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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

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.

Open to Public Inspection

For calendar year 2014 or tax year beginning 5/1/2014, and ending 4/30/2015

Name of foundation: **FRONHEISER W G TW**

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

Room/suite: _____

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

Foreign country name: _____ Foreign province/state/country: _____ Foreign postal code: _____

A Employer identification number: **23-6265130**

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

C If exemption application is pending, check here

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

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

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

Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 164,000**

J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,437	3,264		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,268			
	b Gross sales price for all assets on line 6a 64,916				
	7 Capital gain net income (from Part IV, line 2)		6,268		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	9,705	9,532	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees	2,774	2,081		694
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	606			606
	c Other professional fees (attach schedule)	421			421
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	205	45		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	4,006	2,126	0	1,721
	25 Contributions, gifts, grants paid	7,000			7,000
26 Total expenses and disbursements. Add lines 24 and 25	11,006	2,126	0	8,721	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,301				
b Net investment income (if negative, enter -0-)		7,406			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

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ENVELOPE - AUG 13 2015

SCANNED AUG 19 2015

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AUG 18 2015
OGDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,228	5,360	5,360
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	137,711	138,211	158,640	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	144,939	143,571	164,000	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	144,939	143,571	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	144,939	143,571		
31	Total liabilities and net assets/fund balances (see instructions)	144,939	143,571		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	144,939
2	Enter amount from Part I, line 27a	2	-1,301
3	Other increases not included in line 2 (itemize) ▶ <u>MUTUAL FUND TIMING DIFFERENCE</u>	3	24
4	Add lines 1, 2, and 3	4	143,662
5	Decreases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	5	91
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	143,571

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				0
b				0
c				0
d				0
e				0
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6,268	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	7,091	177,196	0.040018
2012	8,264	158,394	0.052174
2011	8,208	158,199	0.051884
2010	8,129	159,628	0.050925
2009	7,958	146,615	0.054278
2 Total of line 1, column (d)		2	0.249279
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.049856
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		4	165,538
5 Multiply line 4 by line 3		5	8,253
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	74
7 Add lines 5 and 6		7	8,327
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	8,721

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	74
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	74
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	74
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	101
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	101
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 27 Refunded <input type="checkbox"/> 11	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>WELLS FARGO BANK N.A</u> Telephone no. ▶ <u>888-730-4933</u>			
Located at ▶ <u>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</u> ZIP+4 ▶ <u>27101-3818</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>				
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
				X
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 ▶				

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	Trustee	4.00	2,774	

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

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

Total number of other employees paid over \$50,000 **0**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	160,185
b	Average of monthly cash balances	1b	7,874
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	168,059
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	168,059
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,521
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	165,538
6	Minimum investment return. Enter 5% of line 5	6	8,277

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	8,277
2a	Tax on investment income for 2014 from Part VI, line 5	2a	74
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	74
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,203
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,203
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,203

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	8,721
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,721
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	74
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,647

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				8,203
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			7,364	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 8,721				
a Applied to 2013, but not more than line 2a			7,364	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				1,357
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				6,846
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total ▶ 3a				7,000
<p>b <i>Approved for future payment</i> NONE</p>				
Total ▶ 3b				0

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

Recipient(s) paid during the year

Name

POTTSTOWN PUBLIC LIBRARY

Street

500 EAST HIGH STREET

City

POTTSTOWN

State

PA

Zip Code

19464

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

4,000

Name

POTTSTOWN AREA SENIOR CENTER

Street

288 MOSER ROAD

City

POTTSTOWN

State

PA

Zip Code

19464

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,000

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

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

Check "X" to include in Part IV	Description	CUSIP #	Amount	Long Term CG Distributions		Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
				Short Term CG Distributions	Other Sales											
1	ARTISAN INTERNATIONAL FU	04314H204	2,885				6/20/2014		3/5/2015	314	314					0
2	ARTISAN MID-CAP FUND-INS	04314H600					6/20/2014		3/5/2015	498	498					-12
3	CREDIT SUISSE COMM RET S	22544R305					8/26/2011		6/18/2014	562	562					-100
4	CREDIT SUISSE COMM RET S	22544R305					8/7/2011		6/18/2014	208	208					-44
5	CREDIT SUISSE COMM RET S	22544R305					12/27/2011		6/18/2014	1,542	1,542					-110
6	DIAMOND HILL LONG-SHORT	25264S833					12/27/2011		10/22/2014	2,475	1,842					633
7	DIAMOND HILL LONG-SHORT	25264S833					8/10/2012		10/22/2014	815	635					180
8	DODGE & COX INT'L STOCK F	256210103					6/20/2014		3/5/2015	440	469					-29
9	DODGE & COX INCOME FD CC	256210105					2/11/2013		9/5/2014	1,073	1,068					5
10	DODGE & COX INCOME FD CC	256210105					2/11/2013		9/5/2014	508	506					2
11	DODGE & COX INCOME FD CC	256210105					4/24/2014		9/5/2014	49	49					0
12	DODGE & COX INCOME FD CC	256210105					4/24/2014		10/22/2014	488	482					6
13	DODGE & COX INCOME FD CC	256210105					10/28/2014		10/28/2014	560	555					5
14	DODGE & COX INCOME FD CC	256210105					10/11/2013		10/28/2014	441	428					13
15	DREYFUS EMG MKT DEBT LG	261990494					2/22/2011		6/18/2014	1,705	1,718					-13
16	KEELEY SMALL CAP VAL FD C	487300808					5/10/2012		6/18/2014	278	177					99
17	MFS VALUE FUND-CLASS I #8	5529363694					6/20/2014		3/5/2015	644	630					14
18	MERGER FD SH BEN INT #26	589509108					12/27/2011		6/18/2014	726	705					21
19	MERGER FUND-INST #301	589509207					12/27/2011		8/8/2014	1,668	1,634					32
20	MERGER FUND-INST #301	589509207					12/27/2011		12/0/2015	26	26					0
21	MERGER FUND-INST #301	589509207					7/12/2013		12/0/2015	704	725					-21
22	ASG GLOBAL ALTERNATIVES	638721885					7/12/2013		6/18/2014	897	897					-16
23	DRIEHAUS ACTIVE INCOME F	262028855					7/12/2013		6/18/2014	2,162	2,170					12
24	DRIEHAUS ACTIVE INCOME F	262028855					10/11/2013		6/18/2014	968	961					7
25	DRIEHAUS ACTIVE INCOME F	262028855					8/10/2012		12/0/2015	877	903					-26
26	DRIEHAUS ACTIVE INCOME F	262028855					7/12/2013		10/22/2014	1,530	1,585					-35
27	EATON VANCE GLOBAL MACI	277923728					7/12/2013		10/22/2014	875	862					-7
28	EATON VANCE GLOBAL MACI	277923728					1/15/2014		12/0/2015	91	92					-1
29	ASG GLOBAL ALTERNATIVES	638721885					7/12/2013		10/22/2014	92	91					-1
30	NEUBERGER BERMAN LONG	64129R608					6/20/2014		10/22/2014	171	164					7
31	NUVEEN HIGH YIELD MUNI BI	67065Q772					4/24/2014		12/19/2014	2,746	2,620					126
32	NUVEEN HIGH YIELD MUNI BI	67065Q772					4/24/2014		6/18/2014	237	214					23
33	OPPENHEIMER DEVELOPING	683974505					2/11/2013		6/18/2014	803	829					-26
34	PIMCO TOTAL RET FD-INST #	693390700					5/10/2012		6/18/2014	200	198					2
35	PIMCO TOTAL RET FD-INST #	693390700					4/24/2014		6/18/2014	606	606					0
36	PIMCO TOTAL RET FD-INST #	693390700					10/11/2013		9/5/2014	614	606					8
37	T ROWE PRICE SHORT TERM	77957P105					2/11/2013		12/0/2015	881	889					-10
38	T ROWE PRICE SHORT TERM	77957P105					2/11/2013		12/0/2015	874	889					-15
39	T ROWE PRICE SHORT TERM	77957P105					9/5/2014		12/0/2015	1,419	1,419					-9
40	SPDR DJ WILSHIRE INTERNA	78463X863					5/23/2011		6/18/2014	158	158					16
41	SPDR DJ WILSHIRE INTERNA	78463X863					7/10/2013		3/5/2015	242	242					23
42	VANGUARD TOTAL BOND MA	921937835					9/30/2014		10/22/2014	331	328					3
43	VANGUARD TOTAL BOND MA	921937835					9/30/2014		10/29/2014	991	964					7
44	JP MORGAN MID-CAP VALUE	339128100					6/20/2014		3/5/2015	305	303					2
45	HARBOR CAPITAL APRCTN	411511504					4/24/2014		6/18/2014	404	388					16
46	HARBOR CAPITAL APRCTN	411511504					5/25/2011		6/18/2014	1,068	705					353
47	HARBOR CAPITAL APRCTN	411511504					10/28/2014		3/5/2015	1,321	1,279					42
48	ISHARES CORE S & P 500 ET	464287200					6/18/2014		3/5/2015	212	196					16
49	ISHARES CORE S & P 500 ET	464287200					10/22/2014		3/5/2015	212	196					16
50	KEELEY SMALL CAP VAL FD C	487300808					2/2/2011		6/18/2014	3,053	1,995					1,058
51	PIMCO TOTAL RET FD-INST #	693390700					10/31/2008		9/30/2014	8576	8,000					576
52	PIMCO TOTAL RET FD-INST #	693390700					10/11/2013		9/30/2014	750	747					3
53	PIMCO TOTAL RET FD-INST #	693390700					4/24/2014		9/30/2014	919	915					4
54	PIMCO FOREIGN BD FD USD	693390862					8/26/2011		10/22/2014	21	20					1
55	PIMCO FOREIGN BD FD USD	693390862					7/12/2013		10/22/2014	190	181					9
56	T ROWE PRICE SHORT TERM	77957P105					2/2/2012		6/18/2014	852	852					-3
57	T ROWE PRICE SHORT TERM	77957P105					2/2/2012		10/22/2014	233	236					-3
58	T ROWE PRICE SHORT TERM	77957P105					2/11/2013		10/22/2014	159	161					-2
59	VANGUARD TOTAL BOND MA	921937835					9/30/2014		12/0/2015	8,950	8,775					175
60	VANGUARD FTSE EMERGING	922042858					2/2/2011		6/18/2014	130	143					-13
61	VANGUARD REIT VIPER	922908553					10/9/2013		10/22/2014	130	130					23
62	VANGUARD REIT VIPER	922908553					2/2/2011		10/22/2014	306	217					89
63	VANGUARD REIT VIPER	922908553					2/2/2011		1/20/2015	696	440					256

Totals
 Capital Gains/Losses
 Other Sales
 Gross Sales
 64,916
 0
 Cost, Other Basis and Expenses
 58,648
 0
 Net Gain or Loss
 6,268
 0

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

		606	0	0	606
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	606			606

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

		421	0	0	421
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1		421			421

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

		205	45	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	45	45		
2	PY EXCISE TAX DUE	59			
3	ESTIMATED EXCISE PAYMENTS	101			

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		137,711	138,211	158,640

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	24
2	Total	2	24

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	81
2	COST BASIS ADJUSTMENT	2	10
3	Total	3	91

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

Long Term CG Distributions		Short Term CG Distributions		Amount		Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses	
2,895	0	0	0	2,895	0													
1	ARTISAN INTERNATIONAL FUND #951	04314H204		6/20/2014	3/5/2015		314	314	0	0	0	314	0	0	0	0	0	3,383
2	ARTISAN MID CAP FUND-INS #1333	04314H600		6/20/2014	3/5/2015		498	510	-12	0	0	510	-12	0	0	0	0	-12
3	CREDIT SUISSE COMM RET ST-I #2156	2254AR305		8/26/2014	6/18/2014		462	562	-100	0	0	562	-100	0	0	0	0	-100
4	CREDIT SUISSE COMM RET ST-I #2156	2254AR305		8/27/2011	6/18/2014		208	252	-44	0	0	252	-44	0	0	0	0	-44
5	CREDIT SUISSE COMM RET ST-I #2156	2254AR305		12/27/2011	6/18/2014		1,542	1,652	-110	0	0	1,652	-110	0	0	0	0	-110
6	DIAMOND HILL LONG-SHORT FD CL I #	2528AS833		12/27/2011	10/22/2014		2,475	1,842	633	0	0	1,842	633	0	0	0	0	633
7	DIAMOND HILL LONG-SHORT FD CL I #	2528AS833		8/10/2012	10/22/2014		815	635	180	0	0	635	180	0	0	0	0	180
8	DODGE & COX INTL STOCK FD #1048	256208103		6/20/2014	3/5/2015		440	469	-29	0	0	469	-29	0	0	0	0	-29
9	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/18/2014		1,073	1,068	5	0	0	1,068	5	0	0	0	0	5
10	DODGE & COX INCOME FD COM #147	256210105		2/11/2013	6/18/2014		508	506	2	0	0	506	2	0	0	0	0	2
11	DODGE & COX INCOME FD COM #147	256210105		4/24/2014	9/5/2014		49	49	0	0	0	49	0	0	0	0	0	0
12	DODGE & COX INCOME FD COM #147	256210105		4/24/2014	10/22/2014		488	482	6	0	0	482	6	0	0	0	0	6
13	DODGE & COX INCOME FD COM #147	256210105		4/24/2014	10/28/2014		560	555	5	0	0	555	5	0	0	0	0	5
14	DODGE & COX INCOME FD COM #147	256210105		10/11/2013	10/28/2014		441	428	13	0	0	428	13	0	0	0	0	13
15	DREYFUS EMG MKT DEBT LOC C-I #6268	261980494		5/10/2011	6/18/2014		1,705	1,718	-13	0	0	1,718	-13	0	0	0	0	-13
16	KEELEY SMALL CAP VAL FD CL I #2251	261980494		2/2/2011	6/18/2014		276	177	99	0	0	177	99	0	0	0	0	99
17	MFS VALUE FUND-CLASS I #683	552983694		6/20/2014	3/5/2015		644	630	14	0	0	630	14	0	0	0	0	14
18	MERGER FD SH BEN INT #260	589509108		12/27/2011	6/18/2014		726	705	21	0	0	705	21	0	0	0	0	21
19	MERGER FD SH BEN INT #260	589509108		12/27/2011	12/0/2015		26	26	0	0	0	26	0	0	0	0	0	0
20	MERGER FUND-INST #301	589509207		12/27/2011	12/0/2015		704	725	-21	0	0	725	-21	0	0	0	0	-21
21	ASG GLOBAL ALTERNATIVES-Y #1993	638721885		7/19/2013	6/18/2014		881	897	-16	0	0	897	-16	0	0	0	0	-16
22	DRIEHAUS ACTIVE INCOME FUND	262028855		10/11/2013	6/18/2014		1,182	2,170	1,122	0	0	2,170	1,122	0	0	0	0	1,122
23	DRIEHAUS ACTIVE INCOME FUND	262028855		10/11/2013	12/0/2015		877	903	-26	0	0	903	-26	0	0	0	0	-26
24	DRIEHAUS ACTIVE INCOME FUND	262028855		10/11/2013	12/0/2015		726	726	0	0	0	726	0	0	0	0	0	0
25	EATON VANCE GLOBAL MACRO - I #008	271923728		7/19/2013	10/22/2014		1,530	1,565	-35	0	0	1,565	-35	0	0	0	0	-35
26	EATON VANCE GLOBAL MACRO - I #008	271923728		1/15/2014	10/22/2014		875	882	-7	0	0	882	-7	0	0	0	0	-7
27	ASG GLOBAL ALTERNATIVES-Y #1993	638721885		6/20/2014	12/0/2015		91	92	-1	0	0	92	-1	0	0	0	0	-1
28	NEUBERGER BERMAN LONG SH-INS #	64128R608		6/20/2014	3/5/2015		92	91	1	0	0	91	1	0	0	0	0	1
29	NAVTECH HIGH YIELD MUNI BD-R #1668	07065Q772		4/24/2014	10/22/2014		171	164	7	0	0	164	7	0	0	0	0	7
30	NAVTECH HIGH YIELD MUNI BD-R #1668	07065Q772		4/24/2014	12/18/2014		2,446	2,620	-176	0	0	2,620	-176	0	0	0	0	-176
31	OPPENHEIMER DEVELOPING MKTY #7	663974505		2/11/2012	6/18/2014		237	214	23	0	0	214	23	0	0	0	0	23
32	OPPENHEIMER DEVELOPING MKTY #7	663974505		5/10/2012	6/18/2014		803	829	-26	0	0	829	-26	0	0	0	0	-26
33	PIMCO TOTAL RET FD-INST #35	693390700		4/24/2014	6/18/2014		200	198	2	0	0	198	2	0	0	0	0	2
34	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	6/18/2014		814	806	8	0	0	806	8	0	0	0	0	8
35	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	9/5/2014		881	891	-10	0	0	891	-10	0	0	0	0	-10
36	PIMCO TOTAL RET FD-INST #35	693390700		2/11/2013	10/28/2014		874	889	-15	0	0	889	-15	0	0	0	0	-15
37	ROWE PRICE SHORT TERM BD FD #5	77957P105		9/5/2014	12/0/2015		1,410	1,419	-9	0	0	1,419	-9	0	0	0	0	-9
38	ROWE PRICE SHORT TERM BD FD #5	77957P105		2/11/2013	12/0/2015		874	889	-15	0	0	889	-15	0	0	0	0	-15
39	ROWE PRICE SHORT TERM BD FD #5	77957P105		7/19/2013	12/0/2015		1,410	1,419	-9	0	0	1,419	-9	0	0	0	0	-9
40	SPDR DJ WILSHIRE INTERNATIONAL R	76463X863		5/23/2011	6/18/2014		242	242	0	0	0	242	0	0	0	0	0	0
41	SPDR DJ WILSHIRE INTERNATIONAL R	76463X863		7/10/2013	3/5/2015		265	242	23	0	0	242	23	0	0	0	0	23
42	VANGUARD TOTAL BOND MARKET ETF	921937835		9/30/2014	10/22/2014		331	328	3	0	0	328	3	0	0	0	0	3
43	VANGUARD TOTAL BOND MARKET ETF	921937835		9/30/2014	10/28/2014		891	884	7	0	0	884	7	0	0	0	0	7
44	JP MORGAN MID CAP VALUE I #756	339128100		6/20/2014	3/5/2015		305	303	2	0	0	303	2	0	0	0	0	2
45	HARBOR CAPITAL APRECTION-INST #20	411511504		4/24/2014	6/18/2014		404	388	16	0	0	388	16	0	0	0	0	16
46	HARBOR CAPITAL APRECTION-INST #20	411511504		5/25/2011	6/18/2014		1,058	705	353	0	0	705	353	0	0	0	0	353
47	HARBOR CAPITAL APRECTION-INST #20	411511504		10/28/2014	3/5/2015		1,321	1,279	42	0	0	1,279	42	0	0	0	0	42
48	ISHARES CORE S & P 500 ETF	464287200		10/22/2014	3/5/2015		212	196	16	0	0	196	16	0	0	0	0	16
49	ISHARES SMALL CAP VAL FD CL I #2251	464287200		2/2/2011	6/18/2014		3,053	1,995	1,058	0	0	1,995	1,058	0	0	0	0	1,058
50	ISHARES SMALL CAP VAL FD CL I #2251	464287200		10/31/2008	9/30/2014		8,576	8,000	576	0	0	8,000	576	0	0	0	0	576
51	PIMCO TOTAL RET FD-INST #35	693390700		10/11/2013	9/30/2014		750	747	3	0	0	747	3	0	0	0	0	3
52	PIMCO TOTAL RET FD-INST #35	693390700		4/24/2014	9/30/2014		919	915	4	0	0	915	4	0	0	0	0	4
53	PIMCO TOTAL RET FD-INST #35	693390700		6/20/2014	10/22/2014		21	20	1	0	0	20	1	0	0	0	0	1
54	PIMCO FOREIGN BD FD USD-H-INST #1	693390882		8/25/2011	10/22/2014		180	181	-9	0	0	181	-9	0	0	0	0	-9
55	PIMCO FOREIGN BD FD USD-H-INST #1	693390882		7/12/2013	10/22/2014		843	852	-9	0	0	852	-9	0	0	0	0	-9
56	ROWE PRICE SHORT TERM BD FD #5	77957P105		2/2/2012	6/18/2014		236	236	0	0	0	236	0	0	0	0	0	0
57	ROWE PRICE SHORT TERM BD FD #5	77957P105		2/2/2012	10/22/2014		159	161	-2	0	0	161	-2	0	0	0	0	-2
58	ROWE PRICE SHORT TERM BD FD #5	77957P105		2/2/2012	10/22/2014		159	161	-2	0	0	161	-2	0	0	0	0	-2
59	VANGUARD TOTAL BOND MARKET ETF	921937835		9/30/2014	10/22/2014		8,950	8,775	175	0	0	8,775	175	0	0	0	0	175
60	VANGUARD FTSE EMERGING MARKET	922042858		2/2/2011	6/18/2014		130	143	-13	0	0	143	-13	0	0	0	0	-13
61	VANGUARD REIT VIPER	922906853		10/9/2013	10/22/2014		153	130	23	0	0	130	23	0	0	0	0	23
62	VANGUARD REIT VIPER	922906853		2/2/2011	10/22/2014		306	217	89	0	0	217	89	0	0	0	0	89
63	VANGUARD REIT VIPER	922906853		2/2/2011	12/0/2015		696	440	256	0	0	440	256	0	0	0	0	256

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	9/9/2014	2	101
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	101

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	7,364
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	7,364

Security Type	EIN	CUSIP	Asset Name	Units	FMV	Fed Cost
Cash	23-6265130			-	-	-
Invest - Other	23-6265130	04314H204	ARTISAN INTERNATIONAL FUND #661	286 91	9,069 19	6,308 37
Invest - Other	23-6265130	256210105	DODGE & COX INCOME FD COM #147	712 05	9,869 03	9,017 78
Invest - Other	23-6265130	411511504	HARBOR CAPITAL APRCTION-INST #2012	200 65	12,548 71	8,048 95
Invest - Other	23-6265130	693390882	PIMCO FOREIGN BD FD USD H-INST #103	327 00	3,554 52	3,320 05
Invest - Other	23-6265130	77957P105	T ROWE PRICE SHORT TERM BD FD #55	951 64	4,539 31	4,558 34
Invest - Other	23-6265130	74255L696	PRINCIPAL GL MULT STRAT-INST #4684	151 14	1,691 23	1,657 98
Invest - Other	23-6265130	589509207	MERGER FUND-INST #301	105 21	1,663 34	1,667 12
Invest - Other	23-6265130	04314H600	ARTISAN MID CAP FUND-INS #1333	124.11	6,158 49	5,059 18
Invest - Other	23-6265130	592905509	MET WEST TOTAL RETURN BOND CL I #512	900 26	9,875 87	9,902 88
Invest - Other	23-6265130	315920702	FID ADV EMER MKTS INC- CL I #607	181 06	2,455 20	2,458 82
Invest - Other	23-6265130	464287200	ISHARES CORE S & P 500 ETF	20 00	4,197 00	2,846 90
Invest - Other	23-6265130	261980668	DREYFUS INTERNATL BOND FD CL I #6094	221 02	3,604 75	3,759 78
Invest - Other	23-6265130	256206103	DODGE & COX INT'L STOCK FD #1048	204 49	9,267 58	5,627.70
Invest - Other	23-6265130	552983694	MFS VALUE FUND-CLASS I #893	350 31	12,369 30	9,522 32
Invest - Other	23-6265130	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	329 71	4,029 02	4,553 44
Invest - Other	23-6265130	262028855	DRIEHAUS ACTIVE INCOME FUND	156 40	1,640 64	1,628.12
Invest - Other	23-6265130	339128100	JP MORGAN MID CAP VALUE-I #758	162 48	6,146 58	4,367.77
Invest - Other	23-6265130	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	288 91	3,348 46	3,313 49
Invest - Other	23-6265130	922908553	VANGUARD REIT VIPER	66 00	5,239 08	3,628 49
Invest - Other	23-6265130	00203H859	AQR MANAGED FUTURES STR-I #15213	296 42	3,311 01	3,120 96
Invest - Other	23-6265130	863137105	STRATTON SM-CAP VALUE FD #37	43 40	3,237 92	3,374 80
Invest - Other	23-6265130	922042858	VANGUARD FTSE EMERGING MARKETS ETF	64 00	2,809 60	2,699 20
Invest - Other	23-6265130	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	757 38	5,839 39	5,897 44
Invest - Other	23-6265130	779588402	T ROWE PRICE INST FLOAT RATE #170	239 08	2,438 62	2,459 99
Invest - Other	23-6265130	683974604	OPPENHEIMER DEVELOPING MKT-I #799	232 02	8,378 06	8,124 39
Invest - Other	23-6265130	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	128.00	5,674 24	4,514 65
Invest - Other	23-6265130	64128R608	NEUBERGER BERMAN LONG SH-INS #1830	445 47	5,875 79	5,759 97
Invest - Other	23-6265130	483438305	KALMAR GR W/ VAL SM CAP-INS #4	158.18	3,199 96	2,808 73
Invest - Other	23-6265130	22544R305	CREDIT SUISSE COMM RET ST-I #2156	1,110 61	6,608 10	8,203 41
Savings & Temp Inv	23-6265130	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	4,741.23	4,741 23	4,741 23
Savings & Temp Inv	23-6265130	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	618 62	618 62	618 62