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

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

OMB No 1545-0052

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
FIRTH, CLARA HELEN CHAR T U W

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town State ZIP code
Winston Salem NC 27101-3818

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

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) **\$ 6,349,265**

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
95-6698210

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 ☐

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	176,329	172,714		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	225,281			
	b Gross sales price for all assets on line 6a 925,157				
	7 Capital gain net income (from Part IV, line 2)		225,281		
	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)	4,142	4,142		
	12 Total. Add lines 1 through 11	405,752	402,137	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	70,252	52,689		17,563
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,830	4,203		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	304	294		10
	24 Total operating and administrative expenses. Add lines 13 through 23	84,524	57,186	0	18,711
	25 Contributions, gifts, grants paid	295,967			295,967
	26 Total expenses and disbursements. Add lines 24 and 25	380,491	57,186	0	314,678
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	25,261			
	b Net investment income (if negative, enter -0-)		344,951		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	113,410	146,170	146,170
	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)	5,210,389	5,193,796	6,203,095
	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)	5,323,799	5,339,966	6,349,265
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,323,799	5,339,966	
	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)	5,323,799	5,339,966	
	31 Total liabilities and net assets/fund balances (see instructions)	5,323,799	5,339,966	

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	5,323,799
2	Enter amount from Part I, line 27a	2	25,261
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	597
4	Add lines 1, 2, and 3	4	5,349,657
5	Decreases not included in line 2 (itemize) ▶ PY Return of Capital Adjustment	5	9,691
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,339,966

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	225,281
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	241,172	6,020,634	0.040058
2012	300,635	5,815,322	0.051697
2011	205,558	5,290,929	0.038851
2010	275,242	5,665,565	0.048582
2009	239,110	5,401,395	0.044268

2 Total of line 1, column (d)	2	0.223456
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	0.044691
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,282,404
5 Multiply line 4 by line 3	5	280,767
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,450
7 Add lines 5 and 6	7	284,217
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	314,678

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	3,450
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	3,450
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	3,450
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,731
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	5,731
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	2,281
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ (2) On foundation managers. ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? 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? ☐ 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 N/A
	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?	N/A	☐ 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 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	Trustee 4 00	70,252		

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	6,288,757
b	Average of monthly cash balances	1b	89,318
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,378,075
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	6,378,075
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	95,671
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,282,404
6	Minimum investment return. Enter 5% of line 5	6	314,120

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	314,120
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,450
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,450
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	310,670
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	310,670
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	310,670

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	314,678
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	314,678
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	3,450
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	311,228

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				310,670
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			160,134	
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 ▶ \$ 314,678				
a Applied to 2013, but not more than line 2a			160,134	
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				154,544
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				156,126
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				

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
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities
- Subtract line 2d from line 2c

[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 Name and address (home or business)	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
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	295,967
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Cash	95-6698210			-	-	-
Cash	95-6698210			-	-	-
Cash	95-6698210			-	-	-
Invest - Corp Bonds	95-6698210	913017BV0	UNITED TECHNOLOGIES 3 100% 6/01/22	100,000.00	104,140.00	103,728.00
Invest - Corp Bonds	95-6698210	36962G6F6	GENERAL ELEC CAP COR 3 150% 9/07/22	100,000.00	104,134.00	100,024.00
Invest - Corp Bonds	95-6698210	46625HJ1	JPMORGAN CHASE & CO 3.250% 9/23/22	100,000.00	102,141.00	100,499.00
Invest - Corp Stock	95-6698210	025816109	AMERICAN EXPRESS CO	450.00	36,715.50	26,976.64
Invest - Corp Stock	95-6698210	037833100	APPLE INC	747.00	95,959.62	48,927.14
Invest - Corp Stock	95-6698210	071813109	BAXTER INTL INC	940.00	65,001.00	63,183.71
Invest - Corp Stock	95-6698210	126650100	CVS HEALTH CORPORATION	280.00	29,083.60	27,143.48
Invest - Corp Stock	95-6698210	14040H105	CAPITAL ONE FINANCIAL CORP	700.00	55,097.00	32,200.65
Invest - Corp Stock	95-6698210	194162103	COLGATE PALMOLIVE CO	530.00	37,534.60	37,671.61
Invest - Corp Stock	95-6698210	231021106	CUMMINS INC.	255.00	36,268.65	25,386.89
Invest - Corp Stock	95-6698210	235851102	DANAHER CORP	630.00	54,986.40	16,537.06
Invest - Corp Stock	95-6698210	254687106	WALT DISNEY CO	510.00	53,080.80	16,943.62
Invest - Corp Stock	95-6698210	260003108	DOVER CORP COM	340.00	24,497.00	27,468.74
Invest - Corp Stock	95-6698210	268648102	E M C CORP MASS	1,195.00	34,583.30	21,923.14
Invest - Corp Stock	95-6698210	370334104	GENERAL MILLS INC	810.00	43,569.90	28,926.00
Invest - Corp Stock	95-6698210	437076102	HOME DEPOT INC	405.00	46,473.75	12,857.45
Invest - Corp Stock	95-6698210	458140100	INTEL CORP	1,530.00	50,872.50	41,924.40
Invest - Corp Stock	95-6698210	494368103	KIMBERLY CLARK CORP COM	305.00	33,446.30	21,267.36
Invest - Corp Stock	95-6698210	594918104	MICROSOFT CORP	1,250.00	54,812.50	30,667.50
Invest - Corp Stock	95-6698210	693475105	PNC FINANCIAL SERVICES GROUP	470.00	43,221.20	18,408.22
Invest - Corp Stock	95-6698210	74005P104	PRAXAIR INC COM	250.00	31,975.00	29,632.75
Invest - Corp Stock	95-6698210	747525103	QUALCOMM INC	500.00	36,255.00	23,614.93
Invest - Corp Stock	95-6698210	833034101	SNAP ON INC	340.00	50,058.20	33,408.71
Invest - Corp Stock	95-6698210	863667101	STRYKER CORP	850.00	80,537.50	44,798.00
Invest - Corp Stock	95-6698210	872540109	TIX COMPANIES INC	555.00	38,095.20	8,024.39
Invest - Corp Stock	95-6698210	918204108	V F CORP	560.00	42,929.60	22,645.52
Invest - Corp Stock	95-6698210	845467109	SOUTHWESTERN ENERGY CO COM	710.00	17,806.80	27,771.01
Invest - Corp Stock	95-6698210	22160K105	COSTCO WHOLESALE CORP	330.00	48,496.80	21,567.37
Invest - Corp Stock	95-6698210	26875P101	EOG RESOURCES, INC	340.00	30,504.80	24,693.95
Invest - Corp Stock	95-6698210	911312106	UNITED PARCEL SERVICE-CL B	390.00	39,674.70	25,198.80
Invest - Corp Stock	95-6698210	09247X101	BLACKROCK INC	120.00	44,570.40	31,392.71
Invest - Corp Stock	95-6698210	887317303	TIME WARNER INC	610.00	49,934.60	41,342.84
Invest - Corp Stock	95-6698210	46625H100	JPMORGAN CHASE & CO	925.00	56,684.00	38,707.28
Invest - Corp Stock	95-6698210	G5960L103	MEDTRONIC PLC	1,210.00	93,883.90	93,109.50
Invest - Corp Stock	95-6698210	G1151C101	ACCENTURE PLC	540.00	48,616.20	22,780.48
Invest - Corp Stock	95-6698210	85771P102	STATOIL ASA ADR	1,340.00	25,205.40	34,531.80
Invest - Corp Stock	95-6698210	744320102	PRUDENTIAL FINL INC	485.00	39,212.25	24,510.83
Invest - Corp Stock	95-6698210	38259P508	GOOGLE INC	106.00	59,638.78	27,533.83
Invest - Corp Stock	95-6698210	30219G108	EXPRESS SCRIPTS HOLDING CO	975.00	82,670.25	53,057.02

Invest - Corp Stock	95-6698210	847560109	SPECTRA ENERGY CORP	970 00	34,425.30	26,586 98
Invest - Corp Stock	95-6698210	G29183103	EATON CORP PLC	525.00	37,280 25	33,859 16
Invest - Corp Stock	95-6698210	92826C839	VISA INC-CLASS A SHRS	120 00	32,557 20	30,194 90
Invest - Corp Stock	95-6698210	063671101	BANK MONTREAL QUE COM	145 00	8,984.20	9,449.64
Invest - Corp Stock	95-6698210	59410T106	MICHELIN (CGDE) ADR	401 00	7,695 19	8,062 39
Invest - Corp Stock	95-6698210	17275R102	CISCO SYSTEMS INC	470 00	13,869.70	10,728 74
Invest - Corp Stock	95-6698210	25243Q205	DIAGEO PLC - ADR	55.00	6,536 75	6,827 70
Invest - Corp Stock	95-6698210	26874R108	ENI SPA - ADR	163 00	6,075.01	7,429.52
Invest - Corp Stock	95-6698210	37733W105	GLAXOSMITHKLINE PLC - ADR	185 00	8,772 70	9,527 50
Invest - Corp Stock	95-6698210	418056107	HASBRO INC	85.00	5,296 77	5,221 54
Invest - Corp Stock	95-6698210	478160104	JOHNSON & JOHNSON	185 00	18,964 35	17,576 52
Invest - Corp Stock	95-6698210	532457108	ELI LILLY & CO COM	115 00	8,069.55	5,748 56
Invest - Corp Stock	95-6698210	539830109	LOCKHEED MARTIN CORP	56 00	11,202 80	7,698.15
Invest - Corp Stock	95-6698210	594918104	MICROSOFT CORP	260.00	11,401.00	9,781.20
Invest - Corp Stock	95-6698210	641069406	NESTLE S.A. REGISTERED SHARES - ADR	240 00	18,754.80	17,648.70
Invest - Corp Stock	95-6698210	66987V109	NOVARTIS AG - ADR	158.00	16,179 20	12,861.11
Invest - Corp Stock	95-6698210	717081103	PFIZER INC	577.00	19,802 64	17,669 61
Invest - Corp Stock	95-6698210	744573106	PUBLIC SVC ENTERPRISE GROUP INC	145 00	6,098 70	4,621.14
Invest - Corp Stock	95-6698210	767204100	RIO TINTO PLC - ADR	103.00	5,080.99	5,485.17
Invest - Corp Stock	95-6698210	771195104	ROCHE HOLDINGS LTD - ADR	380 00	12,969 40	12,771 02
Invest - Corp Stock	95-6698210	891160509	TORONTO DOMINION BK ONT COM NEW	124.00	5,437 40	5,333.74
Invest - Corp Stock	95-6698210	89151E109	TOTAL S.A. - ADR	226 00	12,120 38	12,652 87
Invest - Corp Stock	95-6698210	110448107	BRITISH AMERICAN TOBACCO P.L.C - ADR	130.00	15,141.10	13,510.89
Invest - Corp Stock	95-6698210	046353108	ASTRAZENECA PLC ADR	80.00	5,512 00	4,503.97
Invest - Corp Stock	95-6698210	904784709	UNILEVER N.V. - ADR	280.00	12,171 60	10,925 60
Invest - Corp Stock	95-6698210	892331307	TOYOTA MOTOR CORPORATION - ADR	86.00	11,641.82	10,421 76
Invest - Corp Stock	95-6698210	404280406	HSBC - ADR	245.00	10,931 90	13,095.25
Invest - Corp Stock	95-6698210	30231G102	EXXON MOBIL CORPORATION	69 00	6,109.26	7,198.81
Invest - Corp Stock	95-6698210	055262505	BASF AKTIENGESellschaft - LVL 1 ADR	145 00	13,876 50	14,813 04
Invest - Corp Stock	95-6698210	05946K101	BANCO BILBAO VIZCAYA ARGENT- ADR	625 00	6,237 50	7,124.94
Invest - Corp Stock	95-6698210	25746U109	DOMINION RES INC VA	85 00	6,127 65	5,371 15
Invest - Corp Stock	95-6698210	251542106	DEUTSCHE BOERSE AG ADR	800 00	6,464.00	5,998.16
Invest - Corp Stock	95-6698210	69351T106	PPL CORPORATION	179.00	6,103.90	5,244.04
Invest - Corp Stock	95-6698210	87969N204	TELSTRA CORP-ADR	280 00	6,960.80	6,313 50
Invest - Corp Stock	95-6698210	20449X302	COMPASS GROUP PLC - ADR	311 00	5,538.91	5,443.46
Invest - Corp Stock	95-6698210	74435K204	PRUDENTIAL PLC - ADR	285 00	14,332.65	11,967.15
Invest - Corp Stock	95-6698210	92343V104	VERIZON COMMUNICATIONS	136 00	6,725 20	6,580.91
Invest - Corp Stock	95-6698210	500472303	PHILIPS ELECTRONICS - NY SHR ADR	384.00	11,493.12	12,539 37
Invest - Corp Stock	95-6698210	088606108	BHP BILLITON LIMITED - ADR	119 00	6,249.88	7,430 36
Invest - Corp Stock	95-6698210	87944W105	TELENOR ASA - ADR	95 00	5,731 33	6,596 80
Invest - Corp Stock	95-6698210	826197501	SIEMENS AG - SPONSORED ADR	90 00	10,045.80	11,557 27
Invest - Corp Stock	95-6698210	166764100	CHEVRON CORP	130 00	13,868 40	15,850 90
Invest - Corp Stock	95-6698210	58933V105	MERCK & CO INC NEW	192 00	11,239 68	11,298 80

Invest - Corp Stock	95-6698210	80105N105	SANOFI-ADR	167.00	8,159.62	8,709.61
Invest - Corp Stock	95-6698210	N53745100	LYONDELBASELL INDU-CL A	103.00	8,848.73	10,301.50
Invest - Corp Stock	95-6698210	064149107	BANK N S HALIFAX	160.00	8,552.00	9,545.57
Invest - Corp Stock	95-6698210	502441306	LVMH MOET HENNESSY UNSP ADR - ADR	222.00	8,125.20	8,128.97
Invest - Corp Stock	95-6698210	86562M209	SUMITOMO TRUST AND BANKING ADR	945.00	7,597.80	9,185.30
Invest - Corp Stock	95-6698210	517834107	LAS VEGAS SANDS CORP	130.00	7,397.00	9,918.43
Invest - Corp Stock	95-6698210	780259206	ROYAL DUTCH SHELL PLC ADR	286.00	18,695.82	19,339.75
Invest - Corp Stock	95-6698210	636274300	NATIONAL GRID PLC ADR	102.00	6,993.12	6,524.71
Invest - Corp Stock	95-6698210	989825104	ZURICH INSURANCE GROUP-ADR	325.00	10,390.25	8,985.86
Invest - Corp Stock	95-6698210	26441C204	DUKE ENERGY HOLDING CORP COM	77.00	6,048.35	5,264.30
Invest - Corp Stock	95-6698210	82929R304	SINGAPORE TELECOMMUNICATIONS LTD ADR	255.00	7,934.32	7,226.70
Invest - Corp Stock	95-6698210	G29183103	EATON CORP PLC	145.00	10,296.45	10,276.15
Invest - Corp Stock	95-6698210	756255204	RECKITT BENCKIS/S ADR	740.00	13,305.20	11,105.36
Invest - Corp Stock	95-6698210	718172109	PHILIP MORRIS INTERNATIONAL IN	160.00	13,273.60	13,745.60
Invest - Other	95-6698210	589509207	MERGER FUND-INST #301	9,302.69	147,075.54	149,595.25
Invest - Other	95-6698210	315920702	FID ADV EMER MKTS INC- CL I #607	2,945.89	38,679.47	38,296.51
Invest - Other	95-6698210	76628T678	RIDGEWORTH SEIX FLOATING CL I #5203	15,497.32	137,461.21	139,785.81
Invest - Other	95-6698210	464287804	ISHARES CORE S&P SMALL-CAP E	1,350.00	157,383.00	100,384.79
Invest - Other	95-6698210	003021714	ABERDEEN EMERG MKETS-INST #5840	22,413.71	320,067.71	331,872.00
Invest - Other	95-6698210	92206C409	VANGUARD S/T CORP BOND ETF	540.00	43,248.60	43,082.60
Invest - Other	95-6698210	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	22,593.44	267,958.19	259,146.75
Invest - Other	95-6698210	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	27,193.86	338,291.59	318,983.95
Invest - Other	95-6698210	74253Q747	PRINCIPAL MIDCAP FD-IN #4749	17,875.41	416,854.63	276,655.50
Invest - Other	95-6698210	90264I646	E-TRACS ALERIAN MLP INFRASTRUCTURE	3,000.00	118,530.00	99,930.00
Invest - Other	95-6698210	00203H859	AQR MANAGED FUTURES STR-I #15213	19,723.87	217,948.72	193,574.00
Invest - Other	95-6698210	06738C778	BARCLAYS BANK PLC IPATH BLOOMBERG CO	4,255.00	124,969.35	135,891.51
Invest - Other	95-6698210	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	3,600.00	159,768.00	152,206.56
Invest - Other	95-6698210	74925K581	BOSTON P LNG/SHRT RES-INS	18,399.37	284,638.18	248,082.05
Invest - Other	95-6698210	157842105	CHAMBERS STREET PROPERTIES	23,034.00	188,648.46	144,504.66
Invest - Other	95-6698210	76628T645	RIDGEWORTH SEIX HY BD-I #5855	20,543.29	181,191.77	194,864.19
Invest - Other	95-6698210	577130107	MATTHEWS PACIFIC TIGER FD-I #802	3,131.04	88,702.48	55,626.28
Invest - Other	95-6698210	257132704	DOMINI INTL SOCIAL EQUITY-INV	9,538.93	75,834.51	67,726.42
Invest - Other	95-6698210	19247U106	COHEN & STEERS INSTL RLTY SHRS #1263	1,561.06	80,800.57	54,168.86
Invest - Other	95-6698210	742935588	PORTFOLIO 21 #1203	1,362.65	51,644.28	42,039.66
Invest - Other	95-6698210	922042858	VANGUARD FTSE EMERGING MARKETS ETF	2,520.00	105,336.00	106,612.48
TOTAL				6,203,095.00	5,193,795.96	
Savings & Temp Inv	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	60,908.71	60,908.71	60,908.71
Savings & Temp Inv	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	11,961.59	11,961.59	11,961.59
Savings & Temp Inv	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	68,688.21	68,688.21	68,688.21
Savings & Temp Inv	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2,142.00	2,142.00	2,142.00
Savings & Temp Inv	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2,379.50	2,379.50	2,379.50
Savings & Temp Inv	95-6698210	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	89.58	89.58	89.58
TOTAL				146,169.59	146,169.59	

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

Recipient(s) paid during the year

Name

MASS SOC PREV CRUELTY TO ANIMALS

Street

350 S HUNTINGTON AVE

City

BOSTON

State

MA

Zip Code

02130-4803

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,798

Name

HUMANE SOC OF THE UNITED STATES

Street

2100 L ST NW

City

WASHINGTON

State

DC

Zip Code

20037

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,798

Name

AMERICAN HUMANE ASSOCIATION

Street

1400 16TH STREET NW SUITE 360

City

WASHINGTON

State

DC

Zip Code

20036

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

14,799

Name

THE SALVATION ARMY

Street

180 EAST OCEAN BLVD 9TH FLOOR

City

LONG BEACH

State

CA

Zip Code

90802

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

44,395

Name

HAVEN HUMANE SOCIETY INC

Street

PO BOX 992202

City

REDDING

State

CA

Zip Code

96099

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

207,177

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Long Term CG Distributions		Amount	Totals		Gross Sales	Cost, Other Basis and Expenses		Net Gain or Loss						
Short Term CG Distributions		115,985	Capital Gains/Losses	Other sales	925,157	698,876	225,281							
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	COSTCO WHOLESALE CORP	22160K105		1/18/2008		1/13/2015	5,635	2,614				0	3,021
2	X	COSTCO WHOLESALE CORP	22160K105		1/18/2008		2/24/2015	10,405	4,575				0	5,830
3	X	DANABER CORP	235851102		9/22/2005		1/13/2015	7,545	2,362				0	5,183
4	X	WALT DISNEY CO	254687106		3/5/2013		9/17/2014	8,990	7,500				0	1,490
5	X	DOMINI INTL SOCIAL EQUITY	257132704		1/22/2013		2/20/2015	2,937	2,528				0	409
6	X	DOMINI INTL SOCIAL EQUITY	257132704		1/22/2013		7/29/2014	3,190	2,940				0	250
7	X	DUKE ENERGY HOLDING CO	26441C204		6/10/2010		1/13/2015	5,706	3,668				0	2,037
8	X	EMC CORP MASS	268648102		12/11/2013		9/4/2014	2,628	2,370				0	258
9	X	ENI SPA - ADR	26874R108		12/11/2013		1/13/2015	2,525	3,157				0	-622
10	X	EOG RESOURCES, INC	26879P101		1/12/2014		1/13/2015	6,678	4,486				0	2,192
11	X	EXPRESS SCRIPTS HOLDING	30219G108		5/29/2008		1/20/2014	31,393	18,324				0	13,069
12	X	FRANKLIN RESOURCES INC	354613101		1/22/2010		1/13/2015	4,735	3,214				0	1,521
13	X	GENERAL MILLS INC	370334104		1/22/2010		2/24/2015	9,066	6,071				0	2,995
14	X	GENERAL MILLS INC	370334104		5/22/2014		1/14/2015	20,240	21,468				0	-1,228
15	X	GOOGLE INC	38259P508		1/17/2008		5/22/2014	40,262	11,396				0	28,866
16	X	GOOGLE INC-CL C	38259P706		12/11/2013		1/14/2014	223	211				0	12
17	X	HALYARD HEALTH INC	40650V100		3/5/2012		1/18/2014	24	15				0	9
18	X	HALYARD HEALTH INC	40650V100		2/1/2013		9/17/2014	5,349	3,597				0	1,752
19	X	AMERICAN EXPRESS CO	025816109		2/1/2008		1/13/2015	4,446	2,997				0	1,449
20	X	AMERICAN EXPRESS CO	025816109		2/1/2008		8/14/2014	27,096	18,698				0	8,398
21	X	APACHE CORP	037411105		12/11/2013		5/5/2014	5,588	3,941				0	1,627
22	X	ASTRAZENECA PLC ADR	046353108		12/11/2013		1/20/2014	37,414	30,475				0	6,939
23	X	B B & T CORP COM	054937107		4/10/2012		9/4/2014	8,415	7,845				0	570
24	X	BHP BILLITON PLC ADR	05545E209		12/11/2013		1/13/2015	6,458	6,532				0	-74
25	X	BAXTER INTL INC	071813109		1/21/2014		1/13/2015	2,961	3,030				0	-69
26	X	BRISTOL MYERS SQUIBB CO	110122108		12/11/2013		9/4/2014	3,838	3,838				0	0
27	X	BRISTOL MYERS SQUIBB CO	110122108		12/11/2013		1/14/2014	7,138	6,262				0	876
28	X	BRISTOL MYERS SQUIBB CO	110122108		2/1/2011		1/13/2015	1,955	1,309				0	646
29	X	CAPITAL ONE FINANCIAL CORP	14040H105		1/12/2012		2/20/2015	3,518	2,155				0	1,363
30	X	CAPITAL ONE FINANCIAL CORP	14040H105		12/11/2013		1/13/2015	5,568	5,568				0	0
31	X	KIMBERLY CLARK CORP COM	494368103		3/5/2012		2/24/2015	11,031	6,973				0	4,058
32	X	KIMBERLY CLARK CORP COM	494368103		12/11/2013		5/5/2014	2,916	2,499				0	417
33	X	ELI LILLY & CO COM	532457108		12/11/2013		9/4/2014	2,891	2,249				0	642
34	X	ELI LILLY & CO COM	532457108		12/11/2013		12/10/2014	1,946	1,208				0	738
35	X	LOCKHEED MARTIN CORP	539830109		12/11/2013		2/20/2015	7,812	6,544				0	1,268
36	X	LOCKHEED MARTIN CORP	539830109		12/11/2013		2/20/2015	5,605	4,124				0	1,481
37	X	LOCKHEED MARTIN CORP	539830109		12/11/2013		2/20/2015	6,107	6,196				0	-89
38	X	MCDONALDS CORP	580135101		12/11/2013		1/13/2015	6,982	6,547				0	435
39	X	MEDTRONIC INC	585055106		1/29/2003		1/13/2015	3,207	3,207				0	0
40	X	MICROSOFT CORP	594918104		1/29/2003		7/29/2014	3,500	2,872				0	628
41	X	NATIONAL GRID PLC ADR	636274300		12/11/2013		1/18/2014	34	31				0	3
42	X	HALYARD HEALTH INC	40650V100		12/11/2013		12/10/2014	1,946	1,208				0	738
43	X	HALYARD HEALTH INC	40650V100		12/11/2013		2/20/2015	7,812	6,544				0	1,268
44	X	HARRIS CORP DEL	413875105		12/11/2013		2/27/2015	760	790				0	-30
45	X	HERMES INTL SHARES DEEM	427993118		2/27/2015		1/13/2015	5,183	1,587				0	3,596
46	X	HOME DEPOT INC	437076102		11/11/2010		1/13/2015	7	6				0	1
47	X	INDIVIOR PLC-SPON ADR	45579E105		12/11/2013		1/13/2015	330	307				0	23
48	X	INDIVIOR PLC-SPON ADR	45579E105		12/11/2013		12/18/2014	4,778	5,711				0	-933
49	X	ITOCU CORP-UNSPONSORE	465717106		2/7/2008		1/13/2015	4,688	3,605				0	1,083
50	X	FMORGAN CHASE & CO	46625H100		5/27/2014		9/17/2014	9,236	8,133				0	1,103
51	X	TIME WARNER INC	887317303		3/8/2013		1/13/2015	4,422	4,222				0	0
52	X	UNITED PARCEL SERVICE-CL	911312106		1/26/2009		1/14/2015	27,874	17,084				0	10,790
53	X	NOBLE ENERGY INC	655044105		1/26/2009		5/22/2014	34,112	22,826				0	11,286
54	X	NORSTROM INC	655684100		10/12/2012		1/13/2015	4,487	2,426				0	2,061
55	X	V F CORP	918204108		12/11/2013		12/19/2014	3,716	3,823				0	-107
56	X	VERIZON COMMUNICATIONS	92343V104		7/12/2007		1/13/2015	6,317	2,953				0	3,364
57	X	ACCENTURE PLC	G1151C101		12/11/2013		9/4/2014	2,457	2,429				0	28
58	X	EATON CORP PLC	G29183103		12/11/2013		5/13/2015	5,177	5,199				0	-22
59	X	EATON CORP PLC	G29183103		2/5/2010		5/13/2015	21,774	27,892				0	-6,108
60	X	NOBLE CORP PLC	G65431101		7/5/2011		7/29/2014	1,038	937				0	101
61	X	NOBLE CORP PLC	G65431101		2/28/2014		7/30/2014	5,193	4,529				0	664
62	X	NISSAN MOTOR CO. LTD - A	654744408		2/28/2014		7/30/2014	759	685				0	74
63	X	NISSAN MOTOR CO. LTD - A	654744408		2/28/2014		7/30/2014	5,068	2,350				0	2,718
64	X	NISSAN MOTOR CO. LTD - A	654744408		6/25/2009		1/13/2015	2,166	1,781				0	389
65	X	PNC FINANCIAL SERVICES G	693475105		12/11/2013		12/19/2014	38,408	42,011				0	-3,603
66	X	PPL CORPORATION	693511106		7/20/2013		12/17/2014	5,927	5,927				0	0
67	X	PIMCO EM MKTS CORP BD F	72201P522		9/6/2013		1/13/2015	25,950	20,960				0	4,990
68	X	PRAXAIR INC COM	74005P104		12/10/2012		9/17/2014	25,950	20,960				0	4,990
69	X	PORTFOLIO 21 #1203	742935588		12/10/2012		9/17/2014	25,950	20,960				0	4,990

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

		Amount		Totals									
		115,985		Capital Gains/Losses									
				Other sales									

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

		4,142	4,142	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FUND EARNINGS	4,142	4,142	

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 18 (990-PF) - Taxes

		12,830	4,203	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,203	4,203		
2	PY EXCISE TAX DUE	2,896			
3	ESTIMATED EXCISE PAYMENTS	5,731			

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

		304	294	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	294	294		
2	STATE AG FEES	10			10

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

		5,210,389	5,193,796	6,203,095
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	SEE ATTACHED		5,193,796	6,203,095

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

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

1	Cost Basis Adjustment	1	306
2	Mutual Fund Timing Difference	2	261
3	Loss on CY Sales Not Settled at Year End	3	30
4	Total	4	597

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

1	PY Return of Capital Adjustment	1	9,691
2	Total	2	9,691

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

[illegible]

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

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	7/9/2014	2	1,433
3 Second quarter estimated tax payment	8/11/2014	3	1,433
4 Third quarter estimated tax payment	11/12/2014	4	1,432
5 Fourth quarter estimated tax payment	2/11/2015	5	1,433
6 Other payments		6	
7 Total		7	5,731

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	160,134
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	160,134