Refunded	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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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) ▶ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <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?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933			
Located at ► PO BOX 63954 MAC A0348-012 SAN FRANCISCO CA ZIP+4 ► 94163				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►				X

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

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

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

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☒ Yes	☐ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b X
	Organizations relying on a current notice regarding disaster assistance check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			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?	☐ Yes	☒ 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 PO BOX 63954 MAC A0348-012 SAN FRANCISCO, C	Trustee 4 00	88,976		

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	12,826,528
b	Average of monthly cash balances	1b	441,489
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,268,017
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	13,268,017
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	199,020
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,068,997
6	Minimum investment return. Enter 5% of line 5	6	653,450

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	653,450
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,496
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,496
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	648,954
4	Recoveries of amounts treated as qualifying distributions	4	1,679
5	Add lines 3 and 4	5	650,633
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	650,633

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	646,266
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	646,266
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	4,496
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	641,770

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				650,633
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			570,315	
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: ▶ \$ 646,266				
a Applied to 2013, but not more than line 2a			570,315	
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				75,951
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				574,682
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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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:

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	601,000
b <i>Approved for future payment</i> 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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	452,885	
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	86,023	
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		538,908	0
13	Total. Add line 12, columns (b), (d), and (e)				13	538,908

(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

INCREDIBLE CHILDREN'S ART NETWORK

Street

222 E CARSON PERDIDO ST

City

SANTA BARBARA

State

CA

Zip Code

93101

Foreign Country**Relationship**

NONE

Foundation Status

POF

Purpose of grant/contribution

BOY'S MENTORSHIP MURAL PROJECT

Amount

15,000

Name

CABALLEROS THE GAY MENS CHORUS OF PALM SPRINGS

Street

PO BOX 4082

City

PALM SPRINGS

State

CA

Zip Code

92263

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PSGMC ANTI-BULLYING INITIATIVE-FOCUS ON BOYS

Amount

7,500

Name

CHILDREN'S HOSPITAL OF LOS ANGELES

Street

4650 SUNSET BLVD

City

LOS ANGELES

State

CA

Zip Code

90027

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESEARCH - GOFARR PROJECT

Amount

10,000

Name

CASA OF SANTA CRUZ COUNTY

Street

813 FREEDOM BLVD

City

WATSONVILLE

State

CA

Zip Code

95076

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

MENTOR-ADVOCATE PROGRAM FOR MALES UNDER 21

Amount

10,000

Name

DESERT AIDS PROJECT

Street

1695 N SUNRISE WAY

City

PALM SPRINGS

State

CA

Zip Code

92262

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GET TESTED COACHELLA VALLEY-FOR MALES UNDER 21

Amount

15,000

Name

EXCEPTIONAL MINDS

Street

13400 RIVERSIDE DRIVE, SUITE 211

City

SHERMAN OAKS

State

CA

Zip Code

91423

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

ICP PROGRAM - MAKES UNDER 21 WITH AUTISM

Amount

15,000

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

Recipient(s) paid during the year

Name

HOMEBOY INDUSTRIES

Street

130 W BRUNO ST

City

LOS ANGELES

State

CA

Zip Code

90012

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUTH MENTORING & CASE MGMT FOR LOW INCOME MALES

Amount

15,000

Name

JEWISH BIG BROTHERS BIG SISTERS ASSOCIATION OF LOS ANGELES

Street

6505 WILSHIRE BLVD #600

City

LOS ANGELES

State

CA

Zip Code

90048

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

TEAM MAX STRAUS - MALE CAMPERS 7-15

Amount

7,500

Name

LOS ANGELES CONSERVATION CORPS

Street

605 W OLYMPIC BLVD, SUITE 450

City

LOS ANGELES

State

CA

Zip Code

90015

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

LOS ANGELES COUNTY MUSEUM OF ART

Street

5905 WILSHIRE BLVD

City

LOS ANGELS

State

CA

Zip Code

90036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

LACMA ON-SITE OUTREACH PROGRAM FOR YOUNG BOYS

Amount

15,000

Name

LOS ANGELES HABILITATION HOUSE, INC

Street

2041 SAN GABRIEL AVE

City

LONG BEACH

State

CA

Zip Code

90810

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUTH TRAINING FOR 15 YOUNG MEN

Amount

15,000

Name

PICTURE ME HAPPY

Street

1331 HAVENHURST DRIVE

City

LOS ANGELES

State

CA

Zip Code

90046

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUNG BOYS & TEENS INTERACTIVE TELEVISION PROGRAM

Amount

15,000

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

Recipient(s) paid during the year

Name

SPARK PROGRAM, INC

Street

145 S. SPRING STREET, SUITE 410

City

LOS ANGELES

State

CA

Zip Code

90012

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SPARK LA-APPRENTICESHIPS FOR UNDERSERVED YOUTH

Amount

15,000

Name

SPECIAL OLYMPICS SOUTHERN CALIFORNIA INC

Street

1600 FORBES WAY, SUITE 200

City

LONG BEACH

State

CA

Zip Code

90810

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

LA UNIFIED SCHOOL DISTRICT PRGM FOR MALES UNDER 21

Amount

2,500

Name

THE COLBURN SCHOOL

Street

200 S GRAND AVE

City

LOS ANGELES

State

CA

Zip Code

90012

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PERFORMING ARTS SCHOLARSIP

Amount

15,000

Name

KEEP YOUTH DOING SOMETHING, INC

Street

7026 SOPHIA AVE

City

VAN NUYS

State

CA

Zip Code

91406

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

STUDENT STRESS & ANGER MTM PROGRAM

Amount

35,000

Name

PF BRESEE FOUNDATION

Street

184 BIMINI PL

City

LOS ANGELES

State

CA

Zip Code

90004

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PROGRAMS FOR AT RISK MALES UNDER 21

Amount

15,000

Name

CAMP STEVENS

Street

1108 BANNER RD

City

JULIAN

State

CA

Zip Code

92036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GRANT FOR 15 AT RISK MALE TEENS FOR CAMP

Amount

10,000

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

Recipient(s) paid during the year

Name

A PLACE CALLED HOME

Street

2830 S CENTRAL AVE

City

LOS ANGELES

State

CA

Zip Code

90011

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

JOURNEY PROGRAM

Amount

15,000

Name

ASSISTANCE LEAGUE OF SOUTHERN CALIFORNIA

Street

1367 ST ANDRES PL N

City

LOS ANGELES

State

CA

Zip Code

90028

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

CALIFORNIA AQUATIC THERAPY & WELLNESS CENTER

Street

6801 LONG BEACH BLVD

City

LONG BEACH

State

CA

Zip Code

90805

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUNG MENS SWIM AND LEARN PROGRAM

Amount

15,000

Name

DREAM STREET FOUNDATION

Street

324 S BEVERLY DR #500

City

BEVERLY HILLS

State

CA

Zip Code

90212

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

OPERATOINS OF CAMP AND IT'S PROGRAMS

Amount

7,500

Name

5 ACRES

Street

760 MOUNTAIN VIEW ST

City

ALTADENA

State

CA

Zip Code

91001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RESIDENTIAL TREATMENT PROGRAM

Amount

15,000

Name

FLINTRIDGE CENTER

Street

236 W MOUNTAIN ST #106

City

PASADENA

State

CA

Zip Code

91103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUTH OF PROMISE

Amount

10,000

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

Recipient(s) paid during the year

Name

HATHAWAY-SYCAMORES CHILD AND FAMILY SERVICES

Street

210 SOUTH DELACEY AVE, SUITE 110

City

PASADENA

State

CA

Zip Code

91105-2074

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

EL NIDO RESIDENTIAL PROGRAM FOR BOYS

Amount

5,000

Name

MOTHERS CLUB FAMILY LEARNING CENTER

Street

980 N FAIR OAKS AVE

City

PASADENA

State

CA

Zip Code

91103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

EARLY CHILDHOOD EDUCATION FOR BOYS

Amount

20,000

Name

THERAPEUTIC LIVING CENTERS FOR THE BLIND, INC.

Street

7915 LINDLEY AVE

City

RESEDA

State

CA

Zip Code

91335

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

CHILDRENS PROGRAM COMPLETING THE CONTINUUM OF CARE

Amount

15,000

Name

THE POSSE FOUNDATION, INC

Street

515 SOUTH FIGUEROA STREET, SUITE 300

City

LOS ANGELES

State

CA

Zip Code

90071

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

RECRUIT AND IDENTIFY MORE YOUNG MALE STUDENTS

Amount

15,000

Name

TOGETHER WE RISE CORPORATION

Street

580 W LAMBERT RD, #A

City

BREA

State

CA

Zip Code

92821

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SWEET CASES

Amount

15,000

Name

VISTA DEL MAR CHILD AND FAMILY SERVICES

Street

3200 MOTOR AVE

City

LOS ANGELES

State

CA

Zip Code

90034

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SPECIAL CARE FACILITY WATER SYSTEM REPLACEMENT

Amount

15,000

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

Recipient(s) paid during the year

Name

WOODCRAFT RANGERS

Street

340 E 2ND STREET #200

City

LOS ANGELES

State

CA

Zip Code

90012

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

NVISION PROGRAM FOR MALE STUDENTS

Amount

15,000

Name

YMCA OF METROPOLITAN LOS ANGELES

Street

625 S NEW HAMPSHIRE AVE

City

LOS ANGELES

State

CA

Zip Code

90005

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

YMCA URBAN INITIATIVE

Amount

15,000

Name

CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA

Street

14600 RAMONA BLVD

City

BALDWIN PARK

State

CA

Zip Code

91706

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

MAGNOLIA PLACE PRESCHOOL

Amount

15,000

Name

DESERT AIDS PROJECT

Street

1695 N SUNRISE WAY

City

PALM SPRINGS

State

CA

Zip Code

92262

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

HIV TESTING CAMPAIGN FOR HIGH RISK MALE YOUTH

Amount

25,000

Name

GOD'S LOVE

Street

1719 PROSPECT AVE

City

HERMOSA BEACH

State

CA

Zip Code

90254

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

ATTAINING A BETTER FUTURE CENTER

Amount

16,000

Name

GREAT MINDS IN STEM

Street

602 MONTEREY PASS RD

City

MONTEREY PARK

State

CA

Zip Code

91754

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

VIVA TECHNOLOGY AT CATHEDRAL HIGH SCHOOL

Amount

20,000

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

Recipient(s) paid during the year

Name

HELPLINE YOUTH COUNSELING, INC

Street

12440 FIRESTONE BLVD #1000

City

NORWALK

State

CA

Zip Code

90650

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

ANOTHER WAY GANG INTERVENTION PROGRAM

Amount

10,000

Name

HUMAN SERVICES NETWORK

Street

17929 INDEX ST

City

GRANADA HILLS

State

CA

Zip Code

91344

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

YOUTH DEVELOPMENT PROGRAM

Amount

20,000

Name

LOS ANGELES HABILITATION HOUSE, INC

Street

2041 SAN GABRIEL AVE

City

LONG BEACH

State

CA

Zip Code

90810

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

THE AME PROGRAM

Amount

15,000

Name

PICTURE ME HAPPY

Street

1331 HAVENHURST DRIVE

City

LOS ANGELES

State

CA

Zip Code

90046

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

PHOTO WORKSHOP & VOICE OVER ANIMATION

Amount

10,000

Name

THE EMILY SHANE FOUNDATION

Street

23555 MALIBU RD #100

City

MALIBU

State

CA

Zip Code

95014

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

SEA PROGRAM

Amount

15,000

Name

PARENT BOOSTER USA, INC

Street

3554 WEST ORANGE COUNTRY CLUB DRIVE, SUITE 250

City

WINTER GARDEN

State

FL

Zip Code

34787

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

ROBOTIC CLUB FUNDING

Amount

20,000

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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										32,682											
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	Totals			Net Gain or Loss								
										Capital Gains/Losses		Gross Sales		Cost Other Basis and Expenses							
										Other sales		0		3,312,175		86,023					
										0		3,398,198		0		0					
1	X	MERGER FD SH BEN INT #260			12/10/2013		6/24/2014	1,595	1,581												
2	X	MERGER FD SH BEN INT #260			12/10/2013		8/15/2014	21,125	21,009												
3	X	MERGER FD SH BEN INT #260			12/10/2013		8/15/2014	17,241	17,146												
4	X	MERGER FD SH BEN INT #260			12/10/2013		8/15/2014	29,079	28,920												
5	X	MERGER FUND-INST #301			4/16/2013		12/30/15	12,785	13,016												
6	X	MERGER FUND-INST #301			12/10/2013		12/30/15	38,456	40,210												
7	X	MERGER FUND-INST #301			5/5/2014		12/30/15	2,690	2,794												
8	X	MERGER FUND-INST #301			3/8/2014		12/30/15	6,791	6,892												
9	X	ASG GLOBAL ALTERNATIVES			12/11/2013		8/15/2014	65,901	70,294												
10	X	ASG GLOBAL ALTERNATIVES			12/11/2013		10/23/2014	14,206	15,333												
11	X	ASG GLOBAL ALTERNATIVES			12/11/2013		12/30/15	3,370	3,469												
12	X	NUVEEN HIGH YIELD MUNI BD			5/5/2014		6/24/2014	2,268	2,226												
13	X	NUVEEN HIGH YIELD MUNI BD			5/5/2014		10/23/2014	13,610	13,110												
14	X	NUVEEN HIGH YIELD MUNI BD			5/5/2014		12/19/2014	220,516	211,167												
15	X	NUVEEN HIGH YIELD MUNI BD			10/31/2014		12/19/2014	2,454	2,441												
16	X	PMCO FOREIGN BD FD USD			6/31/2012		6/24/2014	283	277												
17	X	PMCO FOREIGN BD FD USD			6/31/2012		12/30/15	100	97												
18	X	PMCO FOREIGN BD FD USD			6/31/2012		12/30/15	100	97												
19	X	CREDIT SUISSE COMM RET S			1/22/2013		6/24/2014	43,268	45,375												
20	X	AQR MANAGED FUTURES ST			1/21/2014		10/23/2014	20,636	20,994												
21	X	CREDIT SUISSE COMM RET S			1/22/2013		5/12/2014	33,508	35,231												
22	X	CREDIT SUISSE COMM RET S			3/8/2013		6/24/2014	107,899	109,421												
23	X	CREDIT SUISSE COMM RET S			4/16/2013		6/24/2014	36,142	35,030												
24	X	CREDIT SUISSE COMM RET S			5/5/2014		6/24/2014	406	394												
25	X	DIAMOND HILL LONG-SHORT			12/10/2013		6/24/2014	4,330	4,074												
26	X	DIAMOND HILL LONG-SHORT			11/22/2011		10/23/2014	9,979	7,020												
27	X	DIAMOND HILL LONG-SHORT			1/9/2012		10/23/2014	6,364	4,735												
28	X	DIAMOND HILL LONG-SHORT			2/15/2012		10/23/2014	6,921	5,335												
29	X	DIAMOND HILL LONG-SHORT			1/22/2013		10/23/2014	125,449	103,900												
30	X	DIAMOND HILL LONG-SHORT			3/8/2013		10/23/2014	22,470	19,328												
31	X	DIAMOND HILL LONG-SHORT			12/10/2013		10/23/2014	42,838	41,192												
32	X	DIAMOND HILL LONG-SHORT			12/10/2013		10/23/2014	29,961	28,810												
33	X	DIAMOND HILL LONG-SHORT			12/10/2013		10/23/2014	18,781	18,060												
34	X	DREYFUS EMG MKT DEBT LO			2/15/2012		6/24/2014	10,327	10,150												
35	X	DREYFUS EMG MKT DEBT LO			12/22/2013		6/24/2014	40,557	43,092												
36	X	DREYFUS EMG MKT DEBT LO			3/8/2013		6/24/2014	70,039	73,984												
37	X	DREYFUS EMG MKT DEBT LO			7/15/2013		6/24/2014	24,268	23,518												
38	X	DREYFUS EMG MKT DEBT LO			12/11/2013		6/24/2014	61,848	61,906												
39	X	DREYFUS EMG MKT DEBT LO			12/11/2013		12/30/15	13,578	14,073												
40	X	DREYFUS EMG MKT DEBT LO			12/11/2013		12/30/15	7,972	8,262												
41	X	DREYFUS EMG MKT DEBT LO			5/5/2014		12/30/15	5,016	5,184												
42	X	DREYFUS EMG MKT DEBT LO			7/15/2013		12/30/15	103,758	106,745												
43	X	FED NATL MTG ASSN 3.000%			12/10/2013		9/16/2014	100,000	102,212												
44	X	FID ADV EMER MKTS INC-CL			10/11/2013		5/1/2014	4,133	4,047												
45	X	FID ADV EMER MKTS INC-CL			10/11/2013		6/24/2014	4,291	4,291												
46	X	ISHARES S&P MID-CAP 400 G			12/10/2013		5/1/2014	3,883	3,808												
47	X	ISHARES S&P MID-CAP 400 G			12/10/2013		5/1/2014	17,922	17,578												
48	X	ISHARES S&P MID-CAP 400 G			12/10/2013		5/1/2014	67,953	66,848												
49	X	ISHARES S&P MID-CAP 400 G			6/24/2014		12/30/15	43,971	42,079												
50	X	ISHARES S&P MID-CAP 400 G			6/24/2014		12/30/15	21,701	21,733												
51	X	ISHARES S&P MID-CAP 400 G			1/16/2014		12/30/15	24,938	24,151												
52	X	ISHARES CORE S&P SMALL-C			6/24/2014		12/30/15	5,055	5,006												
53	X	ISHARES CORE S&P SMALL-C			12/10/2013		12/30/15	10,559	10,032												
54	X	JP MORGAN HIGH YIELD FUND			6/26/2014		10/31/2014	1,990	2,047												
55	X	JP MORGAN HIGH YIELD FUND			5/5/2014		10/31/2014	229	232												
56	X	LAUDUS MONDRIAN INTL FHI			3/8/2013		5/1/2014	5,339	5,281												
57	X	LAUDUS MONDRIAN INTL FHI			12/10/2013		5/1/2014	17,422	16,964												
58	X	LAUDUS MONDRIAN INTL FHI			12/10/2013		5/1/2014	17,857	17,192												
59	X	LAUDUS MONDRIAN INTL FHI			12/11/2013		5/1/2014	61,040	59,433												
60	X	RIDGEMORTH SEIX HY BD-I			12/11/2013		5/1/2014	45,507	46,283												
61	X	RIDGEMORTH SEIX HY BD-I			12/11/2013		5/1/2014	139,066	141,437												
62	X	T ROWE PRICE INST FLOAT F			12/1/2014		10/31/2014	5,166	5,253												
63	X	SPDR DJ WILSHIRE INTERNA			4/12/2013		5/1/2014	3,968	4,202												
64	X	SPDR DJ WILSHIRE INTERNA			4/12/2013		5/1/2014	25,841	26,825												
65	X	SPDR DJ WILSHIRE INTERNA			4/12/2013		12/30/15	3,553	3,660												
66	X	AMEX MATERIALS SPDR			6/24/2014		12/30/15	3,274	3,325												
67	X	AMEX MATERIALS SPDR			10/31/2014		12/30/15	2,492	2,447												
68	X	AMEX HEALTH CARE SPDR			1/16/2014		5/1/2014	290	285												
69	X	AMEX HEALTH CARE SPDR			10/31/2014		12/30/15	18,730	17,807												

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

Totals										Capital Gains/Losses		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Other sales		3,398,198		3,312,175		86,023	
Short Term CG Distributions										0		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
70	X	CONSUMER STAPLES SECT			6/24/2014		10/31/2014	6,692	8,416				0	276			
71	X	CONSUMER STAPLES SECT			6/24/2014		1/23/2015	2,047	840				0	207			
72	X	CONSUMER STAPLES SECT			12/10/2013		1/23/2015	9,488	8,214				0	1,274			
73	X	AMEX CONSUMER DISCR SP			12/10/2013		5/1/2014	384	390				0	-6			
74	X	AMEX CONSUMER DISCR SP			10/31/2014		1/23/2015	17,253	16,614				0	639			
75	X	AMEX ENERGY SELECT SPDR			6/24/2014		1/23/2015	7,456	9,819				0	-2,363			
76	X	AMEX ENERGY SELECT SPDR			12/10/2013		1/23/2015	3,767	4,240				0	-473			
77	X	FINANCIAL SELECT SECTOR			1/16/2014		5/1/2014	439	440				0	-1			
78	X	FINANCIAL SELECT SECTOR			10/31/2014		1/23/2015	19,447	19,306				0	141			
79	X	AMEX INDUSTRIAL SPDR			10/31/2014		1/23/2015	16,192	15,975				0	217			
80	X	AMEX TECHNOLOGY SELECT			10/31/2014		1/23/2015	27,461	26,807				0	654			
81	X	VANGUARD INTERMEDIATE T			11/22/2011		6/24/2014	8,430	8,748				0	-318			
82	X	VANGUARD INTERMEDIATE T			1/9/2012		6/24/2014	5,480	5,656				0	-176			
83	X	VANGUARD INTERMEDIATE T			1/17/2012		6/24/2014	23,604	24,623				0	-1,019			
84	X	VANGUARD INTERMEDIATE T			3/6/2013		6/24/2014	61,371	63,862				0	-2,491			
85	X	VANGUARD INTERMEDIATE T			5/1/2014		6/24/2014	20,064	19,983				0	81			
86	X	VANGUARD INTERMEDIATE T			5/1/2014		9/11/2014	3,114	3,107				0	7			
87	X	VANGUARD INTERMEDIATE T			10/9/2013		10/23/2014	18,868	18,423				0	445			
88	X	VANGUARD INTERMEDIATE T			9/17/2014		10/31/2014	41,617	41,150				0	467			
89	X	VANGUARD INTERMEDIATE T			5/1/2014		10/31/2014	61,746	61,041				0	705			
90	X	VANGUARD INTERMEDIATE T			5/1/2014		1/23/2015	23,135	22,502				0	633			
91	X	VANGUARD SHORT TERM BO			1/17/2013		5/1/2014	96,000	97,036				0	-1,036			
92	X	VANGUARD SHORT TERM BO			3/6/2013		5/1/2014	14,023	14,174				0	-151			
93	X	VANGUARD SHORT TERM BO			1/9/2012		6/24/2014	11,215	11,336				0	-121			
94	X	VANGUARD SHORT TERM BO			3/6/2013		6/24/2014	106,945	108,127				0	-1,182			
95	X	VANGUARD SHORT TERM BO			12/10/2013		6/24/2014	10,975	11,013				0	-38			
96	X	VANGUARD SHORT TERM BO			12/10/2013		6/24/2014	401	402				0	-1			
97	X	VANGUARD SHORT TERM BO			12/10/2013		9/11/2014	4,718	4,743				25	0			
98	X	VANGUARD SHORT TERM BO			12/16/2013		10/23/2014	4,746	4,749				0	-3			
99	X	VANGUARD SHORT TERM BO			10/9/2013		10/23/2014	17,296	17,266				0	30			
100	X	VANGUARD SHORT TERM BO			12/10/2013		10/31/2014	128,314	128,544				0	-230			
101	X	VANGUARD SHORT TERM BO			12/10/2013		10/31/2014	23,753	23,785				0	-42			
102	X	VANGUARD FTSE EMERGING			1/17/2013		5/1/2014	26,928	29,820				0	-2,892			
103	X	VANGUARD FTSE EMERGING			2/15/2012		6/24/2014	14,689	14,997				0	-308			
104	X	VANGUARD FTSE EMERGING			1/17/2013		6/24/2014	50,375	52,762				0	-2,387			
105	X	VANGUARD FTSE EMERGING			3/6/2013		6/24/2014	2,247	2,283				0	-36			
106	X	VANGUARD REIT VIPER			4/12/2013		5/1/2014	36,797	36,851				0	-54			
107	X	VANGUARD REIT VIPER			4/12/2013		6/24/2014	14,643	14,447				0	396			
108	X	VANGUARD REIT VIPER			4/12/2013		1/23/2015	66,760	55,246				0	11,514			
109	X	VANGUARD REIT VIPER			3/6/2013		1/23/2015	39,662	31,365				0	8,497			
110	X	PIMCO FOREIGN BD FD USD			12/10/2013		1/23/2015	3,542	3,439				0	103			
111	X	PRINCIPAL GL MULT STRAT			8/15/2014		1/23/2015	2,360	2,352				0	8			
112	X	ROBECO BP LNG/SHRT RES			12/1/2014		5/1/2014	1,442	1,429				0	13			
113	X	ROBECO BP LNG/SHRT RES			7/1/2014		6/24/2014	75,710	73,371				0	2,339			
114	X	ROBECO BP LNG/SHRT RES			7/15/2013		6/24/2014	59,387	53,045				0	6,342			
115	X	ROBECO BP LNG/SHRT RES			7/15/2013		1/23/2015	74,024	65,330				0	8,694			
116	X	RIDGEMOUNT SEIX HY BD-1			11/22/2011		5/1/2014	10,592	9,795				0	797			
117	X	RIDGEMOUNT SEIX HY BD-1			1/9/2012		5/1/2014	6,773	6,440				0	333			
118	X	RIDGEMOUNT SEIX HY BD-1			2/15/2012		5/1/2014	9,078	8,805				0	273			
119	X	RIDGEMOUNT SEIX HY BD-1			7/15/2013		5/1/2014	74,352	75,172				0	-820			
120	X	RIDGEMOUNT SEIX HY BD-1			10/1/2013		5/1/2014	17,144	17,247				0	-103			
121	X	RIDGEMOUNT SEIX HY BD-1			12/1/2013		5/1/2014	26,990	27,451				0	-461			

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

		1,138	0	0	1,138
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,138			1,138

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

		13,257	0	0	13,257
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMINISTRATION FEE	13,257			13,257

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

		56,542	7,112	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	7,112	7,112		
2	PY EXCISE TAX DUE	44,430			
3	ESTIMATED EXCISE PAYMENTS	5,000			

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

		8,627	0	0	8,627
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	10			10
2	BOARD MEMBER COMPENSATION	8,617			8,617

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

		12,360,975	12,071,919	12,963,189
		Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
1	SEE ATTACHMENT	12,706,327	12,071,919	12,963,189

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	2,396
2	DOMESTIC LAUNDRY BASIS ADJUSTMENT	2	18,498
3	RECOVERY OF GRANTS PAID	3	1,679
4	Total	4	22,573

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

1	COST BASIS ADJUSTMENT	1	644
2	PY RETURN OF CAPITAL ADJUSTMENT	2	4,940
3	Total	3	5,584

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

Long Term CG Distributions										Short Term CG Distributions									
Amount										Amount									
CU/SIP #	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Expense Plus	F M V as of 12/31/169	Adjusted Basis as of 12/31/169	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses							
1	MERGER FD SH BEN INT #260		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
2	MERGER FD SH BEN INT #260		8/15/2014	8/15/2014	2,112			2,112	116	0	0	53,34							
3	MERGER FD SH BEN INT #260		8/15/2014	8/15/2014	2,112			2,112	116	0	0	53,34							
4	MERGER FD SH BEN INT #260		8/15/2014	8/15/2014	2,112			2,112	116	0	0	53,34							
5	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
6	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
7	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
8	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
9	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
10	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
11	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
12	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
13	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
14	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
15	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
16	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
17	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
18	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
19	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
20	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
21	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
22	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
23	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
24	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
25	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
26	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
27	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
28	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
29	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
30	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
31	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
32	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
33	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
34	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
35	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
36	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
37	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
38	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
39	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
40	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
41	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
42	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
43	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
44	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
45	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
46	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
47	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
48	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
49	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
50	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
51	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
52	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
53	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
54	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
55	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
56	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
57	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
58	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
59	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
60	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
61	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
62	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
63	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
64	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
65	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
66	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
67	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
68	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
69	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
70	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
71	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
72	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
73	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
74	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
75	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
76	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
77	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
78	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
79	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
80	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
81	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
82	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
83	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
84	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
85	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
86	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
87	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
88	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
89	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
90	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
91	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
92	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
93	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
94	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
95	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
96	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
97	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
98	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
99	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							
100	MERGER FUND-INST #201		12/10/2013	6/24/2014	1,595			1,581	14	0	0	53,34							

	Amount
Long Term CG Distributions	32,682
Short Term CG Distributions	0

	Amount
Long Term CG Distributions	32,682
Short Term CG Distributions	0

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	PO BOX 63954 MAC A0348-012	SAN FRANCISCO	CA	94163		TRUSTEE	4 00	88,976		
										88,976	0	0

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	7/9/2014	2,000
3 Second quarter estimated tax payment	8/11/2014	1,000
4 Third quarter estimated tax payment	11/12/2014	1,000
5 Fourth quarter estimated tax payment	2/11/2015	1,000
6 Other payments		
7 Total		5,000

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	570,315
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	570,315

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Cash	95-6674233			1,895 87	1,895 87	1,895.87
Savings & Temp Inv	95-6674233	VP7000434	WF ADV CA MUNI MM INSTL #3163	416,534 37	416,534 37	416,534.37
Savings & Temp Inv	95-6674233	VP7000434	WF ADV CA MUNI MM INSTL #3163	2,335 00	2,335 00	2,335 00
			Total Cash and Savings & Temp	420,765 24	420,765 24	420,765 24
Invest - Corp Bonds	95-6674233	31331GLU1	FED FARM CREDIT BK 4 600% 1/29/20	100,000 00	112,751 00	112,817 00
Invest - Corp Bonds	95-6674233	31359MSD6	FED NATL MTG ASSN 4 600% 6/05/18	100,000 00	110,697 00	113,149 00
Invest - Corp Bonds	95-6674233	31331YVR8	FED FARM CREDIT BK 4.670% 2/27/18	100,000 00	110,489 00	113,062 00
Invest - Corp Stock	95-6674233	257995100	DOMESTIC LAUNDRY SERVICE INC *PC*CH*	22,500 00	0 99	209,250 00
Invest - Other	95-6674233	6933390882	PIMCO FOREIGN BD FD USD H-INST #103	8,866 64	97,000 99	94,422 47
Invest - Other	95-6674233	742551696	PRINCIPAL GL MULT STRAT-INST #4684	11,747 16	131,450 69	129,688 61
Invest - Other	95-6674233	81369Y308	CONSUMER STAPLES SECTOR SPDR TR	4,467 00	223,394 67	173,910 05
Invest - Other	95-6674233	81369Y605	FINANCIAL SELECT SECTOR SPDR	17,845 00	434,525 75	348,292 30
Invest - Other	95-6674233	81369Y100	AMEX MATERIALS SPDR	1,887 00	97,161 63	79,906 07
Invest - Other	95-6674233	81369Y803	AMEX TECHNOLOGY SELECT SPDR	14,090 00	607,138 10	464,695 06
Invest - Other	95-6674233	81369Y506	AMEX ENERGY SELECT SPDR	2,985 00	235,874 70	241,570 17
Invest - Other	95-6674233	589509207	MERGER FUND-INST #301	8,325 92	131,632 86	131,157 84
Invest - Other	95-6674233	315920702	FID ADV EMER MKTS INC- CL I #607	14,906 16	195,717 91	200,748 46
Invest - Other	95-6674233	464287804	ISHARES CORE S&P SMALL-CAP E	6,458 00	752,873 64	580,092 08
Invest - Other	95-6674233	464287705	ISHARES S&P MID-CAP 400 VALUE	4,245 00	557,071 35	448,463 35
Invest - Other	95-6674233	261980668	DREYFUS INTERNATL BOND FD CL I #6094	5,960 28	97,450 56	101,548 00
Invest - Other	95-6674233	464287606	ISHARES S&P MID-CAP 400 GROWTH	3,297 00	553,764 12	426,019 67
Invest - Other	95-6674233	81369Y704	AMEX INDUSTRIAL SPDR	5,837 00	335,569 13	269,175 90
Invest - Other	95-6674233	81369Y209	AMEX HEALTH CARE SPDR	5,546 00	400,643 04	288,292 73
Invest - Other	95-6674233	81369Y407	AMEX CONSUMER DISCR SPDR	4,794 00	364,200 18	267,466 30
Invest - Other	95-6674233	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	26,189 69	320,561 77	363,267 32
Invest - Other	95-6674233	262028855	DRIEHAUS ACTIVE INCOME FUND	12,413 09	130,958.13	132,985 73
Invest - Other	95-6674233	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	34,185.94	405,445 27	394,809 44
Invest - Other	95-6674233	922908553	VANGUARD REIT VIPER	6,010 00	501,053.70	396,353.46
Invest - Other	95-6674233	00203H859	AQR MANAGED FUTURES STR-I #15213	23,517 86	259,872 34	246,672 88
Invest - Other	95-6674233	922042858	VANGUARD FTSE EMERGING MARKETS ETF	32,811.00	1,371,499 80	1,363,251 53
Invest - Other	95-6674233	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	59,246 09	459,157 22	464,222 77
Invest - Other	95-6674233	77958B402	T ROWE PRICE INST FLOAT RATE #170	19,196.27	194,458 24	197,720 12
Invest - Other	95-6674233	921937827	VANGUARD SHORT TERM BOND ETF	3,528 00	283,086 72	283,298 07
Invest - Other	95-6674233	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	12,065 00	535,444 70	501,643 14
Invest - Other	95-6674233	921937819	VANGUARD INTERMEDIATE TERM B	1,774 00	152,333.38	147,730 23
Invest - Other	95-6674233	921943858	VANGUARD FTSE DEVELOPED ETF	44,806 00	1,814,643 00	1,730,546 67
Invest - Other	95-6674233	74925K581	BOSTON P LNG/SHRT RES-INS	8,545 34	132,196 41	113,653 02
Invest - Other	95-6674233	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	24,972 13	327,634.38	322,935.00
Invest - Other	95-6674233	22544R305	CREDIT SUISSE COMM RET ST-I #2156	88,308 68	525,436 63	619,103 03
			Total Investments - Other	12,963,189 00	12,071,919 47	
			Total Assets	13,383,954.24	12,492,684.71	