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

OMB No. 1545-0052

2014Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2014 or tax year beginning

06/01, 2014, and ending

05/31, 2015

Name of foundation TW PRICE GILBERT JR. CHARITABLE FUND		A Employer identification number 58-2064640
Number and street (or P.O. box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044		B Telephone number (see instructions) 800-352-3705
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,492,558.		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 ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	184,784.	183,874.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	499,745.			
	b Gross sales price for all assets on line 6a	6,554,646.			
	7 Capital gain net income (from Part IV, line 2)		499,745.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	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)	11,176.	-1,485.		STMT 14
	12 Total. Add lines 1 through 11	695,705.	682,134.		
	13 Compensation of officers, directors, trustees, etc.	92,010.	69,007.		23,002.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 15	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule) STMT 16	10,472.	10,472.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	18,363.	5,349.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 18	19,736.	7,273.		18,587.
	24 Total operating and administrative expenses. Add lines 13 through 23.	141,581.	92,101.	NONE	42,589.
	25 Contributions, gifts, grants paid	621,000.			621,000.
	26 Total expenses and disbursements. Add lines 24 and 25	762,581.	92,101.	NONE	663,589.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-66,876.			
	b Net investment income (if negative, enter -0-)		590,033.		
	c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.
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Form **990-PF** (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		80.	1,334.	1,334.
	2	Savings and temporary cash investments		537,310.	82,238.	82,238.
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 19	151,722.		
	b	Investments - corporate stock (attach schedule)	STMT 21	4,520,158.	5,489,001.	5,997,196.
	c	Investments - corporate bonds (attach schedule)	STMT 50	821,297.	774,123.	855,463.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 53	1,808,504.	1,414,102.	1,556,327.	
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)		7,839,071.	7,760,798.	8,492,558.	
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)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		7,839,071.	7,760,798.	
	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)		7,839,071.	7,760,798.	
	31	Total liabilities and net assets/fund balances (see instructions)		7,839,071.	7,760,798.	

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	7,839,071.
2	Enter amount from Part I, line 27a	2	-66,876.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 60	3	13,046.
4	Add lines 1, 2, and 3	4	7,785,241.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 61	5	24,443.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,760,798.

Form 990-PF (2014)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(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 6,554,482.		6,054,737.	499,745.		
b					
c					
d					
e					
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			499,745.		
b					
c					
d					
e					
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	499,745.	
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		

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	421,322.	8,635,385.	0.048790
2012	378,834.	8,322,266.	0.045521
2011	427,233.	8,148,986.	0.052428
2010	381,741.	8,224,028.	0.046418
2009	360,000.	7,640,120.	0.047120
2 Total of line 1, column (d)			2 0.240277
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 0.048055
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 8,693,773.
5 Multiply line 4 by line 3			5 417,779.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,900.
7 Add lines 5 and 6			7 423,679.
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.			8 663,589.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	5,900.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	5,900.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,900.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 10,128.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	10,128.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	4,228.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 4,228. Refunded ☐		11	

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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ GA		
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 General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(800) 352-3705</u> Located at <u>ONE WEST 4TH STREET, 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 ☐ and enter the amount of tax-exempt interest received or accrued during the year. <u>15</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? 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 <u></u>	16	Yes	No X

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

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

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

Form 990-PF (2014)

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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No**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 NA 1525 W WT HARRIS BLVD, CHARLOTTE, NC 28288-1161	TRUSTEE 40	92,010.	-0-	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2014)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	

Form 990-PF (2014)

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	8,458,998.
b	Average of monthly cash balances	1b	367,167.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	8,826,165.
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	NONE
3	Subtract line 2 from line 1d	3	8,826,165.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	132,392.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,693,773.
6	Minimum investment return. Enter 5% of line 5	6	434,689.

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	434,689.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		5,900.
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	5,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	428,789.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	428,789.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	428,789.

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	663,589.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	663,589.
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	5,900.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	657,689.

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				428,789.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			390,867.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>663,589.</u>				
a Applied to 2013, but not more than line 2a			390,867.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				272,722.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				156,067.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

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

NOT APPLICABLE

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	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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 STATEMENT 62

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED	NONE	PC	CONTRIBUTIONS	621,000.
Total			▶ 3a	621,000.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

Tax Return Reconciliation

Price Gilbert Jr. Charitable Fund
6/1/2014 - 5/31/2015

23 July 2015

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Atlanta Girls' School 3254 Northside Parkway Atlanta, GA 30327	582408353 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Support of the Atlanta Girls' School Financial Aid Program	1/23/2015	\$10,000.00
Atlanta Hospital Hospitality House, Inc. 1815 Ponce de Leon Ave., NE Atlanta, GA 30307	581372868 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Operating 2014-15	1/23/2015	\$5,000.00
Atlanta Ronald McDonald House Charities, Inc. 795 Gatewood Rd., NE Atlanta, GA 30329	581295754 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Open Hearts. Open Doors: The Campaign to Build a New Ronald McDonald House on Peachtree Dunwoody Road	1/23/2015	\$25,000.00
Boys & Girls Clubs of Metro Atlanta Inc. 1275 Peachtree Street, Suite 500 Atlanta, GA 30309	580566123 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Boys & Girls Clubs of Metro Atlanta's Literacy Programs	1/23/2015	\$10,000.00
Fernbank, Inc. 767Clifton Road NE Atlanta, GA 30307-1221	586028607 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Pioneering the Nature Generation	1/23/2015	\$35,000.00
Georgia Council on Economic Education P. O. Box 1619 Atlanta, GA 30301-1619	581137332 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Teaching AP, IB and Gifted Economics in Metro Atlanta	1/23/2015	\$25,000.00
Good Samaritan Health Center of Gwinnett Inc 3700 Club Drive Lawrenceville, GA 30044	270080400 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Community Foundation North Georgia Challenge Grant	1/23/2015	\$10,000.00
Professional Association Of Georgia Educators Foundation Inc PO Box 942270 Atlanta, Georgia 31141	581740503 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	2015 Georgia STAR Student and STAR Teacher Program	1/23/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Robert W. Woodruff Arts Center Inc. 1280 Peachtree Street NE Atlanta, GA 30309	580633971 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2014-2015 Woodruff Arts Center Comprehensive Corporate Campaign and Divisional Programs	1/23/2015	\$30,000.00
The Atlanta Opera 1575 Northside Drive Bldg. 300, Ste. 350 Atlanta, GA 30318	581371843 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	The Studio Touring Production and Student Short for K-12	1/23/2015	\$10,000.00
The Posse Foundation, Inc. 101 Marietta Street NW, Suite 1040 Atlanta, GA 30303	133840394 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Posse Atlanta's College Access and Youth Leadership Development Program	1/23/2015	\$5,000.00
United Methodist Childrens Home of the North Georgia Conference, Inc. 500 S. Columbia Drive Decatur, Georgia 30030	580632081 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Family Housing Program	1/23/2015	\$20,000.00
24/7 Gateway, LLC dba Gateway Center 275 Pryor Street, SW Atlanta, Georgia 30303	261193832 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	Homeless Supportive Services	5/6/2015	\$5,000.00
Action Ministries, Inc. 17 Executive Park Drive, Suite 540 Atlanta, GA 30329	582070427 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Children's After School Program	5/6/2015	\$5,000.00
Arthritis Foundation, Inc. Southeast Region 1330 West Peachtree Street, Suite 200 Atlanta, GA 30309	581341679 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Advancing our mission by improving technology through Affinity	5/6/2015	\$10,000.00
Atlanta Children's Shelter, Inc. P.O. Box 54322 Atlanta, GA 30308-0322	581675299 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Nationally Accredited Early Childhood Education Program	5/6/2015	\$15,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Atlanta Speech School, Inc. 3160 Northside Drive, Atlanta, GA 30327 Atlanta, GA 30327	580566198 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School of hearing	Financial Aid support for the Katherine Hamm Center for children who are deaf or hard of hearing	5/6/2015	\$75,000.00
Atlanta Union Mission Corporation aka Atlanta Mission 2353 Bolton Road NW Atlanta, GA 30318	580572430 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Mattress Replacement Project at The Shepherd Inn Men's Shelter	5/6/2015	\$5,000.00
Camp Living Wonders, Inc. 5425 Powers Ferry Road Atlanta, GA 30327-2108	454171653 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Staff Training for Camp Living Wonders	5/6/2015	\$10,000.00
Children's Healthcare of Atlanta Inc. 1577 Northeast Expressway, Suite A Atlanta, GA 30329	581710601 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Primary Care Clinic	5/6/2015	\$5,000.00
Communities in Schools of Atlanta, Inc. 260 Peachtree Street, Suite 750 Atlanta, GA 30303	581152807 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	CIS Services at Creekside High School	5/6/2015	\$5,000.00
East Lake Foundation Inc. 2606 Alston Drive, SE Atlanta, GA 30317	582204306 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	After School Program	5/6/2015	\$6,000.00
Emerge Scholarships Inc. 3525 Piedmont Road Building 5, Suite 300 Atlanta, GA 30305	582639382 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Empowering Women through Named Scholarships (3 Scholarships Total)	5/6/2015	\$5,000.00
Everybody Wins Atlanta Inc 1100 Peachtree Street Suite 2800 Atlanta, GA 30309	582332030 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Everybody Wins! Atlanta General Operating Support	5/6/2015	\$2,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Families First, Inc. 1105 West Peachtree Street NE Atlanta, GA 30309	581054331 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Families First's Permanency Cooperatives	5/6/2015	\$10,000.00
Feed My Lambs Inc. 560 North Fairground Street Marietta, Georgia 30060	581902082 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Atlanta Expansion	5/6/2015	\$10,000.00
Foster Siblings Reunited Inc 6101 Golden Landing Canton, GA 30114	263962409 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2015 Summer Camp and Sibling Connection Events	5/6/2015	\$5,000.00
Friends of Disabled Adults and Children Too Inc. 4900 Lewis Road Stone Mountain, Georgia 30083	581709436 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Home Medical Equipment Program	5/6/2015	\$5,000.00
George West Mental Health Foundation Inc dba Skyland Trail 1961 North Druid Hills Road NE Atlanta, GA 30329	581489941 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Financial Aid Program	5/6/2015	\$5,000.00
Georgia Agape Inc 3094 Mercer University Drive, Suite 200 Atlanta, GA 30341	581081723 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Georgia AGAPE Foster Care and Adoption Program	5/6/2015	\$5,000.00
Georgia State University Research Foundation Inc. Post Office Box 3999 Atlanta, GA 30302	581845423 501(c)(3) FC12 - 509(a)(1) in 170(b)(1)(A)(iii) - Hospital/Medical Research	Conflict Resolution Symposium 2014, "Acting Out! Using Storytelling Mediums to Manage Conflict"	5/6/2015	\$15,000.00
Georgia Tech Foundation, Inc. 760 Spring Street NW Atlanta, GA 30308	586043294 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	Prototypes to Enhance Renovation of Georgia Tech Library	5/6/2015	\$75,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Georgia Transplant Foundation, Inc. 500 Sugar Mill Road Suite 170A Atlanta, Georgia 30350	582075193 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	GTF's JumpStart Program	5/6/2015	\$10,000.00
Girl Scouts of Greater Atlanta Inc. 5601 N. Allen Rd. Mableton, GA 30126	580566190 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Outreach Program for Low Income Girls	5/6/2015	\$10,000.00
Good Samaritan Health Center of Gwinnett Inc 3700 Club Drive Lawrenceville, GA 30044	270080400 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	3.0 Challenge	5/6/2015	\$10,000.00
Heating Energy Assistance Team, Inc. 2167 Northlake Parkway, Suite 112 Tucker, GA 30084	311713867 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Keeping Residents of Metropolitan Atlanta Warm and Safe this Winter	5/6/2015	\$5,000.00
Historic Oakland Foundation, Inc 248 Oakland Avenue SE Atlanta, GA 30312	581276032 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Implementation of Critical Tree Care Action Plan	5/6/2015	\$5,000.00
HOPE aka H.O.P.E, Inc (Helping Other People be Empowered) PO Box 3166 Duluth, GA 30096	271370074 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Hope for Low-Income Single Parents (H-LISP)	5/6/2015	\$2,500.00
Jerusalem House, Inc. 17 Executive Park Drive NE, Suite 290 Atlanta, GA 30329	581829807 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Jerusalem House Capital Campaign	5/6/2015	\$10,000.00
Kennesaw State University 1000 Chastain Road MD 9102 Kennesaw, Georgia 30144-5591	237034345 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	Thrive - University College Kennesaw State University	5/6/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Museum of Contemporary Art of Georgia (MOCA GA) 75 Bennett Street Atlanta, GA 30309	582562811 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	General Funds to Support MOCA GA: The Only Institution Dedicated Solely to Collecting, Preserving and Showcasing the Work of Georgia Artists	5/6/2015	\$20,000.00
National Mental Health Association of Georgia Inc. 100 Edgewood Avenue, Suite 502 Atlanta, GA 30303	580611310 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Kids on the Block	5/6/2015	\$5,000.00
North Fulton Child Development Association, Inc. 89 Grove Way Roswell, GA 30075	581085443 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Great Starts, Bright Futures	5/6/2015	\$5,000.00
Our House, Inc. Post Office Box 1304 Decatur, GA 30031-1304	581743333 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Stronger Together Merger and Capital Campaign - Creating a Center of Excellence for Homeless Children and Families	5/6/2015	\$10,000.00
Professional Association Of Georgia Educators Foundation Inc PO Box 942270 Atlanta, Georgia 31141	581740503 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	STAR Student Awards	5/6/2015	\$5,000.00
Rainbow Village, Inc. 3427 Duluth Highway 120 Duluth, GA 30096	582181183 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Building Strong Communities...One Family at a Time	5/6/2015	\$10,000.00
The Study Hall, Inc. 1010 Crew St, SW Atlanta, GA 30315	581830316 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	After school program for grades K - 5	5/6/2015	\$10,000.00
Trinity Community Ministries Inc 21 Bell Street, NE Atlanta, GA 30303	581804368 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Trinity Community Ministries Annual Expenses Campaign	5/6/2015	\$5,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Truancy Intervention Project Georgia, Inc. Judge Romae T. Powell Juvenile Justice Center Suite 4122 395 Pryor Street, SW Atlanta, GA 30312	582096728 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	General Operating Support	5/6/2015	\$5,000.00
Visiting Nurse Health System Inc. dba Visiting Nurse - Hospice Atlanta 5775 Glenridge Drive, N.E., Suite E200 Atlanta, Georgia 30328	580566250 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Access to Care for Vulnerable Patients	5/6/2015	\$10,000.00
Women Moving On Inc d/b/a Women's Resource Center PO Box 171 Decatur, GA 30031	581698233 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Making Change Financial Strategies Program	5/6/2015	\$10,000.00
Grand Totals (51 items)				\$621,000.00

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COM	60.	60.
AGL RES INC COM	219.	219.
AIA GROUP LTD-SP ADR	273.	273.
AT&T INC	9.	9.
ABERDEEN EMERG MARKETS-INST #5840	1,418.	1,418.
ACCOR SA - ADR	52.	52.
ACUITY BRANDS INC	2.	2.
ADVANCE AUTO PARTS COM	3.	3.
ACADIAN EMG MKTS PORT-INST #1260	713.	713.
JOHCM INTERNATIONAL SEL-I #180	1,429.	1,429.
AIR LIQUIDE ADR FRANCE ADR	462.	462.
ALASKA AIR GRP INC COM	102.	102.
ALBEMARLE CORP COM	64.	64.
ALEXANDER & BALDWIN INC	9.	9.
ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2	20.	20.
ALLIANT TECHSYSTEMS INC COM W/RTS ATTACH	24.	24.
ALLIANZ AG-ADR COM	664.	664.
AMADEUS IT HOLDING-UNSP ADR	74.	74.
AMERICAN AIRLS GROUP INC	3.	3.
AMERICAN EXPRESS CO COM	116.	116.
AMERICAN EXPRESS CRE 2.800% 9/19/16	26.	26.
AMERICAN FINL GRP INC OHIO COM	318.	318.
AMERICAN REALTY CAPITAL PROPER	33.	2.
AMERICAN TOWER CORP	420.	420.
AMERISOURCEBERGEN CORP COM	116.	116.
AMTRUST FINANCIAL SERVICES INC	353.	353.
ANGLO AMERN PLC ADR	65.	65.
ANHUI CONCH CEMENT-H-UNS ADR	39.	39.
ANHEUSER-BUSCH INBEV SPN ADR	1,015.	1,015.
APACHE CORP COM RTS EXP 01/31/2006	56.	56.
APACHE CORP	21.	21.
APARTMENT INVT & MGMT CO CL A	141.	141.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
APPLE COMPUTER INC COM	997.	997.
APPLE INC 2.400% 5/03/23	11.	11.
ARLINGTON ASSET INVESTMENT CORP	772.	772.
ARM HLDGS PLC SPONSORED ADR	149.	149.
ASHMORE EMERG MKTS CR DB-INS	2,393.	2,393.
ASSTEAD GROUP PLC-UNSPON ADR	74.	74.
ASSA ABLOY AB-UNSP ADR	115.	115.
ASSOC BRITISH FOODS-UNSP ADR	44.	44.
ATLANTIA SPA-UNSPONSORED ADR	120.	120.
ATLAS COPCO AB ADR	96.	96.
AVALONBAY CMNTYS INC COM	225.	225.
AVIV REIT INC	45.	29.
BG GROUP PLC- SPON ADR ISIN US0554342032	273.	273.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	476.	476.
BANK OF AMERICA CORP 4.125% 1/22/24	79.	79.
BARRETT BUSINESS SVCS INC	30.	30.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	594.	594.
BAYERISCHE MOTOREN WERKE (BMW) ADR	436.	436.
BHP LIMITED SPONS ADR COM	775.	775.
BLACKROCK INC	439.	439.
BOEING CO COM	247.	247.
BORG WARNER INC COM	7.	7.
BOSTON PPTYS INC COM	66.	66.
BRITISH AMERICAN TOB-SP ADR COM	485.	485.
BROCADE COMMUNICATIONS SYSTEMS	90.	90.
BROWN-FORMAN CORP CL B COM	16.	16.
BUCKLE INC COM	540.	540.
BURBERRY GROUP PLC-SPON ADR	102.	102.
CBL & ASSOC PPTYS INC COM W/RIGHTS ATTAC	33.	33.
CME GROUP INC	151.	151.
CSL LTE-SPONSORED ADR	166.	166.
CVS CORP COM	273.	273.
CVS CAREMARK CORP 4.125% 5/15/21	13.	13.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAL MAINE FOODS INC	224.	224.
CAMDEN PROPERTY TRUST	158.	158.
CANADIAN NATL RY CO COM	220.	220.
CAPELLA EDUCATION CO	150.	150.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	438.	438.
CARDINAL HLTH INC COM	12.	12.
CARLISLE COS INC COM	18.	18.
CARLSBERG AS-B-SPON ADR	63.	63.
CARNIVAL CORP PAIRED CTF 1 COM	42.	42.
CBS OUTDOOR AMERICAS INC	52.	52.
CELANESE CORP	78.	78.
CHEMED CORP NEW	47.	47.
CHEVRONTXACO CORP COM	165.	165.
CHINA MOBILE HK LTD -SP ADR	144.	144.
CINEMARK HOLDINGS INC	19.	19.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	226.	226.
CITIGROUP INC.	6.	6.
CITIGROUP INC 3.375% 3/01/23	55.	55.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	57.	57.
COCHLEAR LTD-UNSPON ADR	118.	118.
COLGATE-PALMOLIVE CO COM	366.	366.
COMCAST CORP NEW CL A	129.	129.
COMCAST CORP 6.400% 3/01/40	54.	54.
COMPAGNIE FINANCIERE - ADR	106.	106.
COMPASS GROUP PLC - ADR	677.	677.
CONTINENTAL AG SPONSORED ADR	62.	62.
COOPER COS INC COM NEW	1.	1.
CORRECTIONS CORP OF AMERICA COM	122.	122.
COSTCO WHOLESALE CORP COM	1,936.	1,936.
CUBESMART	126.	126.
CUMMINS INC COM	448.	448.
DBS GRP HLDGS SPONSORED ADR	311.	311.
DDR CORP	143.	61.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DST SYS INC DEL COM	118.	118.
DAIKIN INDUSTRIES-UNSPONADR	53.	53.
DAIWA HOUSE IND LTD ADR	114.	114.
DANAHER CORP COM	134.	134.
DASSAULT SYSTEMES S.A. SPA ADR	190.	190.
DELTA AIR LINES INC	12.	12.
DELUXE CORP COM	211.	211.
DIAGEO PLC SPONSORED ADR NEW	153.	153.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	558.	558.
DOMINOS PIZZA INC	18.	18.
DOMTAR CORP	225.	225.
DOVER CORP COM W/RTS EXP 11/2006	240.	240.
DREW INDUSTRIES INC	346.	346.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,487.	1,487.
DUKE RLTY INVTS INC COM NEW	128.	126.
DUPONT FABROS TECHNOLOGY INC	96.	96.
E M C CORP MASS COM	360.	360.
ENI S P A ADR	168.	168.
EOG RES INC COM	121.	121.
ENN ENERGY HOLDINGS-UNSP ADR	53.	53.
EPR PROPERTIES	315.	296.
EATON VANCE FLOATING RATE FD-I #924	3,269.	3,269.
EATON VANCE GLOBAL MACRO - I #0088	1,041.	1,041.
ECOLAB INC COM	17.	17.
ECOLAB INC	62.	62.
EDUCATION RLTY TR INC	25.	20.
EDUCATION REALTY TRUST INC	50.	50.
EMBRAER SA ADR	18.	18.
EMCOR GRP INC COM	56.	56.
EMPLOYERS HOLDINGS INC	89.	89.
ENERSYS	60.	60.
ENTERPRISE PRODUCTS	75.	75.
EQUINIX INC	1,052.	904.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EQUITY ONE INC COM	120.	96.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	225.	225.
ESSEX PPTY TR INC COM W/RTS ATTACHED 11/	324.	324.
EXELIS INC	36.	36.
EXPERIAN PLC - ADR	108.	108.
EXTRA SPACE STORAGE INC	215.	215.
FBL FINL GROUP INC CL A	533.	533.
FEI CO COM	12.	12.
FLIR SYS INC COM W/RIGHTS ATTACHED EXPIR	14.	14.
FANUC CORPORATION ADR	279.	279.
FASTENAL CO COM	227.	227.
FHLMC POOL #Q20860 3.500% 8/01/43	108.	108.
FHLMC POOL #Q22496 4.000% 10/01/43	66.	66.
FED NATL MTG ASSN 5.000% 2/13/17	246.	246.
FNMA BD 6.625% 11/15/30	14.	14.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	148.	148.
FED HOME LN MTG CORP 3.750% 3/27/19	93.	93.
FNMA POOL #AL3915 4.000% 7/01/43	52.	52.
FNMA POOL #890551 4.500% 7/01/43	52.	52.
FEDERATED NATIONAL HOLDING CO	21.	21.
FID ADV EMER MKTS INC- CL I #607	1,341.	1,341.
FIRST INDL RLTY TR INC COM	164.	164.
FIRST REPUBLIC BANK/SAN FRANCI	8.	8.
FRESENIUS SE & CO-SPN ADR	59.	59.
FUCHS PETROLUB SE-PREF ADR	111.	111.
GEO GROUP INC/THE	32.	29.
GALAXY ENTERTAINMENT GRP-ADR	61.	61.
GANNETT CO INC COM W/RIGHTS ATTACHED EXP	255.	255.
GENERAL ELEC CAP COR 5.875% 1/14/38	98.	98.
GENERAL GROWTH PROPERTIE-W/I	246.	246.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	646.	646.
GOLDMAN SACHS GRP INC COM	56.	56.
GOLDMAN SACHS GROUP 6.150% 4/01/18	33.	33.
DMD361 5892 09/25/2015 14:20:32		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GOLDMAN SACHS GROUP 4.000% 3/03/24	5.	5.
GOLDMAN SACHS COMM STRATEGY #2653	10.	10.
GRAPHIC PACKAGING HLDGCO	34.	34.
GREEN PLAINS INC.	51.	51.
THE GREENBRIER COMPANIES, INC.	50.	50.
HCP INC	131.	125.
HFF INC	425.	425.
HSBC HLDGS PLC SPONSORED ADR NEW	538.	538.
HSBC HOLDINGS PLC 5.100% 4/05/21	29.	29.
HSBC FRONTIER MARKETS-I	13,072.	13,072.
HEALTHSOUTH REHABILITATION CORPORAT	178.	178.
HEALTH CARE REIT INC COM	512.	444.
HOME DEPOT INC COM	408.	408.
HONG KONG EXCH & CLEARING LTD -ADR	192.	192.
HOST MARRIOTT CORP NEW COM	310.	310.
ITT CORP	58.	58.
ICICI BK LTD SPON ADR SPONSORED ADR	227.	227.
IMPERIAL OIL LTD COM NEW	121.	121.
INFORMA PLC-SP ADR	102.	102.
INGREDION INC	190.	190.
INTEL CORP COM	326.	326.
INTELIQUENT INC	238.	238.
INTER PARFUMS INC	167.	167.
INTERCONTINENTAL EXCHANGE, INC	26.	26.
INTL BUSINESS MACHINES CORP COM	139.	139.
INTERVAL LEISURE GROUP INC	78.	78.
INTESA SANPAOLO-SPON ADR	111.	111.
ITAU UNIBANCO H-SPON PRF ADR	2,134.	2,134.
JGC CORP-UNSPONSORED ADR	201.	201.
JP MORGAN CHASE & CO COM	919.	919.
JPMORGAN CHASE & CO 4.400% 7/22/20	69.	69.
JAPAN TOBACCO INC-UNSPON ADR	77.	77.
JOHNSON & JOHNSON COM	329.	329.

DMD361 5892 09/25/2015 14:20:32

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	103.	103.
JONES LANG LASALLE INC COM	34.	34.
J2 GLOBAL INC	136.	136.
KBC GROEP NV-UNSP ADR	150.	150.
KAMAN CORP CL A	19.	19.
KDDI CORP-UNSPONSORED ADR	115.	115.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	103.	84.
KIMBERLY-CLARK CORP COM	499.	499.
KINGFISHER PLC - ADR	347.	347.
KOMATSU LTD SPONSORED ADR NEW	59.	59.
KONE OYJ-B-UNSPONSORED ADR	195.	195.
KRAFT FOODS INC 5.375% 2/10/20	55.	55.
KUBOTA LTD COM	78.	78.
L'OREAL - ADR	208.	208.
LUMH MOET HENNESSY LOUIS VUITTON	856.	856.
LADBROKES PLC-ADR	67.	67.
LANDSTAR SYS INC COM	193.	193.
LAS VEGAS SANDS CORP	153.	153.
LASALLE HOTEL PTYS COM SH BEN INT	18.	18.
LENNOX INTERNATIONAL INC COM W/RIGHTS AT	14.	14.
LINDE AG ADR	94.	94.
LITHIA MOTORS INC CL A COM	79.	79.
LIXIL GROUP CORP-UNSPN ADR	56.	56.
LLOYDS TSB GRP PLC SP ADR COM	88.	88.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	8.	8.
MAKITA CORPORATION - ADR	24.	24.
MARATHON PETROLEUM CORP	10.	10.
MARTIN MARIETTA MATLS INC COM W/RTS EXP	20.	20.
MASTERCARD INC	11.	11.
MATSON INC.	37.	37.
MCGRAW HILL COS INC	14.	14.
MCKESSON HBOC INC COM	36.	36.
MEAD JOHNSON NUTRITION CO	249.	249.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MEDICAL PPTYS TR INC	25.	15.
MEDIOLANUM SPA-UNSPONSOR ADR	267.	267.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	172.	172.
METHODE ELECTRS INC CL A W/RIGHTS ATTACH	19.	19.
MICHELIN (CGDE) ADR	269.	269.
MICROSOFT CORP COM	614.	614.
MINERALS TECHNOLOGIES INC COM W/RIGHTS A	17.	17.
MITSUBISHI ESTATE LTD ADR	35.	35.
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	108.	108.
MONOTARO CO LTD-UNSP ADR	16.	16.
MORGAN STANLEY INS FR EMG-I	135.	135.
MTN GROUP LTD ADR	487.	487.
NATIONAL GENERAL HOLDINGS CORP	9.	9.
NATIONAL OILWELL INC COM	132.	132.
NESTLE S A SPONSORED ADR REPSTG REG SH	542.	542.
NEUBERGER BERMAN LONG SH-INS #1830	306.	306.
NEW JERSEY RES CORP COM RTS EXP 08/15/20	192.	192.
NEWMARKET CORP	58.	58.
NOKIA CORP SPONSORED ADR	357.	357.
NOBLE ENERGY INC 4.150% 12/15/21	82.	82.
NOVARTIS AG SPONSORED ADR	1,592.	1,592.
NOVO-NORDIST A S ADR	302.	302.
NUTRI SYS INC	151.	151.
OFG BANCORP	68.	68.
OCEANEERING INTL INC COMMON	193.	193.
OLIN CORP NEW COM W/RTS ATTACHED EXP 02/	88.	88.
ORACLE CORP COM	62.	62.
OPPENHEIMER DEVELOPING MKT-I #799	3,093.	3,093.
OUTFRONT MEDIA INC	292.	292.
PDL BIOPHARMA INC	246.	246.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	15,297.	15,297.
PIMCO FOREIGN BOND FUND-INST	13,689.	13,689.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	460.	460.

DMD361 5892 09/25/2015 14:20:32

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PACIFIC RUBIALES ENERGY CORP	44.	44.
PARAMOUNT GROUP INC	25.	25.
PEARSON PLC SPONSORED ADR	95.	95.
PEBBLEBROOK HOTEL TRUST	161.	161.
PERICOM SEMICONDUCTOR CORP	32.	32.
PERNOD-RICARD SA-UNSPON ADR	24.	24.
PETROBRAS INTL FIN 5.375% 1/27/21	15.	15.
PETSMART INC COM W/RTS ATTACHED EXP 08/2	21.	21.
PIMCO COMMODITY REAL RET STRAT-I#45	48.	48.
POLARIS INDS INC COM W/RIGHTS ATTACHED E	136.	136.
PRAXAIR INC COM	314.	314.
PRECISION CASTPARTS CORP COM W/RIGHTS AT	10.	10.
PRINCIPAL MIDCAP FD-IN #4749	60.	60.
PROASSURANCE CORPORATION COMMON	689.	689.
PROLOGIS INC	273.	273.
PRUDENTIAL FINANCIAL INC COM	505.	505.
PRUDENTIAL PLC ADR	404.	404.
PUBLIC STORAGE INC COM	317.	317.
PUBLICIS S A NEW SPONSORED ADR	227.	227.
QTS REALTY TRUST INC-CL A	178.	178.
QUALCOMM INC COM W/RTS ATTACHED	810.	810.
RPC ENERGY SVC INC COM	56.	56.
RECKITT BENCKIS/S ADR	165.	165.
RED ELECTRICA COR-UNSPON ADR	58.	58.
RETAIL PROPERTIES OF AME-A	21.	14.
REXAM PLC-SPONSORED ADR	105.	105.
RIO TINTO FIN USA PL 1.625% 8/21/17	20.	20.
RITCHIE BROS AUCTIONEERS INC COM	22.	22.
ROCHE HLDG LTD SPONSORED ADR	1,277.	1,277.
ROCK-TENN CO CL A	108.	108.
ROGERS COMMUNICATIONS INC CL B	479.	479.
ROLLS-ROYCE PLC SPONSORED ADR	76.	76.
ROSS STORES INC COM	106.	106.

DMD361 5892 09/25/2015 14:20:32

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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T ROWE PRICE INST FLOAT RATE #170	3,216.	3,216.
ROYAL DUTCH SHELL PLC SPONSORED	344.	344.
ROYAL MAIL PLC-UNSP ADR	88.	88.
ROYAL PTT NEDERLAND ROYAL KPN NV	102.	102.
RUTH'S HOSPITALITY GROUP	142.	142.
RYANAIR HLDGS PLC SPONSORED ADR	162.	162.
RYOHIN KEIKAKU CO-UNSP ADR	24.	24.
SEI INVT CO COM	12.	12.
SL GREEN RLTY CORP COM W/RIGHTS ATTACHED	195.	195.
SM ENERGY CO	14.	14.
SPDR TR UNIT SER 1	2,251.	2,251.
SPDR DJ WILSHIRE INTERNATIONAL REAL	1,526.	1,526.
SAMPO OYJ-A SHS-UNSP ADR	312.	312.
SANDERSON FARMS INC COM W/RIGHTS ATTACHE	77.	77.
SANDS CHINA LTD-UNSPONS ADR	429.	429.
SAP AG SPONSORED ADR	219.	219.
SASOL LTD (SOUTH AFRICA) SPONSORED ADR	184.	184.
SAUL CTRS INC COM	104.	104.
SCHLUMBERGER LTD COM	756.	756.
SCHNEIDER ELECTRIC SE - ADR	461.	461.
SCHWAB CHARLES CORP NEW COM	99.	99.
SELECT MEDICAL HOLDINGS CORPORATION	152.	152.
SERVICE CORP INTL COM	63.	63.
SEVEN & I HOLDINGS CO., LTD ADR	85.	85.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	32.	32.
SIMON PPTY GRP INC NEW COM	1,043.	1,043.
SNAP ON INC COM RTS EXP 11/03/1997	345.	345.
SOFTBANK GROUP CORP-UNSPON ADR	21.	21.
SONOVA HOLDIN-UNSPON ADR	112.	112.
SOTHEBY'S HLDGS INC CL A	32.	32.
SOUTHERN COPPER CORP	15.	15.
SPECTRA ENERGY CORP	335.	335.
STARBUCKS CORP COM	337.	337.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
STATOIL ASA SPONSORED ADR	267.	267.
STONE HARBOR LOCAL MARKET FD #14604	219.	219.
STORE CAPITAL CORP	19.	19.
STRYKER CORP COM	269.	269.
SUMITOMO TRUST AND BANKING ADR	150.	150.
SUMITOMO MITSUI TR-SPON ADR	129.	129.
SUN CMNTYS INC COM	77.	56.
SUNSTONE HOTEL INVS INC NEW	155.	155.
SUNTORY BEVERAGE & FOOD-UADR	45.	45.
SUSQUEHANNA BANCSHARES INC PA COM	139.	139.
SVENSKA HANDELSB-A-UNSP ADR	212.	212.
SWATCH GROUP AG/THE-UNSP ADR	115.	115.
SWEDBANK AB ADR	470.	470.
SYMRISE AG ADR	77.	77.
SYMEX CORP-UNSPON ADR	110.	110.
TJX COS INC NEW COM	186.	186.
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORE	691.	691.
TARGET CORP COM	372.	372.
TAUBMAN CTRS INC COM	171.	110.
TEMPLETON EMER MKT S/C-ADV #626	1,009.	1,009.
TENCENT HOLDINGS LTD-UNS ADR	11.	11.
TESCO PLC SPONSORED ADR	218.	218.
TEVA PHARMACEUTICAL INDS LTD ADR	243.	243.
TESSERA TECHNOLOGIES INC	44.	44.
THERMO ELECTRON CORP COM W/RTS ATTACHED	26.	26.
3M CO COM	56.	56.
TIFFANY & CO NEW COM W/RIGHTS ATTACHED E	254.	254.
TIME WARNER INC	354.	354.
TORO CO COM RTS EXP 06/14/2008	42.	42.
TOTAL FINA ELF S A SPONSORED ADR	357.	357.
TOWERS WATSON & CO CL A	6.	6.
TOYOTA MTR CORP COM (ADR 2)	215.	215.
TRACTOR SUPPLY CO COM	15.	15.

DMD361 5892 09/25/2015 14:20:32

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TREDEGAR CORPORATION COM W/RIGHTS ATTACH	9.	9.
TURKIYE GARANTI BANKSASI-ADR	90.	90.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	356.	356.
UBIQUITI NETWORKS INC	31.	31.
UNI CHARM CORPORATION ADR	120.	120.
UNIFIRST CORP MASS	9.	9.
UNILEVER PLC SPONSORED ADR NEW	448.	448.
UNION PAC CORP COM	164.	164.
UNITED INSURANCE HOLDINGS CORP	36.	36.
UNITED PARCEL SERVICE CL B COM	468.	468.
US TREASURY BOND 4.500% 5/15/38	31.	31.
US TREAS INFL INDEX 2.125% 2/15/41	26.	26.
US TREASURY NOTE 1.500% 12/31/18	51.	51.
US TREASURY NOTE 3.125% 5/15/19	9.	9.
US TREASURY NOTE 2.625% 7/31/14	198.	198.
UNITED STATIONERS COM W/RIGHTS ATTACHED	75.	75.
UNITEDHEALTH GRP INC COM	154.	154.
URBAN EDGE PROPERTIES-W/I	11.	11.
V F CORP COM W/RTS ATTACHED EXP 01/25/20	336.	336.
VALMONT INDS INC	18.	18.
VENTAS INC-COM	507.	507.
VERIZON COMMUNICATIONS COM	388.	388.
VERIZON COMMUNICATIO 5.150% 9/15/23	50.	50.
VINCI SA ADR	114.	114.
VISA INC-CLASS A SHRS	323.	323.
VORNADO RLTY TR COM	294.	294.
WPP PLC NEW ADR	556.	556.
WP GLIMCHER INC	10.	10.
WABTEC COM	5.	5.
WADDELL & REED FINL INC CL A W/RIGHTS AT	57.	57.
WAL-MART STORES INC 2.550% 4/11/23	18.	18.
WASHINGTON PRIME GROUP	59.	59.
WEINGARTEN RLTY INVS SH BEN INT	62.	62.

DMD361 5892 09/25/2015 14:20:32

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WF ADV ULTRA SH-TRM MUNI INC-I #3107	269.	12.
WESTERN DIGITAL CORP COM W/RIGHTS ATTACH	10.	10.
WOLSELEY PLC	156.	156.
WOLTERS KLUWER NV SPONSORED ADR	151.	151.
WORLD FUEL SVCS CORP	4.	4.
XINYI GLASS HOLDI-UNSP ADR	112.	112.
YUM! BRANDS INC	19.	19.
ACCENTURE PLC	520.	520.
BUNGE LIMITED COM	169.	169.
DELPHI AUTOMOTIVE PLC	15.	15.
EATON CORP PLC	131.	
ENSCO PLC-CL A	71.	71.
MAIDEN HOLDINGS LTD	326.	326.
MEDTRONIC PLC	172.	172.
NABORS INDUSTRIES LTD COM	5.	5.
HOME LOAN SERVICING SOLUTION	296.	296.
SIGNET JEWELERS LIMITED	43.	43.
PERRIGO CO PLC	2.	2.
GAI CORBIN MULTI STRATEGY FUND	16,092.	16,092.
GAI AGILITY INCOME FUND	20,145.	20,145.
ACE LIMITED	515.	515.
GARMIN LTD	15.	15.
TE CONNECTIVITY LTD	16.	16.
CORE LABS NV	5.	5.
SKYBRIDGE MULTI-ADVISER HF LLC (RF)	6,212.	6,212.
FEDERATED TREAS OBL FD 68	36.	36.
	-----	-----
TOTAL	184,784.	183,874.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEE REBATES	4,542.	4,542.
MUTUAL FUNDS - OTHER INC	6,634.	6,634.
PARTNERSHIP INTEREST INCOME		116.
PARTNERSHIP ORDINARY DIVIDENDS		8,883.
PARTNERSHIP NET ST LOSS		-1,333.
PARTNERSHIP OTHER LOSS		-20,327.
	-----	-----
TOTALS	11,176.	-1,485.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	10,472.	10,472.
TOTALS	10,472.	10,472.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	3,631.	3,631.
FEDERAL TAX PAYMENT - PRIOR YE	2,886.	
FEDERAL ESTIMATES - PRINCIPAL	10,128.	
FOREIGN TAXES ON QUALIFIED FOR	1,173.	1,173.
FOREIGN TAXES ON NONQUALIFIED	545.	545.
	-----	-----
TOTALS	18,363.	5,349.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANT ADMIN FEES	18,587.		18,587.
ADR FEES	1,149.	1,149.	
PARTNERSHIP OTHER DEDUCTIONS		6,124.	
TOTALS	19,736.	7,273.	18,587.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

3134A4FM1 FHLMC 6.000
3137EACA5 FED HOME LN MTG CORP
31398AMW9 FED NATL MTG ASSN
31398AHZ8 FED NATL MTG ASSN
912828KQ2 US TREASURY NOTE
912828NF3 US TREASURY NOTE
912828NT3 US TREASURY NOTE
912828HE3 US TREASURY NOTE
912828MA5 US TREASURY NOTE
31331GL80 FED FARN CREDIT 3.00
3133XXYX9 FED HOME LN BK 1.875
31398AMW9 FNMA 3.250
31398AU34 FNMA 2.375
31359MZC0 FNMA 4.375
31398AHZ8 FNMA 4.750
912828MG2 US T-NOTE 1.375
912828NF3 US T-NOTE 2.125
912828KX7 US T-NOTE 1.875
912828HE3 US T-NOTE 4.250
912828JT8 US T-NOTE 2.000
912828HR4 US TREASURY NOTE
3128MJSS0 FHLMC POOL #G08528
31292R7M8 FHLMC POOL #C09000
3134A4VC5 FED HOME LN MTG CORP
31359M4D2 FED NATL MTG ASSN
31359MGK3 FED NATL MTG ASSN
912810PX0 US TREASURY BOND
912810QN1 US TREASURY BOND
912810QP6 US TREAS INFL INDEX

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

912828LC2 US TREASURY NOTE
912828LD0 US TREASURY NOTE
912828TN0 US TREASURY NOTE
3132JM5V7 FHLMC POOL #Q20860
3132JPXZ0 FHLMC POOL #Q22496
3138ELK51 FNMA POOL #AL3915
31410LL83 FNMA POOL #890551
912828A75 US TREASURY NOTE

TOTALS

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
001055102 AFLAC INC		
74144T108 T ROWE PRICE		
025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC		
110122108 BRISTOL MYERS SQUIBB		
14040H105 CAPITAL ONE FINANCIA		
46625H100 JPMORGAN CHASE & CO	51,331.	52,225.
478160104 JOHNSON & JOHNSON	50,556.	57,952.
58405U102 MEDCO HEALTH SOLUTIO	50,276.	47,066.
693475105 PNC FINANCIAL SERVIC		
91324P102 UNITEDHEALTH GROUP I	40,701.	44,496.
91529Y106 UNUM GROUP		
369604103 GENERAL ELECTRIC CO		
740189105 PRECISION CASTPARTS		
913017109 UNITED TECHNOLOGIES		
037833100 APPLE INC	68,391.	92,369.
055921100 BMC SOFTWARE INC		
428236103 HEWLETT PARCARD CO	46,770.	46,866.
458140100 INTEL CORP		
459200101 INTERNATIONAL BUSINE	52,070.	55,061.
594918104 MICROSOFT CORP		
260543103 DOW CHEMICAL CO		
583334107 MEADWESTVACO CORP		
74005P104 PRAXAIR INC COM	29,783.	28,258.
156700106 CENTURYLINK, INC		
92343V104 VERIZON COMMUNICATIO	34,605.	34,855.
580135101 MCDONALDS CORP		
778296103 ROSS STORES INC	8,658.	12,664.
370334104 GENERAL MILLS INC	38,872.	42,674.

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
487836108 KELLOGG CO		
742718109 PROCTER & GAMBLE CO		
20825C104 CONOCOPHILLIPS		
30231G102 EXXON MOBIL CORPORAT		
674599105 OCCIDENTAL PETE CORP		
086516101 BEST BUY INC		
146229109 CARTER HOLDINGS		
36467W109 GAMESTOP CORP NEW		
372460105 GENUINE PARTS CO		
401617105 GUESS INC		
855030102 STAPLES INC		
054303102 AVON PRODS INC		
501044101 KROGER CO		
60871R209 MOLSON COORS BREWING		
786514208 SAFEWAY INC NEW		
12802T101 CAL DIVE INTERNATNL		
13342B105 CAMERON INTL CORP		
261608103 DRESSER-RAND GROUP I		
651290108 NEWFIELD EXPL CO COM		
723787107 PIONEER NAT RES CO C		
845467109 SOUTHWESTERN ENERGY		
91913Y100 VALERO ENERGY CORP		
524901105 LEGG MASON INC COM		
571748102 MARSH & MCLENNAN COS		
665859104 NORTHERN TRUST CORP		
712704105 PEOPLE'S UNITED FINA		
693366205 PICO HOLDINGS INC		
743315103 PROGRESSIVE CORP OHI		
00817Y108 AETNA INC-NEW		
	30,609.	27,975.

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
09062X103 BIOGEN IDEC INC		
101137107 BOSTON SCIENTIFIC CO		
436440101 HOLOGIC INC		
50540R409 LABORATORY CRP OF AM		
74834L100 QUEST DIAGNOSTICS IN		
018804104 ALLIANT TECHSYSTEMS		
205944101 CON-WAY INC		
302130109 EXPEDITORS INTL WASH		
450911102 ITT CORP		
760759100 REPUBLIC SERVICES IN		
774341101 ROCKWELL COLLINS		
12673P105 CA INC		
346375108 FORMFACTOR INC		
535678106 LINEAR TECHNOLOGY CO		
871503108 SYMANTEC CORP		
959802109 WESTERN UNION CO/THE		
459506101 INTERNATL FLAVORS		
826552101 SIGMA ALDRICH CORP		
620097105 MOTOROLA MOBILITY		
620076307 MOTOROLA SOLUTIONS		
281020107 EDISON INTL COM		
902681105 UGI CORP NEW COM		
976657106 WISCONSIN ENERGY		
12626K203 CRH PLC - ADR		
H27178104 FOSTER WHEELER AG		
83172R108 SMART TECHNOLOGIES		
881624209 TEVA PHARMACEUTICAL		
H89128104 TYCO INTERNATIONAL		
H27013103 WEATHERFORD INTL LTD		
	10,246.	11,441.
	12,162.	13,402.

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
00184X105 AOL INC		
126804301 CABELAS INC		
139594105 CAPELLA EDUCATION CO		
418056107 HASBRO INC		
817565104 SERVICE CORP INTL		
864159108 STURM RUGER & CO INC		
21036P108 CONSTELLATION BRANDS		
29266R108 ENERGIZER HOLDINGS I		
67018T105 NU SKIN ENTERPRISES		
741511109 PRICESMART INC		
050095108 ATWOOD OCEANICS INC		
49455U100 KINDER MORGAN MGMT L		
017175100 ALLEGHANY CORP DEL N		
278265103 EATON VANCE CORP COM		
55262C100 MBIA INC		
879080109 TEJON RANCH CO		
690732102 OWENS & MINOR INC CO		
88033G100 TENET HEALTHCARE COR		
014482103 ALEXANDER & BALDWIN		
22025Y407 CORRECTIONS CORP OF		
498904200 KNOLL INC		
679580100 OLD DOMINION FREIGHT		
894650100 TREDEGAR CORPORATION		
007974108 ADVENT SOFTWARE INC		
594793101 MICREL INC COM		
92046N102 VALUECLICK INC		
012653101 ALBEMARLE CORP COM		
573284106 MARTIN MARIETTA MATL		
651587107 NEWMARKET CORP		
	7,434.	7,138.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
G62185106 MONTPELIER RE HOLDIN		
746927102 QLT INC		
G9618E107 WHITE MTNS INS GROUP		
32054K103 FIRST INDL RLTY TR I	4,471.	7,355.
41902R103 HATTERAS FINANCIAL C		
902653104 UDR INC		
571903202 MARRIOTT INTERNATL		
85590A401 STARWOOD HOTELS & RE		
12497T101 CB RICHARD ELLIS GRP		
48020Q107 JONES LANG LASALLE I	8,397.	12,299.
22025Y407 CORRECTIONS CORP		
26613Q106 DUPONT FABROS TECHNO		
001084102 AGCO CORP COM		
001317205 AIA GROUP LTD-SP ADR	9,909.	18,974.
00206R102 AT & T INC		
002824100 ABBOTT LABS		
003021714 ABERDEEN EMERG MARKE	325,997.	324,842.
00508X203 ACTUANT CORP-CL A		
00687A107 ADIDAS-AG ADR		
008474108 AGNICO EAGLE MINES L		
009126202 AIR LIQUIDE - ADR	11,296.	14,299.
009158106 AIR PRODS & CHEMS IN		
018805101 ALLIANZ SE ADR	10,504.	13,602.
02209S103 ALTRIA GROUP INC		
02364W105 AMERICA MOVIL S.A.B.		
024013104 AMERICAN ASSETS TRUS		
025537101 AMERICAN ELECTRIC PO		
02553E106 AMERICAN EAGLE OUTFI		
03073E105 AMERISOURCEBERGEN CO	4,753.	13,057.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
032095101 AMPHENOL CORP CL A		
03524A108 ANHEUSER-BUSCH INBEV	20,737.	26,403.
035710409 ANNALY CAPITAL MANAG		
037411105 APACHE CORP		
03748R101 APARTMENT INVT & MGM	6,337.	9,520.
042068106 ARM HOLDINGS PLC - A	3,908.	11,133.
04351G101 ASCENA RETAIL GROUP		
045387107 ASSA ABLOY AB-UNSP A	4,556.	9,120.
046353108 ASTRAZENECA PLC ADR		
049255706 ATLAS COPCO AB ADR	6,085.	8,146.
053015103 AUTOMATIC DATA PROCE		
053484101 AVALONBAY CMNTYS INC	7,817.	10,989.
05534B760 BCE INC		
055434203 BG GROUP PLC - ADR	17,725.	16,936.
05564E106 BRE PPTYS INC CL A 1		
056752108 BAIDU INC ADR	11,115.	13,226.
058498106 BALL CORP		
075887109 BECTON DICKINSON & C		
089302103 BIG LOTS INC		
09247X101 BLACKROCK INC	32,360.	34,749.
101121101 BOSTON PROPERTIES IN	8,732.	13,133.
118440106 BUCKLE INC COM	10,943.	8,942.
12504L109 CBRE GROUP INC		
126132109 CNOOC - CHINA NATION		
12637N105 CSL LIMITED - ADR		
12673A108 CYS INVESTMENTS INC		
133131102 CAMDEN PPTY TR SH BE	5,794.	7,273.
136375102 CANADIAN NATL RR CO	5,454.	9,379.
136385101 CANADIAN NAT RES LTD		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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138006309 CANON INC - ADR		
143658300 CARNIVAL CORP		
149123101 CATERPILLAR INC		
16359R103 CHEMED CORP NEW	5,249.	7,079.
166764100 CHEVRON CORP		
171340102 CHURCH & DWIGHT INC		
17306X102 CITI TRENDS INC		
191216100 COCA COLA CO		
191459205 COCHLEAR LTD-UNSPON		
19259P300 COINSTAR INC COM		
195872106 COLONIAL PPTYS TR CO		
219023108 CORN PRODS INTL INC		
225401108 CREDIT SUISSE GROUP		
229663109 CUBESMART	3,031.	5,686.
229669106 CUBIC CORP		
23304Y100 DBS GROUP HOLDINGS L		
23317H102 DDR CORP	5,816.	7,667.
237545108 DASSAULT SYSTEMES S.	4,050.	5,059.
247916208 DENBURY RESOURCES	8,472.	18,709.
253868103 DIGITAL RLTY TR INC		
254687106 WALT DISNEY CO		
25659T107 DOLBY LABORATORIES I		
25746U109 DOMINION RES INC VA	38,762.	53,529.
25960P109 DOUGLAS EMMETT INC		
26138E109 DR PEPPER SNAPPLE GR		
26441C105 DUKE ENERGY HOLDING		
26852M105 EII INTERNATIONAL PR		
278865100 ECOLAB INC		
28140H104 EDUCATION RLTY TR IN		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
29082A107 EMBRAER SA ADR		
29264F205 ENDO HEALTH SOLUTION		
29380T105 ENTERTAINMENT PPTYS		
29472R108 EQUITY LIFESTYLE PPT		
294752100 EQUITY ONE INC	4,455.	5,253.
29476L107 EQUITY RESIDENTIAL P	7,008.	9,885.
296036304 ERSTE GROUP BANK AG-		
297178105 ESSEX PPTY TR COM	10,089.	15,806.
30212P303 EXPEDIA INC		
30225T102 EXTRA SPACE STORAGE	2,434.	7,493.
30249U101 FMC TECHNOLOGIES INC		
307305102 FANUC CORPORATION AD	11,996.	18,435.
313747206 FEDERAL RLTY INVT TR	3,466.	5,917.
315616102 F5 NETWORKS INC	10,134.	11,438.
343793105 FLSMIDTH & CO A/S AD		
354613101 FRANKLIN RESOURCES I		
35671D857 FREEPORT-MCMORAN COP		
358029106 FRESENIUS MEDICAL CA		
364730101 GANNETT INC	5,377.	7,743.
368287207 OA0 GAZPROM LEVEL 1	5,785.	11,560.
370023103 GENERAL GROWTH PROPE		
37733W105 GLAXOSMITHKLINE PLC	6,984.	12,437.
379302102 GLIMCHER RLTY TR COM		
37940X102 GLOBAL PMTS INC W/I		
38143H381 GOLDMAN SACHS COMM S	57,729.	55,418.
40414L109 HCP INC		
404280406 HSBC - ADR		
41043M104 HANG LUNG PPTYS LTD		
42217K106 HEALTH CARE REIT INC	10,265.	13,279.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
423074103 HEINZ H J CO		
425883105 HENNES & MAURITZ AB		
427825104 HERSHA HOSPITALITY T		
431284108 HIGHWOODS PPTYS INC		
43858F109 HONG KONG EXCH & CLE	2,147.	5,195.
44107P104 HOST HOTELS & RESORT	7,549.	9,840.
443251103 HOYA CORP ADR		
45104G104 ICICI BANK LTD. - AD	9,968.	11,616.
453038408 IMPERIAL OIL LTD COM	8,424.	8,116.
455807107 INDUST AND COMM BK O		
45865V100 INTERCONTINENTALEXCH		
46120E602 INTUITIVE SURGICAL I		
465562106 ITAU UNIBANCO H-SPON	9,794.	6,837.
466140100 JGC CORP-UNSPONSORED	8,843.	6,465.
483548103 KAMAN CORPCOMMON		
48667L106 KDDI CORP-UNSPONSORE	9,674.	10,733.
494368103 KIMBERLY CLARK CORP	32,805.	31,569.
495724403 KINGFISHER PLC - ADR		
500458401 KOMATSU LIMITED - AD	5,039.	4,420.
50075N104 KRAFT FOODS INC		
501897102 LI & FUNG LTD ADR		
502117203 L'OREAL - ADR	7,887.	13,041.
502441306 LVMH MOET HENNESSY U	4,832.	5,398.
512807108 LAM RESEARCH CORP CO		
515098101 LANDSTAR SYS INC COM	10,580.	10,137.
517834107 LAS VEGAS SANDS CORP		
517942108 LASALLE HOTEL PROPER		
518439104 ESTEE LAUDER COMPANI		
532457108 ELI LILLY & CO COM		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
54338V101 LONZA GROUP AG ADR		
544147101 LORILLARD INC		
580645109 MCGRAW-HILL COMPANIE		
585055106 MEDTRONIC INC		
58733R102 MERCADOLIBRE INC		
58933Y105 MERCK & CO INC NEW		
591708102 METROPCS COMMUNICATI		
592688105 METTLER-TOLEDO INTL		
59410T106 MICHELIN (CGDE) ADR		
606822104 MITSUBISHI UFJ FINL		
62474M108 MTN GROUP LTD ADR	7,249.	7,150.
62886E108 NCR CORPORATION COM		
636274300 NATIONAL GRID PLC AD		
641069406 NESTLE S.A. REGISTER	13,024.	18,431.
65248E104 NEWS CORP		
65528V107 NOKIAN TYRES OYJ-UNS		
66987V109 NOVARTIS AG - ADR		
670100205 NOVO NORDISK A/S - A	51,422.	61,330.
68389X105 ORACLE CORPORATION	11,692.	23,383.
683974505 OPPENHEIMER DEVELOPI		
69351T106 PPL CORPORATION		
69360J107 PS BUSINESS PARKS IN		
705015105 PEARSON PLC - ADR		
713448108 PEPSICO INC	4,129.	3,704.
71654V101 PETROLEO BRASILEIRO		
718172109 PHILIP MORRIS INTERN		
718546104 PHILLIPS 66		
722005667 PIMCO COMMODITY REAL		
724479100 PITNEY BOWES INC		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
731068102 POLARIS INDS INC COM		
73755L107 POTASH CORP SASK	6,547.	10,872.
74340W103 PROLOGIS INC		
74460D109 PUBLIC STORAGE INC C	9,095.	12,115.
74463M106 PUBLICIS GROUPE S.A.	5,697.	11,225.
747525103 QUALCOMM INC		
74835Y101 QUESTCOR PHARMACEUTI	35,425.	34,492.
749660106 RPC INC		
751452202 RAMCO-GERSHENSON PPT	9,269.	9,269.
756255105 RECKITT BENCKISER GR		
759509102 RELIANCE STL & ALUM		
760975102 RESEARCH IN MOTION		
76131V202 RETAIL PROPERTIES OF		
761713106 REYNOLDS AMERICAN IN		
767204100 RIO TINTO PLC - ADR		
771195104 ROCHE HOLDINGS LTD -	39,191.	48,921.
780259107 ROYAL DUTCH SHELL PL		
780259206 ROYAL DUTCH SHELL PL	5,232.	3,822.
78440X101 SL GREEN REALTY CORP	7,177.	13,053.
784635104 SPX CORP		
78572M105 SABMILLER PLC - ADR		
803054204 SAP SE		
803866300 SASOL LIMITED - ADR	9,047.	13,228.
804395101 SAUL CTRS INC COM	4,009.	2,979.
80585Y308 SBERBANK-SPONSORED A	2,513.	3,224.
806857108 SCHLUMBERGER LTD		
80687P106 SCHNEIDER ELECTRIC S	7,927.	9,803.
808513105 SCHWAB CHARLES CORP	9,770.	9,930.
810186106 THE SCOTTS MIRACLE-G		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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826197501 SIEMENS AG - ADR		
828806109 SIMON PROPERTY GROUP	18,927.	35,192.
83569C102 SONOVA HOLDIN-UNSPON	3,434.	5,967.
835898107 SOTHEBYS		
842587107 SOUTHERN CO		
84265V105 SOUTHERN COPPER CORP		
86272T106 STRATEGIC HOTELS & R	2,426.	4,156.
870123106 SWATCH GROUP AG/THE-		
87160A100 SYNGENTA AG - ADR		
87162H103 SYNTEL INC	8,861.	12,970.
87162W100 SYNEX CORP		
87184P109 SYSMEX CORP-UNSPON A	5,229.	16,113.
87264S106 TRW AUTOMOTIVE HLDGS		
874039100 TAIWAN SEMICONDUCTOR	11,075.	20,104.
875465106 TANGER FACTORY OUTLE		
87612E106 TARGET CORP		
876664103 TAUBMAN CTRS INC COM		
879664100 TELLABS OPERATIONS,		
88032Q109 TENCENT HOLDINGS LTD		
88076W103 TERADATA CORP		
880779103 TEREX CORP NEW		
881575302 TESCO PLC - ADR		
882508104 TEXAS INSTRUMENTS IN		
88732J207 TIME WARNER CABLE IN		
891027104 TORCHMARK CORP		
89151E109 TOTAL S.A. - ADR		
892331307 TOYOTA MOTOR CORPORA		
900148701 TURKIYE GARANTI BANK	8,492.	5,753.
90460M105 UNICHARM CORP-UNSP A		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
904767704 UNILEVER PLC - ADR	10,291.	12,097.
918194101 VCA ANTECH INC		
920253101 VALMONT INDS INC		
92276F100 VENTAS INC COM	12,475.	14,302.
92857W209 VODAFONE GROUP PLC N		
92933H101 WPP GRP PLC AMER DEP		
931142103 WAL MART STORES INC		
93114W107 WAL-MART DE MEXICO-S		
931422109 WALGREEN CO		
94946T106 WELLCARE HEALTH PLAN		
95082P105 WESCO INTL INC		
97381W104 WINDSTREAM CORP		
981419104 WORLD ACCEP CORP DEL		
981475106 WORLD FUEL SERVICES		
98233Q105 WRIGHT EXPRESS CORP		
983919101 XILINX INC		
98419M100 XYLEM INC/NY		
988498101 YUM BRANDS INC		
G0457F107 ARCOS DORADOS HOLDIN		
G16962105 BUNGE LIMITED	6,445.	8,978.
G47791101 INGERSOLL-RAND PLC		
H2906T109 GARMIN LTD		
H8817H100 TRANSOCEAN LTD.		
M22465104 CHECK POINT SOFTWARE		
N72482107 QIAGEN N.V.		
N97284108 YANDEX NV-A		
00287Y109 ABBVIE INC		
014491104 ALEXANDER & BALDWIN		
02503X105 AMERICAN CAPITAL AGE		

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
21988R102 CORPORATE EXECUTIVE		
233326107 DST SYS INC COM	9,539.	14,682.
25243Q205 DIAGEO PLC - ADR		
253651103 DIEBOLD INC		
264411505 DUKE REALTY CORPORAT	4,072.	4,557.
26441C204 DUKE ENERGY HOLDING		
268648102 E M C CORP MASS	33,958.	31,081.
26884U109 EPR PROPERTIES	4,091.	5,248.
28617Y101 ELEKTA AB-B SHS-UNSP		
29364G103 ENTERGY CORP NEW COM		
30161N101 EXELON CORPORATION		
31847R102 FIRST AMERICAN FINAN		
37045V100 GENERAL MOTORS CO		
38141G104 GOLDMAN SACHS GROUP		
38388F108 W. R. GRACE & CO COM		
405024100 HAEMONETICS CORP MAS		
406216101 HALLIBURTON CO		
416515104 HARTFORD FINANCIAL S		
428291108 HEXCEL CORP NEW COM		
440543106 HORNBECK OFFSHORE SV		
443683107 HUDSON CITY BANCORP		
44980X109 IPG PHOTONICS CORP	8,719.	10,902.
457187102 INGRIDION INC		
464287614 ISHARES RUSSELL 1000		
465685105 ITC HLDGS CORP	4,395.	4,305.
500255104 KOHLS CORP		
50076Q106 KRAFT FOODS GROUP IN		
50077C106 KRATON PERFORMANCE P		
501173207 KUBOTA LIMITED - ADR		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
540424108 LOEWS CORP		
550021109 LULULEMON ATHLETICA		
55261F104 M & T BANK CORPORATI		
55354G100 MSCI INC		
57686G105 MATSON INC.	8,745.	8,378.
577081102 MATTTEL INC		
58155Q103 MCKESSON CORP		
58463J304 MEDICAL PTYS TR INC		
59156R108 METLIFE INC		
609207105 MONDELEZ INTERNATIONAL		
61945C103 MOSAIC CO/THE		
62855J104 MYRIAD GENETICS INC		
629377508 NRG ENERGY INC		
636180101 NATIONAL FUEL GAS CO		
64126X201 NEUSTAR INC		
649445103 NEW YORK CMNTY BANCO	9,433.	10,108.
65473P105 NISOURCE INC		
680223104 OLD REP INTL CORP		
681919106 OMNICOM GROUP		
690768403 OWENS ILL INC COM NE		
69367U105 BANK MANDIRI TBK UNS	11,689.	11,472.
693718108 PACCAR INC		
69480U206 PACIFIC RUBIALES ENE		
70509V100 PEBBLEBROOK HOTEL TR		
709102107 PENNSYLVANIA REAL ES		
71654V408 PETROLEO BRASILEIRO	4,864.	8,319.
717081103 PFIZER INC		
755111507 RAYTHEON CO		
756255204 RECKITT BENCKIS/S AD		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
758766109 REGAL ENTERTAINMENT		
767744105 RITCHIE BROS AUCTION		
780097689 ROYAL BANK OF SCOTLA		
783764103 RYLAND GROUP INC		
78390X101 SAIC INC		
78463V107 SPDR GOLD TRUST		
790849103 ST JUDE MED INC		
80105N105 SANOFI-ADR		
80589M102 SCANA CORP-W/I		
816851109 SEMPRA ENERGY COM		
81721M109 SENIOR HOUSING PROP		
835495102 SONOCO PRODS CO		
86562X106 SUMITOMO MITSUI TR-S		
866674104 SUN CMNTYS INC COM		
867892101 SUNSTONE HOTEL INVS		
867914103 SUNTRUST BANKS INC		
86959C103 SVENSKA HANDELSB-A-U		
871829107 SYSCO CORP		
872375100 TECO ENERGY INC		
87425E103 TALISMAN ENERGY INC		
876568502 TATA MTRS LTD ADR		
879433829 TELEPHONE AND DATA S		
88019R641 TEMPLETON FRONTIER M		
88019R690 TEMPLETON EMER MKT S		
88033G407 TENET HEALTHCARE COR		
887317303 TIME WARNER INC		
899415202 TULLOW OIL PLC ADR		
90384S303 ULTA SALON COSMETICS		
903914109 ULTRA PETROLEUM CORP		
	3,071.	3,112.
	3,210.	3,976.
	4,449.	5,387.
	3,511.	4,750.
	108,883.	138,376.
	43,153.	44,774.
	8,976.	13,736.

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
90460M204 UNI CHARM CORPORATIO	6,984.	11,752.
907818108 UNION PACIFIC CORP		
91307C102 UNITED THERAPEUTICS	5,628.	10,656.
92342Y109 VERIFONE SYSTEMS, IN		
92553P201 VIACOM INC NEW		
929042109 VORNADO REALTY TRUST	7,865.	10,788.
92937A102 WPP PLC NEW ADR	8,194.	16,956.
98389B100 XCEL ENERGY INC		
984121103 XEROX CORP		
98418R100 XINYI GLASS HOLDI-UN		
98956P102 ZIMMER HOLDINGS INC		
D18190898 DEUTSCHE BANK AG REG		
G0408V102 AON PLC		
G1151C101 ACCENTURE PLC	4,295.	4,251.
G30397106 ENDURANCE SPECIALTY	43,355.	48,980.
G491BT108 INVESCO LIMITED		
G81477104 SINA CORPORATION		
N07059210 ASML HOLDING NV-NY R		
001204106 AGL RES INC COM		
00435F200 ACCOR SA - ADR		
00508Y102 ACUITY BRANDS (HOLDI		
00751Y106 ADVANCE AUTO PTS INC		
00758M162 ACADIAN EMG MKTS POR		
00770G847 JOHCM INTERNATIONAL	175,000.	203,426.
008252108 AFFILIATED MANAGERS		
011659109 ALASKA AIR GROUP INC		
015351109 ALEXION PHARMACEUTIC		
018490102 ALLERGAN INC		
018581108 ALLIANCE DATA SYS CO		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
02263T104 AMADEUS IT HOLDING-U		
023135106 AMAZON COM INC COM		
02376R102 AMERICAN AIRLS GROUP		
03027X100 AMERICAN TOWER CORP	4,256.	3,990.
032359309 AMTRUST FINANCIAL SE	17,784.	25,396.
035243104 ANHUI CONCH CEMENT-H		
03674X106 ANTERO RESOURCES COR		
042735100 ARROW ELECTRS INC	10,346.	12,340.
045327103 ASPEN TECHNOLOGY INC		
04685W103 ATHENAHEALTH INC		
05329W102 AUTONATION INC		
05381L101 AVIV REIT INC		
05382A104 AVIVA PLC - ADR		
05566U108 BOFI HOLDING INC	7,336.	8,380.
071813109 BAXTER INTL INC	29,613.	27,643.
073302101 B/E AEROSPACE, INC.		
084670702 BERKSHIRE HATHAWAY I	7,744.	4,686.
088606108 BHP BILLITON LIMITED		
09061G101 BIOMARIN PHARMACEUTI		
097023105 BOEING CO		
099724106 BORG WARNER INC.		
115637209 BROWN FORMAN CORP CL		
124830100 CBL & ASSOC PTYS IN	544.	565.
12572Q105 CME GROUP INC		
150870103 CELANESE CORP		
151020104 CELGENE CORP COM		
15670R107 CEPHEID		
156782104 CERNER CORP COM		
16941M109 DPS CHINA MOBILE LIM		

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
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58-2064640

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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169656105 CHIPOTLE MEXICAN GRI		
189754104 COACH INC		
192422103 COGNEX CORP		
194014106 COLFAX CORPORATION		
20605P101 CONCHO RESOURCES INC		
21249J105 CONVERSANT INC		
216648402 COOPER COS INC COM N		
21925Y103 CORNERSTONE ONDEMAND		
22160K105 COSTCO WHOLESale COR		
22160N109 COSTAR GROUP, INC		
231021106 CUMMINS INC.	38,420.	44,203.
23918K108 DAVITA HEALTHCARE PA	29,540.	28,466.
243537107 DECKERS OUTDOOR CORP	13,601.	10,768.
247361702 DELTA AIR LINES INC	20,114.	20,234.
248019101 DELUXE CORP		
25389M877 DIGITALGLOBE INC		
25754A201 DOMINOS PIZZA INC		
262037104 DRIL-QUIP INC COM		
26876F102 ENN ENERGY HOLDINGS-		
29413U103 ENVISION HEALTHCARE		
29444U502 EQUINIX INC		
30215C101 EXPERIAN PLC - ADR		
30241L109 FEI CO COM		
302445101 FLIR SYS INC COM		
311900104 FASTENAL CO		
33616C100 FIRST REPUBLIC BANK/		
344419106 FOMENTO ECONOMICO ME		
35952Q106 FUCHS PETROLUB SE-PR	5,902.	5,638.
36159R103 GEO GROUP INC		

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
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58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
36318L104 GALAXY ENTERTAINMENT		
37364X109 GEOSPACE TECHNOLOGIE		
375558103 GILEAD SCIENCES INC		
38259P706 GOOGLE INC-CL C	29,798.	37,610.
384109104 GRACO INC		
38526M106 GRAND CANYON EDUCATI		
40171V100 GUIDEWIRE SOFTWARE I		
402635304 GULFPORT ENERGY CORP		
422347104 HEARTLAND EXPRESS IN		
451734107 IHS INC		
452327109 ILLUMINA INC		
456837103 ING GROEP N.V. - ADR		
458334109 INTER PARFUMS INC	10,583.	10,898.
45866F104 INTERCONTINENTALEXCH		
46115H107 INTESA SANPAOLO-SPON		
464287648 ISHARES RUSSELL 2000		
478366107 JOHNSON CONTROLS INC		
48137C108 JULIUS BAER GROUP LT		
49427F108 KILROY REALTY CORP C		
50048H101 KONE OYJ-B-UNSPONSOR	5,513.	7,114.
501889208 LKQ CORP	6,563.	6,153.
53578A108 LINKEDIN CORP		
536797103 LITHIA MOTORS INC CL		
55003T107 LUMBER LIQUIDATORS H		
552953101 MGM RESORTS INTERNAT		
55345K103 MRC GLOBAL INC	7,572.	11,603.
56585A102 MARATHON PETROLEUM C		
57636Q104 MASTERCARD INC		
582839106 MEAD JOHNSON NUTRITI		

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
595112103 MICRON TECHNOLOGY IN		
596278101 MIDDLEBY CORP		
606783207 MITSUBISHI ESTATE CO	6,836.	5,064.
608190104 MOHAWK INDS INC COM		
61022V107 MONOTARO CO LTD-UNSP	2,097.	3,379.
611740101 MONSTER BEVERAGE COR		
61760X836 MORGAN STANLEY INS F		
637071101 NATIONAL OILWELL INC		
64110L106 NETFLIX.COM INC		
654902204 NOKIA CORPORATION -		
675232102 OCEANEERING INTL INC		
680665205 OLIN CORP 1 COM & 1		
68163W109 OLYMPUS CORPORATION		
741503403 THE PRICELINE GROUP		
743713109 PROTO LABS INC		
74762E102 QUANTA SVCS INC COM		
75886F107 REGENERON PHARMACEUT		
761283100 RESTORATION HARDWARE		
772739207 ROCK-TENN CO CL A		
78033R107 ROYAL MAIL PLC-UNSP		
78388J106 SBA COMMUNICATIONS C		
784117103 SEI INVESTMENT COMPA		
78454L100 SM ENERGY CO	11,540.	8,267.
79466L302 SALESFORCE COM INC		
795435106 SALIX PHARMACEUTICAL		
80007R105 SANDS CHINA LTD-UNSP	10,665.	6,172.
81762P102 SERVICENOW INC		
848637104 SPLUNK INC		
855244109 STARBUCKS CORP COM		

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
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58-2064640

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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86803T104 SUNTORY BEVERAGE & F		
87074U101 SWIFT TRANSPORTATION		
87157D109 SYNAPTICS INC		
872540109 TJX COMPANIES INC	7,738.	16,540.
88023U101 TEMPUR SEALY INTERNA	27,959.	30,581.
88224Q107 TEXAS CAP BANCSHARES		
883556102 THERMO FISHER SCIENT		
88579Y101 3M CO		
886547108 TIFFANY & CO NEW		
891894107 TOWERS WATSON & CO C		
89531P105 TREX COMPANY INC		
90267B682 ETRACS ALERIAN MLP U		
902973304 US BANCORP	129,055.	122,224.
90347A100 UBIQUITI NETWORKS IN	39,078.	37,721.
904311107 UNDER ARMOUR INC	9,509.	8,236.
911163103 UNITED NAT FOODS INC		
911312106 UNITED PARCEL SERVIC		
911363109 UNITED RENTAL INC CO	37,783.	36,711.
92210H105 VANTIV INC		
92220P105 VARIAN MED SYS INC		
92345Y106 VERISK ANALYTICS INC	8,132.	8,400.
92532F100 VERTEX PHARMACEUTICA		
92826C839 VISA INC-CLASS A SHR		
928563402 VMWARE INC	22,346.	28,846.
929740108 WABTEC CORP		
930059100 WADDELL & REED FINAN		
939647103 WASHINGTON PRIME GRO		
948741103 WEINGARTEN RLTY INVS		
985817105 YELP INC		

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
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58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
G0083B108 ACTAVIS PLC		
G01767105 ALKERMES PLC		
G27823106 DELPHI AUTOMOTIVE PL		
G29183103 EATON CORP PLC		
G50871105 JAZZ PHARMACEUTICALS		
G5480U104 LIBERTY GLOBAL PLC-A		
G5480U120 LIBERTY GLOBAL PLC-S		
G60754101 MICHAEL KORS HOLDING		
H0023R105 ACE LIMITED		
H89231338 UBS AG -NEW ADR		
00507G102 ACTELION LTD-UNSP AD		
015271109 ALEXANDRIA REAL ESTA		
02917T104 AMERICAN REALTY CAPI		
03232P405 AMSURG CORP	4,942.	5,747.
03485P201 ANGLO AMERN PLC ADR	3,697.	3,709.
041356205 ARLINGTON ASSET INVE	2,446.	2,315.
045055100 ASHTEAD GROUP PLC-UN	7,985.	10,640.
045519402 ASSOC BRITISH FOODS-	2,746.	1,908.
046433108 ASTRONICS CORP COM	7,850.	6,083.
048173108 ATLANTIA SPA-UNSPONS	5,218.	5,658.
05565A202 BNP PARIBAS - ADR	4,869.	4,678.
072730302 BAYER AG - ADR	8,679.	8,177.
08160H101 BENCHMARK ELECTRS IN	4,054.	3,795.
095180105 BLOUNT INTERNATIONAL	6,569.	6,036.
110448107 BRITISH AMERICAN TOB	11,085.	11,853.
111621306 BROCADE COMMUNICATIO	8,079.	7,553.
12637N204 CSL LTE-SPONSORED AD	7,996.	5,704.
128030202 CAL MAINE FOODS INC	11,980.	10,961.
142339100 CARLISLE COS INC	8,024.	10,634.
	4,477.	9,002.
	8,008.	12,585.
	9,800.	9,816.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
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58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
142795202 CARLSBERG AS-B-SPON	4,902.	4,467.
15135B101 CENTENE CORP DEL	5,770.	11,376.
194162103 COLGATE PALMOLIVE CO	33,757.	33,061.
204319107 COMPAGNIE FINANCIERE	5,799.	5,114.
210771200 CONTINENTAL AG-SPONS	3,843.	3,996.
23381B106 DAIKIN INDUSTRIES-UN	5,697.	6,253.
234062206 DAIWA HOUSE IND LTD	9,406.	10,825.
235851102 DANAHER CORP	47,116.	49,202.
24869P104 DENNYS CORP	8,466.	7,520.
260003108 DOVER CORP COM	23,958.	22,620.
26168L205 DREW INDUSTRIES INC	8,012.	10,622.
26875P101 EOG RESOURCES, INC	38,286.	35,919.
28140H203 EDUCATION REALTY TRU	2,195.	2,273.
29084Q100 EMCOR GROUP INC COM	7,996.	7,985.
292218104 EMPLOYERS HOLDINGS I	8,229.	8,369.
292505104 ENCANA CORP	3,342.	3,000.
29355A107 ENPHASE ENERGY INC	8,348.	5,114.
30219G108 EXPRESS SCRIPTS HOLD	36,091.	40,084.
30239F106 FBL FINL GROUP INC C	8,058.	9,880.
30255G103 FCB FINANCIAL HOLDIN	7,968.	10,041.
303075105 FACTSET RESH SYS INC	6,293.	6,772.
31422T101 FEDERATED NATIONAL H	7,023.	7,267.
34988V106 FOSSIL GROUP INC	10,145.	7,172.
35804M105 FRESENIUS SE & CO-SP	5,887.	7,715.
36162J106 GEO GROUP INC/THE	420.	493.
37253A103 GENTHER INC	17,357.	20,555.
379577208 GLOBUS MEDICAL INC -	4,478.	5,084.
38259P508 GOOGLE INC	50,909.	50,715.
388689101 GRAPHIC PACKAGING HL	7,939.	9,712.

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
 =====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
393657101 THE GREENBRIER COMPA	7,886.	6,625.
40418F108 HFF INC	8,184.	9,497.
40428X222 HSBC FRONTIER MARKET	230,364.	188,785.
421924309 HEALTHSOUTH REHABILI	8,180.	9,495.
437076102 HOME DEPOT INC	37,842.	42,897.
450911201 ITT CORP	8,092.	7,256.
45672B305 INFORMA PLC-SP ADR	5,894.	6,287.
45772F107 INPHI CORP	7,997.	12,521.
458118106 INTEGRATED DEVICE TE	7,992.	11,378.
45824V209 INSYS THERAPEUTICS I	5,360.	10,907.
45825N107 INTELIQUENT INC	7,862.	9,309.
46113M108 INTERVAL LEISURE GRO	8,204.	10,070.
46145F105 INVESTMENT TECHNOLOG	8,654.	7,709.
471105205 JAPAN TOBACCO INC-UN	7,064.	7,963.
477143101 JETBLUE AWYS CORP	12,341.	13,104.
48123V102 J2 GLOBAL INC	7,970.	10,559.
48241F104 KBC GROEP NV-UNSP AD	4,055.	4,500.
516012101 LANNETT INC	15,926.	19,137.
518415104 LATTICE SEMICONDUCTO	8,104.	6,041.
53224V100 LIFELOCK INC	6,779.	8,234.
535223200 LINDE AG ADR	4,935.	5,086.
539439109 LLOYDS BANKING GROUP	9,868.	10,249.
554382101 MACERICH CO COM	1,134.	1,067.
560877300 MAKITA CORPORATION -	7,768.	6,929.
576853105 MATRIX SVC CO	11,711.	7,085.
58502L104 MEDIOLANUM SPA-UNSP	6,371.	6,933.
591520200 METHODE ELECTRON INC	8,442.	10,137.
603158106 MINERALS TECHNOLOGIE	10,977.	11,241.
636220303 NATIONAL GENERAL HOL	8,441.	8,758.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
64128R608 NEUBERGER BERMAN LON	150,000.	152,907.
646025106 NEW JERSEY RES CORP	7,951.	8,540.
67069D108 NUTRI SYS INC	8,055.	9,787.
670704105 NUVASIVE INC	8,100.	11,576.
682128103 OMNIVISION TECHNOLOG	8,019.	9,894.
713831105 PERICOM SEMICONDUCTO	8,916.	7,042.
71714F104 PHARMERICA CORP	7,971.	9,113.
74144Q203 T ROWE PRICE INST EM	324,442.	334,936.
74253Q747 PRINCIPAL MIDCAP FD-	204,000.	218,491.
74267C106 PROASSURANCE CORPORA	7,998.	8,042.
744320102 PRUDENTIAL FINL INC	36,492.	36,805.
74435K204 PRUDENTIAL PLC - ADR	14,215.	15,006.
74736A103 QTS REALTY TRUST INC	7,936.	10,238.
74925K581 BOSTON P LNG/SHRT RE	150,000.	158,339.
74972G103 RPX CORP	7,989.	7,335.
756568101 RED ELECTRICA COR-UN	6,051.	6,049.
761655604 REXAM PLC-SPONSORED	6,229.	6,077.
770323103 ROBERT HALF INTL INC	9,282.	8,794.
780641205 KONINKLIJKE KPN N.V.	6,205.	7,015.
783332109 RUTH'S HOSPITALITY G	8,031.	9,530.
783513104 RYANAIR HOLDINGS PLC	4,068.	5,062.
78392U105 RYOHIN KEIKAKU CO-UN	3,200.	4,437.
78462F103 SPDR S & P 500 ETF T	121,685.	128,162.
78463X863 SPDR DJ WILSHIRE INT	94,652.	94,134.
79588J102 SAMPO OYJ-A SHS-UNSP	7,438.	6,924.
801056102 SANMINA CORP	8,172.	7,733.
81619Q105 SELECT MEDICAL HOLDI	8,000.	8,273.
81783H105 SEVEN & I HOLDINGS C	9,714.	9,208.
82481R106 SHIRE PLC ADR	10,578.	14,568.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE STOCK
=====

58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
830566105 SKECHERS U S A INC	6,087.	14,398.
833034101 SNAP ON INC	43,976.	50,505.
83404D109 SOFTBANK CORP-UNSPON	11,259.	9,224.
835699307 SONY CORPORATION - A	5,986.	6,926.
84473L105 SOUTH32 - ADR-W/I	378.	347.
847560109 SPECTRA ENERGY CORP	39,230.	36,577.
85771P102 STATOIL ASA ADR	25,685.	21,088.
862121100 STORE CAPITAL CORP	1,487.	1,565.
863667101 STRYKER CORP	35,681.	37,491.
86562M209 SUMITOMO TRUST AND B	10,109.	11,132.
868459108 SUPERNUS PHARMACEUTI	7,213.	11,660.
870195104 SWEDBANK AB ADR	9,380.	8,438.
87155N109 SYMRISE AG ADR	4,898.	5,799.
87944W105 TELENOR ASA - ADR	4,340.	4,290.
88164L100 TESSERA TECHNOLOGIES	8,054.	8,558.
888706108 TIVO INC	7,962.	6,676.
891092108 TORO CO	10,716.	11,353.
891826109 TOWER INTERNATIONAL	8,064.	6,382.
894648104 TRECORA RESOURCES	7,983.	8,120.
904708104 UNIFIRST CORP MASS	8,065.	8,916.
913004107 UNITED STATIONERS IN	11,323.	10,448.
913483103 UNIVERSAL ELECTRONIC	8,073.	8,861.
91704F104 URBAN EDGE PROPERTIE	825.	1,166.
918204108 V F CORP	38,569.	36,976.
919134304 VALEO - ADR	5,383.	7,130.
927320101 VINCI SA ADR	5,086.	5,039.
92939N102 WP GLIMCHER INC	1,149.	1,337.
977868306 WOLSELEY PLC	5,661.	6,477.
977874205 WOLTERS KLUWER NV -	5,211.	5,844.

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE STOCK
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58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
G5753U112 MAIDEN HOLDINGS LTD	8,160.	9,506.
G5960L103 MEDTRONIC PLC	43,477.	43,121.
G81276100 SIGNET JEWELERS LIM	3,333.	4,139.
N6596X109 NXP SEMICONDUCTORS N	2,975.	4,602.
Y8565N102 TEEKAY TANKERS LTD	8,564.	9,281.
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TOTALS	5,489,001.	5,997,196.
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TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE BONDS
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58-2064640

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION

025816BA6 AMERICAN EXPRESS CO
031162AZ3 AMGEN INC
06051GEC9 BANK OF AMERICA CORP
166751AJ6 CHEVRON CORP
22160KAB1 COSTCO CORP 5.300
126650BH2 CVS CAREMARK CORP
25179SAC4 DEVON FING CRP 6.875
532457BD9 ELI LILLY CO 3.550
36962GY4 GENERAL ELECTRIC 6.0
38141GEA8 GOLDMAN SACHS GROUP
437076AP7 HOME DEPOT INC
40429CFN7 HSBC FINANCE CORP
459200GN5 IBM CORP
478160AP9 JOHNSON&JOHNSON 5.15
50075NAU8 KRAFT FOODS INC
61747YCE3 MORGAN STANLEY
68389XAD7 ORACLE CORP
713448BN7 PEPSICO INC
816851AN9 SEMPRA ENERGY
87612EAN6 TARGET CORP
887317AF2 TIME WARNER INC
931142CU5 WAL-MART STORES INC
94973VAS6 WELLPPOINT INC
0258M0CZ0 AMER EXPRESS 5.125
031162AJ9 AMGEN INC 4.850
060505AU8 BANK OF AMER 5.125
20030NAE1 COMCAST CORP 5.300
20825CAT1 CONOCOPHILLIPS 4.600
260543BZ5 DOW CHEMICAL 4.850

TW PRICE GILBERT JR. CHARITABLE FUND
 FORM 990PF, PART II - CORPORATE BONDS
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58-2064640

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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264399EQ5 DUKE ENERGY 6.300		
36962GY4 GENERAL ELEC 6.000		
38141GEA8 GOLDMAN SACHS 5.125		
437076AR3 HOME DEPOT 5.250		
459200GR6 IBM CORP 2.100		
478160AP9 JOHNSON&JOHNSON 5.15		
46625HHR4 JPMORGAN CHASE 3.40		
59156RAN8 METLIFE INC 5.000		
594918AB0 MICROSOFT CORP		
61747YCF0 MORGAN STANLEY 6.000		
68389XAD7 ORACLE CORP 4.950		
786514BF5 SAFEWAY INC 5.800		
00206RAV4 AT&T INC		
25459HAY1 DIRECTV HLDG/FIN INC		
260543CA9 DOW CHEMICAL CO/THE		
36962G5J9 GENERAL ELEC CAP COR		
494550AY2 KINDER MORGAN ENER		
883556AZ5 THERMO FISHER SCIENT		
00206RAW2 AT&T INC		
0258M0DC0 AMERICAN EXPRESS CRE		
037411AZ8 APACHE CORP		
044820504 ASHMORE EMERG MKTS C		
19416QDZ0 COLGATE-PALMOLIVE CO		
20030NBB6 COMCAST CORP		
261980494 DREYFUS EMG MKT DEBT		
263534BX6 E.I. DU PONT DE NEMO		
277911491 EATON VANCE FLOATING		
29379VAV5 ENTERPRISE PRODUCTS		
36962G3P7 GENERAL ELEC CAP COR		
	85,000.	92,369.
	84,974.	83,490.

TW PRICE GILBERT JR. CHARITABLE FUND
FORM 990PF, PART II - CORPORATE BONDS
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58-2064640

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
38141GFM1 GOLDMAN SACHS GROUP		
404280AK5 HSBC HOLDINGS PLC		
46625HHS2 JPMORGAN CHASE & CO		
50075NBA1 KRAFT FOODS INC		
52470G742 WESTERN ASSET SMASH		
52470G759 WESTERN ASSET SMASH		
59018YN64 MERRILL LYNCH & CO		
655044AF2 NOBLE ENERGY INC		
693390841 PIMCO HIGH YIELD FD-		
693391559 PIMCO EMERG MKTS BD-		
88732JAW8 TIME WARNER CABLE IN		
037833AK6 APPLE INC	159,149.	238,723.
06051GFB0 BANK OF AMERICA CORP		
126650BW9 CVS CAREMARK CORP		
172967GL9 CITIGROUP INC		
278865AK6 ECOLAB INC		
71645WAR2 PETROBRAS INTL FIN		
76720AAE6 RIO TINTO FIN USA PL		
861647501 STONE HARBOR LOCAL M	85,000.	82,633.
92343VBR4 VERIZON COMMUNICATIO		
931142DH3 WAL-MART STORES INC		
949917702 WF ADV ULTRA SH-TRM		
315920702 FID ADV EMER MKTS IN	85,000.	86,882.
693390882 PIMCO FOREIGN BD FD	175,000.	171,952.
77958B402 T ROWE PRICE INST FL	100,000.	99,414.
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TOTALS	774,123.	855,463.
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TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
693390841 PIMCO HIGH YIELD FD-	C		
693390593 PIMCO MODERATE #120	C		
94985D582 WELLS FARGO ADV#4705	C		
H84989104 TE CONNECTIVITY LTD	C		
H89128104 TYCO INTERNATIONAL	C		
04314H105 ARTISAN FDS	C		
411511843 HARBOR SML-CAP #2022	C		
89155H793 TOUCHSTONE MID CAP	C		
94975P751 WELLS FARGO ADV 4146	C		
94985D277 WELLS FARGO ADV #440	C		
784924425 SSGA EMERG MKT #1510	C		
WELLS FARGO MULTI-STRATEGY 100	C		
ALPHAMETRIX MANAGED FUTURES II	C		
GRAHAM ALTERNATIVE INVESTMENT	C		
ROBECO-SAGE MULTI-STRATEGY	C		
CB RICHARD ELLIS REALTY	C		
EII INTERNATIONAL	C		
722005667 PIMCO COMMODITY #45	C		
RICI LINKED PAM TOTAL	C		
PARTNERS GROUP PRIVATE	C		
693391559 PIMCO EMERG MKTS BD-	C		
693390882 PIMCO FOREIGN BD FD	C		
ASGI AGILITY INCOME FD	C		
465562106 ITAU UNIBANCO SA	C		
928662402 VOLKSWAGEN AG PFD	C		
00687A107 ADIDAS AG	C		
02364W105 AMERICA MOVIL SAB	C		
03938L104 ARCELORMITTAL NY	C		
042068106 ARM HOLDING PLC ADR	C		

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
045387107 ASSA ABLOY AB	C		
055434203 BG GROUP PLC ADR	C		
05565A202 BNP PARIBAS ADR	C		
136385101 CANADIAN NAT RES LTD	C		
136375102 CANADIAN NAT RR CO	C		
138006309 CANON INC ADR	C		
143658300 CARNIVAL CORP	C		
1694EN103 CHINA MERCHANTS HLDG	C		
126132109 CNOOC CHINA NATIONAL	C		
225401108 CREDIT SUISSE GROUP	C		
237545108 DASSAULT SYSTEM ADR	C		
29082A107 EMBRAER SA	C		
307305102 FANUC LTD	C		
343793105 FLSIDTH & CO	C		
358029106 FRESENIUS MEDICAL	C		
41043M104 HANG LUNG PPTYS	C		
425883105 HENNES & MAURITZ	C		
43858F109 HONG KONG EXCHANGES	C		
455807107 INDUSTRIAL & COMMER	C		
48667L106 KDDI CORP	C		
495724403 KINGFISHER PLC ADR	C		
500458401 KOMATSU LTD ADR	C		
H50430232 LOGITECH INTERNTL SA	C		
502441306 LVMH MOET HENNESSY	C		
56164U107 MAN GROUP PLC	C		
606822104 MITSUBISHI UFJ FINL	C		
641069406 NESTLE SA REGIS ADR	C		
647581107 NEW ORIENTAL ED TECH	C		
66987V109 NOVARTIS AG ADR	C		

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
670100205 NOVO NORDISK ADR	C		
73755L107 POTASH CORP SASK	C		
74463M106 PUBLICIS GROUPE ADR	C		
756255105 RECKITT BENCKISER	C		
78572M105 SABMILLER PLC ADR	C		
803054204 SAP AG ADR	C		
806857108 SCHLUMBERGER LTD	C		
826197501 SIEMENS AD ADR	C		
879382208 TELEFONICA SA ADR	C		
88032Q109 TENCENT HOLDINGS LTD	C		
881575302 TESCO PLC ADR	C		
881624209 TEVA PHARMACEUTICAL	C		
892331307 TOYOTA MOTOR CORP	C		
900148701 TURLIYE GARANTI A.S.	C		
93114W107 WALMART DE MEXICO	C		
98742U100 YOUKU.COM INC	C		
368287207 OAO GAZPROM LEVEL 1	C		
465562106 ITAU UNIBANCO	C		
009126202 AIR LIQUIDE ADR	C		
018805101 ALLIANZ SE	C		
007192107 AMDIRAL GROUP PLC	C		
02364W105 AMERICA MOVIL SAB	C		
042068106 ARM HOLDINGS ADR	C		
049255706 ATLAS COPCO AB	C		
055434203 BG GROUP PLC ADR	C		
G16962105 BUNGE LIMITED	C		
136375102 CANADIAN NATL RR	C		
138006309 CANON INC ADR	C		
143658300 CARNIVAL CORP	C		

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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16940R109 CHINA RESOURCES ENT	C		
191459205 COCHLEAR LIMITED	C		
12637N105 CSL LIMITED	C		
237545108 DASSAULT SYSTEMS ADR	C		
23304Y100 DBS GROUP HLDGS ADR	C		
292505104 ENCANA CORP	C		
296036304 ERSTE GROUP BANK ADR	C		
307305102 FANUC LTD	C		
358029106 FRESENIUS MEDICAL	C		
443251103 HOYA CORP	C		
404280406 HSBC ADR	C		
45104G104 ICICI BANK LTD ADR	C		
453038408 IMPERIAL OIL LTD	C		
466140100 JGC CORP	C		
48206M102 JUPITER TELECOM	C		
502117203 L'OREAL ADR	C		
501897102 LI & FUNG LTD	C		
H50430232 LOGITECH INTERNATL	C		
54338V101 LONZA GROUP AG	C		
502441306 LVMH MOET HENNESSY	C		
62474M108 MTN GROUP LTD	C		
641069406 NESTLE SA REGIS ADR	C		
66987V109 NOVARTIS AG ADR	C		
670100205 NOVO NORDISK ADR	C		
71654V101 PETROLEO BRASILEIRO	C		
N72482107 QIAGEN N.V.	C		
771195104 ROCHE HOLDINGS LTD	C		
803054204 SAP AG ADR	C		
803866300 SASOL LIMITED ADR	C		

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
806857108 SCHLUMBERGER LTD	C		
80687P106 SCHNEIDER ELECTRIC	C		
83569C102 SONOVA HOLDING AG	C		
870123106 SWATCH GROUP AG	C		
874039100 TAIWAN SEMICONDUCTOR	C		
881575302 TESCO PLC ADR	C		
881624209 TEVA PHARMACEUTICAL	C		
900148701 TURKIYE GARANTI	C		
90460M105 UNICHARM CORP	C		
904767704 UNILEVER PLC ADR	C		
93114W107 WALMART DE MEXICO	C		
92933H101 WPP GROUP PLC ADS	C		
368287207 OAO GAZPROM LEVEL 1	C		
464288588 ISHARES BARCLAYS MBS	C		
015271109 ALEXANDRIA RE EQUITI	C		
00163T109 AMB PPTY CORP	C		
024013104 AMERICAN ASSET TRUST	C		
024835100 AMERICAN CAMPUS CMTY	C		
03748R101 APARTMENT INVT &MGMT	C		
053484101 AVALONBAY CMNTYS	C		
101121101 BOSTON PROPERTIES	C		
05564E106 BRE PPTYS INC	C		
195872106 COLONIAL PPTYS TR	C		
253868103 DIGITAL RLTY TR	C		
25960P109 DOUGLAS EMMETT INC	C		
28140H104 EDUCATION RLTY TR	C		
29380T105 ENTERTAINMENT PPTYS	C		
29472R108 EQUITY LIFESTYLE	C		
294752100 EQUITY ONE INC	C		

TW PRICE GILBERT JR. CHARITABLE FUND

58-2064640

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
29476L107 EQUITY RESIDENTIAL	C		
297178105 ESSEX PPTY TR COM	C		
313747206 FEDERAL RLTY INVT	C		
370023103 GENERAL GRWTH PROP	C		
370023103 GENERAL GRWTH PROP	C		
379302102 GLIMCHER RLTY TR	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT	C		
427825104 HERSHA HOSPITALITY	C		
431284108 HIGHWOODS PPTYS	C		
437306103 HOME PROPERTIES INC	C		
44107P104 HOST HOTELS & RESORT	C		
49446R109 KIMCO RLTY CORP	C		
517942108 LASALLE HOTEL PROP	C		
554382101 MACERICH CO	C		
59522J103 MID AMERICA APARTMNT	C		
743410102 PROLOGIS SHS OF BENE	C		
69360J107 PS BUSINESS PARKS	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
828806109 SIMON PROPERTY GROUP	C		
78440X101 SL GREEN REALTY GRP	C		
875465106 TANGER FACTORY OUTLT	C		
876664103 TAUBMAN CTRS INC	C		
92276F100 VENTAS INC	C		
929042109 VORNADO REALTY TR	C		
123998007 CHAMBERS STREET PROP	C		
29299D444 THE ENDOWMENT TEI FU	C		
70299F505 PARTNERS GROUP PRIVA	C		

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
AMX994405 ALPHAMETRIX MGD FUT	C		
GRA994205 GRAHAM ALT INV FD II	C		
GTC997WH2 ASGI CORBIN MULTI ST	C	176,504.	189,774.
GTY995004 GAI AGILITY INCOME F	C	281,100.	295,859.
RCI991006 RICI LINKED PAM TOTA	C	215,000.	154,553.
RSG992316 ARDEN-SAGE MULT-STR	C		
261980494 DREYFUS EMG MKT DEBT	C		
61744J747 MORGAN STANLEY INS E	C		
722005220 PIMCO FOREIGN BOND (	C		
70299RF16 PARTNERS GROUP PRIV	C	238,784.	398,861.
GTC997004 GAI CORBIN MULTI STR	C	152,714.	159,243.
RSG999HB5 ARDEN-SAGE MULTI-STR	C		
879080133 TEJON RANCH CO	C		
SKY990RF9 SKYBRIDGE MULTI-ADVI	C	200,000.	208,074.
GTA994003 GAI AURORA OPPORTUNI	C	150,000.	149,963.
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TOTALS		1,414,102.	1,556,327.
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FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3,368.
ROC BASIS ADJUSTMENTS	5,012.
PURCHASE ACCRUED INT POSTING PRIOR TAX YEAR	67.
SALES WITH GAIN EFFECTIVE DATE PRIOR TAX YEAR	271.
SALES WITH LOSS POSTING AFTER TYE	3,947.
MUTUAL FUND ADJUSTMENTS	375.
ROUNDING	6.

TOTAL	13,046.
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FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	4,035.
SALES WITH GAIN POSTING AFTER TYE	14,481.
DISALLOWED WASH SALES	3,673.
ADJ FOR MERGER OF MEDTRONIC INC & COVIDIEN PLC	2,254.

TOTAL	24,443.
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RECIPIENT NAME:

Grant Administration

ADDRESS:

One West 4th Street

Winston Salem, NC 27101

RECIPIENT'S PHONE NUMBER: 800-352-3705

E-MAIL ADDRESS: <https://www.wellsfargo.com/privatefoundationgrants>

FORM, INFORMATION AND MATERIALS:

Contact, deadline, and qualification information provided
on website

SUBMISSION DEADLINES:

August 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

There are no program limitations; however, the foundation has
a practice of awarding grants to charitable organizations with
grant requests in Education, Environment and Arts