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Form **990-PF**

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year **2014** or tax year beginning **11/1/2014**, and ending **10/31/2015**

Name of foundation
BROWN G FBO AMER CANCER SOCIETY TUW

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

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

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

A Employer identification number
23-6700946

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

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **248,707**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,657	4,572		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,597			
	b Gross sales price for all assets on line 6a	85,224			
	7 Capital gain net income (from Part IV, line 2)		5,597		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	10,254	10,169	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	4,392	3,294		1,098
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,097	0		1,097
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	417	89		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,906	3,383	0	2,195
	25 Contributions, gifts, grants paid	11,500			11,500
26 Total expenses and disbursements. Add lines 24 and 25	17,406	3,383	0	13,695	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,152				
b Net investment income (if negative, enter -0-)		6,786			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014) 12

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,169	7,127	7,127
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	228,034	221,840	241,580	
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)	236,203	228,967	248,707	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	236,203	228,967	
	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)	236,203	228,967		
31	Total liabilities and net assets/fund balances (see instructions)	236,203	228,967		

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	236,203
2	Enter amount from Part I, line 27a	2	-7,152
3	Other increases not included in line 2 (itemize) MUTUAL FUND TIMING DIFFERENCE	3	49
4	Add lines 1, 2, and 3	4	229,100
5	Decreases not included in line 2 (itemize) See Attached Statement	5	133
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	228,967

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	5,597	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	13,045	272,152	0.047933
2012	11,626	261,972	0.044379
2011	13,210	254,145	0.051978
2010	12,270	267,962	0.045790
2009	10,230	248,558	0.041157
2	Total of line 1, column (d)	2	0.231237
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	0.046247
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	260,567
5	Multiply line 4 by line 3	5	12,050
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	68
7	Add lines 5 and 6	7	12,118
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	13,695

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	68	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	68	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	68	
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	228	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	228	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	160	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded	11	92	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>WELLS FARGO BANK N.A</u> Telephone no ▶ <u>888-730-4933</u> Located at ▶ <u>1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC</u> ZIP+4 ▶ <u>27101-3818</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

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

Part 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				12,960
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			13,012	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: $\$$ <u>13,695</u>				
a Applied to 2013, but not more than line 2a			13,012	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				683
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				12,277
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part 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 No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 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

5b	N/A	
6b		X
7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	Trustee	4 00	4,392	

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	256,359
b	Average of monthly cash balances	1b	8,176
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	264,535
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	264,535
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,968
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	260,567
6	Minimum investment return. Enter 5% of line 5	6	13,028

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	13,028
2a	Tax on investment income for 2014 from Part VI, line 5	2a	68
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	68
3	Distributable amount before adjustments Subtract line 2c from line 1	3	12,960
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	12,960
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,960

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	13,695
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,695
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	68
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,627

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total				▶ 3a 11,500
<p>b <i>Approved for future payment</i> NONE</p>				
Total				▶ 3b 0

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

Recipient(s) paid during the year

Name				
AMERICAN CANCER SOCIETY				
Street				
P O BOX 720366				
City		State	Zip Code	Foreign Country
OKLAHOMA CITY		OK	73162	
Relationship		Foundation Status		
NONE		PC		
Purpose of grant/contribution				Amount
GENERAL SUPPORT				11,500

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

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

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

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

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

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

		1,097	0	0	1,097
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,097			1,097

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

		417	89	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	89	89		
2	PY EXCISE TAX DUE	100			
3	ESTIMATED EXCISE PAYMENTS	228			

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

		228,034	221,840	241,580
Asset Description		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
	Basis of Valuation			
1	DODGE & COX INCOME FD COM #147		8,415	8,873
2	HARBOR CAPITAL APRCTION-INST #2012		22,099	30,772
3	T ROWE PRICE SHORT TERM BD FD #55		2,888	2,882
4	ARTISAN INTERNATIONAL FD INS #662		10,279	13,719
5	MERGER FUND-INST #301		2,223	2,193
6	ARTISAN MID CAP FUND-INS #1333		9,797	11,522
7	MET WEST TOTAL RETURN BOND CL I #5		8,961	8,870
8	FID ADV EMER MKTS INC- CL I #607		5,054	4,874
9	EATON VANCE GLOBAL MACRO - I #0088		2,494	2,489
10	DODGE & COX INT'L STOCK FD #1048		9,757	13,475
11	AMER CENT SMALL CAP GRWTH INST #3		8,665	7,671
12	MFS VALUE FUND-CLASS I #893		25,892	30,498
13	DREYFUS EMG MKT DEBT LOC C-I #6083		6,176	4,854
14	JP MORGAN MID CAP VALUE-I #758		8,679	11,348
15	ASG GLOBAL ALTERNATIVES-Y #1993		6,878	6,491
16	VANGUARD REIT VIPER		6,866	10,466
17	AQR MANAGED FUTURES STR-I #15213		2,343	2,478
18	STRATTON SM-CAP VALUE FD #37		8,854	8,236
19	JPMORGAN HIGH YIELD FUND SS #3580		5,646	5,378
20	T ROWE PRICE INST FLOAT RATE #170		2,125	2,054
21	OPPENHEIMER DEVELOPING MKT-I #799		27,101	22,628
22	BLACKROCK GL L/S CREDIT-INS #1833		6,230	6,230
23	SPDR DJ WILSHIRE INTERNATIONAL REA		9,303	10,199
24	BOSTON P LNG/SHRT RES-INS		2,670	2,758
25	NEUBERGER BERMAN LONG SH-INS #183		6,031	5,954
26	CREDIT SUISSE COMM RET ST-I #2156		6,414	4,668

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	49
2	Total	2	49

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	118
2	COST BASIS ADJUSTMENT	2	15
3	Total	3	133

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

Line	Description of Property Sold	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	KREDIT SUISSE COMM RET ST1 #2156		10/24/2014	9/22/2015	1,195			1,487	-292	0	0	0	-272
2	KREDIT SUISSE COMM RET ST1 #2156		10/24/2014	9/22/2015	280			342	-62	0	0	0	-82
3	DODGE & COX INTL STOCK FD #1048		6/20/2014	7/22/2015	779			837	-58	0	0	0	-58
4	DODGE & COX INTL STOCK FD #1048		7/22/2015	7/22/2015	300			294	6	0	0	0	6
5	DODGE & COX INCOME FD COM #147		6/10/2015	9/22/2015	734			751	-17	0	0	0	-17
6	DODGE & COX INCOME FD COM #147		6/10/2015	9/22/2015	228			230	-2	0	0	0	-2
7	DODGE & COX INTL STOCK FD #1048		9/3/2014	7/22/2015	2,106			2,255	-149	0	0	0	-149
8	DREYFUS EMG MKT DEBT LOC C-I #608		12/17/2010	9/22/2015	796			978	-182	0	0	0	-182
9	DREYFUS EMG MKT DEBT LOC C-I #608		12/17/2010	9/22/2015	228			302	-76	0	0	0	-76
10	DREYFUS INTERNATL BOND FD CL1 #66		4/24/2014	6/10/2015	1,829			1,975	-146	0	0	0	-146
11	DRIEHAUS ACTIVE INCOME FUND		8/19/2012	1/20/2015	1,528			1,572	-44	0	0	0	-44
12	DRIEHAUS ACTIVE INCOME FUND		8/19/2012	1/20/2015	1,260			1,260	0	0	0	0	0
13	DRIEHAUS ACTIVE INCOME FUND		8/19/2012	1/20/2015	2,629			2,629	0	0	0	0	0
14	FID ADV EMER MKTS INC-CL1 #607		10/11/2013	9/22/2015	2,571			2,571	0	0	0	0	0
15	JP MORGAN MID CAP VALUE-1 #758		9/3/2014	9/22/2015	480			489	-9	0	0	0	-9
16	JP MORGAN MID CAP VALUE-1 #758		3/31/2010	9/22/2015	282			305	-23	0	0	0	-23
17	HARBOR CAPITAL APTRON-INST #20		7/24/2015	9/22/2015	360		93	379	-19	0	0	0	-19
18	HARBOR CAPITAL APTRON-INST #20		7/24/2015	9/22/2015	1,162			1,255	-93	0	0	0	-93
19	ISHARES CORE S & P 500 ETF		10/22/2014	7/22/2015	203			202	1	0	0	0	1
20	ISHARES CORE S & P 500 ETF		4/24/2014	8/28/2015	1,488			1,371	117	0	0	0	117
21	ISHARES CORE S & P 500 ETF		1/23/2014	8/28/2015	636			705	-69	0	0	0	-69
22	ISHARES CORE S & P 500 ETF		8/24/2011	7/22/2015	3,390			3,727	-347	0	0	0	-347
23	ISHARES CORE S & P 500 ETF		8/8/2012	7/22/2015	2,763			1,408	1,422	0	0	0	1,422
24	ISHARES CORE S & P 500 ETF		11/19/2012	7/22/2015	425			1,628	-1,442	0	0	0	-1,442
25	ISHARES CORE S & P 500 ETF		6/16/2014	7/22/2015	213			277	-148	0	0	0	-148
26	ISHARES CORE S & P 500 ETF		8/29/2014	7/22/2015	1,275			1,111	164	0	0	0	164
27	ISHARES CORE S & P 500 ETF		2/11/2013	7/22/2015	4,650			3,653	997	0	0	0	997
28	KALMAR GR W VAL SM CAP-INS #4		6/20/2014	7/22/2015	441			467	-26	0	0	0	-26
29	KALMAR GR W VAL SM CAP-INS #4		9/3/2014	7/22/2015	2,643			2,705	-62	0	0	0	-62
30	KALMAR GR W VAL SM CAP-INS #4		1/22/2015	7/22/2015	236			225	11	0	0	0	11
31	MFS VALUE FUND-CLASS1 #893		6/19/2014	1/20/2015	138			141	-3	0	0	0	-3
32	MFS VALUE FUND-CLASS1 #893		7/24/2015	9/22/2015	1,225		85	1,310	-85	0	0	0	-85
33	ASSG GLOBAL ALTERNATIVES-Y #1993		9/3/2014	9/22/2015	267			285	-18	0	0	0	-18
34	ASSG GLOBAL ALTERNATIVES-Y #1993		7/12/2013	10/27/2015	821			874	-53	0	0	0	-53
35	NEUBERGER BERMAN LONG SH-SHS #1		1/22/2015	9/22/2015	606			619	-13	0	0	0	-13
36	NUEVEN HIGH YIELD MUNI BD-R #1668		4/24/2014	12/19/2014	4,445			4,241	204	0	0	0	204
37	OPPENHEIMER DEVELOPING MKT-1 #72		9/3/2014	1/20/2015	1,975			2,375	-400	0	0	0	-400
38	MERGER FUND-INST #301		10/20/2011	10/20/2015	1,319			1,344	-25	0	0	0	-25
39	MERGER FUND-INST #301		10/20/2011	10/27/2015	448			459	-11	0	0	0	-11
40	MET WEST TOTAL RETURN BOND-CL1		1/22/2015	9/22/2015	1,037			1,058	-21	0	0	0	-21
41	ASSG GLOBAL ALTERNATIVES-Y #1993		6/3/2014	1/20/2015	227			228	-1	0	0	0	-1
42	ARTISAN INTERNATIONAL FD-INS #682		9/3/2014	7/22/2015	1,646			1,637	9	0	0	0	9
43	CREDIT SUISSE COMM RET ST1 #2156		10/20/2013	7/22/2015	2,414			3,692	-1,278	0	0	0	-1,278
44	CREDIT SUISSE COMM RET ST1 #2156		2/11/2013	7/22/2015	422			627	-205	0	0	0	-205
45	CREDIT SUISSE COMM RET ST1 #2156		9/3/2014	7/22/2015	419			552	-133	0	0	0	-133
46	AQR MANAGED FUTURES STR-1 #513		1/22/2015	10/27/2015	738			738	0	0	0	0	0
47	AQR MANAGED FUTURES STR-1 #513		9/3/2014	9/22/2015	1,614			1,501	113	0	0	0	113
48	AMER CENT SMALL CAP GRWTH-INST1		7/4/2015	9/22/2015	230			255	-25	0	0	0	-25
49	ARTISAN INTERNATIONAL FD-INS #682		6/13/2014	7/22/2015	535			543	-8	0	0	0	-8
50	ARTISAN INTERNATIONAL FD-INS #682		6/20/2014	7/22/2015	864			891	-27	0	0	0	-27
51	PIMCO FOREIGN BD FD USD-HINST #11		6/5/2007	6/10/2015	264			185	79	0	0	0	79
52	PIMCO FOREIGN BD FD USD-HINST #11		8/29/2007	6/10/2015	1,793			1,717	76	0	0	0	76
53	PRINCIPAL GL MULT STRAT-INST #468		8/8/2014	7/22/2015	143			143	0	0	0	0	0
54	PRINCIPAL GL MULT STRAT-INST #468		8/8/2014	10/27/2015	197			187	10	0	0	0	10
55	PRINCIPAL GL MULT STRAT-INST #468		7/25/1996	7/22/2015	2,445			2,436	9	0	0	0	9
56	ROBECO BP LONGSHRT RES-INS		7/12/2013	7/22/2015	1,584			1,574	10	0	0	0	10
57	T ROWE PRICE SHORT TERM BD FD #5		7/9/2015	9/22/2015	1,905			1,921	-16	0	0	0	-16
58	T ROWE PRICE SHORT TERM BD FD #5		7/9/2015	9/22/2015	185			187	-2	0	0	0	-2
59	T ROWE PRICE SHORT TERM BD FD #5		7/9/2015	9/22/2015	142			142	0	0	0	0	0
60	T ROWE PRICE SHORT TERM BD FD #5		7/9/2015	9/22/2015	1,856			1,909	-53	0	0	0	-53
61	T ROWE PRICE INST FLOAT RATE #170		8/29/2014	1/20/2015	302			313	-11	0	0	0	-11
62	SPDR DJ WILSHIRE INTERNATIONAL RI		7/22/2015	9/22/2015	272			298	-26	0	0	0	-26
63	SPDR DJ WILSHIRE INTERNATIONAL RI		9/3/2014	9/22/2015	275			275	0	0	0	0	0
64	STRATTON SM-CAP VALUE FD #37		9/30/2014	1/20/2015	6,190			6,069	121	0	0	0	121
65	VANGUARD REIT VIPER		8/29/2014	1/20/2015	281			230	51	0	0	0	51
66	VANGUARD REIT VIPER		12/17/2010	1/20/2015	1,130			653	477	0	0	0	477
67	VANGUARD REIT VIPER		7/22/2015	9/22/2015	438			473	-35	0	0	0	-35
68	AQR MANAGED FUTURES STR-1 #513		1/22/2015	9/22/2015	432			431	1	0	0	0	1

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	3/11/2015	228
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		
7 Total		228

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	<u>13,012</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>13,012</u>