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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

12/01, 2014, and ending

11/30, 2015

Name of foundation GIBBS - VAR CHAR		A Employer identification number 23-6754370
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) 540-510-3755
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 13,123,558. Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		34.	34.		STMT 1
4 Dividends and interest from securities		350,672.	349,492.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		11,854.			
b Gross sales price for all assets on line 6a		4,297,321.			
7 Capital gain net income (from Part IV, line 2)			11,854.		
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)		12,219.	12,219.		STMT 8
12 Total. Add lines 1 through 11		374,779.	373,599.		
13 Compensation of officers, directors, trustees, etc.		116,703.	105,033.		11,670.
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. 9		1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 10		10,161.	3,521.		
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. 11		93.	93.		
24 Total operating and administrative expenses. Add lines 13 through 23.		127,957.	108,647.	NONE	12,670.
25 Contributions, gifts, grants paid		650,000.			650,000.
26 Total expenses and disbursements. Add lines 24 and 25		777,957.	108,647.	NONE	662,670.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-403,178.			
b Net investment income (if negative, enter -0-)			264,952.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions

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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				
	2	Savings and temporary cash investments		139,772.	200,672.	200,672.
	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 12	965,666.	1,111,274.	1,134,674.
	b	Investments - corporate stock (attach schedule)	STMT 15	6,623,445.	7,450,742.	8,894,472.
	c	Investments - corporate bonds (attach schedule)	STMT 26	3,936,512.	2,902,524.	2,893,740.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 29	400,000.			
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ 46630JAC3 JP MORGAN CHASE COMM)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,065,395.	11,665,212.	13,123,558.	
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		12,065,395.	11,665,212.	
	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)		12,065,395.	11,665,212.	
31	Total liabilities and net assets/fund balances (see instructions)		12,065,395.	11,665,212.		

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	12,065,395.
2	Enter amount from Part I, line 27a	2	-403,178.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 31	3	6,391.
4	Add lines 1, 2, and 3	4	11,668,608.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 32	5	3,396.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,665,212.

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 4,297,321.		4,285,467.	11,854.		
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) 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			11,854.		
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	11,854.	
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.

(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	612,368.	13,743,961.	0.044555
2012	586,506.	13,100,241.	0.044771
2011	516,652.	12,455,323.	0.041480
2010	536,019.	11,314,580.	0.047374
2009	495,864.	11,652,380.	0.042555
2 Total of line 1, column (d)			2 0.220735
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 0.044147
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 13,373,913.
5 Multiply line 4 by line 3			5 590,418.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,650.
7 Add lines 5 and 6			7 593,068.
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.			8 662,670.

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	2,650.
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	2,650.
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	2,650.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,673.	
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	8,673.	
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	6,023.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 2,652. Refunded ☐	11	3,371.	

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?		☒
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		☒
c Did the foundation file Form 1120-POL for this year?		☒
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.		☒
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		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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		☒
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?	☒	
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	☒	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	☒	
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		☒
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		☒

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Part VII-A **Statements Regarding Activities** *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK NA Telephone no. ► (540) 510-3755			
Located at ► 10 S JEFFERSON ST 21ST FLOOR, ROANOKE, VA ZIP+4 ► 24011				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►				

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.

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)? ☐ 1b ☒ X Organizations relying on a current notice regarding disaster assistance check here ☐ 1c ☒ 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 ☐ 2b ☒ X 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. ☐ 2b ☒ X		
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 ☒ X		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ 4a ☒ X b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? ☐ 4b ☒ X		

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**
- 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).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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 WEST WT HARRIS BLVD, CHARLOTTE, NC 28288-1116	TRUSTEE 40	116,703.	-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**

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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	

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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	13,260,194.
b	Average of monthly cash balances	1b	317,383.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,577,577.
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	13,577,577.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	203,664.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,373,913.
6	Minimum investment return. Enter 5% of line 5	6	668,696.

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	668,696.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,650.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,650.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	666,046.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	666,046.
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	666,046.

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	662,670.
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	662,670.
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	2,650.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	660,020.

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				666,046.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			159,198.	
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>662,670.</u>				
a Applied to 2013, but not more than line 2a			159,198.	
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				503,472.
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				162,574.
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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
READING MUSICAL FOUNDATION POST OFFICE BOX 14835 READING PA 19612-4835	NONE	PC	GENERAL SUPPORT	162,500.
ST JOHNS LUTHERAN CHURCH TREASURER 521 WALNUT STREET READING PA 19601-3418	NONE	PC	GENERAL SUPPORT	162,500.
DIAKON LUTHERAN SOCIAL MINISTRIES ATTN DENISE POST OFFICE BOX 2001 MECHANICSBURG PA 17055	NONE	PC	GENERAL SUPPORT	325,000.
Total			3a	650,000.
b Approved for future payment				
Total			3b	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Wells Fargo Bank, N A

01/26/2016

► Trustee

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ▶

Phone no

GIBBS - VAR CHAR

23-6754370

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	34.	34.
TOTAL	34.	34.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	1,000.	1,000.
AT&T INC	123.	123.
ABBVIE INC	106.	106.
AMAZON.COM INC	450.	450.
AMERICAN EXPRESS CRE	700.	700.
AMERICAN EXPRESS CRE	433.	433.
AMERIPRISE FINANCIAL INC	403.	403.
ANHEUSER-BUSCH INBEV	240.	240.
ANHEUSER-BUSCH INBEV SPN ADR	1,529.	1,529.
AON CORP	781.	781.
APACHE CORP COM RTS EXP 01/31/2006	335.	335.
APPLE COMPUTER INC COM	2,814.	2,814.
ASHMORE EMERG MKTS CR DB-INS	10,207.	10,207.
AUTOZONE INC	719.	719.
BB&T CORPORATION	410.	410.
BP CAPITAL MARKETS	800.	800.
BANK OF AMERICA CORP	1,633.	1,633.
BANK OF AMERICA CORP	306.	306.
BANK OF MONTREAL	750.	750.
BARCLAYS BANK PLC	1,500.	1,500.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	846.	846.
BLACKROCK INC	737.	737.
BOEING CO COM	1,526.	1,526.
CME GROUP INC	2,195.	2,195.
CVS CORP COM	876.	876.
CVS CAREMARK CORP	473.	473.
CANADIAN PACIFIC RAILWAY LTD COM	17.	17.
CARLISLE COS INC COM	38.	38.
CELANESE CORP	869.	869.
CHEVRONTXACO CORP COM	289.	289.
CISCO SYS INC COM W/RIGHTS ATTACHED EXPI	1,691.	1,691.
CISCO SYSTEMS INC	1,375.	1,375.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CITIGROUP INC.	151.	151.
CITIGROUP INC.	823.	823.
COMCAST CORP NEW CL A	1,029.	1,029.
CONAGRA FOODS INC	475.	475.
CONSTELLATION BRANDS INC CL A	111.	111.
CUMMINS INC COM	1,411.	1,411.
DELTA AIR LINES INC	132.	132.
DEUTSCHE BANK AG LON	270.	270.
DIAGEO PLC SPONSORED ADR NEW	871.	871.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	1,213.	1,213.
DODGE & COX INCOME FD COM	4,016.	4,016.
DODGE & COX STK FD	3,711.	3,711.
DOW CHEMICAL CO/THE	802.	802.
DRIEHAUS ACTIVE INCOME FUND	6,737.	6,737.
DUKE ENERGY CORP	988.	988.
E M C CORP MASS COM	616.	616.
ENERGY TRANSFER PART	830.	830.
EXPRESS SCRIPTS HOLD	1,188.	1,188.
FHLMC POOL #A40746	594.	594.
FHLMC POOL #G11981	344.	344.
FHLMC POOL #G08015	353.	353.
FHLMC POOL #A95765	516.	516.
FHLMC POOL #A10322	135.	135.
FHLMC POOL #A14186	241.	241.
FEDERAL HOME LN MTG	46.	46.
FEDERAL HOME LN MTG	68.	68.
FED HOME LN BK	175.	175.
FED HOME LN BK	119.	119.
FED NATL MTG ASSN	750.	750.
FED NATL MTG ASSN	2,250.	2,250.
FED NATL MTG ASSN	231.	231.
FED NATL MTG ASSN	175.	175.
FED NATL MTG ASSN	63.	63.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	36.	36.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	81.	81.
FED HOME LN MTG CORP 3.750% 3/27/19	2,813.	2,813.
FED HOME LN MTG CORP 1.000% 3/08/17	51.	51.
FNMA POOL #545064 6.500% 6/01/31	235.	235.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	87.	87.
FEDERAL NATL MTG ASSN GTD MTG PASS THRU	220.	220.
FNMA POOL #AH8423 4.500% 4/01/41	412.	412.
FNMA POOL #AR1333 3.500% 1/01/43	840.	840.
FNMA POOL #720307 4.500% 6/01/18	116.	116.
FNMA POOL #722126 5.000% 7/01/33	349.	349.
FNMA POOL #727496 4.500% 5/01/18	336.	336.
FNMA POOL #731742 5.000% 9/01/33	364.	364.
FNMA POOL #755647 5.500% 12/01/18	154.	154.
FNMA POOL #757866 5.500% 11/01/33	558.	558.
FNMA POOL #794348 5.000% 9/01/34	167.	167.
FNMA POOL #825743 4.500% 7/01/35	299.	299.
FNMA POOL #881437 6.000% 7/01/36	122.	122.
FNMA POOL #898329 5.500% 12/01/36	64.	64.
FID ADV EMER MKTS INC- CL I #607	5,522.	5,522.
GOVERNMENT NATL MTG ASSN GTD PASS THRU P	253.	253.
GOVERNMENT NATL MTG ASSN II GTD PASS THR	96.	96.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	159.	159.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	57.	57.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	145.	145.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	149.	149.
GOVERNMENT NATL MTG ASSN GTD PASS THRU C	400.	400.
GENERAL ELEC CAP COR 1.600% 11/20/17	357.	357.
GILEAD SCIENCES INC COM	433.	433.
GOLDMAN SACHS GRP INC COM	906.	906.
GOLDMAN SACHS GROUP 3.625% 1/22/23	549.	549.
HCP INC 3.875% 8/15/24	2,155.	2,155.
HSBC HLDGS PLC SPONSORED ADR NEW	33.	33.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20		
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HARBOR FD INTL FD	17,006.	17,006.
OAKMARK INTERNATIONAL FD CL I	4,471.	4,471.
HILTON WORLDWIDE HOLDINGS IN	35.	35.
HOME DEPOT INC COM	283.	283.
HOME DEPOT INC 5.400% 3/01/16	1,620.	1,620.
INTERCONTINENTAL EXCHANGE, INC	177.	177.
INTL BUSINESS MACHINES CORP COM	658.	658.
ISHARES MSCI EAFE INDEX FD	11,341.	11,341.
ISHARES MIDCAP INDEX FD	14,169.	14,169.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,197.	1,197.
ISHARES S & P SMALLCAP 600 INDEX FUND	6,068.	6,068.
JP MORGAN CHASE & CO COM	1,562.	1,562.
JP MORGAN CHASE & CO 5.150% 10/01/15	2,585.	2,585.
JOHNSON Ctls INC COM W/RTS ATTACHED EXP	850.	850.
JPMORGAN HIGH YIELD FUND SS #3580	14,793.	14,793.
LAS VEGAS SANDS CORP	1,589.	1,589.
LOCKHEED MARTIN CORP 4.250% 11/15/19	1,063.	1,063.
MCGRAW HILL COS INC	149.	149.
MCKESSON HBOC INC COM	308.	308.
MICROSOFT CORP COM	1,304.	1,304.
MICROSOFT CORP 3.625% 12/15/23	257.	257.
MONSANTO CO NEW COM	377.	377.
MORGAN STANLEY 3.875% 4/29/24	19.	19.
MORGAN STANLEY 5.375% 10/15/15	1,344.	1,344.
NATIONAL OILWELL INC COM	959.	959.
NESTLE S A SPONSORED ADR REPSTG REG SH	1,043.	1,043.
NETAPP INC 2.000% 12/15/17	420.	420.
NIKE INC CL B COM	157.	157.
OCCIDENTAL PETROLEUM 2.500% 2/01/16	625.	625.
ORACLE CORP COM	510.	510.
ORACLE CORP 1.200% 10/15/17	360.	360.
OPPENHEIMER DEVELOPING MKT-I #799	7,549.	7,549.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	23,487.	23,487.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO FDS PAC INVT MGMT SER MODE DUR INS	7,773.	7,773.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	11,885.	11,885.
PIMCO FOREIGN BOND FUND-INST	42,187.	42,187.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	455.	455.
PNC FINANCIAL SERVIC 2.854% 11/09/22	856.	856.
PETROBRAS INTL FIN 3.500% 2/06/17	311.	311.
PIONEER NAT RES CO COM W/RIGHTS ATTACHED	3.	3.
POLARIS INDS INC COM W/RIGHTS ATTACHED E	45.	45.
QUALCOMM INC 2.250% 5/20/20	35.	35.
ROCHE HLDG LTD SPONSORED ADR	926.	926.
ROWE T PRICE BLUE CHIP GROWTH FD INC	8.	8.
T ROWE PRICE INST FLOAT RATE #170	16,579.	16,579.
SCHLUMBERGER LTD COM	1,239.	1,239.
SCHWAB CHARLES CORP NEW COM	34.	34.
SHIRE PHARMACEUTICALS GR SPONSORED ADR	32.	32.
SUNCOR ENERGY INC NEW F	437.	437.
SUNTRUST BANKS INC 2.350% 11/01/18	278.	278.
TJX COS INC NEW COM	666.	666.
TARGET CORP COM	1,683.	1,683.
THERMO ELECTRON CORP COM W/RTS ATTACHED	175.	175.
TIME WARNER INC	205.	205.
TOTAL FINA ELF S A SPONSORED ADR	1,625.	1,625.
TOYOTA MOTOR CREDIT 1.375% 1/10/18	344.	344.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	483.	483.
UNION PAC CORP COM	1,444.	1,444.
UNITED PARCEL SERVICE CL B COM	935.	935.
UNITED STATES TREAS BDS DTD 8/15/93 6.25	625.	625.
US TREASURY NOTE 2.375% 8/15/24	953.	953.
U S TREASURY NOTES 5.125% 5/15/16	1,059.	1,059.
US TREASURY NOTE 2.250% 11/15/24	1,773.	1,773.
U S TREASURY NOTES 4.625% 2/15/17	1,156.	1,156.
US TREASURY NOTE 4.750% 8/15/17	2,375.	2,375.
US TREASURY NOTE 2.750% 2/15/19	550.	550.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US TREASURY NOTE 3.625% 2/15/20	725.	725.
US TREASURY NOTE 2.125% 8/15/21	1,488.	1,488.
US TREASURY NOTE 1.000% 10/31/16	416.	416.
US TREASURY NOTE 2.000% 2/15/22	800.	800.
US TREASURY NOTE 1.750% 5/15/22	700.	700.
US TREASURY NOTE 2.750% 11/15/23	1,100.	1,100.
US TREASURY NOTE 2.500% 5/15/24	750.	750.
US TREASURY NOTE 1.500% 5/31/19	1,014.	1,014.
UNITEDHEALTH GRP INC COM	980.	980.
UNITEDHEALTH GROUP 3.875% 10/15/20	775.	775.
VERIZON COMMUNICATIO 5.150% 9/15/23	1,288.	1,288.
VISA INC-CLASS A SHRS	144.	144.
VOYA REAL ESTATE FUND CLASS I #2190	15,866.	15,766.
WALGREEN CO 3.100% 9/15/22	620.	620.
WALGREENS BOOTS ALLIANCE INC	37.	37.
WFA ASSET ALLOCATION-INS #3169	14,902.	14,902.
WELLS FARGO ULT ST INC-INS	1,074.	1,074.
WESTERN ASSET INTERM BOND FND-I #224	2,313.	2,313.
WESTERN DIGITAL CORP COM W/RIGHTS ATTACH	100.	100.
XILINX INC 2.125% 3/15/19	531.	531.
ZOETIS INC	46.	46.
DELPHI AUTOMOTIVE PLC	137.	137.
EATON CORP PLC	1,080.	
PERRIGO CO PLC	17.	17.
TE CONNECTIVITY LTD	177.	177.
	-----	-----
TOTAL	350,672.	349,492.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MUTUAL FUND INCOME	12,219.	12,219.
	-----	-----
TOTALS	12,219.	12,219.
	=====	=====

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 - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,050.	1,050.
FEDERAL ESTIMATES - PRINCIPAL	6,640.	
FOREIGN TAXES ON QUALIFIED FOR	1,571.	1,571.
FOREIGN TAXES ON NONQUALIFIED	900.	900.
	-----	-----
TOTALS	10,161.	3,521.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	93.	93.
TOTALS	----- 93. =====	----- 93. =====

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
3133XLJJP9 FED HOME LN BK		
3134A4JT2 FED HOME LN MTG CORP		
3134A4UU6 FED HOME LN MTG CORP		
3137EACA5 FED HOME LN MTG CORP		
31296JLB0 FHLMC POOL #A10322	79,296.	80,705.
31296NUK1 FHLMC POOL #A14186	1,753.	1,881.
3128K0ZK2 FHLMC POOL #A40746	3,580.	3,859.
312944MN8 FHLMC POOL #A95765	7,847.	8,811.
312946B47 FHLMC POOL #A97259	11,146.	11,617.
31298J2H6 FHLMC POOL #C49776	740.	846.
31298VZX8 FHLMC POOL #C58858	1,094.	1,254.
3128MJAR1 FHLMC POOL #G08015	5,577.	6,109.
3128M1CS6 FHLMC POOL #G11981	5,636.	6,082.
31359MH89 FED NATL MTG ASSN	44,821.	45,612.
31398AH54 FED NATL MTG ASSN		
31359M7X5 FED NATL MTG ASSN	15,353.	15,891.
3138AALD1 FNMA POOL #AH8423	8,003.	8,359.
31371FAX0 FNMA POOL #250322	415.	486.
31371JXA7 FNMA POOL #253673	1,011.	1,191.
31374T2M0 FNMA POOL #323980		
31385BZB4 FNMA POOL #539938		
31385HQR6 FNMA POOL #545064	3,359.	3,722.
31389TJ60 FNMA POOL #634885	1,390.	1,593.
31389VKJ5 FNMA POOL #636697	3,188.	3,587.
31401WQ6 FNMA POOL #720307	1,923.	1,936.
31401YHB4 FNMA POOL #722126	5,551.	5,974.
31402FGD1 FNMA POOL #727496	6,175.	6,254.
31402K5B6 FNMA POOL #731742	5,480.	6,115.
31403RP85 FNMA POOL #755647	2,023.	2,023.

GIBBS - VAR CHAR

23-6754370

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31403T6B5 FNMA POOL #757866	8,575.	9,440.
31405NP90 FNMA POOL #794348	2,970.	3,307.
34107BLY3 FED NATL MTG ASSN		
31408DQG2 FNMA POOL #848355	1,586.	1,803.
31409XHN2 FNMA POOL #881437	766.	865.
31410VA67 FNMA POOL #898329	1,384.	1,632.
36202C7L1 VR GNMA II PL#002699	2,012.	2,353.
36206VQB6 GNMA POOL #422650		
36209FSP5 GNMA POOL #470426		
36209FX46 GNMA POOL #470599		
36211QG54 GNMA POOL #519620	505.	511.
36200RXS6 GNMA POOL #570489	3,561.	4,094.
36225AT34 GNMA POOL #780570	1,860.	2,201.
36225AVG2 GNMA POOL #780615	2,032.	2,367.
912828FF2 U S TREASURY NOTES	20,773.	20,425.
912828GH7 U S TREASURY NOTES	25,000.	26,152.
912828GW4 UNITED STATES NTS		
912810QH4 US TREASURY BOND		
912810EQ7 US TREASURY BOND	10,225.	13,003.
912810FJ2 US TREASURY BOND		
912810QC5 US TREASURY BOND		
912828KB5 US TREASURY NOTE		
912828KC3 US TREASURY NOTE		
912828MP2 US TREASURY NOTE	69,721.	70,507.
912828KD1 US TREASURY NOTE	20,407.	20,914.
912828HA1 US TREASURY NOTE	94,995.	95,952.
912828RC6 US TREASURY NOTE	70,059.	71,165.
912828BR0 US TREASURY NOTE		
912828JR2 US TREASURY NOTE		

GIBBS - VAR CHAR

23-6754370

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
3128M83G7 FHLMC POOL #G06799		
3133XXYX9 FED HOME LN BK		
3135G0HG1 FED NATL MTG ASSN		
31407BLY3 FNMA POOL #825743		
912828PL8 US TREASURY NOTE	6,895.	7,096.
912828RM4 US TREASURY NOTE		
912828SF8 US TREASURY NOTE	35,462.	35,096.
912828SV3 US TREASURY NOTE	39,306.	40,248.
3135G0LN1 FED NATL MTG ASSN	58,735.	59,257.
3138NXPT8 FNMA POOL #AR1333		
3130A1AW8 FED HOME LN BK	24,115.	23,539.
912828D56 US TREASURY NOTE		
912828WE6 US TREASURY NOTE	44,316.	45,703.
912828WJ5 US TREASURY NOTE	40,103.	41,988.
912828WL0 US TREASURY NOTE	30,229.	30,812.
3130A4GJ5 FED HOME LN BK	65,133.	65,274.
3135G0D75 FED NATL MTG ASSN	35,118.	34,984.
3135G0ZR7 FED NATL MTG ASSN	49,418.	49,443.
3137EADC0 FED HOME LN MTG CORP	10,008.	10,162.
912828G38 US TREASURY NOTE	35,215.	35,082.
	85,429.	85,392.
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TOTALS	1,111,274.	1,134,674.
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GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
002896207 ABERCROMBIE & FITCH		
023135106 AMAZON COM INC COM		
023135106 AMAZON COM		
099724106 BORG WARNER INC		
189754104 COACH INC		
189754104 COACH INC	14,159.	31,910.
20030N200 COMCAST CORP-SPECIAL		
237194105 DARDEN RESTAURANTS I		
25490A101 DIRECTV		
256677105 DOLLAR GENERAL CORP		
307000109 FAMILY DLR STORES		
372460105 GENUINE PARTS CO		
459902102 INTERNATIONAL GAME T		
500255104 KOHLS CORP		
500255104 KOHLS CORP		
517834107 LAS VEGAS SANDS CORP		
550021109 LULULEMON ATHLETICA		
580135101 MCDONALDS CORP	38,892.	27,229.
64110L106 NETFLIX.COM INC		
741503403 THE PRICELINE GROUP		
855030102 STAPLES INC		
855244109 STARBUCKS CORP COM		
855244109 STARBUCKS CORP		
85590A401 STARWOOD HOTELS & RE		
887317303 TIME WARNER INC		
887317303 TIME WARNER INC		
872540109 TJX COMPANIES INC		
872540109 TJX COX INC	26,068.	56,904.
918204108 VFC CORP		

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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988498101 YUM BRANDS INC		
191216100 COCA COLA CO		
194162103 COLGATE PALMOLIVE CO		
22160K105 COSTCO WHOLESALE COR		
518439104 ESTEE LAUDER CO		
494368103 KIMBERLY CLARK CORP		
501044101 KROGER CO		
544147101 LORILLARD INC		
582839106 MEAD JOHNSON NUTRITI		
713448108 PEPSICO INC		
742718109 PROCTOR & GAMBLE CO		
902494103 TYSON FOODS INC		
931142103 WAL MART STORES		
057224107 BAKER HUGHS INC		
13342B105 CAMERON INTL CORP		
20825C104 CONOCOPHILLIPS		
25179M103 DEVON ENERGY CORPORA		
26875P101 EOG RESOURCES INC		
30231G102 EXXON MOBIL CORPORAT		
30231G102 EXXON MOBIL CORP		
637071101 NATIONAL OILWELL INC		
637071101 NATIONAL OILWELL VAR		
674599105 OCCIDENTAL PETE CORP		
674599105 OCCIDENTAL PETE CORP		
75281A109 RANGE RES CORP		
025816109 AMERICAN EXPRESS CO		
025816109 AMERICAN EXPRESS CO		
03076C106 AMERIPRISE FINL INC		
09247X101 BLACKROCK INC		

42,530.	39,871.
27,279.	31,644.

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
125581801 CIT GROUP INC.		
200340107 COMERICA INC		
354613101 FRANKLIN RESOURCES		
59156R108 METLIFE INC		
629491101 NYSE EURONEXT INC		
744320102 PRUDENTIAL FINL INC		
87236Y108 TD AMERITRADE HLDG C		
89417E109 TRAVELERS COMPANIES,		
002824100 ABBOTT LABS		
00817Y108 AETNA INC-NEW		
015351109 ALEXION PHARMACEUTIC	12,860.	11,599.
018490102 ALLERGAN INC		
018490102 ALLERGAN INC		
09062X103 BIOGEN IDEC INC		
156782104 CERNER CORP COM		
156782104 CERNER CORP		
23918K108 DAVITA HEALTHCARE PA		
302182100 EXPRESS SCRIPTS INC		
452327109 ILLUMINA INC		
478160104 JOHNSON & JOHNSON		
50540R409 LABORATORY CRP OF AM		
883556102 THERMO FISHER SCIENT	15,974.	40,413.
91324P102 UNITEDHEALTH GROUP I	40,870.	74,050.
91324P102 UNITEDHEALTH GROUP		
941848103 WATERS CORP		
91324P102 UNITEDHEALTH GROUP		
097023105 BOEING CO	25,142.	64,143.
097023105 BOEING CO		
231021106 CUMMINS INC.	54,816.	40,750.

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
235851102 DANAHER CORP		
235851102 DANAHER CORP		
235851102 DANAHER CORP		
244199105 DEERE & CO		
42805T105 HERTZ GLOBAL HOLDING		
740189105 PRECISION CASTPARTS		
740189105 PRECISION CASTPARTS		
755111507 RAYTHEON CO		
760759100 REPUBLIC SERVICES		
774341101 ROCKWELL COLLINS		
858912108 STERICYCLE INC		
907818108 UNION PACIFIC CORP	50,197.	56,834.
907818108 UNION PACIFIC CORP		
913017109 UNITED TECHNOLOGIES		
94106L109 WASTE MANAGEMENT INC		
88579Y101 3M CO		
037833100 APPLE INC	75,175.	165,502.
037833100 APPLE INC		
037833100 APPLE INC		
038222105 APPLIED MATERIALS IN		
177376100 CITRIX SYS INC		
177376100 CITRIX SYS INC		
192446102 COGNIZANT TECH SOLUT	13,944.	14,401.
219350105 CORNING INC		
24702R101 DELL INC		
268648102 E M C CORP MASS		
268648102 EMC CORP MASS		
285512109 ELECTRONIC ARTS INC	9,760.	9,423.
31620M106 FIDELITY NATL INFORM		

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
38259P508 GOOGLE INC		
38259P508 GOOGLE INC		
458140100 INTEL CORP		
48203R104 JUNIPER NETWORKS INC		
57636Q104 MASTERCARD INC		
594918104 MICROSOFT CORP	43,116.	70,546.
594918104 MICROSOFT CORP		
68389X105 ORACLE CORPORATION	13,722.	34,878.
68389X105 ORACLE CORP		
68389X105 ORACLE CORP		
747525103 QUALCOMM INC		
747525103 QUALCOMM INC		
79466L302 SALESFORCE COM INC	12,466.	13,468.
882508104 TEXAS INSTRUMENTS IN		
92342Y109 VERIFONE SYSTEMS INC		
92826C839 VISA INC-CLASS A SHR	18,226.	26,547.
92826C839 VISA INC-CLASS		
984332106 YAHOO INC		
263534109 DU PONT E I DE NEMOU		
460146103 INTERNATIONAL PAPER		
61166W101 MONSANTO CO NEW		
61166W101 MONSANTO CO NEW		
74005P104 PRAXAIR INC COM		
74005P104 PRAXAIR INC	56,861.	50,054.
826552101 SIGMA ALDRICH CORP		
029912201 AMERICAN TOWER SYSTE		
156700106 CENTURYLINK, INC		
025537101 AMERICAN ELECTRIC		
67019E107 NSTAR		

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
976657106 WISCONSIN ENERGY COR		
003021714 ABERDEEN EMERG MARKE		
00846U101 AGILENT TECHNOLOGIES		
03027X100 AMERICAN TOWER CORP		
03524A108 ANHEUSER-BUSCH INBEV	39,126.	49,714.
042068106 ARM HOLDINGS PLC - A		
056752108 BAIDU INC ADR		
111320107 BROADCOM CORPORATION		
124857202 CBS CORP NEW		
12572Q105 CME GROUP INC	30,721.	54,000.
14040H105 CAPITAL ONE FINANCIA		
228227104 CROWN CASTLE INTL CO		
278642103 EBAY INC		
278865100 ECOLAB INC		
29444U502 EQUINIX INC		
29875E100 AMERICAN EUROPACIFIC		
311900104 FASTENAL CO		
375558103 GILEAD SCIENCES INC	22,158.	40,053.
411511306 HARBOR INTERNATION F	678,283.	742,265.
427866108 THE HERSHEY COMPANY		
437076102 HOME DEPOT INC	24,467.	28,249.
44981V706 ING REAL ESTATE FUND		
46120E602 INTUITIVE SURGICAL I		
464287200 ISHARES CORE S & P 5		
464287465 ISHARES MSCI EAFE ET	390,349.	447,294.
464287481 ISHARES RUSSELL MID-		
464287499 ISHARES RUSSELL MID-	709,635.	960,994.
464287648 ISHARES RUSSELL 2000	58,082.	148,238.
464287804 ISHARES CORE S&P SMA	328,435.	463,471.

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
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530322106 LIBERTY MEDIA CORP -		
53217V109 LIFE TECHNOLOGIES CO		
532716107 LIMITED BRANDS, INC		
53578A108 LINKEDIN CORP		
571748102 MARSH & MCLENNAN COS		
589509108 MERGER FD SH BEN INT		
664397106 NORTHEAST UTILS		
675232102 OCEANEERING INTL INC		
683974505 OPPENHEIMER DEVELOPI		
722005667 PIMCO COMMODITY REAL		
723787107 PIONEER NAT RES CO C		
77954Q106 T ROWE PRICE BLUE CH	972,855.	1,218,473.
780905451 ROYCE PREMIER FUND W		
806857108 SCHLUMBERGER LTD		
808513105 SCHWAB CHARLES CORP	53,643.	50,302.
828336107 SILVER WHEATON CORP	10,417.	10,484.
832696405 JM SMUCKER CO		
900297763 TURNER MIDCAP GROWTH		
90470K826 CRAWFORD DIVIDEND GR		
922042858 VANGUARD MSCI EMERGI		
92276F100 VENTAS INC COM		
92345Y106 VERISK ANALYTICS INC		
928563402 VMWARE INC		
92934R769 CRM MID CAP VALUE FD	13,476.	14,315.
966837106 WHOLE FOODS MKT INC		
969457100 WILLIAMS COS INC		
G47791101 INGERSOLL-RAND PLC		
H0023R105 ACE LIMITED		
001055102 AFLAC INC		

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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00724F101 ADOBE SYS INC	13,560.	15,182.
008252108 AFFILIATED MANAGERS	31,369.	35,623.
018581108 ALLIANCE DATA SYS CO		
037411105 APACHE CORP		
04685W103 ATHENAHEALTH INC		
071813109 BAXTER INTL INC		
084670702 BERKSHIRE HATHAWAY I	50,232.	63,156.
086516101 BEST BUY INC		
088606108 BHP BILLITON LIMITED		
09061G101 BIOMARIN PHARMACEUTI		
101137107 BOSTON SCIENTIFIC CO		
126650100 CVS HEALTH CORPORATI	33,120.	58,900.
150870103 CELANESE CORP	38,319.	53,487.
151020104 CELGENE CORP COM	12,375.	16,308.
166764100 CHEVRON CORP		
17275R102 CISCO SYSTEMS INC	44,793.	56,190.
20030N101 COMCAST CORP CLASS A	42,823.	60,982.
21036P108 CONSTELLATION BRANDS	5,012.	14,587.
247361702 DELTA AIR LINES INC	8,872.	12,591.
25243Q205 DIAGEO PLC - ADR	31,364.	29,213.
254687106 WALT DISNEY CO	38,338.	71,940.
25470F104 DISCOVERY COMMUNICAT		
262037104 DRIL-QUIP INC COM		
30303M102 FACEBOOK INC	10,428.	27,311.
38141G104 GOLDMAN SACHS GROUP	26,025.	32,873.
404280406 HSBC - ADR	45,736.	34,394.
413838202 OAKMARK INTERNATIONAL	160,000.	149,256.
45866F104 INTERCONTINENTAL EXC	7,510.	13,512.
459200101 INTERNATIONAL BUSINE		

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ---
464287614 ISHARES RUSSELL 1000		
46625H100 JPMORGAN CHASE & CO	46,078.	62,012.
478366107 JOHNSON CONTROLS INC	27,881.	37,582.
485170302 KANSAS CITY SOUTHERN		
58155Q103 MCKESSON CORP	27,920.	48,663.
611740101 MONSTER BEVERAGE COR		
641069406 NESTLE S.A. REGISTER	33,391.	33,865.
74925K581 BOSTON P LNG/SHRT RE	670,000.	739,907.
81762P102 SERVICENOW INC	8,413.	12,616.
82968B103 SIRIUS XM HOLDINGS I		
848637104 SPLUNK INC		
870297801 MLN ELEMENTS ROGERS	130,429.	74,329.
87612E106 TARGET CORP	38,615.	42,993.
886547108 TIFFANY & CO NEW		
89151E109 TOTAL S.A. - ADR	46,029.	45,593.
902973304 US BANCORP DEL NEW		
911312106 UNITED PARCEL SERVIC	27,667.	33,684.
92210H105 VANTIV INC		
922908553 VANGUARD REIT VIPER		
94987W745 WFA ASSET ALLOCATION		
G0083B108 ACTAVIS PLC		
G0408V102 AON PLC		
G27823106 DELPHI AUTOMOTIVE PL	9,408.	13,094.
G29183103 EATON CORP PLC	29,515.	28,557.
G5480U120 LIBERTY GLOBAL PLC-S		
G60754101 MICHAEL KORS HOLDING		
N07059210 ASML HOLDING NV-NY R		
00287Y109 ABBVIE INC		
01609W102 ALIBABA GROUP HOLDIN		

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
03674X106 ANTERO RESOURCES COR		
13645T100 CANADIAN PAC RY LTD		
169656105 CHIPOTLE MEXICAN GRI		
172967424 CITIGROUP INC.	49,035.	52,413.
256219106 DODGE & COX STOCK FU	300,000.	291,200.
38259P706 GOOGLE INC-CL C		
406216101 HALLIBURTON CO		
501404107 KUTZTOWN FAIR ASSOC	1,200.	1,000.
595112103 MICRON TECHNOLOGY IN		
654106103 NIKE INC CL B		
683974604 OPPENHEIMER DEVELOPI	10,411.	17,196.
697435105 PALO ALTO NETWORKS I	570,232.	525,514.
78388J106 SBA COMMUNICATIONS C	5,723.	10,678.
90130A101 TWENTY FIRST CENTURY	13,669.	15,038.
902641646 E-TRACS ALERIAN MLP		
904311107 UNDER ARMOUR INC		
92913K595 VOYA REAL ESTATE FUN	560,000.	617,771.
958102105 WESTERN DIGITAL CORP		
G97822103 PERRIGO CO PLC		
H84989104 TE CONNECTIVITY LTD		
00971T101 AKAMAI TECHNOLOGIES	13,471.	10,773.
02079K107 ALPHABET INC CL C	45,641.	79,458.
02079K305 ALPHABET INC CL A	11,947.	19,834.
142339100 CARLISLE COS INC	9,876.	8,668.
43300A104 HILTON WORLDWIDE HOL	9,927.	8,522.
52729N308 LEVEL 3 COMMUNICATIO	8,139.	7,625.
580645109 MCGRAW-HILL FINANCIA	12,876.	12,734.
693475105 PNC FINANCIAL SERVIC	42,803.	42,597.
75886F107 REGENERON PHARMACEUT	10,860.	11,435.

GIBBS - VAR CHAR

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
771195104 ROCHE HOLDINGS LTD -	41,485.	40,824.
824348106 SHERWIN WILLIAMS CO	11,736.	12,147.
867224107 SUNCOR ENERGY INC NE	50,013.	51,722.
88032Q109 TENCENT HOLDINGS LTD	8,601.	8,878.
931427108 WALGREENS BOOTS ALLI	12,650.	11,428.
98978V103 ZOETIS INC	9,888.	10,134.
G0177J108 ALLERGAN PLC	11,695.	11,614.
G0750C108 AXALTA COATING SYSTE	9,938.	8,851.
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TOTALS	7,450,742.	8,894,472.
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GIBBS - VAR CHAR

23-6754370

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
002824AW0 ABBOTT LABORATORIES		
037389AY9 AON CORP		
060505DH4 BANK OF AMERICA CORP		
149123BJ9 CATERPILLAR INC		
20030NBB6 COMCAST CORP		
126650GH2 CVS CAREMARK CORP	25,268.	25,271.
36962GXZ2 GENERAL ELEC CAP COR		
38143UAB7 GOLDMAN SACHS GROUP		
437076AP7 HOME DEPOT INC		
46625HDF4 JP MORGAN CHASE & CO	28,395.	30,358.
50075NAZ7 KRAFT FOODS INC		
565849AE6 MARATHON OIL CORP		
61746SBR9 MORGAN STANLEY		
674599BZ7 OCCIDENTAL PETROLEUM		
694308GD3 PACIFIC GAS & ELECTR	24,675.	25,079.
10138MAH8 PEPSI BOTTLING GROUP		
78387GAM5 SBC COMMUNICATIONS		
87612EAK2 TARGET CORP		
91324PBM3 UNITEDHEALTH GROUP		
126650BH2 CVS CAREMARK CORP	19,726.	21,311.
044820504 ASHMORE EMERG MKTS C		
262028855 DRIEHAUS ACTIVE INCO		
4812C0803 JPMORGAN HIGH YIELD		
693390304 PIMCO LOW DURATION F	272,877.	249,070.
693390593 PIMCO MODERATE DURAT		
693390841 PIMCO HIGH YIELD FD-		
693390882 PIMCO FOREIGN BD FD	474,337.	498,748.
77958B402 T ROWE PRICE INST FL	276,021.	264,827.
001055AJ1 AFLAC INC	25,615.	26,427.

GIBBS - VAR CHAR

23-6754370

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
023135AH9 AMAZON.COM INC	24,311.	24,981.
0258M0DE6 AMERICAN EXPRESS CRE		
03523TBM9 ANHEUSER-BUSCH INBEV		
053332AK8 AUTOZONE INC		
05531FAN3 BB&T CORPORATION	19,910.	20,060.
05565QBQ0 BP CAPITAL MARKETS	26,335.	25,178.
06366QW86 BANK OF MONTREAL	30,671.	30,432.
06739FGF2 BARCLAYS BANK PLC	32,928.	30,942.
17275RAC6 CISCO SYSTEMS INC	27,755.	25,276.
172967GL9 CITIGROUP INC		
205887BQ4 CONAGRA FOODS INC	25,063.	24,879.
260543CC5 DOW CHEMICAL CO/THE	13,602.	13,854.
26441CAL9 DUKE ENERGY CORP	24,949.	25,919.
29273RAX7 ENERGY TRANSFER PART	19,966.	19,403.
30219GAE8 EXPRESS SCRIPTS HOLD	26,821.	27,130.
36962G6K5 GENERAL ELEC CAP COR	24,700.	25,205.
38141GRD8 GOLDMAN SACHS GROUP	24,150.	25,671.
539830AT6 LOCKHEED MARTIN CORP	26,659.	26,892.
64110DAC8 NETAPP INC	19,798.	19,965.
68389XAN5 ORACLE CORP	29,509.	30,070.
693475AL9 PNC FINANCIAL SERVIC	27,172.	29,647.
89233P7E0 TOYOTA MOTOR CREDIT	24,478.	24,993.
92343VBR4 VERIZON COMMUNICATIO	26,839.	27,946.
931422AH2 WALGREEN CO	19,022.	19,423.
71645WAU5 PETROBRAS INTL FIN		
949917744 WF ADV ULTR SHORT-TR	24,934.	24,849.
983919AG6 XILINX INC	24,024.	24,261.
00206RCN0 AT&T INC	39,667.	39,970.
0258MODT3 AMERICAN EXPRESS CRE		

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
06051GFF1 BANK OF AMERICA CORP	25,617.	25,829.
126650CC2 CVS CAREMARK CORP	20,782.	21,000.
151020AT1 CELGENE CORP	25,126.	25,085.
25152RWY5 DEUTSCHE BANK AG LON	29,995.	29,779.
256210105 DODGE & COX INCOME F	545,000.	542,908.
31677QBD0 FIFTH THIRD BANK	25,145.	25,159.
40414LAL3 HCP INC	26,109.	24,297.
40428HPR7 HSBC USA INC	24,862.	24,865.
46625HMN7 JPMORGAN CHASE & CO	20,465.	20,736.
594918AW4 MICROSOFT CORP	32,464.	31,860.
61746BDQ6 MORGAN STANLEY	20,660.	20,664.
713448CY2 PEPSICO INC	25,768.	25,801.
747525AD5 QUALCOMM INC	19,997.	19,680.
867914BF9 SUNTRUST BANKS INC	30,357.	30,196.
957663701 WESTERN ASSET INTERM	300,000.	297,844.
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TOTALS	2,902,524.	2,893,740.
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GIBBS - VAR CHAR

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F
-----	----
36158YFT1 GE CAP COM MTG	C
46603JAC3 JP MORGAN CHASE COMM	C
464287226 ISHARES CORE TOTAL U	C
4812C0803 JPMORGAN HIGH YIELD	C
693390841 PIMCO HIGH YIELD FD-	C
693390304 PIMCO LOW DURATION F	C
693390593 PIMCO MODERATE DURAT	C
54269F481 WESTERN ASSET EMERGI	C
693391559 PIMCO EMERG MKTS BD-	C
693390882 PIMCO FOREIGN BD FD	C
042068106 ARM HOLDING PLC-ADR	C
N07059186 ASML HOLDING	C
Y0486S104 AVAGO TECHNOLOGIES	C
056752108 BAIDU INC	C
055434203 BG GROUP	C
G2554F113 COVIDIEN PLC	C
29358Q109 ENSCO INTERNATIONAL	C
G47791101 INGERSOLL-RAND PLC	C
806857108 SCHLUMBERGER LTD	C
806857108 SCHULMBERGER LTD	C
82481R106 SHIRE PLC	C
H89128104 TYCO INTERNATIONAL	C
92934R769 CRM MID CAP VALUE	C
38142Y401 GOLDMAN SACHS GROWTH	C
464287648 ISHARES RUSSELL 2000	C
464287200 ISHARES S & P 500	C
780905451 ROYCE PREMIER FUND	C
90470K826 THE CRAWFORD DIVIDEN	C
900297763 TURNER MIDCAP GROWTH	C

GIBBS - VAR CHAR

23-6754370

FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV	C	OR	F
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922908827 VANGUARD SMALL CAP		C		
961323409 WESTPORT FUNDS SELEC		C		
29875E100 AMERICAN EUROPACIFIC		C		
32008F200 FIRST EAGLE OVERSEAS		C		
411511306 HAROBOR INTERNATIONAL		C		
464287465 ISHARES MSCI EAFE		C		
52106N889 LAZARD EMERGING MKT		C		
784924425 SSGA EMERGING MKT		C		
922042858 VANGUARD MSCI EMERG		C		
501404107 KUTZTOWN FAIR ASSOC		C		
92276F100 VENTAS INC		C		
52469F481 WESTERN ASSET EMRG M		C		
94985D418 WELLS FARGO ADV AST		C		
46630JAC3 JP MORGAN CHASE COMM		C		
94987W745 WFA ASSET ALLOCATION		C		

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE
ROUNDING

6,384.

7.

TOTAL

6,391.
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	2,157.
ACCRUED INTEREST POST EFFECTIVE DATE ADJ	373.
ROC COST BASIS ADJ	866.

TOTAL	3,396.
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