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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](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning 4/1/2014, and ending 3/31/2015

|                                                                                                                         |                    |                                                                                                                                                                                            |                                                                                                                      |  |
|-------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br><b>TR JOE E JOHNSTON FDN U W</b>                                                                  |                    |                                                                                                                                                                                            | <b>A Employer identification number</b><br><br><b>58-1364875</b>                                                     |  |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>P O. BOX 1908</b>                |                    |                                                                                                                                                                                            | <b>B Telephone number (see instructions)</b><br><br><b>(404) 813-9304</b>                                            |  |
| City or town<br><b>ORLANDO</b>                                                                                          | State<br><b>FL</b> | ZIP code<br><b>32802-1908</b>                                                                                                                                                              |                                                                                                                      |  |
| Foreign country name                                                                                                    |                    | Foreign province/state/county                                                                                                                                                              | Foreign postal code                                                                                                  |  |
| <b>G Check all that apply:</b>                                                                                          |                    |                                                                                                                                                                                            | <b>C If exemption application is pending, check here</b> <input type="checkbox"/>                                    |  |
| <input type="checkbox"/> Initial return                                                                                 |                    |                                                                                                                                                                                            | <input type="checkbox"/> Initial return of a former public charity                                                   |  |
| <input type="checkbox"/> Final return                                                                                   |                    |                                                                                                                                                                                            | <input type="checkbox"/> Amended return                                                                              |  |
| <input type="checkbox"/> Address change                                                                                 |                    |                                                                                                                                                                                            | <input type="checkbox"/> Name change                                                                                 |  |
| <b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation    |                    |                                                                                                                                                                                            | <b>D 1. Foreign organizations, check here</b> <input type="checkbox"/>                                               |  |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust                                                  |                    |                                                                                                                                                                                            | <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation            |  |
| <input type="checkbox"/> Other taxable private foundation                                                               |                    |                                                                                                                                                                                            | <b>E If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/> |  |
| <b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b><br><b>3,107,437</b>       |                    | <b>J Accounting method.</b> <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis) |                                                                                                                      |  |
| <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <input type="checkbox"/> |                    |                                                                                                                                                                                            |                                                                                                                      |  |

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

|                                                                                               | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                                |                                    |                           |                         |                                                             |
| 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                          |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                      | 72,996                             |                           |                         |                                                             |
| 5a Gross rents                                                                                |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                      | 159,888                            |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                 | 2,410,953                          |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                              |                                    | 159,888                   |                         |                                                             |
| 8 Net short-term capital gain                                                                 |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                        |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                   |                                    |                           |                         |                                                             |
| b Less. Cost of goods sold                                                                    |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                    |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                             |                                    |                           |                         |                                                             |
| 12 <b>Total.</b> Add lines 1 through 11                                                       | 232,884                            | 231,273                   | 0                       |                                                             |
| <b>Operating and Administrative Expenses</b>                                                  |                                    |                           |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                        | 23,945                             | 11,973                    |                         | 11,972                                                      |
| 14 Other employee salaries and wages                                                          |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                           |                                    |                           |                         |                                                             |
| 16a Legal fees (attach schedule)                                                              |                                    |                           |                         |                                                             |
| b Accounting fees (attach schedule)                                                           | 2,500                              |                           |                         | 2,500                                                       |
| c Other professional fees (attach schedule)                                                   |                                    |                           |                         |                                                             |
| 17 Interest                                                                                   |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions)                                                 | 990                                | 990                       |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                               |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                          |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                  |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule)                                                           |                                    |                           |                         |                                                             |
| 24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23                | 27,435                             | 12,963                    | 0                       | 14,472                                                      |
| 25 Contributions, gifts, grants paid                                                          | 134,500                            |                           |                         | 134,500                                                     |
| 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                               | 161,935                            | 12,963                    | 0                       | 148,972                                                     |
| 27 Subtract line 26 from line 12:                                                             |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                           | 70,949                             |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                              |                                    | 218,310                   |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                |                                    |                           | 0                       |                                                             |

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2014)

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| <b>Part II Balance Sheets</b>      |                                                                                                                                                | 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 |             |  |
| <b>Assets</b>                      | <b>1</b> Cash—non-interest-bearing                                                                                                             |                                                                                                                    |                |                       |             |  |
|                                    | <b>2</b> Savings and temporary cash investments                                                                                                | 32,644                                                                                                             | 72,066         | 72,066                |             |  |
|                                    | <b>3</b> Accounts receivable ▶                                                                                                                 |                                                                                                                    |                |                       |             |  |
|                                    | Less: allowance for doubtful accounts ▶                                                                                                        |                                                                                                                    |                |                       |             |  |
|                                    | <b>4</b> Pledges receivable ▶                                                                                                                  |                                                                                                                    |                |                       |             |  |
|                                    | Less: allowance for doubtful accounts ▶                                                                                                        |                                                                                                                    |                |                       |             |  |
|                                    | <b>5</b> Grants receivable                                                                                                                     |                                                                                                                    |                |                       |             |  |
|                                    | <b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)               |                                                                                                                    |                |                       |             |  |
|                                    | <b>7</b> Other notes and loans receivable (attach schedule) ▶                                                                                  |                                                                                                                    |                |                       |             |  |
|                                    | Less: allowance for doubtful accounts ▶                                                                                                        |                                                                                                                    |                |                       |             |  |
|                                    | <b>8</b> Inventories for sale or use                                                                                                           |                                                                                                                    |                |                       |             |  |
|                                    | <b>9</b> Prepaid expenses and deferred charges                                                                                                 |                                                                                                                    |                |                       |             |  |
|                                    | <b>10a</b> Investments—U S. and state government obligations (attach schedule)                                                                 |                                                                                                                    |                |                       |             |  |
|                                    | <b>b</b> Investments—corporate stock (attach schedule)                                                                                         |                                                                                                                    |                |                       |             |  |
|                                    | <b>c</b> Investments—corporate bonds (attach schedule)                                                                                         |                                                                                                                    |                |                       |             |  |
|                                    | <b>11</b> Investments—land, buildings, and equipment basis ▶                                                                                   |                                                                                                                    |                |                       |             |  |
|                                    | Less: accumulated depreciation (attach schedule) ▶                                                                                             |                                                                                                                    |                |                       |             |  |
|                                    | <b>12</b> Investments—mortgage loans                                                                                                           |                                                                                                                    |                |                       |             |  |
|                                    | <b>13</b> Investments—other (attach schedule)                                                                                                  | 2,514,120                                                                                                          | 2,545,575      | 3,035,371             |             |  |
|                                    | <b>14</b> Land, buildings, and equipment basis ▶                                                                                               |                                                                                                                    |                |                       |             |  |
|                                    | Less: accumulated depreciation (attach schedule) ▶                                                                                             |                                                                                                                    |                |                       |             |  |
|                                    | <b>15</b> Other assets (describe ▶)                                                                                                            |                                                                                                                    |                |                       |             |  |
|                                    | <b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)                                   | 2,546,764                                                                                                          | 2,617,641      | 3,107,437             |             |  |
| <b>Liabilities</b>                 | <b>17</b> Accounts payable and accrued expenses                                                                                                |                                                                                                                    |                |                       |             |  |
|                                    | <b>18</b> Grants payable                                                                                                                       |                                                                                                                    |                |                       |             |  |
|                                    | <b>19</b> Deferred revenue                                                                                                                     |                                                                                                                    |                |                       |             |  |
|                                    | <b>20</b> Loans from officers, directors, trustees, and other disqualified persons                                                             |                                                                                                                    |                |                       |             |  |
|                                    | <b>21</b> Mortgages and other notes payable (attach schedule)                                                                                  |                                                                                                                    |                |                       |             |  |
|                                    | <b>22</b> Other liabilities (describe ▶)                                                                                                       |                                                                                                                    |                |                       |             |  |
|                                    | <b>23</b> <b>Total liabilities</b> (add lines 17 through 22)                                                                                   | 0                                                                                                                  | 0              |                       |             |  |
| <b>Net Assets or Fund Balances</b> | <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                    |                |                       |             |  |
|                                    | <b>24</b> Unrestricted                                                                                                                         |                                                                                                                    |                |                       |             |  |
|                                    | <b>25</b> Temporarily restricted                                                                                                               |                                                                                                                    |                |                       |             |  |
|                                    | <b>26</b> Permanently restricted                                                                                                               |                                                                                                                    |                |                       |             |  |
|                                    | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/><br><b>and complete lines 27 through 31.</b>   |                                                                                                                    |                |                       |             |  |
|                                    | <b>27</b> Capital stock, trust principal, or current funds                                                                                     | 2,546,764                                                                                                          | 2,617,641      |                       |             |  |
|                                    | <b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund                                                                       |                                                                                                                    |                |                       |             |  |
|                                    | <b>29</b> Retained earnings, accumulated income, endowment, or other funds                                                                     |                                                                                                                    |                |                       |             |  |
|                                    | <b>30</b> <b>Total net assets or fund balances</b> (see instructions)                                                                          | 2,546,764                                                                                                          | 2,617,641      |                       |             |  |
|                                    | <b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions)                                                             | 2,546,764                                                                                                          | 2,617,641      |                       |             |  |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|                                                                                                                                                                   |          |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>1</b> 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) | <b>1</b> | 2,546,764 |
| <b>2</b> Enter amount from Part I, line 27a                                                                                                                       | <b>2</b> | 70,949    |
| <b>3</b> Other increases not included in line 2 (itemize) ▶ <b>FED TAX REFUND</b>                                                                                 | <b>3</b> | 1,985     |
| <b>4</b> Add lines 1, 2, and 3                                                                                                                                    | <b>4</b> | 2,619,698 |
| <b>5</b> Decreases not included in line 2 (itemize) ▶ <b>RETURN OF CAPITAL ADJUSTMENT</b>                                                                         | <b>5</b> | 2,057     |
| <b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30                                                      | <b>6</b> | 2,617,641 |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(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<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>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<br>If (loss), enter -0- in Part I, line 7 }                                                                | 2 | 159,888 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 } | 3 | 0       |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2013                                                              | 159,073                               | 3,054,105                                 | 0.052085                                                 |
| 2012                                                              | 138,844                               | 2,860,068                                 | 0.048546                                                 |
| 2011                                                              | 134,675                               | 2,822,106                                 | 0.047721                                                 |
| 2010                                                              | 135,466                               | 2,678,230                                 | 0.050580                                                 |
| 2009                                                              | 74,561                                | 2,446,215                                 | 0.030480                                                 |

  

|                                                                                                                                                                                                                        |   |           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 Total of line 1, column (d)                                                                                                                                                                                          | 2 | 0.229412  |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                        | 3 | 0.045882  |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5                                                                                                                                         | 4 | 3,157,120 |
| 5 Multiply line 4 by line 3                                                                                                                                                                                            | 5 | 144,855   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           | 6 | 2,183     |
| 7 Add lines 5 and 6                                                                                                                                                                                                    | 7 | 147,038   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions | 8 | 148,972   |

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

|           |                                                                                                                                                                                                                                     |           |       |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) |           |       |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          | <b>1</b>  | 2,183 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                            |           |       |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                           | <b>2</b>  | 0     |
| <b>3</b>  | Add lines 1 and 2                                                                                                                                                                                                                   | <b>3</b>  | 2,183 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | <b>4</b>  |       |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                      | <b>5</b>  | 2,183 |
| <b>6</b>  | <b>Credits/Payments.</b>                                                                                                                                                                                                            |           |       |
| <b>a</b>  | 2014 estimated tax payments and 2013 overpayment credited to 2014                                                                                                                                                                   | <b>6a</b> | 1,430 |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source                                                                                                                                                                                 | <b>6b</b> |       |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                 | <b>6c</b> |       |
| <b>d</b>  | Backup withholding erroneously withheld                                                                                                                                                                                             | <b>6d</b> |       |
| <b>7</b>  | <b>Total credits and payments.</b> Add lines 6a through 6d                                                                                                                                                                          | <b>7</b>  | 1,430 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                            | <b>8</b>  |       |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                         | <b>9</b>  | 753   |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                             | <b>10</b> | 0     |
| <b>11</b> | Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <b>Refunded</b>                                                                                                                                            | <b>11</b> | 0     |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                            | Yes | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| <b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><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   |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____                                                                                                                                                                     |     |     |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____                                                                                                                                                                                                  |     |     |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If "Yes," attach a detailed description of the activities</i>                                                                                                                                                                               |     | X   |
| <b>3</b> 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   |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                      |     | X   |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If "Yes," attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X   |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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   |     |
| <b>7</b> 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   |     |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>GA                                                                                                                                                                                                                                       |     |     |
| <b>b</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   |     |
| <b>9</b> 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   |
| <b>10</b> 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 ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304                                                                                                                               |    |     |    |
| Located at ▶ P.O. BOX 4655 ATLANTA GA ZIP+4 ▶ 30302                                                                                                         |                                                                                                                                                                                                      |    |     |    |
| 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |     |
| (2)                                                       | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                 |     |     |
| (3)                                                       | Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                     |     |     |
| (4)                                                       | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                           |     |     |
| (5)                                                       | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                  |     |     |
| (6)                                                       | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                |     |     |
| b                                                         | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>                                                                                                                                                             | 1b  | X   |
| c                                                         | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . .                                                                                                                                                                                                                                                                                                        | 1c  | X   |
| 2                                                         | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).                                                                                                                                                                                                                                                                                                                           |     |     |
| a                                                         | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                          |     |     |
| If "Yes," list the years ▶ 20____, 20____, 20____, 20____ |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |     |     |
| b                                                         | Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .                                                                                                                                                                                 | 2b  | N/A |
| c                                                         | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                         |     |     |
| 3a                                                        | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                 |     |     |
| b                                                         | If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) . . . . . | 3b  | N/A |
| 4a                                                        | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X   |
| b                                                         | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? . . . . .                                                                                                                                                                                                                                                              | 4b  | X   |

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

|                                                                                                                                                                                                                                  |  |                              |                                        |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------|----------------------------------------|-----------------------------|
| <b>5a</b> During the year did the foundation pay or incur any amount to:                                                                                                                                                         |  |                              |                                        |                             |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                                                                                        |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?                                                                              |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                               |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)                                                                                        |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?                                                            |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| <b>b</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)? |  | <b>5b</b>                    | N/A                                    |                             |
| Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                               |  |                              |                                        |                             |
| <b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?                                                              |  | N/A                          | <input type="checkbox"/> Yes           | <input type="checkbox"/> No |
| If "Yes," attach the statement required by Regulations section 53.4945–5(d).                                                                                                                                                     |  |                              |                                        |                             |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                        |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                              |  | <b>6b</b>                    |                                        | X                           |
| If "Yes" to 6b, file Form 8870.                                                                                                                                                                                                  |  |                              |                                        |                             |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                   |  | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |                             |
| <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                               |  | <b>7b</b>                    | N/A                                    |                             |

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

| (a) Name and address   | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Attached Statement | 00                                                        | 0                                         |                                                                       |                                       |
|                        | 00                                                        | 0                                         |                                                                       |                                       |
|                        | 00                                                        | 0                                         |                                                                       |                                       |
|                        | 00                                                        | 0                                         |                                                                       |                                       |
|                        | 00                                                        | 0                                         |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000

**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.)

|          |                                                                                                                      |           |           |
|----------|----------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:          |           |           |
| <b>a</b> | Average monthly fair market value of securities . . . . .                                                            | <b>1a</b> | 3,130,307 |
| <b>b</b> | Average of monthly cash balances . . . . .                                                                           | <b>1b</b> | 74,891    |
| <b>c</b> | Fair market value of all other assets (see instructions) . . . . .                                                   | <b>1c</b> |           |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .                                                                      | <b>1d</b> | 3,205,198 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .  | <b>1e</b> |           |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .                                                       | <b>2</b>  |           |
| <b>3</b> | Subtract line 2 from line 1d . . . . .                                                                               | <b>3</b>  | 3,205,198 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . . | <b>4</b>  | 48,078    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4          | <b>5</b>  | 3,157,120 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .                                                       | <b>6</b>  | 157,856   |

**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.)

|           |                                                                                                                     |           |         |
|-----------|---------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .                                                             | <b>1</b>  | 157,856 |
| <b>2a</b> | Tax on investment income for 2014 from Part VI, line 5 . . . . .                                                    | <b>2a</b> | 2,183   |
| <b>b</b>  | Income tax for 2014 (This does not include the tax from Part VI.) . . . . .                                         | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b . . . . .                                                                                       | <b>2c</b> | 2,183   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .                                     | <b>3</b>  | 155,673 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions . . . . .                                                 | <b>4</b>  |         |
| <b>5</b>  | Add lines 3 and 4 . . . . .                                                                                         | <b>5</b>  | 155,673 |
| <b>6</b>  | Deduction from distributable amount (see instructions) . . . . .                                                    | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . . | <b>7</b>  | 155,673 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                                |           |         |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                     |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .                                                                          | <b>1a</b> | 148,972 |
| <b>b</b> | Program-related investments—total from Part IX-B . . . . .                                                                                                     | <b>1b</b> |         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .                                            | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                           |           |         |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .                                                                                                       | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .                                                                                                | <b>3b</b> |         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                              | <b>4</b>  | 148,972 |
| <b>5</b> | 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) . . . . . | <b>5</b>  | 2,183   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .                                                                                | <b>6</b>  | 146,789 |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 155,673     |
| <b>2</b> Undistributed income, if any, as of the end of 2014                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2013 only . . . . .                                                                                                                                               |               |                            | 133,760     |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                                       |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2014:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2009 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2010 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2011 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2012 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2013 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 0             |                            |             |             |
| <b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$ 148,972                                                                                                              |               |                            |             |             |
| <b>a</b> Applied to 2013, but not more than line 2a . . . . .                                                                                                                               |               |                            | 133,760     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .                                                                                      |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .                                                                                              |               |                            |             |             |
| <b>d</b> Applied to 2014 distributable amount . . . . .                                                                                                                                     |               |                            |             | 15,212      |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               |               |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a) )                                                 |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 0             |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | 0                          |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .                                                                                                           |               |                            |             |             |
| <b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .                                                                            |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .                                                              |               |                            |             | 140,461     |
| <b>7</b> 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) . . . . .         |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              |               |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2010 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2011 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2012 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2013 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>e</b> 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>b</b> 85% of line 2a . . . . .                                                                                                                                  |               |          |          | 0         |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |               |          |          | 0         |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |               |          |          | 0         |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |               |          |          | 0         |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                 |               |          |          |           |
| <b>a</b> "Assets" alternative test—enter:                                                                                                                          |               |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |               |          |          | 0         |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |               |          |          | 0         |
| <b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                                |               |          |          | 0         |
| <b>c</b> "Support" alternative test—enter:                                                                                                                         |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          | 0         |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          | 0         |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |               |          |          | 0         |
| <b>(4)</b> 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).)

N/A

- 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.

N/A

**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<br>Name and address (home or business)               | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| <b>a</b> <i>Paid during the year</i><br>See Attached Statement |                                                                                                                    |                                      |                                     |         |
| <b>Total</b> . . . . .                                         |                                                                                                                    |                                      | ▶ <b>3a</b>                         | 134,500 |
| <b>b</b> <i>Approved for future payment</i><br>NONE            |                                                                                                                    |                                      |                                     |         |
| <b>Total</b> . . . . .                                         |                                                                                                                    |                                      | ▶ <b>3b</b>                         | 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)<br>Related or exempt<br>function income<br>(See instructions ) |
|-------------------------------------------------|--------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
|                                                 |                                                              | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                    |
| 1                                               | Program service revenue:                                     |                           |               |                                      |               |                                                                    |
| a                                               | _____                                                        |                           |               |                                      |               |                                                                    |
| b                                               | _____                                                        |                           |               |                                      |               |                                                                    |
| c                                               | _____                                                        |                           |               |                                      |               |                                                                    |
| d                                               | _____                                                        |                           |               |                                      |               |                                                                    |
| e                                               | _____                                                        |                           |               |                                      |               |                                                                    |
| f                                               | _____                                                        |                           |               |                                      |               |                                                                    |
| g                                               | Fees and contracts from government agencies                  |                           |               |                                      |               |                                                                    |
| 2                                               | Membership dues and assessments . . . . .                    |                           |               |                                      |               |                                                                    |
| 3                                               | Interest on savings and temporary cash investments . . . . . |                           |               |                                      |               |                                                                    |
| 4                                               | Dividends and interest from securities . . . . .             |                           |               | 14                                   | 72,996        |                                                                    |
| 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                                   | 159,888       |                                                                    |
| 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             |                                      | 232,884       | 0                                                                  |
| 13                                              | Total. Add line 12, columns (b), (d), and (e) . . . . .      |                           |               |                                      | 13            | 232,884                                                            |

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



TR JOE E JOHNSTON FDN U W

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

Recipient(s) paid during the year

**Name**

BOYS AND GIRLS CLUBS OF METRO ATLANTA - CHEROKEE COUNTY

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>5,000 |
|---------------------------------------------------------------------|------------------------|

**Name**

ATLANTA COMMUNITY FOOD BANK

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>5,000 |
|---------------------------------------------------------------------|------------------------|

**Name**

BOY SCOUTS OF AMERICA - ATLANTA

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                         |
|---------------------------------------------------------------------|-------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>10,000 |
|---------------------------------------------------------------------|-------------------------|

**Name**

CHEROKEE COUNTY HISTORICAL SOCIETY

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>5,000 |
|---------------------------------------------------------------------|------------------------|

**Name**

GIRL SCOUTS OF GREATER ATLANTA

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                         |
|---------------------------------------------------------------------|-------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>10,000 |
|---------------------------------------------------------------------|-------------------------|

**Name**

LEKOTEK OF GEORGIA

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>5,000 |
|---------------------------------------------------------------------|------------------------|

TR JOE E JOHNSTON FDN U W

58-1364875 Page 2 of 3

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

Recipient(s) paid during the year

Name

G CECIL PRUETT COMMUNITY CENTER FAMILY YMCA

Street

|                                                              |                         |          |                  |
|--------------------------------------------------------------|-------------------------|----------|------------------|
| City                                                         | State                   | Zip Code | Foreign Country  |
| Relationship<br>NONE                                         | Foundation Status<br>PC |          |                  |
| Purpose of grant/contribution<br>GENERAL CHARITABLE PURPOSES |                         |          | Amount<br>11,500 |

Name

HABITAT FOR HUMANITY NORTH CENTRAL GA

Street

|                                                              |                         |          |                 |
|--------------------------------------------------------------|-------------------------|----------|-----------------|
| City                                                         | State                   | Zip Code | Foreign Country |
| Relationship<br>NONE                                         | Foundation Status<br>PC |          |                 |
| Purpose of grant/contribution<br>GENERAL CHARITABLE PURPOSES |                         |          | Amount<br>5,000 |

Name

MUST MINISTRIES MARIETTA

Street

|                                                              |                         |          |                  |
|--------------------------------------------------------------|-------------------------|----------|------------------|
| City                                                         | State                   | Zip Code | Foreign Country  |
| Relationship<br>NONE                                         | Foundation Status<br>PC |          |                  |
| Purpose of grant/contribution<br>GENERAL CHARITABLE PURPOSES |                         |          | Amount<br>10,000 |

Name

CENTER FOR THE VISUALLY IMPAIRED

Street

|                                                              |                         |          |                 |
|--------------------------------------------------------------|-------------------------|----------|-----------------|
| City                                                         | State                   | Zip Code | Foreign Country |
| Relationship<br>NONE                                         | Foundation Status<br>PC |          |                 |
| Purpose of grant/contribution<br>GENERAL CHARITABLE PURPOSES |                         |          | Amount<br>5,000 |

Name

CHEROKEE OUTDOOR YMCA

Street

|                                                              |                         |          |                  |
|--------------------------------------------------------------|-------------------------|----------|------------------|
| City                                                         | State                   | Zip Code | Foreign Country  |
| Relationship<br>NONE                                         | Foundation Status<br>PC |          |                  |
| Purpose of grant/contribution<br>GENERAL CHARITABLE PURPOSES |                         |          | Amount<br>10,000 |

Name

CHEROKEE COMMUNITY CHORALE

Street

|                                                              |                         |          |                 |
|--------------------------------------------------------------|-------------------------|----------|-----------------|
| City                                                         | State                   | Zip Code | Foreign Country |
| Relationship<br>NONE                                         | Foundation Status<br>PC |          |                 |
| Purpose of grant/contribution<br>GENERAL CHARITABLE PURPOSES |                         |          | Amount<br>3,000 |

TR JOE E JOHNSTON FDN U W

58-1364875 Page 3 of 3

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

Recipient(s) paid during the year

**Name**

FRIENDS OF CHEROKEE COUNTY PUBLIC LIBRARIES

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>7,000 |
|---------------------------------------------------------------------|------------------------|

**Name**

SUSAN G KOMEN BREAST CANCER FDN

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>5,000 |
|---------------------------------------------------------------------|------------------------|

**Name**

ST PAUL AME CHURCH-CANTON

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                         |
|---------------------------------------------------------------------|-------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>10,000 |
|---------------------------------------------------------------------|-------------------------|

**Name**

FLORINE DIAL JOHNSTON ELEMENTARY

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                         |
|---------------------------------------------------------------------|-------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>15,000 |
|---------------------------------------------------------------------|-------------------------|

**Name**

REINHARDT UNIVERSITY

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>5,000 |
|---------------------------------------------------------------------|------------------------|

**Name**

YOUNG LIFE CHEROKEE COUNTY

**Street**

|             |              |                 |                        |
|-------------|--------------|-----------------|------------------------|
| <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>Foreign Country</b> |
|-------------|--------------|-----------------|------------------------|

|                             |                                |
|-----------------------------|--------------------------------|
| <b>Relationship</b><br>NONE | <b>Foundation Status</b><br>PC |
|-----------------------------|--------------------------------|

|                                                                     |                        |
|---------------------------------------------------------------------|------------------------|
| <b>Purpose of grant/contribution</b><br>GENERAL CHARITABLE PURPOSES | <b>Amount</b><br>8,000 |
|---------------------------------------------------------------------|------------------------|

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

| Amount                          |             |                           |           |                                      |               |                    |           |                            |                             | Totals            |                     |                  |                                          | Cost, Other Basis and Expenses |             |                  |  | Net Gain or Loss |  |
|---------------------------------|-------------|---------------------------|-----------|--------------------------------------|---------------|--------------------|-----------|----------------------------|-----------------------------|-------------------|---------------------|------------------|------------------------------------------|--------------------------------|-------------|------------------|--|------------------|--|
| Check "X" to include in Part IV | Description | CUSIP #                   | Purchaser | Check "X" if Purchaser is a Business | Date Acquired | Acquisition Method | Date Sold | Capital Gains/Losses       |                             | Gross Sales Price | Cost or Other Basis | Valuation Method | Expense of Sale and Cost of Improvements | Depreciation                   | Adjustments | Net Gain or Loss |  |                  |  |
|                                 |             |                           |           |                                      |               |                    |           | Long Term CG Distributions | Short Term CG Distributions |                   |                     |                  |                                          |                                |             |                  |  |                  |  |
| 1                               | X           | JOHN HANCOCK III DISCPLN  | 478030640 |                                      | 12/23/2014    |                    | 3/16/2015 | 3,000                      | 3,016                       |                   |                     |                  |                                          |                                |             | -16              |  |                  |  |
| 2                               | X           | JOHN HANCOCK III DISCPLN  | 478030640 |                                      | 12/23/2014    |                    | 3/24/2015 | 3,000                      | 3,008                       |                   |                     |                  |                                          |                                |             | -8               |  |                  |  |
| 3                               | X           | MAINSTAY ICAP INTERNATIO  | 56063J716 |                                      | 4/23/2014     |                    | 3/24/2015 | 1,500                      | 1,528                       |                   |                     |                  |                                          |                                |             | -28              |  |                  |  |
| 4                               | X           | MANNING & NAPIER WORLD    | 563821545 |                                      | 8/8/2011      |                    | 3/16/2015 | 2,428                      | 2,500                       |                   |                     |                  |                                          |                                |             | -72              |  |                  |  |
| 5                               | X           | MANNING & NAPIER WORLD    | 563821545 |                                      | 10/18/2011    |                    | 3/16/2015 | 5,432                      | 5,550                       |                   |                     |                  |                                          |                                |             | -118             |  |                  |  |
| 6                               | X           | MANNING & NAPIER WORLD    | 563821545 |                                      | 2/6/2012      |                    | 3/16/2015 | 37,405                     | 37,000                      |                   |                     |                  |                                          |                                |             | 405              |  |                  |  |
| 7                               | X           | BLACKROCK GL US CREDIT-I  | 091936732 |                                      | 9/11/2013     |                    | 3/16/2015 | 46,500                     | 46,897                      |                   |                     |                  |                                          |                                |             | -397             |  |                  |  |
| 8                               | X           | MANNING & NAPIER WORLD    | 563821545 |                                      | 9/26/2012     |                    | 3/16/2015 | 32,492                     | 32,800                      |                   |                     |                  |                                          |                                |             | -308             |  |                  |  |
| 9                               | X           | MANNING & NAPIER WORLD    | 563821545 |                                      | 1/9/2013      |                    | 3/16/2015 | 11,879                     | 12,570                      |                   |                     |                  |                                          |                                |             | -691             |  |                  |  |
| 10                              | X           | OPPENHEIMER DEVELOPING    | 683974505 |                                      | 2/6/2012      |                    | 3/16/2015 | 3,000                      | 2,886                       |                   |                     |                  |                                          |                                |             | 114              |  |                  |  |
| 11                              | X           | OPPENHEIMER DEVELOPING    | 683974505 |                                      | 2/6/2012      |                    | 3/24/2015 | 1,250                      | 1,166                       |                   |                     |                  |                                          |                                |             | 84               |  |                  |  |
| 12                              | X           | OSTERWEIS STRATEGIC INC   | 742935489 |                                      | 9/11/2013     |                    | 3/16/2015 | 67,531                     | 70,135                      |                   |                     |                  |                                          |                                |             | -2,604           |  |                  |  |
| 13                              | X           | OSTERWEIS STRATEGIC INC   | 742935489 |                                      | 10/3/2014     |                    | 3/16/2015 | 1,847                      | 1,900                       |                   |                     |                  |                                          |                                |             | -53              |  |                  |  |
| 14                              | X           | OSTERWEIS STRATEGIC INC   | 742935489 |                                      | 12/23/2014    |                    | 3/16/2015 | 7,123                      | 7,091                       |                   |                     |                  |                                          |                                |             | 32               |  |                  |  |
| 15                              | X           | OSTERWEIS STRATEGIC INC   | 742935489 |                                      | 12/23/2014    |                    | 3/24/2015 | 1,250                      | 1,241                       |                   |                     |                  |                                          |                                |             | 9                |  |                  |  |
| 16                              | X           | ABBEY CAP FUTURES STRAT   | 74925K367 |                                      | 3/16/2015     |                    | 3/24/2015 | 1,250                      | 1,267                       |                   |                     |                  |                                          |                                |             | -17              |  |                  |  |
| 17                              | X           | T ROWE PRICE REAL ESTATE  | 779919109 |                                      | 4/23/2014     |                    | 3/16/2015 | 60,329                     | 50,839                      |                   |                     |                  |                                          |                                |             | 9,490            |  |                  |  |
| 18                              | X           | SPDR MSCI ACWI EX-US      | 78463X848 |                                      | 10/3/2014     |                    | 3/24/2015 | 3,537                      | 3,430                       |                   |                     |                  |                                          |                                |             | 107              |  |                  |  |
| 19                              | X           | TEMPLETON GLOBAL BOND F   | 860208400 |                                      | 12/23/2014    |                    | 3/24/2015 | 2,250                      | 2,257                       |                   |                     |                  |                                          |                                |             | -7               |  |                  |  |
| 20                              | X           | VAN ECK EMERGING MARKET   | 921075438 |                                      | 10/3/2014     |                    | 3/24/2015 | 1,000                      | 1,019                       |                   |                     |                  |                                          |                                |             | -19              |  |                  |  |
| 21                              | X           | VANGUARD TOTAL BOND MA    | 921937635 |                                      | 9/25/2012     |                    | 3/24/2015 | 8,337                      | 8,498                       |                   |                     |                  |                                          |                                |             | -161             |  |                  |  |
| 22                              | X           | WASATCH LONG/SHORT FUN    | 936793769 |                                      | 4/4/2013      |                    | 3/16/2015 | 49,847                     | 50,354                      |                   |                     |                  |                                          |                                |             | -507             |  |                  |  |
| 23                              | X           | WASATCH LONG/SHORT FUN    | 936793769 |                                      | 12/23/2014    |                    | 3/16/2015 | 4,128                      | 4,500                       |                   |                     |                  |                                          |                                |             | -372             |  |                  |  |
| 24                              | X           | WASATCH LONG/SHORT FUN    | 936793769 |                                      | 9/26/2012     |                    | 3/16/2015 | 11,526                     | 10,627                      |                   |                     |                  |                                          |                                |             | 899              |  |                  |  |
| 25                              | X           | WFA ABSOLUTE RETURN FUN   | 94987W737 |                                      | 9/26/2012     |                    | 3/24/2015 | 1,000                      | 923                         |                   |                     |                  |                                          |                                |             | 77               |  |                  |  |
| 26                              | X           | WFA ABSOLUTE RETURN FUN   | 94987W737 |                                      | 4/23/2014     |                    | 3/16/2015 | 27,500                     | 28,094                      |                   |                     |                  |                                          |                                |             | -594             |  |                  |  |
| 27                              | X           | WFA ABSOLUTE RETURN FUN   | 94987W737 |                                      | 4/23/2014     |                    | 3/24/2015 | 1,000                      | 1,023                       |                   |                     |                  |                                          |                                |             | -23              |  |                  |  |
| 28                              | X           | BLACKROCK GL US CREDIT-I  | 091936732 |                                      | 9/11/2013     |                    | 3/24/2015 | 1,000                      | 1,011                       |                   |                     |                  |                                          |                                |             | -11              |  |                  |  |
| 29                              | X           | BLACKSTONE ALT MULTI-STR  | 09257V201 |                                      | 10/3/2014     |                    | 3/24/2015 | 1,000                      | 976                         |                   |                     |                  |                                          |                                |             | 24               |  |                  |  |
| 30                              | X           | BRANDES INTL S/C EQUITY-I | 105262737 |                                      | 4/23/2014     |                    | 3/16/2015 | 3,000                      | 3,245                       |                   |                     |                  |                                          |                                |             | -245             |  |                  |  |
| 31                              | X           | BRANDES INTL S/C EQUITY-I | 105262737 |                                      | 4/23/2014     |                    | 3/24/2015 | 1,000                      | 1,058                       |                   |                     |                  |                                          |                                |             | -58              |  |                  |  |
| 32                              | X           | EATON VANCE FLOATING RA   | 277911491 |                                      | 4/4/2013      |                    | 3/16/2015 | 55,427                     | 56,784                      |                   |                     |                  |                                          |                                |             | -1,357           |  |                  |  |
| 33                              | X           | EATON VANCE FLOATING RA   | 277911491 |                                      | 4/23/2014     |                    | 3/16/2015 | 1,969                      | 2,000                       |                   |                     |                  |                                          |                                |             | -31              |  |                  |  |
| 34                              | X           | GOTHAM NEUTRAL FUND-INS   | 360873111 |                                      | 10/3/2014     |                    | 3/24/2015 | 10,500                     | 11,327                      |                   |                     |                  |                                          |                                |             | 827              |  |                  |  |
| 35                              | X           | GOTHAM NEUTRAL FUND-INS   | 360873111 |                                      | 10/3/2014     |                    | 3/24/2015 | 1,000                      | 1,075                       |                   |                     |                  |                                          |                                |             | -75              |  |                  |  |
| 36                              | X           | T ROWE PRICE INST L/C GRV | 45775L408 |                                      | 12/23/2014    |                    | 3/24/2015 | 2,750                      | 2,557                       |                   |                     |                  |                                          |                                |             | 193              |  |                  |  |
| 37                              | X           | ISHARES CORE S&P 500 ETF  | 464287200 |                                      | 12/23/2014    |                    | 3/16/2015 | 7,318                      | 7,373                       |                   |                     |                  |                                          |                                |             | -55              |  |                  |  |
| 38                              | X           | ISHARES CORE S&P 500 ETF  | 464287200 |                                      | 12/23/2014    |                    | 3/24/2015 | 5,314                      | 5,266                       |                   |                     |                  |                                          |                                |             | 48               |  |                  |  |
| 39                              | X           | ISHARES RUSSELL MIDCAP E  | 464287499 |                                      | 3/16/2015     |                    | 3/24/2015 | 4,388                      | 4,312                       |                   |                     |                  |                                          |                                |             | 76               |  |                  |  |
| 40                              | X           | ISHARES RUSSELL 1000 VALL | 464287598 |                                      | 12/23/2014    |                    | 3/24/2015 | 5,251                      | 5,310                       |                   |                     |                  |                                          |                                |             | -59              |  |                  |  |
| 41                              | X           | ISHARES RUSSELL 1000 GRO  | 464287614 |                                      | 12/23/2014    |                    | 3/16/2015 | 12,391                     | 12,137                      |                   |                     |                  |                                          |                                |             | 254              |  |                  |  |
| 42                              | X           | ISHARES RUSSELL 1000 GRO  | 464287614 |                                      | 12/23/2014    |                    | 3/24/2015 | 7,584                      | 7,282                       |                   |                     |                  |                                          |                                |             | 302              |  |                  |  |
| 43                              | X           | ISHARES RUSSELL 2000 ETF  | 464287655 |                                      | 9/25/2012     |                    | 3/16/2015 | 3,078                      | 2,092                       |                   |                     |                  |                                          |                                |             | 986              |  |                  |  |
| 44                              | X           | ISHARES CORE MSCI PACIFIC | 46434V696 |                                      | 10/3/2014     |                    | 3/16/2015 | 6,385                      | 6,086                       |                   |                     |                  |                                          |                                |             | 299              |  |                  |  |
| 45                              | X           | SEE ATTACHED STATEMENT    | VARIOUS   |                                      |               |                    |           | 1,884,257                  | 1,729,055                   |                   |                     |                  |                                          |                                |             | 155,202          |  |                  |  |

155,202

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

|             |               | 2,500                                | 0                        | 0                      | 2,500                                                            |
|-------------|---------------|--------------------------------------|--------------------------|------------------------|------------------------------------------------------------------|
| Description |               | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes<br>(Cash Basis Only) |
| 1           | TAX PREP FEES | 2,500                                |                          |                        | 2,500                                                            |

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

|             |             | 990                                  | 990                      | 0                      | 0                                           |
|-------------|-------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Description |             | Revenue<br>and Expenses<br>per Books | Net Investment<br>Income | Adjusted<br>Net Income | Disbursements<br>for Charitable<br>Purposes |
| 1           | FOREIGN TAX | 990                                  | 990                      |                        |                                             |

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

| Asset Description |                        | Basis of Valuation | Book Value Beg. of Year | Book Value End of Year | FMV End of Year |
|-------------------|------------------------|--------------------|-------------------------|------------------------|-----------------|
| 1                 | SEE ATTACHED STATEMENT |                    | 2,514,120               | 2,545,575              | 3,035,371       |

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

| Long Term CG Distributions |                                |               |            |           |           |                   |           |                      |           | Short Term CG Distributions |   |                                          |   |              |   |                      |   |                               |   | Amount                       |   |                                                        |         |
|----------------------------|--------------------------------|---------------|------------|-----------|-----------|-------------------|-----------|----------------------|-----------|-----------------------------|---|------------------------------------------|---|--------------|---|----------------------|---|-------------------------------|---|------------------------------|---|--------------------------------------------------------|---------|
| CUSIP #                    |                                | Date Acquired |            | Date Sold |           | Gross Sales Price |           | Depreciation Allowed |           | Adjustments                 |   | Cost or Other Basis Plus Expense of Sale |   | Gain or Loss |   | F M V as of 12/31/69 |   | Adjusted Basis as of 12/31/69 |   | Excess of FMV Over Adj Basis |   | Gain Minus Excess of FMV Over Adjusted Basis or Losses |         |
| 1                          | JOHN HANCOCK (I) DISCIPL V-I   | 478030640     | 12/23/2014 | 3/16/2015 | 3,000     | 0                 | 3,000     | 0                    | 3,016     | 0                           | 0 | 3,016                                    | 0 | -16          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 159,888 |
| 2                          | JOHN HANCOCK (I) DISCIPL V-I   | 478030640     | 12/23/2014 | 3/16/2015 | 3,000     | 0                 | 3,000     | 0                    | 3,008     | 0                           | 0 | 3,008                                    | 0 | -8           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -8      |
| 3                          | MANSTAY (CAP) INTERNATIONAL I  | 560531716     | 4/23/2014  | 3/16/2015 | 1,500     | 0                 | 1,500     | 0                    | 1,528     | 0                           | 0 | 1,528                                    | 0 | -28          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -28     |
| 4                          | MANNING & NAPIER WORLD OPPOR   | 563821545     | 8/8/2011   | 3/16/2015 | 2,425     | 0                 | 2,425     | 0                    | 2,500     | 0                           | 0 | 2,500                                    | 0 | -72          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -72     |
| 5                          | MANNING & NAPIER WORLD OPPOR   | 563821545     | 10/18/2011 | 3/16/2015 | 5,432     | 0                 | 5,432     | 0                    | 5,550     | 0                           | 0 | 5,550                                    | 0 | -118         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -118    |
| 6                          | MANNING & NAPIER WORLD OPPOR   | 563821545     | 2/6/2012   | 3/16/2015 | 37,405    | 0                 | 37,405    | 0                    | 37,000    | 0                           | 0 | 37,000                                   | 0 | 405          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 405     |
| 7                          | BLACKROCK GL US CREDIT INS     | 091936732     | 9/11/2013  | 3/16/2015 | 46,500    | 0                 | 46,500    | 0                    | 46,897    | 0                           | 0 | 46,897                                   | 0 | -397         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -397    |
| 8                          | MANNING & NAPIER WORLD OPPOR   | 563821545     | 9/26/2012  | 3/16/2015 | 32,492    | 0                 | 32,492    | 0                    | 32,800    | 0                           | 0 | 32,800                                   | 0 | -308         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -308    |
| 9                          | MANNING & NAPIER WORLD OPPOR   | 563821545     | 1/9/2013   | 3/16/2015 | 11,875    | 0                 | 11,875    | 0                    | 12,570    | 0                           | 0 | 12,570                                   | 0 | -691         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -691    |
| 10                         | OPPENHEIMER DEVELOPING MKT-Y   | 663974505     | 2/6/2012   | 3/16/2015 | 3,000     | 0                 | 3,000     | 0                    | 2,866     | 0                           | 0 | 2,866                                    | 0 | 114          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 114     |
| 11                         | OPPENHEIMER DEVELOPING MKT-Y   | 663974505     | 2/6/2012   | 3/16/2015 | 1,250     | 0                 | 1,250     | 0                    | 1,166     | 0                           | 0 | 1,166                                    | 0 | 84           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 84      |
| 12                         | OSTERWEIS STRATEGIC INC FD I   | 742935488     | 9/11/2013  | 3/16/2015 | 67,531    | 0                 | 67,531    | 0                    | 70,135    | 0                           | 0 | 70,135                                   | 0 | -2,604       | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -2,604  |
| 13                         | OSTERWEIS STRATEGIC INC FD I   | 742935488     | 10/3/2014  | 3/16/2015 | 1,847     | 0                 | 1,847     | 0                    | 1,900     | 0                           | 0 | 1,900                                    | 0 | -53          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -53     |
| 14                         | OSTERWEIS STRATEGIC INC FD I   | 742935488     | 12/23/2014 | 3/16/2015 | 7,123     | 0                 | 7,123     | 0                    | 7,091     | 0                           | 0 | 7,091                                    | 0 | 32           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 32      |
| 15                         | OSTERWEIS STRATEGIC INC FD I   | 742935488     | 12/23/2014 | 3/16/2015 | 1,250     | 0                 | 1,250     | 0                    | 1,241     | 0                           | 0 | 1,241                                    | 0 | 9            | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 9       |
| 16                         | ABBEE CAP FUTURES STRAT-I      | 74925K367     | 3/16/2015  | 3/16/2015 | 1,250     | 0                 | 1,250     | 0                    | 1,267     | 0                           | 0 | 1,267                                    | 0 | -17          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -17     |
| 17                         | T ROWE PRICE REAL ESTATE FUND  | 779619109     | 4/23/2014  | 3/16/2015 | 60,329    | 0                 | 60,329    | 0                    | 50,839    | 0                           | 0 | 50,839                                   | 0 | 9,490        | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 9,490   |
| 18                         | SPDR MSCI ACWI EXUS            | 78463K448     | 10/3/2014  | 3/16/2015 | 3,537     | 0                 | 3,537     | 0                    | 3,430     | 0                           | 0 | 3,430                                    | 0 | 107          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 107     |
| 19                         | TEMPLETON GLOBAL BOND FUND-AD  | 860208400     | 12/23/2014 | 3/16/2015 | 2,250     | 0                 | 2,250     | 0                    | 2,257     | 0                           | 0 | 2,257                                    | 0 | -7           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -7      |
| 20                         | VAN ECK EMERGING MARKETS-I     | 921075438     | 10/3/2014  | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 1,019     | 0                           | 0 | 1,019                                    | 0 | -19          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -19     |
| 21                         | VANGUARD TOTAL BOND MARKET     | 921937835     | 9/25/2012  | 3/16/2015 | 8,337     | 0                 | 8,337     | 0                    | 8,498     | 0                           | 0 | 8,498                                    | 0 | -161         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -161    |
| 22                         | WASATCH LONG/SHORT FUND INS    | 936793769     | 4/4/2013   | 3/16/2015 | 49,847    | 0                 | 49,847    | 0                    | 50,354    | 0                           | 0 | 50,354                                   | 0 | -507         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -507    |
| 23                         | WASATCH LONG/SHORT FUND INS    | 936793769     | 12/23/2014 | 3/16/2015 | 4,128     | 0                 | 4,128     | 0                    | 4,500     | 0                           | 0 | 4,500                                    | 0 | -372         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -372    |
| 24                         | WASATCH LONG/SHORT FUND INS    | 936793769     | 9/26/2012  | 3/16/2015 | 11,526    | 0                 | 11,526    | 0                    | 10,627    | 0                           | 0 | 10,627                                   | 0 | 899          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 899     |
| 25                         | WASATCH LONG/SHORT FUND INS    | 936793769     | 9/26/2012  | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 923       | 0                           | 0 | 923                                      | 0 | 77           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 77      |
| 26                         | WFA ABSOLUTE RETURN FUND-INS   | 94887W737     | 4/23/2014  | 3/16/2015 | 27,500    | 0                 | 27,500    | 0                    | 28,094    | 0                           | 0 | 28,094                                   | 0 | -594         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -594    |
| 27                         | WFA ABSOLUTE RETURN FUND-INS   | 94887W737     | 4/23/2014  | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 1,023     | 0                           | 0 | 1,023                                    | 0 | -23          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -23     |
| 28                         | BLACKROCK GL US CREDIT INS     | 091936732     | 9/11/2013  | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 1,011     | 0                           | 0 | 1,011                                    | 0 | -11          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -11     |
| 29                         | BLACKSTONE ALT MUL-TI-STRAT-I  | 09257V201     | 10/3/2014  | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 976       | 0                           | 0 | 976                                      | 0 | 24           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 24      |
| 30                         | BRANDES INTL S/C EQUITY-I      | 10526Z737     | 4/23/2014  | 3/16/2015 | 3,000     | 0                 | 3,000     | 0                    | 3,245     | 0                           | 0 | 3,245                                    | 0 | -245         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -245    |
| 31                         | BRANDES INTL S/C EQUITY-I      | 10526Z737     | 4/23/2014  | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 1,058     | 0                           | 0 | 1,058                                    | 0 | -58          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -58     |
| 32                         | EATON VANCE FLOATING RATE-I    | 277911491     | 4/4/2013   | 3/16/2015 | 55,427    | 0                 | 55,427    | 0                    | 56,784    | 0                           | 0 | 56,784                                   | 0 | -1,357       | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -1,357  |
| 33                         | EATON VANCE FLOATING RATE-I    | 277911491     | 4/23/2014  | 3/16/2015 | 1,969     | 0                 | 1,969     | 0                    | 2,000     | 0                           | 0 | 2,000                                    | 0 | -31          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -31     |
| 34                         | GOTHAM NEUTRAL FUND-INSTL      | 360873111     | 10/3/2014  | 3/16/2015 | 10,500    | 0                 | 10,500    | 0                    | 11,327    | 0                           | 0 | 11,327                                   | 0 | -827         | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -827    |
| 35                         | GOTHAM NEUTRAL FUND-INSTL      | 360873111     | 12/23/2014 | 3/16/2015 | 1,000     | 0                 | 1,000     | 0                    | 1,075     | 0                           | 0 | 1,075                                    | 0 | -75          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -75     |
| 36                         | T ROWE PRICE INST LC GRWTH     | 45775L408     | 12/23/2014 | 3/16/2015 | 2,750     | 0                 | 2,750     | 0                    | 2,557     | 0                           | 0 | 2,557                                    | 0 | 193          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 193     |
| 37                         | SHARES CORE S&P 500 ETF        | 464287200     | 12/23/2014 | 3/16/2015 | 7,318     | 0                 | 7,318     | 0                    | 7,373     | 0                           | 0 | 7,373                                    | 0 | -55          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -55     |
| 38                         | SHARES CORE S&P 500 ETF        | 464287200     | 12/23/2014 | 3/16/2015 | 5,114     | 0                 | 5,114     | 0                    | 5,266     | 0                           | 0 | 5,266                                    | 0 | -48          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -48     |
| 39                         | SHARES RUSSELL MIDCAP ETF      | 464287499     | 3/16/2015  | 3/16/2015 | 4,388     | 0                 | 4,388     | 0                    | 4,312     | 0                           | 0 | 4,312                                    | 0 | 76           | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 76      |
| 40                         | SHARES RUSSELL 1000 VALUE ETF  | 464287598     | 12/23/2014 | 3/16/2015 | 5,251     | 0                 | 5,251     | 0                    | 5,310     | 0                           | 0 | 5,310                                    | 0 | -59          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | -59     |
| 41                         | SHARES RUSSELL 1000 GROWTH ETF | 464287614     | 12/23/2014 | 3/16/2015 | 12,391    | 0                 | 12,391    | 0                    | 12,137    | 0                           | 0 | 12,137                                   | 0 | 254          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 254     |
| 42                         | SHARES RUSSELL 1000 GROWTH ETF | 464287614     | 12/23/2014 | 3/16/2015 | 7,594     | 0                 | 7,594     | 0                    | 7,282     | 0                           | 0 | 7,282                                    | 0 | 302          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 302     |
| 43                         | SHARES RUSSELL 2000 ETF        | 464297655     | 9/25/2012  | 3/16/2015 | 3,078     | 0                 | 3,078     | 0                    | 2,989     | 0                           | 0 | 2,989                                    | 0 | 886          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 886     |
| 44                         | SHARES CORE MSCI PACIFIC ETF   | 46434V696     | 10/3/2014  | 3/16/2015 | 1,864,257 | 0                 | 1,864,257 | 0                    | 1,729,055 | 0                           | 0 | 1,729,055                                | 0 | 299          | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 299     |
| 45                         | SEE ATTACHED STATEMENT         | VARIOUS       |            |           |           |                   |           |                      |           |                             |   |                                          |   | 155,202      | 0 | 0                    | 0 | 0                             | 0 | 0                            | 0 | 0                                                      | 155,202 |

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

| Name |                     | Check "x" if Business | Street                      | City      | State | Zip Code | Foreign Country | Title             | Avg Hrs Per Week | Compensation | Benefits | Expense Account |
|------|---------------------|-----------------------|-----------------------------|-----------|-------|----------|-----------------|-------------------|------------------|--------------|----------|-----------------|
| 1    | SUNTRUST BANKS, INC |                       | P O BOX 4655                | ATLANTA   | GA    | 30302    |                 | TRUSTEE           | AS REQD          | 23,945       |          |                 |
| 2    | DEBBIE COUCH        |                       | P O BOX 4655                | ATLANTA   | GA    | 30302    |                 | SECRETARY/AS REQD | 0                | 0            |          |                 |
| 3    | WILLIAM J JOHNSTON  |                       | P O BOX 553                 | WOODSTOCK | GA    | 30188    |                 | ADVISOR           | AS REQD          | 0            |          |                 |
| 4    | LYNN H JOHNSTON     |                       | 5050 HIDDEN BRANCHES CIRCLE | DUNWOODY  | GA    | 30338    |                 | ADVISOR           | AS REQD          | 0            |          |                 |
| 5    | G CECIL PRUETT      |                       | 371 HILTON WAY              | CANTON    | GA    | 30114    |                 | ADVISOR           | AS REQD          | 0            |          |                 |
|      |                     |                       |                             |           |       |          |                 |                   |                  | 23,945       | 0        | 0               |

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

|                                                  | Date | Amount |
|--------------------------------------------------|------|--------|
| 1 Credit from prior year return . . . . .        | 1    | 1,430  |
| 2 First quarter estimated tax payment . . . . .  | 2    |        |
| 3 Second quarter estimated tax payment . . . . . | 3    |        |
| 4 Third quarter estimated tax payment . . . . .  | 4    |        |
| 5 Fourth quarter estimated tax payment . . . . . | 5    |        |
| 6 Other payments . . . . .                       | 6    |        |
| 7 Total . . . . .                                | 7    | 1,430  |

**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  | 133,760 |
| 2  |                                                                                                  | 2  |         |
| 3  |                                                                                                  | 3  |         |
| 4  |                                                                                                  | 4  |         |
| 5  |                                                                                                  | 5  |         |
| 6  |                                                                                                  | 6  |         |
| 7  |                                                                                                  | 7  |         |
| 8  |                                                                                                  | 8  |         |
| 9  |                                                                                                  | 9  |         |
| 10 | Total                                                                                            | 10 | 133,760 |

## SunTrust

Page 1 of 4

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

6/3/2015 15:29:17

Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 4/1/2014 - 12/31/2014

| Type                 | Description                          | Date      | Shares     | Price      | Fed Cost   | State Cost | Fed Gain   | State Gain | (Type) |
|----------------------|--------------------------------------|-----------|------------|------------|------------|------------|------------|------------|--------|
| 003020336            | ABERDEEN EQUITY LONG SHORT-I         |           |            |            |            |            |            |            |        |
| Sold                 | 10/03/14                             | 4591.601  | 56,798.10  |            |            |            |            |            |        |
| Acq                  | 04/23/14                             | 246.711   | 3,051.81   | 3,000.00   | 3,000.00   | 51.81      | 51.81      | S          |        |
| Acq                  | 10/18/11                             | 4344.89   | 53,746.29  | 48,532.43  | 48,532.43  | 5,213.86   | 5,213.86   | L          |        |
| Total for 10/3/2014  |                                      |           |            | 51,532.43  | 51,532.43  | 5,265.67   | 5,265.67   |            |        |
| 091936732            | BLACKROCK GLOBAL L/S CREDIT-INSTL    |           |            |            |            |            |            |            |        |
| Sold                 | 10/03/14                             | 110.294   | 1,200.00   |            |            |            |            |            |        |
| Acq                  | 09/11/13                             | 110.294   | 1,200.00   | 1,173.53   | 1,173.53   | 26.47      | 26.47      | L          |        |
| Total for 10/3/2014  |                                      |           |            | 1,173.53   | 1,173.53   | 26.47      | 26.47      |            |        |
| 091936732            | BLACKROCK GLOBAL L/S CREDIT-INSTL    |           |            |            |            |            |            |            |        |
| Sold                 | 12/23/14                             | 2025.072  | 21,000.00  |            |            |            |            |            |        |
| Acq                  | 09/11/13                             | 2025.072  | 21,000.00  | 21,546.77  | 21,546.77  | -546.77    | -546.77    | L          |        |
| Total for 12/23/2014 |                                      |           |            | 21,546.77  | 21,546.77  | -546.77    | -546.77    |            |        |
| 277911491            | EATON VANCE FLTG-RT-I                |           |            |            |            |            |            |            |        |
| Sold                 | 12/23/14                             | 1516.854  | 13,500.00  |            |            |            |            |            |        |
| Acq                  | 04/04/13                             | 1516.854  | 13,500.00  | 13,970.22  | 13,970.22  | -470.22    | -470.22    | L          |        |
| Total for 12/23/2014 |                                      |           |            | 13,970.22  | 13,970.22  | -470.22    | -470.22    |            |        |
| 34984T600            | FORUM ABSOLUTE STRATEGIES-I          |           |            |            |            |            |            |            |        |
| Sold                 | 04/23/14                             | 11545.372 | 128,038.18 |            |            |            |            |            |        |
| Acq                  | 01/09/13                             | 903.342   | 10,018.06  | 10,000.00  | 10,000.00  | 18.06      | 18.06      | L          |        |
| Acq                  | 10/18/11                             | 8847.782  | 98,121.91  | 97,856.47  | 97,856.47  | 265.44     | 265.44     | L          |        |
| Acq                  | 02/06/12                             | 644.941   | 7,152.40   | 7,075.00   | 7,075.00   | 77.40      | 77.40      | L          |        |
| Acq                  | 09/26/12                             | 1149.307  | 12,745.82  | 12,941.20  | 12,941.20  | -195.38    | -195.38    | L          |        |
| Total for 4/23/2014  |                                      |           |            | 127,872.67 | 127,872.67 | 165.51     | 165.51     |            |        |
| 38142Y401            | GOLDMAN SACHS GROWTH OPPTY-S-I       |           |            |            |            |            |            |            |        |
| Sold                 | 04/23/14                             | 2463.998  | 74,856.26  |            |            |            |            |            |        |
| Acq                  | 01/15/10                             | 2072.8    | 62,971.66  | 42,720.41  | 42,720.41  | 20,251.25  | 20,251.25  | L          |        |
| Acq                  | 08/08/11                             | 391.198   | 11,884.60  | 8,000.00   | 8,000.00   | 3,884.60   | 3,884.60   | L          |        |
| Total for 4/23/2014  |                                      |           |            | 50,720.41  | 50,720.41  | 24,135.85  | 24,135.85  |            |        |
| 38145N303            | GOLDMAN SACHS LOCAL EMRG MKTS DEBT-I |           |            |            |            |            |            |            |        |
| Sold                 | 12/23/14                             | 8825.11   | 65,658.82  |            |            |            |            |            |        |
| Acq                  | 04/04/13                             | 6856.112  | 51,009.47  | 65,926.32  | 66,709.97  | -14,916.85 | -15,700.50 | L          |        |
| Acq                  | 09/11/13                             | 1470.245  | 10,938.62  | 12,431.95  | 12,600.00  | -1,493.33  | -1,661.38  | L          |        |
| Acq                  | 10/03/14                             | 498.753   | 3,710.72   | 4,000.00   | 4,000.00   | -289.28    | -289.28    | S          |        |
| Total for 12/23/2014 |                                      |           |            | 82,358.27  | 83,309.97  | -16,699.45 | -17,651.15 |            |        |
| 45775L408            | T ROWE PRICE INSTL LARGE-CAP GRWTH-I |           |            |            |            |            |            |            |        |
| Sold                 | 10/03/14                             | 1167.137  | 33,100.00  |            |            |            |            |            |        |
| Acq                  | 10/18/11                             | 1167.137  | 33,100.00  | 19,082.69  | 19,082.69  | 14,017.31  | 14,017.31  | L          |        |
| Total for 10/3/2014  |                                      |           |            | 19,082.69  | 19,082.69  | 14,017.31  | 14,017.31  |            |        |
| 464287473            | ISHARES RUSSELL MIDCAP VALUE INDEX   |           |            |            |            |            |            |            |        |
| Sold                 | 04/23/14                             | 1600      | 110,354.99 |            |            |            |            |            |        |
| Acq                  | 04/04/13                             | 280       | 19,312.12  | 15,696.80  | 15,696.80  | 3,615.32   | 3,615.32   | L          |        |

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

\* Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 4/1/2014 - 12/31/2014

| Type                 | Description                          | Date     | Shares   | Price      | Fed Cost  | State Cost | Fed Gain  | State Gain | (Type) |
|----------------------|--------------------------------------|----------|----------|------------|-----------|------------|-----------|------------|--------|
| 464287473            | ISHARES RUSSELL MIDCAP VALUE INDEX   |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 04/23/14 | 1600     | 110,354.99 |           |            |           |            |        |
| Acq                  |                                      | 04/04/13 | 1320     | 91,042.87  | 73,761.47 | 73,761.47  | 17,281.40 | 17,281.40  | L      |
| Total for 4/23/2014  |                                      |          |          |            | 89,458.27 | 89,458.27  | 20,896.72 | 20,896.72  |        |
| 464287499            | ISHARES TR RUSSELL MIDCAP INDEX ETF  |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 10/03/14 | 17       | 2,675.57   |           |            |           |            |        |
| Acq                  |                                      | 04/23/14 | 17       | 2,675.57   | 2,621.62  | 2,621.62   | 53.95     | 53.95      | S      |
| Total for 10/3/2014  |                                      |          |          |            | 2,621.62  | 2,621.62   | 53.95     | 53.95      |        |
| 464287499            | ISHARES TR RUSSELL MIDCAP INDEX ETF  |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 12/23/14 | 28       | 4,742.39   |           |            |           |            |        |
| Acq                  |                                      | 04/23/14 | 28       | 4,742.39   | 4,317.97  | 4,317.97   | 424.42    | 424.42     | S      |
| Total for 12/23/2014 |                                      |          |          |            | 4,317.97  | 4,317.97   | 424.42    | 424.42     |        |
| 464287598            | ISHARES TR RUSSELL 1000 VALUE INDEX  |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 04/23/14 | 725      | 70,275.66  |           |            |           |            |        |
| Acq                  |                                      | 09/25/12 | 416      | 40,323.69  | 30,075.47 | 30,075.47  | 10,248.22 | 10,248.22  | L      |
| Acq                  |                                      | 09/11/13 | 309      | 29,951.97  | 26,913.90 | 26,913.90  | 3,038.07  | 3,038.07   | S      |
| Total for 4/23/2014  |                                      |          |          |            | 56,989.37 | 56,989.37  | 13,286.29 | 13,286.29  |        |
| 464287614            | ISHARES TR RUSSELL 1000 GROWTH INDEX |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 04/23/14 | 810      | 69,929.80  |           |            |           |            |        |
| Acq                  |                                      | 09/25/12 | 159      | 13,726.96  | 10,637.10 | 10,637.10  | 3,089.86  | 3,089.86   | L      |
| Acq                  |                                      | 09/11/13 | 651      | 56,202.84  | 50,537.13 | 50,537.13  | 5,665.71  | 5,665.71   | S      |
| Total for 4/23/2014  |                                      |          |          |            | 61,174.23 | 61,174.23  | 8,755.57  | 8,755.57   |        |
| 464287655            | ISHARES TR RUSSELL 2000 INDEX ETF    |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 04/23/14 | 315      | 35,926.12  |           |            |           |            |        |
| Acq                  |                                      | 09/25/12 | 315      | 35,926.12  | 26,357.50 | 26,357.50  | 9,568.62  | 9,568.62   | L      |
| Total for 4/23/2014  |                                      |          |          |            | 26,357.50 | 26,357.50  | 9,568.62  | 9,568.62   |        |
| 464287655            | ISHARES TR RUSSELL 2000 INDEX ETF    |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 12/23/14 | 23       | 2,766.94   |           |            |           |            |        |
| Acq                  |                                      | 10/03/14 | 23       | 2,766.94   | 2,525.17  | 2,525.17   | 241.77    | 241.77     | S      |
| Total for 12/23/2014 |                                      |          |          |            | 2,525.17  | 2,525.17   | 241.77    | 241.77     |        |
| 46434V738            | ISHARES CORE MSCI EUROPE             |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 12/23/14 | 1905     | 84,348.67  |           |            |           |            |        |
| Acq                  |                                      | 10/03/14 | 1905     | 84,348.67  | 85,303.80 | 85,303.80  | -955.13   | -955.13    | S      |
| Total for 12/23/2014 |                                      |          |          |            | 85,303.80 | 85,303.80  | -955.13   | -955.13    |        |
| 47803U640            | JOHN HANCOCK III DISCIPLINED VALUE-I |          |          |            |           |            |           |            |        |
| Sold                 |                                      | 10/03/14 | 1710.665 | 32,400.00  |           |            |           |            |        |
| Acq                  |                                      | 04/23/14 | 962.801  | 18,235.45  | 17,600.00 | 17,600.00  | 635.45    | 635.45     | S      |
| Acq                  |                                      | 09/11/13 | 747.864  | 14,164.55  | 13,035.27 | 13,035.27  | 1,129.28  | 1,129.28   | L      |
| Total for 10/3/2014  |                                      |          |          |            | 30,635.27 | 30,635.27  | 1,764.73  | 1,764.73   |        |

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**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual**  
**funds or CTF's - See Tax Transaction Detail)**

Account Id: 1112932

**TR JOE E JOHNSTON FDN U/W**  
**Trust Year 4/1/2014 - 12/31/2014**

| Type      | Description                         | Date     | Shares    | Price      | Fed Cost   | State Cost | Fed Gain  | State Gain | (Type) |
|-----------|-------------------------------------|----------|-----------|------------|------------|------------|-----------|------------|--------|
| 4812A1142 | JPMORGAN TR I US EQUITY-I           |          |           |            |            |            |           |            |        |
| Sold      |                                     | 10/03/14 | 18070 371 | 272,139 79 |            |            |           |            |        |
| Acq       |                                     | 04/04/13 | 18070 371 | 272,139.79 | 222,265.57 | 222,265 57 | 49,874 22 | 49,874 22  | L      |
|           | <b>Total for 10/3/2014</b>          |          |           |            | 222,265 57 | 222,265 57 | 49,874 22 | 49,874 22  |        |
| 56063J716 | MAINSTAY ICAP INTL-I                |          |           |            |            |            |           |            |        |
| Sold      |                                     | 10/03/14 | 682 604   | 23,700 00  |            |            |           |            |        |
| Acq       |                                     | 04/23/14 | 682 604   | 23,700.00  | 24,662 48  | 24,662 48  | -962 48   | -962 48    | S      |
|           | <b>Total for 10/3/2014</b>          |          |           |            | 24,662 48  | 24,662 48  | -962 48   | -962.48    |        |
| 56063J716 | MAINSTAY ICAP INTL-I                |          |           |            |            |            |           |            |        |
| Sold      |                                     | 12/23/14 | 1476.793  | 49,000 00  |            |            |           |            |        |
| Acq       |                                     | 04/23/14 | 1476 793  | 49,000 00  | 53,356 54  | 53,356 54  | -4,356 54 | -4,356 54  | S      |
|           | <b>Total for 12/23/2014</b>         |          |           |            | 53,356 54  | 53,356 54  | -4,356 54 | -4,356 54  |        |
| 563821545 | MANNING & NAPIER WORLD OPPTYS-A     |          |           |            |            |            |           |            |        |
| Sold      |                                     | 04/23/14 | 3333 333  | 31,000 00  |            |            |           |            |        |
| Acq       |                                     | 07/18/11 | 3333 333  | 31,000 00  | 29,300 00  | 29,300 00  | 1,700 00  | 1,700 00   | L      |
|           | <b>Total for 4/23/2014</b>          |          |           |            | 29,300 00  | 29,300 00  | 1,700 00  | 1,700 00   |        |
| 563821545 | MANNING & NAPIER WORLD OPPTYS-A     |          |           |            |            |            |           |            |        |
| Sold      |                                     | 10/03/14 | 19393 939 | 160,000 00 |            |            |           |            |        |
| Acq       |                                     | 04/04/13 | 11028 5   | 90,985.13  | 89,000 00  | 89,000 00  | 1,985 13  | 1,985 13   | L      |
| Acq       |                                     | 01/09/13 | 2663 878  | 21,976 99  | 20,831 53  | 20,831.53  | 1,145 46  | 1,145 46   | L      |
| Acq       |                                     | 07/18/11 | 5701 561  | 47,037 88  | 50,116.72  | 50,116.72  | -3,078 84 | -3,078 84  | L      |
|           | <b>Total for 10/3/2014</b>          |          |           |            | 159,948 25 | 159,948 25 | 51 75     | 51 75      |        |
| 563821545 | MANNING & NAPIER WORLD OPPTYS-A     |          |           |            |            |            |           |            |        |
| Sold      |                                     | 12/23/14 | 5345 061  | 39,500 00  |            |            |           |            |        |
| Acq       |                                     | 01/09/13 | 5345 061  | 39,500 00  | 41,798 38  | 41,798 38  | -2,298 38 | -2,298 38  | L      |
|           | <b>Total for 12/23/2014</b>         |          |           |            | 41,798 38  | 41,798 38  | -2,298 38 | -2,298 38  |        |
| 683974505 | OPPENHEIMER DEVELOPING MKTS INSTL-Y |          |           |            |            |            |           |            |        |
| Sold      |                                     | 04/23/14 | 1678 754  | 62,500 00  |            |            |           |            |        |
| Acq       |                                     | 04/04/13 | 1161 573  | 43,245 35  | 40,132 37  | 40,132 37  | 3,112 98  | 3,112 98   | L      |
| Acq       |                                     | 01/09/13 | 517.181   | 19,254 65  | 18,266 83  | 18,266 83  | 987 82    | 987 82     | L      |
|           | <b>Total for 4/23/2014</b>          |          |           |            | 58,399 20  | 58,399 20  | 4,100 80  | 4,100 80   |        |
| 683974505 | OPPENHEIMER DEVELOPING MKTS INSTL-Y |          |           |            |            |            |           |            |        |
| Sold      |                                     | 10/03/14 | 1507 999  | 57,500 00  |            |            |           |            |        |
| Acq       |                                     | 02/06/12 | 844 186   | 32,188 81  | 27,503 58  | 27,503 58  | 4,685 23  | 4,685 23   | L      |
| Acq       |                                     | 09/26/12 | 551 87    | 21,042 80  | 18,300 00  | 18,300 00  | 2,742 80  | 2,742 80   | L      |
| Acq       |                                     | 04/04/13 | 111 943   | 4,268 39   | 3,867 63   | 3,867 63   | 400 76    | 400 76     | L      |
|           | <b>Total for 10/3/2014</b>          |          |           |            | 49,671 21  | 49,671 21  | 7,828 79  | 7,828 79   |        |
| 683974505 | OPPENHEIMER DEVELOPING MKTS INSTL-Y |          |           |            |            |            |           |            |        |
| Sold      |                                     | 12/23/14 | 540 848   | 19,000 00  |            |            |           |            |        |
| Acq       |                                     | 02/06/12 | 540 848   | 19,000 00  | 17,620 82  | 17,620 82  | 1,379.18  | 1,379 18   | L      |
|           | <b>Total for 12/23/2014</b>         |          |           |            | 17,620 82  | 17,620 82  | 1,379 18  | 1,379 18   |        |

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

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\* Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 4/1/2014 - 12/31/2014

| Type                       | Description                        | Date     | Shares    | Price      | Fed Cost      | State Cost   | Fed Gain   | State Gain | (Type) |
|----------------------------|------------------------------------|----------|-----------|------------|---------------|--------------|------------|------------|--------|
| 693390700                  | PIMCO TOTAL RETURN-I               |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 09/29/14 | 10588.631 | 115,098.42 |               |              |            |            |        |
| Acq                        |                                    | 04/23/14 | 637.708   | 6,931.89   | 6,900.00      | 6,900.00     | 31.89      | 31.89      | S      |
| Acq                        |                                    | 09/26/12 | 1109.168  | 12,056.66  | 12,829.31     | 12,855.26    | -772.65    | -798.60    | L      |
| Acq                        |                                    | 01/09/13 | 1780.944  | 19,358.86  | 19,958.32     | 20,000.00    | -599.46    | -641.14    | L      |
| Acq                        |                                    | 02/06/12 | 3.404     | 37.00      | 37.77         | 37.85        | -0.77      | -0.85      | L      |
| Acq                        |                                    | 01/15/10 | 6834.151  | 74,287.22  | 74,674.04     | 74,833.96    | -386.82    | -546.74    | L      |
| Acq                        |                                    | 10/18/11 | 223.256   | 2,426.79   | 2,394.77      | 2,400.00     | 32.02      | 26.79      | L      |
| Total for 9/29/2014        |                                    |          |           |            | 116,794.21    | 117,027.07   | -1,695.79  | -1,928.65  |        |
| 72201F516                  | PIMCO EMERGING LOCAL BD-I          |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 12/23/14 | 7835.261  | 65,424.43  |               |              |            |            |        |
| Acq                        |                                    | 09/11/13 | 2637.131  | 22,020.04  | 24,725.74     | 25,000.00    | -2,705.70  | -2,979.96  | L      |
| Acq                        |                                    | 09/26/12 | 4887.709  | 40,812.37  | 52,474.43     | 52,982.76    | -11,662.06 | -12,170.39 | L      |
| Acq                        |                                    | 10/03/14 | 310.421   | 2,592.02   | 2,800.00      | 2,800.00     | -207.98    | -207.98    | S      |
| Total for 12/23/2014       |                                    |          |           |            | 80,000.17     | 80,782.76    | -14,575.74 | -15,358.33 |        |
| 779919109                  | T ROWE PRICE REAL ESTATE FD        |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 12/23/14 | 257.164   | 7,000.00   |               |              |            |            |        |
| Acq                        |                                    | 04/23/14 | 257.164   | 7,000.00   | 6,061.35      | 6,061.35     | 938.65     | 938.65     | S      |
| Total for 12/23/2014       |                                    |          |           |            | 6,061.35      | 6,061.35     | 938.65     | 938.65     |        |
| 921937835                  | VANGUARD BD INDEX TOTAL BD MKT ETF |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 10/03/14 | 750       | 61,453.72  |               |              |            |            |        |
| Acq                        |                                    | 09/25/12 | 750       | 61,453.72  | 63,735.00     | 63,735.00    | -2,281.28  | -2,281.28  | L      |
| Total for 10/3/2014        |                                    |          |           |            | 63,735.00     | 63,735.00    | -2,281.28  | -2,281.28  |        |
| 921937835                  | VANGUARD BD INDEX TOTAL BD MKT ETF |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 12/23/14 | 274       | 22,538.73  |               |              |            |            |        |
| Acq                        |                                    | 09/25/12 | 274       | 22,538.73  | 23,284.52     | 23,284.52    | -745.79    | -745.79    | L      |
| Total for 12/23/2014       |                                    |          |           |            | 23,284.52     | 23,284.52    | -745.79    | -745.79    |        |
| 936793769                  | WASATCH LONG/SHORT-I               |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 10/03/14 | 1793.445  | 29,000.00  |               |              |            |            |        |
| Acq                        |                                    | 04/04/13 | 1793.445  | 29,000.00  | 26,722.33     | 26,722.33    | 2,277.67   | 2,277.67   | L      |
| Total for 10/3/2014        |                                    |          |           |            | 26,722.33     | 26,722.33    | 2,277.67   | 2,277.67   |        |
| 94987W737                  | WFA ABSOLUTE RETURN FUND-INS       |          |           |            |               |              |            |            |        |
| Sold                       |                                    | 10/03/14 | 2446.996  | 27,700.00  |               |              |            |            |        |
| Acq                        |                                    | 04/23/14 | 2446.996  | 27,700.00  | 27,797.88     | 27,797.88    | -97.88     | -97.88     | S      |
| Total for 10/3/2014        |                                    |          |           |            | 27,797.88     | 27,797.88    | -97.88     | -97.88     |        |
| Total for Account: 1112932 |                                    |          |           |            | 1,729,058.10  | 1,731,025.25 | 121,068.49 | 119,101.34 |        |
| Total Proceeds:            |                                    |          |           |            |               | Fed          | State      |            |        |
| 1,850,126.59               |                                    |          |           |            | S/T Gain/Loss | 4,212.43     | 4,212.43   |            |        |
|                            |                                    |          |           |            | L/T Gain/Loss | 116,856.06   | 114,888.91 |            |        |

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**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 1/1/2015 - 3/31/2015

| Type                | Description                          | Date     | Shares   | Price     | Fed Cost  | State Cost | Fed Gain  | State Gain | (Type) |
|---------------------|--------------------------------------|----------|----------|-----------|-----------|------------|-----------|------------|--------|
| 091936732           | BLACKROCK GLOBAL L/S CREDIT-INSTL    |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/16/15 | 4407 583 | 46,500 00 |           |            |           |            |        |
| Acq                 |                                      | 09/11/13 | 4407.583 | 46,500 00 | 46,896.68 | 46,896 68  | -396 68   | -396 68    | L      |
| Total for 3/16/2015 |                                      |          |          |           | 46,896 68 | 46,896 68  | -396 68   | -396 68    |        |
| 091936732           | BLACKROCK GLOBAL L/S CREDIT-INSTL    |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/24/15 | 95 057   | 1,000 00  |           |            |           |            |        |
| Acq                 |                                      | 09/11/13 | 95 057   | 1,000.00  | 1,011 41  | 1,011 41   | -11 41    | -11 41     | L      |
| Total for 3/24/2015 |                                      |          |          |           | 1,011.41  | 1,011 41   | -11.41    | -11 41     |        |
| 09257V201           | BLACKSTONE ALT MULTI-STRAT-I         |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/24/15 | 96 339   | 1,000 00  |           |            |           |            |        |
| Acq                 |                                      | 10/03/14 | 96 339   | 1,000 00  | 975 91    | 975 91     | 24 09     | 24 09      | S      |
| Total for 3/24/2015 |                                      |          |          |           | 975 91    | 975 91     | 24 09     | 24 09      |        |
| 105262737           | BRANDES INTL S/C EQUITY-I            |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/16/15 | 232 919  | 3,000 00  |           |            |           |            |        |
| Acq                 |                                      | 04/23/14 | 232 919  | 3,000 00  | 3,244 56  | 3,244 56   | -244 56   | -244 56    | S      |
| Total for 3/16/2015 |                                      |          |          |           | 3,244 56  | 3,244.56   | -244.56   | -244 56    |        |
| 105262737           | BRANDES INTL S/C EQUITY-I            |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/24/15 | 75 93    | 1,000 00  |           |            |           |            |        |
| Acq                 |                                      | 04/23/14 | 75 93    | 1,000.00  | 1,057.71  | 1,057.71   | -57 71    | -57.71     | S      |
| Total for 3/24/2015 |                                      |          |          |           | 1,057.71  | 1,057 71   | -57 71    | -57.71     |        |
| 277911491           | EATON VANCE FLTG-RT-I                |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/16/15 | 6384 516 | 57,396 80 |           |            |           |            |        |
| Acq                 |                                      | 04/23/14 | 219 058  | 1,969 33  | 2,000 00  | 2,000 00   | -30 67    | -30 67     | S      |
| Acq                 |                                      | 04/04/13 | 6165 458 | 55,427 47 | 56,783 87 | 56,783 87  | -1,356 40 | -1,356 40  | L      |
| Total for 3/16/2015 |                                      |          |          |           | 56,783 87 | 56,783 87  | -1,387 07 | -1,387 07  |        |
| 360873111           | GOTHAM NEUTRAL FUND-INSTL            |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/16/15 | 1008 646 | 10,500 00 |           |            |           |            |        |
| Acq                 |                                      | 10/03/14 | 1008 646 | 10,500 00 | 11,327 09 | 11,327 09  | -827 09   | -827.09    | S      |
| Total for 3/16/2015 |                                      |          |          |           | 11,327.09 | 11,327 09  | -827 09   | -827 09    |        |
| 360873111           | GOTHAM NEUTRAL FUND-INSTL            |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/24/15 | 95 694   | 1,000 00  |           |            |           |            |        |
| Acq                 |                                      | 10/03/14 | 95 694   | 1,000 00  | 1,074 64  | 1,074 64   | -74 64    | -74 64     | S      |
| Total for 3/24/2015 |                                      |          |          |           | 1,074 64  | 1,074 64   | -74.64    | -74 64     |        |
| 45775L408           | T ROWE PRICE INSTL LARGE-CAP GRWTH-I |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/24/15 | 92.968   | 2,750 00  |           |            |           |            |        |
| Acq                 |                                      | 12/23/14 | 92 968   | 2,750 00  | 2,556 62  | 2,556 62   | 193 38    | 193 38     | S      |
| Total for 3/24/2015 |                                      |          |          |           | 2,556 62  | 2,556 62   | 193 38    | 193 38     |        |
| 464287200           | ISHARES TR S&P 500 INDEX ETF         |          |          |           |           |            |           |            |        |
| Sold                |                                      | 03/16/15 | 35       | 7,317 66  |           |            |           |            |        |
| Acq                 |                                      | 12/23/14 | 35       | 7,317 66  | 7,372 57  | 7,372 57   | -54 91    | -54 91     | S      |
| Total for 3/16/2015 |                                      |          |          |           | 7,372 57  | 7,372 57   | -54 91    | -54 91     |        |

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

\* Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 1/1/2015 - 3/31/2015

| Type                | Description                          | Date     | Shares  | Price     | Fed Cost  | State Cost | Fed Gain | State Gain | (Type) |
|---------------------|--------------------------------------|----------|---------|-----------|-----------|------------|----------|------------|--------|
| 464287200           | ISHARES TR S&P 500 INDEX ETF         |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/24/15 | 25      | 5,313.90  |           |            |          |            |        |
| Acq                 |                                      | 12/23/14 | 25      | 5,313.90  | 5,266.12  | 5,266.12   | 47.78    | 47.78      | S      |
| Total for 3/24/2015 |                                      |          |         |           | 5,266.12  | 5,266.12   | 47.78    | 47.78      |        |
| 464287499           | ISHARES TR RUSSELL MIDCAP INDEX ETF  |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/24/15 | 25      | 4,387.67  |           |            |          |            |        |
| Acq                 |                                      | 03/16/15 | 25      | 4,387.67  | 4,312.00  | 4,312.00   | 75.67    | 75.67      | S      |
| Total for 3/24/2015 |                                      |          |         |           | 4,312.00  | 4,312.00   | 75.67    | 75.67      |        |
| 464287598           | ISHARES TR RUSSELL 1000 VALUE INDEX  |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/24/15 | 50      | 5,251.41  |           |            |          |            |        |
| Acq                 |                                      | 12/23/14 | 50      | 5,251.41  | 5,309.81  | 5,309.81   | -58.40   | -58.40     | S      |
| Total for 3/24/2015 |                                      |          |         |           | 5,309.81  | 5,309.81   | -58.40   | -58.40     |        |
| 464287614           | ISHARES TR RUSSELL 1000 GROWTH INDEX |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/16/15 | 125     | 12,391.02 |           |            |          |            |        |
| Acq                 |                                      | 12/23/14 | 125     | 12,391.02 | 12,136.88 | 12,136.88  | 254.14   | 254.14     | S      |
| Total for 3/16/2015 |                                      |          |         |           | 12,136.88 | 12,136.88  | 254.14   | 254.14     |        |
| 464287614           | ISHARES TR RUSSELL 1000 GROWTH INDEX |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/24/15 | 75      | 7,583.87  |           |            |          |            |        |
| Acq                 |                                      | 12/23/14 | 75      | 7,583.87  | 7,282.13  | 7,282.13   | 301.74   | 301.74     | S      |
| Total for 3/24/2015 |                                      |          |         |           | 7,282.13  | 7,282.13   | 301.74   | 301.74     |        |
| 464287655           | ISHARES TR RUSSELL 2000 INDEX ETF    |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/16/15 | 25      | 3,078.44  |           |            |          |            |        |
| Acq                 |                                      | 09/25/12 | 25      | 3,078.44  | 2,091.87  | 2,091.87   | 986.57   | 986.57     | L      |
| Total for 3/16/2015 |                                      |          |         |           | 2,091.87  | 2,091.87   | 986.57   | 986.57     |        |
| 46434V696           | ISHARES CORE MSCI PACIFIC ETF        |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/16/15 | 125     | 6,384.88  |           |            |          |            |        |
| Acq                 |                                      | 10/03/14 | 125     | 6,384.88  | 6,086.25  | 6,086.25   | 298.63   | 298.63     | S      |
| Total for 3/16/2015 |                                      |          |         |           | 6,086.25  | 6,086.25   | 298.63   | 298.63     |        |
| 47803U640           | JOHN HANCOCK III DISCIPLINED VALUE-I |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/16/15 | 157.646 | 3,000.00  |           |            |          |            |        |
| Acq                 |                                      | 12/23/14 | 157.646 | 3,000.00  | 3,015.77  | 3,015.77   | -15.77   | -15.77     | S      |
| Total for 3/16/2015 |                                      |          |         |           | 3,015.77  | 3,015.77   | -15.77   | -15.77     |        |
| 47803U640           | JOHN HANCOCK III DISCIPLINED VALUE-I |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/24/15 | 157.233 | 3,000.00  |           |            |          |            |        |
| Acq                 |                                      | 12/23/14 | 157.233 | 3,000.00  | 3,007.87  | 3,007.87   | -7.87    | -7.87      | S      |
| Total for 3/24/2015 |                                      |          |         |           | 3,007.87  | 3,007.87   | -7.87    | -7.87      |        |
| 56063J716           | MAINSTAY ICAP INTL-I                 |          |         |           |           |            |          |            |        |
| Sold                |                                      | 03/24/15 | 42.301  | 1,500.00  |           |            |          |            |        |
| Acq                 |                                      | 04/23/14 | 42.301  | 1,500.00  | 1,528.34  | 1,528.34   | -28.34   | -28.34     | S      |
| Total for 3/24/2015 |                                      |          |         |           | 1,528.34  | 1,528.34   | -28.34   | -28.34     |        |

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 1/1/2015 - 3/31/2015

| Type                | Description                         | Date     | Shares    | Price     | Fed Cost  | State Cost | Fed Gain  | State Gain | (Type) |
|---------------------|-------------------------------------|----------|-----------|-----------|-----------|------------|-----------|------------|--------|
| 563821545           | MANNING & NAPIER WORLD OPPTY-A      |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/16/15 | 12129 386 | 89,636 16 |           |            |           |            |        |
| Acq                 |                                     | 02/06/12 | 5061.56   | 37,404 93 | 37,000 00 | 37,000 00  | 404 93    | 404 93     | L      |
| Acq                 |                                     | 08/08/11 | 328 515   | 2,427.73  | 2,500 00  | 2,500 00   | -72 27    | -72 27     | L      |
| Acq                 |                                     | 10/18/11 | 735 099   | 5,432 38  | 5,550 00  | 5,550 00   | -117 62   | -117 62    | L      |
| Acq                 |                                     | 01/09/13 | 1607 429  | 11,878 90 | 12,570 09 | 12,570 09  | -691.19   | -691.19    | L      |
| Acq                 |                                     | 09/26/12 | 4396 783  | 32,492 23 | 32,800 00 | 32,800 00  | -307 77   | -307 77    | L      |
| Total for 3/16/2015 |                                     |          |           |           | 90,420 09 | 90,420 09  | -783 93   | -783 93    |        |
| 683974505           | OPPENHEIMER DEVELOPING MKTS INSTL-Y |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/16/15 | 88 574    | 3,000 00  |           |            |           |            |        |
| Acq                 |                                     | 02/06/12 | 88 574    | 3,000 00  | 2,885 74  | 2,885 74   | 114 26    | 114 26     | L      |
| Total for 3/16/2015 |                                     |          |           |           | 2,885 74  | 2,885 74   | 114 26    | 114 26     |        |
| 683974505           | OPPENHEIMER DEVELOPING MKTS INSTL-Y |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/24/15 | 35.786    | 1,250 00  |           |            |           |            |        |
| Acq                 |                                     | 02/06/12 | 35 786    | 1,250 00  | 1,165 91  | 1,165 91   | 84 09     | 84 09      | L      |
| Total for 3/24/2015 |                                     |          |           |           | 1,165 91  | 1,165 91   | 84 09     | 84 09      |        |
| 742935489           | OSTERWEIS STRATEGIC INCOME-I        |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/16/15 | 6704 645  | 76,500 00 |           |            |           |            |        |
| Acq                 |                                     | 12/23/14 | 624 244   | 7,122 62  | 7,091 41  | 7,091 41   | 31 21     | 31 21      | S      |
| Acq                 |                                     | 10/03/14 | 161 84    | 1,846 59  | 1,900 00  | 1,900 00   | -53 41    | -53 41     | S      |
| Acq                 |                                     | 09/11/13 | 5918 561  | 67,530 78 | 70,134 95 | 70,134 95  | -2,604 17 | -2,604 17  | L      |
| Total for 3/16/2015 |                                     |          |           |           | 79,126 36 | 79,126 36  | -2,626 36 | -2,626 36  |        |
| 742935489           | OSTERWEIS STRATEGIC INCOME-I        |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/24/15 | 109 266   | 1,250 00  |           |            |           |            |        |
| Acq                 |                                     | 12/23/14 | 109 266   | 1,250 00  | 1,241 26  | 1,241 26   | 8 74      | 8.74       | S      |
| Total for 3/24/2015 |                                     |          |           |           | 1,241 26  | 1,241 26   | 8 74      | 8 74       |        |
| 74925K367           | ABBEY CAP FUTURES STRAT-I           |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/24/15 | 98 892    | 1,250 00  |           |            |           |            |        |
| Acq                 |                                     | 03/16/15 | 98 892    | 1,250 00  | 1,266 81  | 1,266 81   | -16 81    | -16 81     | S      |
| Total for 3/24/2015 |                                     |          |           |           | 1,266 81  | 1,266 81   | -16 81    | -16 81     |        |
| 779919109           | T ROWE PRICE REAL ESTATE FD         |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/16/15 | 2156 922  | 60,329 11 |           |            |           |            |        |
| Acq                 |                                     | 04/23/14 | 2156 922  | 60,329 11 | 50,838 65 | 50,838 65  | 9,490.46  | 9,490 46   | S      |
| Total for 3/16/2015 |                                     |          |           |           | 50,838 65 | 50,838 65  | 9,490 46  | 9,490 46   |        |
| 78463X848           | SPDR INDEX SHS FD MSCI ACWI EX-US   |          |           |           |           |            |           |            |        |
| Sold                |                                     | 03/24/15 | 100       | 3,536 94  |           |            |           |            |        |
| Acq                 |                                     | 10/03/14 | 100       | 3,536.94  | 3,430 32  | 3,430 32   | 106 62    | 106 62     | S      |
| Total for 3/24/2015 |                                     |          |           |           | 3,430 32  | 3,430 32   | 106 62    | 106 62     |        |

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 1112932

TR JOE E JOHNSTON FDN U/W

Trust Year 1/1/2015 - 3/31/2015

| Type                       | Description                        | Date     | Shares   | Price     | Fed Cost      | State Cost | Fed Gain  | State Gain | (Type) |
|----------------------------|------------------------------------|----------|----------|-----------|---------------|------------|-----------|------------|--------|
| 880208400                  | TEMPLETON GLOBAL BD-ADV            |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/24/15 | 182.186  | 2,250 00  |               |            |           |            |        |
| Acq                        |                                    | 12/23/14 | 182.186  | 2,250 00  | 2,257 28      | 2,257.28   | -7 28     | -7 28      | S      |
| Total for 3/24/2015        |                                    |          |          |           | 2,257 28      | 2,257 28   | -7 28     | -7 28      |        |
| 921075438                  | VAN ECK EMERGING MARKETS-I         |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/24/15 | 66.578   | 1,000 00  |               |            |           |            |        |
| Acq                        |                                    | 10/03/14 | 66 578   | 1,000 00  | 1,018 64      | 1,018 64   | -18 64    | -18 64     | S      |
| Total for 3/24/2015        |                                    |          |          |           | 1,018 64      | 1,018 64   | -18 64    | -18 64     |        |
| 921937835                  | VANGUARD BD INDEX TOTAL BD MKT ETF |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/24/15 | 100      | 8,336 86  |               |            |           |            |        |
| Acq                        |                                    | 09/25/12 | 100      | 8,336 86  | 8,498 00      | 8,498 00   | -161.14   | -161.14    | L      |
| Total for 3/24/2015        |                                    |          |          |           | 8,498 00      | 8,498 00   | -161 14   | -161 14    |        |
| 936793769                  | WASATCH LONG/SHORT-I               |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/16/15 | 4440 678 | 65,500 00 |               |            |           |            |        |
| Acq                        |                                    | 04/04/13 | 3379 434 | 49,846 65 | 50,353 57     | 50,353 57  | -506 92   | -506 92    | L      |
| Acq                        |                                    | 12/23/14 | 279 851  | 4,127 80  | 4,500 00      | 4,500 00   | -372 20   | -372 20    | S      |
| Acq                        |                                    | 09/26/12 | 781.393  | 11,525 55 | 10,626 95     | 10,626.95  | 898 60    | 898 60     | L      |
| Total for 3/16/2015        |                                    |          |          |           | 65,480 52     | 65,480 52  | 19 48     | 19 48      |        |
| 936793769                  | WASATCH LONG/SHORT-I               |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/24/15 | 67 843   | 1,000.00  |               |            |           |            |        |
| Acq                        |                                    | 09/26/12 | 67.843   | 1,000.00  | 922 66        | 922 66     | 77.34     | 77 34      | L      |
| Total for 3/24/2015        |                                    |          |          |           | 922 66        | 922 66     | 77 34     | 77 34      |        |
| 94987W737                  | WFAABSOLUTE RETURN FUND-INS        |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/16/15 | 2473 022 | 27,500.00 |               |            |           |            |        |
| Acq                        |                                    | 04/23/14 | 2473 022 | 27,500 00 | 28,093 53     | 28,093 53  | -593 53   | -593 53    | S      |
| Total for 3/16/2015        |                                    |          |          |           | 28,093.53     | 28,093 53  | -593 53   | -593 53    |        |
| 94987W737                  | WFAABSOLUTE RETURN FUND-INS        |          |          |           |               |            |           |            |        |
| Sold                       |                                    | 03/24/15 | 90 09    | 1,000 00  |               |            |           |            |        |
| Acq                        |                                    | 04/23/14 | 90 09    | 1,000 00  | 1,023 42      | 1,023 42   | -23 42    | -23 42     | S      |
| Total for 3/24/2015        |                                    |          |          |           | 1,023 42      | 1,023 42   | -23 42    | -23 42     |        |
| Total for Account: 1112932 |                                    |          |          |           | 522,007 29    | 522,007 29 | 4,687.43  | 4,687.43   |        |
| Total Proceeds:            |                                    |          |          |           |               |            |           |            |        |
| 526,694.72                 |                                    |          |          |           | S/T Gain/Loss | 8,347 22   | 8,347 22  |            |        |
|                            |                                    |          |          |           | L/T Gain/Loss | -3,659 79  | -3,659 79 |            |        |



TR JOE E JOHNSTON FDN U/W  
ACCOUNT NO. 1112932

## PORTFOLIO DETAIL

AS OF 03/31/15

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| PAR VALUE<br>OR SHARES               | ASSET DESCRIPTION                                                                 | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED<br>GAIN/LOSS<br>(FED TO MKT) | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET/<br>YIELD TO<br>MATURITY |
|--------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------|-------------------------------|-----------------------------------------|-------------------------------|-------------------------------------------------------|
| <b>PRINCIPAL PORTFOLIO</b>           |                                                                                   |                                             |                               |                                         |                               |                                                       |
|                                      | PRINCIPAL CASH                                                                    | 684,239.69<br>22.02 %                       | 684,239.69                    |                                         |                               |                                                       |
| <b>STIF &amp; MONEY MARKET FUNDS</b> |                                                                                   |                                             |                               |                                         |                               |                                                       |
| 37,333.27                            | FEDERATED MONEY MKT OBLIGS TR<br>TRSY OBLIGS INSTL CL #68 FFS<br>CUSIP: 609068DF5 | 37,333.27<br>1.000<br>1.20 %                | 37,333.27<br>1.00             | 0.00                                    |                               | 4 0.01 %<br>0.00 %                                    |
| <b>EQUITY SECURITIES</b>             |                                                                                   |                                             |                               |                                         |                               |                                                       |
| <b>CONSUMER STAPLES</b>              |                                                                                   |                                             |                               |                                         |                               |                                                       |
| 6,446                                | COCA COLA CO<br>CUSIP: 191216100                                                  | 261,385.30<br>40.550<br>8.41 %              | 5,967.58<br>0.93              | 255,417.72                              | 8,509                         | 3.26 %<br>0.00 %                                      |
| <b>MUTUAL FUNDS-EQUITY</b>           |                                                                                   |                                             |                               |                                         |                               |                                                       |
| 1,675                                | ISHARES CORE MSCI PACIFIC ETF<br>CUSIP: 46434V696                                 | 85,894.00<br>51.280<br>2.76 %               | 81,528.21<br>48.67            | 4,365.79                                | 1,516                         | 1.76 %<br>0.00 %                                      |
| 1,600                                | ISHARES CORE S&P 500 ETF<br>CUSIP: 464287200                                      | 332,528.00<br>207.830<br>10.70 %            | 317,136.04<br>198.21          | 15,391.96                               | 6,326                         | 1.90 %<br>0.00 %                                      |
| 975                                  | ISHARES RUSSELL MIDCAP ETF<br>CUSIP: 464287499                                    | 168,792.00<br>173.120<br>5.43 %             | 155,381.24<br>159.37          | 13,410.76                               | 2,367                         | 1.40 %<br>0.00 %                                      |



TR JOE E JOHNSTON FDN U/W  
ACCOUNT NO. 1112932

## PORTFOLIO DETAIL

AS OF 03/31/15

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| PAR VALUE<br>OR SHARES    | ASSET DESCRIPTION                                   | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED<br>GAIN/LOSS<br>(FED TO MKT) | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET/<br>YIELD TO<br>MATURITY |
|---------------------------|-----------------------------------------------------|---------------------------------------------|-------------------------------|-----------------------------------------|-------------------------------|-------------------------------------------------------|
| 2,800                     | ISHARES RUSSELL 1000 GROWTH ETF<br>CUSIP: 464287614 | 276,976.00<br>98.920<br>8.91 %              | 210,672.21<br>75.24           | 66,303.79                               | 3,654                         | 1.32 %<br>0.00 %                                      |
| 2,700                     | ISHARES RUSSELL 1000 VALUE ETF<br>CUSIP: 464287598  | 278,316.00<br>103.080<br>8.96 %             | 225,144.79<br>83.39           | 53,171.21                               | 5,751                         | 2.07 %<br>0.00 %                                      |
| 475                       | ISHARES RUSSELL 2000 ETF<br>CUSIP: 464287655        | 59,075.75<br>124.370<br>1.90 %              | 39,745.43<br>83.67            | 19,330.32                               | 756                           | 1.28 %<br>0.00 %                                      |
| 4,075                     | SPDR MSCI ACWI EX-US<br>CUSIP: 78463X848            | 141,158.00<br>34.640<br>4.54 %              | 139,568.86<br>34.25           | 1,589.14                                | 4,372                         | 3.10 %<br>0.00 %                                      |
| TOTAL MUTUAL FUNDS-EQUITY |                                                     | 1,342,739.75                                | 1,169,176.78                  | 173,562.97                              | 24,743                        | 1.84 %                                                |
| MUTUAL FUNDS-FIXED INCOME |                                                     |                                             |                               |                                         |                               |                                                       |
| 5,075                     | VANGUARD TOTAL BOND MARKET ETF<br>CUSIP: 921937835  | 423,102.75<br>83.370<br>13.62 %             | 419,542.52<br>82.67           | 3,560.23                                | 11,546                        | 2.73 %<br>0.00 %                                      |
| TOTAL EQUITY SECURITIES   |                                                     | 2,027,227.80                                | 1,594,686.88                  | 432,540.92                              | 44,798                        | 2.21 %                                                |



TR JOE E JOHNSTON FDN U/W  
ACCOUNT NO. 1112932

## PORTFOLIO DETAIL

AS OF 03/31/15

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| PAR VALUE<br>OR SHARES | ASSET DESCRIPTION                                                    | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED<br>GAIN/LOSS<br>(FED TO MKT) | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET/<br>YIELD TO<br>MATURITY |
|------------------------|----------------------------------------------------------------------|---------------------------------------------|-------------------------------|-----------------------------------------|-------------------------------|-------------------------------------------------------|
| <b>MUTUAL FUNDS</b>    |                                                                      |                                             |                               |                                         |                               |                                                       |
| 4,350.757              | ABBEY CAPITAL FUTURES STRATEGY FUND<br>CUSIP: 74925K367              | 55,080.58<br>12.660<br>1.77 %               | 55,733.19<br>12.81            | 652.61-                                 | 948                           | 1.72 %<br>0.00 %                                      |
| 3,946.041              | BLACKROCK GLOBAL LONG/SHORT CREDIT<br>FD INSTL<br>CUSIP: 091936732   | 41,630.73<br>10.550<br>1.34 %               | 41,985.87<br>10.64            | 355.14-                                 | 335                           | 0.80 %<br>0.00 %                                      |
| 5,530.512              | BLACKSTONE ALTERNATIVE<br>MULTI-STRATEGY FUND<br>CUSIP: 09257V201    | 57,406.71<br>10.380<br>1.85 %               | 56,024.09<br>10.13            | 1,382.62                                | 0                             | 0.00 %<br>0.00 %                                      |
| 4,346.822              | BRANDES INTERNATIONAL SMALL CAP<br>EQUITY FUND<br>CUSIP: 105262737   | 56,291.34<br>12.950<br>1.81 %               | 59,597.73<br>13.71            | 3,306.39-                               | 822                           | 1.46 %<br>0.00 %                                      |
| 3,971.35               | GOTHAM NEUTRAL FUND<br>CUSIP: 360873111                              | 41,619.75<br>10.480<br>1.34 %               | 44,598.27<br>11.23            | 2,978.52-                               | 0                             | 0.00 %<br>0.00 %                                      |
| 7,337.252              | JOHN HANCOCK FUNDS III DISCIPLINED<br>VALUE FUND<br>CUSIP: 47803U640 | 138,747.44<br>18.910<br>4.47 %              | 129,974.53<br>17.71           | 8,772.91                                | 1,079                         | 0.78 %<br>0.00 %                                      |
| 2,466.571              | MAINSTAY ICAP INTERNATIONAL FUND<br>CUSIP: 56063J716                 | 85,244.69<br>34.560<br>2.74 %               | 87,752.64<br>35.58            | 2,507.95-                               | 2,676                         | 3.14 %<br>0.00 %                                      |
| 1,607.731              | OPPENHEIMER DEVELOPING MARKETS<br>FUND<br>CUSIP: 683974505           | 55,643.57<br>34.610<br>1.79 %               | 52,379.87<br>32.58            | 3,263.70                                | 360                           | 0.65 %<br>0.00 %                                      |



TR JOE E JOHNSTON FDN U/W  
ACCOUNT NO. 1112932

PORTFOLIO DETAIL  
AS OF 03/31/15

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| PAR VALUE<br>OR SHARES    | ASSET DESCRIPTION                                                        | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED<br>GAIN/LOSS<br>(FED TO MKT) | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET/<br>YIELD TO<br>MATURITY |
|---------------------------|--------------------------------------------------------------------------|---------------------------------------------|-------------------------------|-----------------------------------------|-------------------------------|-------------------------------------------------------|
| 5,956.631                 | OSTERWEIS STRATEGIC INCOME FUND<br>CUSIP: 742935489                      | 68,262.99<br>11.460<br>2.20 %               | 67,667.33<br>11.36            | 595.66                                  | 3,818                         | 5.59 %<br>0.00 %                                      |
| 4,897.022                 | T. ROWE PRICE INSTITUTIONAL<br>LARGE-CAP GROWTH FUND<br>CUSIP: 45775L408 | 141,964.67<br>28.990<br>4.57 %              | 88,963.37<br>18.17            | 53,001.30                               | 0                             | 0.00 %<br>0.00 %                                      |
| 9,034.728                 | TEMPLETON GLOBAL BOND FUND<br>CUSIP: 880208400                           | 111,488.54<br>12.340<br>3.59 %              | 111,742.72<br>12.37           | 254.18-                                 | 7,734                         | 6.94 %<br>0.00 %                                      |
| 3,862.44                  | VAN ECK EMERGING MARKETS FUND<br>CUSIP: 921075438                        | 58,129.72<br>15.050<br>1.87 %               | 58,981.36<br>15.27            | 851.64-                                 | 0                             | 0.00 %<br>0.00 %                                      |
| 2,831.024                 | WASATCH LONG/SHORT FUND<br>CUSIP: 936793769                              | 41,502.81<br>14.660<br>1.34 %               | 38,501.93<br>13.60            | 3,000.88                                | 0                             | 0.00 %<br>0.00 %                                      |
| 5,016.3                   | WELLS FARGO ADVANTAGE ABSOLUTE<br>RETURN FUND<br>CUSIP: 94987W737        | 55,129.14<br>10.990<br>1.77 %               | 56,985.17<br>11.36            | 1,856.03-                               | 1,600                         | 2.90 %<br>0.00 %                                      |
| TOTAL MUTUAL FUNDS        |                                                                          | 1,008,142.68                                | 950,888.07                    | 57,254.61                               | 19,372                        | 1.92 %                                                |
| PRINCIPAL PORTFOLIO TOTAL |                                                                          | 3,756,943.44                                | 3,267,147.91                  | 489,795.53                              | 64,174                        | 2.09 %                                                |
| INCOME PORTFOLIO          |                                                                          |                                             |                               |                                         |                               |                                                       |
|                           | INCOME CASH                                                              | 684,239.69-                                 | 684,239.69-                   |                                         |                               |                                                       |
|                           |                                                                          | 22.02-%                                     |                               |                                         |                               |                                                       |



TR JOE E JOHNSTON FDN U/W  
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## PORTFOLIO DETAIL

AS OF 03/31/15

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| PAR VALUE<br>OR SHARES | ASSET DESCRIPTION             | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED<br>GAIN/LOSS<br>(FED TO MKT) | ESTIMATED<br>ANNUAL<br>INCOME | INCOME<br>YIELD AT<br>MARKET/<br>YIELD TO<br>MATURITY |
|------------------------|-------------------------------|---------------------------------------------|-------------------------------|-----------------------------------------|-------------------------------|-------------------------------------------------------|
| 34,732.88              | FEDERATED MONEY MKT OBLIGS TR | 34,732.88                                   | 34,732.88                     | 0.00                                    | 3                             | 0.01 %                                                |
|                        | TRSY OBLIGS INSTL CL #68 FFS  | 1.000                                       | 1.00                          |                                         |                               | 0.00 %                                                |
|                        | CUSIP: 609068DF5              | 1.12 %                                      |                               |                                         |                               |                                                       |
|                        | INCOME PORTFOLIO TOTAL        | 649,506.81-                                 | 649,506.81-                   | 0.00                                    | 3                             | 0.01 %                                                |

## STIF &amp; MONEY MARKET FUNDS

TOTAL ASSETS 3,107,436.63 2,618,641.10 489,795.53 54,170 2.01 %

Organization: TR JOE E JOHNSTON FDN U/W

TIN: 58-1364875

**Form 990-PF, Part XV, Line 2a-d**

**a) Recipient Name, address:**

Allen Mast, c/o SunTrust Bank P.O. Box 4655 MC 221 Atlanta, GA 30302

**b) Form in which application should be submitted and information and materials they should include:**

A 2-3 page proposal narrative/letter detailing the organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project or program

**c) Any submission deadlines:**

February 1st

**d) Restrictions or limitations on awards, such as geographical areas, charitable fields, kinds of institutions or other factors:**

Geographic restrictions – Cherokee County Georgia