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

OMB No. 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

|                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE W DUKE KIMBRELL FAMILY FDN</b>                                                                                                                                                                                       |  | A Employer identification number<br><b>20-3390787</b>                                                                                                                                         |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>1525 W W.T. HARRIS BLVD. D1114-044</b>                                                                                                                     |  | B Telephone number (see instructions)<br><b>800-352-3705</b>                                                                                                                                  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>CHARLOTTE, NC 28262</b>                                                                                                                                            |  | C If exemption application is pending, check here. . . . . <input type="checkbox"/>                                                                                                           |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change                                                                                            |  | D 1 Foreign organizations, check here. . . . . <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |  | E If private foundation status was terminated under section 507(b)(1)(A), check here. . . . . <input type="checkbox"/>                                                                        |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>25,279,189.</b>                                                                                                                                        |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. . . . . <input type="checkbox"/>                                                                     |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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 . . . . .                                                      | 397,119.                           | 394,816.                  |                         | STMT 1                                                      |
|                                                                                                                                                                    | 5a Gross rents . . . . .                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss) . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                                | -134,078.                          |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a <b>15,916,148.</b>                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2) . . . . .                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 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) . . . . .                                                                                                                        | 259,139.                                                                                                | 259,139.                           |                           | STMT 9                  |                                                             |
| 12 Total. Add lines 1 through 11 . . . . .                                                                                                                         | 522,180.                                                                                                | 653,955.                           |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | 13 Compensation of officers, directors, trustees, etc. . . . .                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 14 Other employee salaries and wages . . . . .                                                          |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                    | 15 Pension plans, employee benefits . . . . .                                                           |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                    | 16a Legal fees (attach schedule) . . . . .                                                              | 2,000.                             | NONE                      | NONE                    | 2,000.                                                      |
|                                                                                                                                                                    | b Accounting fees (attach schedule) . . . . .                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | c Other professional fees (attach schedule) . . . . .                                                   | 92,975.                            | 92,975.                   |                         |                                                             |
|                                                                                                                                                                    | 17 Interest . . . . .                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions) . . . . .                                                 | 138,417.                           | 10,808.                   |                         |                                                             |
|                                                                                                                                                                    | 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. 13                                                            | 111.                               | 111.                      |                         |                                                             |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23. . . . .                        | 233,503.                           | 103,894.                  | NONE                    | 2,000.                                                      |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid . . . . .                                                          | 449,400.                           |                           |                         | 449,400.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25 . . . . .                                                                                                 | 682,903.                                                                                                | 103,894.                           | NONE                      | 451,400.                |                                                             |
| 27 Subtract line 26 from line 12 . . . . .                                                                                                                         |                                                                                                         |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements . . . . .                                                                                                      | -160,723.                                                                                               |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-) . . . . .                                                                                                         |                                                                                                         | 550,061.                           |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-) . . . . .                                                                                                           |                                                                                                         |                                    |                           |                         |                                                             |

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Form **990-PF** (2015)

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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 . . . . .                                                                                             | 2,070.                                                                                                          | 20,081.        | 20,081.               |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 10,427,387.                                                                                                     | 2,704,527.     | 2,704,527.            |
|                             | 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) . . . . .                                                   | 788,799.                                                                                                        | 852,150.       | 852,469.              |
|                             | b                                                                                                                             | Investments - corporate stock (attach schedule) . . . . .                                                                         | 8,105,726.                                                                                                      | 13,902,860.    | 13,682,383.           |
|                             | c                                                                                                                             | Investments - corporate bonds (attach schedule) . . . . .                                                                         | 1,029,416.                                                                                                      | 1,372,623.     | 1,324,012.            |
|                             | Liabilities                                                                                                                   | 11                                                                                                                                | Investments - land, buildings, and equipment: basis Less accumulated depreciation (attach schedule) ▶ . . . . . |                |                       |
| 12                          |                                                                                                                               | Investments - mortgage loans . . . . .                                                                                            |                                                                                                                 |                |                       |
| 13                          |                                                                                                                               | Investments - other (attach schedule) . . . . .                                                                                   | 3,947,150.                                                                                                      | 6,555,153.     | 6,695,717.            |
| 14                          |                                                                                                                               | Land, buildings, and equipment: basis Less accumulated depreciation (attach schedule) ▶ . . . . .                                 |                                                                                                                 |                |                       |
| 15                          |                                                                                                                               | Other assets (describe ▶ . . . . .)                                                                                               |                                                                                                                 |                |                       |
| 16                          |                                                                                                                               | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                    | 24,300,548.                                                                                                     | 25,407,394.    | 25,279,189.           |
| 17                          |                                                                                                                               | Accounts payable and accrued expenses . . . . .                                                                                   |                                                                                                                 |                |                       |
| 18                          |                                                                                                                               | Grants payable . . . . .                                                                                                          |                                                                                                                 |                |                       |
| Net Assets or Fund Balances | 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                                                                                                                            | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                      |                                                                                                                 | NONE           |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                                                                                                                 |                |                       |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                                                            |                                                                                                                 |                |                       |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                                                                  |                                                                                                                 |                |                       |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                                                                  |                                                                                                                 |                |                       |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |                                                                                                                                   |                                                                                                                 |                |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        | 24,300,548.                                                                                                     | 25,407,394.    |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                                                                                                                 |                |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        |                                                                                                                 |                |                       |
|                             | 30                                                                                                                            | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                             | 24,300,548.                                                                                                     | 25,407,394.    |                       |
|                             | 31                                                                                                                            | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                | 24,300,548.                                                                                                     | 25,407,394.    |                       |

**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 | 24,300,548.        |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -160,723.          |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 30                                                                                                  | 3 | 1,290,245.         |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 25,430,070.        |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 31                                                                                                        | 5 | 22,676.            |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | <b>25,407,394.</b> |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)                                                                              |                                            |                                                 | (b) How acquired<br>P - Purchase<br>D - Donation                                          | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                                            |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                           | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                              |                                      |                                  |
| <b>a</b> 15,916,148.                                                                                                                                                                                            |                                            | 16,050,226.                                     | -134,078.                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                           |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                        |                                            |                                                 | -134,078.                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                           |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                      |                                            |                                                 | <b>2</b>                                                                                  | -134,078.                            |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . |                                            |                                                 | <b>3</b>                                                                                  |                                      |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
| 2014                                                                                                                                                                                                                                  | 1,670,085.                               | 13,475,471.                                  | 0.123935                                                    |
| 2013                                                                                                                                                                                                                                  | 3,341,906.                               | 13,338,392.                                  | 0.250548                                                    |
| 2012                                                                                                                                                                                                                                  | 3,328,154.                               | 14,874,740.                                  | 0.223745                                                    |
| 2011                                                                                                                                                                                                                                  | 4,266,263.                               | 19,251,608.                                  | 0.221606                                                    |
| 2010                                                                                                                                                                                                                                  | 1,612,469.                               | 19,737,614.                                  | 0.081695                                                    |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                        |                                          |                                              | <b>2</b> 0.901529                                           |
| <b>3</b> 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 . . . . .                                       |                                          |                                              | <b>3</b> 0.180306                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .                                                                                                                                       |                                          |                                              | <b>4</b> 25,877,996.                                        |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                                                          |                                          |                                              | <b>5</b> 4,665,958.                                         |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                         |                                          |                                              | <b>6</b> 5,501.                                             |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                                                                  |                                          |                                              | <b>7</b> 4,671,459.                                         |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. |                                          |                                              | <b>8</b> 451,400.                                           |

**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 . . . . .<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) |            | 1  | 11,001. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                       |            | 2  |         |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                                        |            | 3  | 11,001. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                       |            | 4  | NONE    |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                     |            | 5  | 11,001. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                                     |            | 6  |         |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                                         |            | 7  | 60,623. |
| 6 Credits/Payments                                                                                                                                                                                                                                |            | 8  |         |
| a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .                                                                                                                                                                     | 6a 60,623. | 9  |         |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                 | 6b NONE    | 10 | 49,622. |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                   | 6c NONE    | 11 | 38,618. |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                               | 6d         |    |         |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                   |            |    |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                          |            |    |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                         |            |    |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                            |            |    |         |
| 11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 11,004. Refunded <input type="checkbox"/>                                                                                                           |            |    |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                         | Yes | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                       |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                        |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                                |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                            |     | X  |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                          |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC                                                                                                                                                                                                                       |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .                                                                                                                                 | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                        |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                         |     | X  |

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

|                                                                                                                                                                                                                                                                                                                                                 | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 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) . . . . .                                                                                                                                            |     | 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) . . . . .                                                                                                                                           |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>                                                                                                                                                                                               | X   |    |
| 14 The books are in care of <u>SEE STATEMENT 32</u> Telephone no. <u></u><br>Located at <u></u> ZIP+4 <u></u>                                                                                                                                                                                                                                   |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . <u>15</u>                                                                                                                            |     |    |
| 16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country <u></u> |     | 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(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<br>(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 2015? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <u></u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 2b  | X  |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |    |
| b If "Yes," did it have excess business holdings in 2015 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 2015) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 4b  | X  |

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**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** ☒

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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 33     |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**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             |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
|                                                                                           |                     |                  |
| <b>Total</b> 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 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> NONE<br><hr/> <hr/>                                                                                                                                                                                                                           |          |
| <b>2</b><br><hr/> <hr/>                                                                                                                                                                                                                                |          |
| <b>3</b><br><hr/> <hr/>                                                                                                                                                                                                                                |          |
| <b>4</b><br><hr/> <hr/>                                                                                                                                                                                                                                |          |

**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 |
|------------------------------------------------------------------------------------------------------------------|--------|
| <b>1</b> <u>NONE</u><br><br>                                                                                     |        |
| <b>2</b> _____<br><br>                                                                                           |        |
| All other program-related investments See instructions<br><b>3</b> <u>NONE</u><br><br>                           |        |
| <b>Total.</b> 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.)

|          |                                                                                                                               |           |             |
|----------|-------------------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:                   |           |             |
| <b>a</b> | Average monthly fair market value of securities . . . . .                                                                     | <b>1a</b> | 24,307,759. |
| <b>b</b> | Average of monthly cash balances . . . . .                                                                                    | <b>1b</b> | 1,964,318.  |
| <b>c</b> | Fair market value of all other assets (see instructions). . . . .                                                             | <b>1c</b> | NONE        |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .                                                                               | <b>1d</b> | 26,272,077. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . . <b>1e</b> |           |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .                                                                | <b>2</b>  | NONE        |
| <b>3</b> | Subtract line 2 from line 1d . . . . .                                                                                        | <b>3</b>  | 26,272,077. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .            | <b>4</b>  | 394,081.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4                   | <b>5</b>  | 25,877,996. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .                                                                | <b>6</b>  | 1,293,900.  |

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

|           |                                                                                                                     |           |            |
|-----------|---------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .                                                             | <b>1</b>  | 1,293,900. |
| <b>2a</b> | Tax on investment income for 2015 from Part VI, line 5 . . . . . <b>2a</b>                                          |           | 11,001.    |
| <b>b</b>  | Income tax for 2015. (This does not include the tax from Part VI.) . . . . . <b>2b</b>                              |           |            |
| <b>c</b>  | Add lines 2a and 2b . . . . .                                                                                       | <b>2c</b> | 11,001.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .                                     | <b>3</b>  | 1,282,899. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions . . . . .                                                 | <b>4</b>  | NONE       |
| <b>5</b>  | Add lines 3 and 4 . . . . .                                                                                         | <b>5</b>  | 1,282,899. |
| <b>6</b>  | Deduction from distributable amount (see instructions). . . . .                                                     | <b>6</b>  | NONE       |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . . | <b>7</b>  | 1,282,899. |

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

|          |                                                                                                                                                                |           |          |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                     |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .                                                                        | <b>1a</b> | 451,400. |
| <b>b</b> | Program-related investments - total from Part IX-B . . . . .                                                                                                   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .                                            | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                           |           |          |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .                                                                                                       | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .                                                                                                | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                              | <b>4</b>  | 451,400. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . . | <b>5</b>  | N/A      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .                                                                                | <b>6</b>  | 451,400. |

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

**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2014 | (c)<br>2014 | (d)<br>2015 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 1,282,899.  |
| <b>2</b> Undistributed income, if any, as of the end of 2015                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2014 only. . . . .                                                                                                                                                |               |                            | NONE        |             |
| <b>b</b> Total for prior years 20 <u>13</u> , 20 , 20                                                                                                                                       |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2015                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2010 . . . . .                                                                                                                                                                | 638,680.      |                            |             |             |
| <b>b</b> From 2011 . . . . .                                                                                                                                                                | 3,337,137.    |                            |             |             |
| <b>c</b> From 2012 . . . . .                                                                                                                                                                | 2,592,889.    |                            |             |             |
| <b>d</b> From 2013 . . . . .                                                                                                                                                                | 2,688,970.    |                            |             |             |
| <b>e</b> From 2014 . . . . .                                                                                                                                                                | 1,095,672.    |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 10,353,348.   |                            |             |             |
| <b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>451,400.</u>                                                                                                       |               |                            |             |             |
| <b>a</b> Applied to 2014, but not more than line 2a . . . . .                                                                                                                               |               |                            | NONE        |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2015 distributable amount. . . . .                                                                                                                                      |               |                            |             | 451,400.    |
| <b>e</b> Remaining amount distributed out of corpus. . . . .                                                                                                                                | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2015 .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                             | 831,499.      |                            |             | 831,499.    |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 9,521,849.    |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016. . . . .                                                               |               |                            |             | NONE        |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .       | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2016.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                           | 9,521,849.    |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2011 . . . . .                                                                                                                                                         | 3,144,318.    |                            |             |             |
| <b>b</b> Excess from 2012 . . . . .                                                                                                                                                         | 2,592,889.    |                            |             |             |
| <b>c</b> Excess from 2013 . . . . .                                                                                                                                                         | 2,688,970.    |                            |             |             |
| <b>d</b> Excess from 2014 . . . . .                                                                                                                                                         | 1,095,672.    |                            |             |             |
| <b>e</b> Excess from 2015 . . . . .                                                                                                                                                         |               |                            |             |             |



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

| Recipient<br>Name and address (home or business)                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a Paid during the year</b>                                              |                                                                                                                    |                                      |                                     |          |
| GASTON DAY SCHOOL<br>2001 GASTON DAY SCHOOL RD GASTONIA NC 28056           | NONE                                                                                                               | PC                                   | GENERAL PURPOSE                     | 400,000. |
| FIRST PRESBYTERIAN CHURCH<br>1621 E GARRISON BLVD GASTONIA NC 28054        | NONE                                                                                                               | PC                                   | GENERAL PURPOSE                     | 14,400.  |
| BOYS SCOUT OF AMERICA PIEDMONT COUNCIL<br>PO BOX 1059 GASTONIA NC 28053    | NONE                                                                                                               | PC                                   | GENERAL PURPOSE                     | 5,000.   |
| MONTCROSS AREA CHAMBER OF COMMERCE<br>PO BOX 368 BELMONT NC 28012          | NONE                                                                                                               | PC                                   | GENERAL PURPOSE                     | 5,000.   |
| MOUNTAIN RETREAT ASSOCIATION<br>POST OFFICE BOX 969 MONTREAT NC 28757-0969 | NONE                                                                                                               | PC                                   | GENERAL PURPOSE                     | 25,000.  |
| <b>Total</b> .....                                                         |                                                                                                                    |                                      | <b>3a</b>                           | 449,400. |
| <b>b Approved for future payment</b>                                       |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> .....                                                         |                                                                                                                    |                                      | <b>3b</b>                           |          |



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

- |          |                                                                                                                                                                                                                                                                                                                                                                                              |              |    |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | 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?                                                                                                                                          | Yes          | No |
|          |                                                                                                                                                                                                                                                                                                                                                                                              |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    | X  |
| <b>d</b> | 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 taxpayer) is based on all information of which preparer has any knowledge.

**Sign  
Here**

► Julia B Singh  
Secretary of officers or trustees

5/10/14

► FND DIRECTOR

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

DAVID APPLE, AVP

Preparer's signature

\_\_\_\_\_

|      |
|------|
| Date |
|------|

05/03/2016

Check ☐ if self-employed

|      |
|------|
| PTIN |
|------|

P00555848

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ► 94-3080771

Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044  
CHARLOTTE, NC 28262

Phone no. 800-691-8916

Form **990-PF** (2015)

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

| DESCRIPTION<br>-----                 | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------------|--------------------------------------------------|--------------------------------------|
| AT & T INC                           | 2,959.                                           | 2,959.                               |
| AT&T INC                             | 451.                                             | 451.                                 |
| ABERDEEN EMERG MARKETS-INST #5840    | 16,608.                                          | 16,608.                              |
| ACTAVIS FUNDING SCS 4.850% 6/15/44   | 253.                                             | 253.                                 |
| EDGEWOOD GROWTH INSTL #2131          | 319.                                             | 319.                                 |
| JOHCM INTERNATIONAL SEL-I #180       | 5,434.                                           | 5,434.                               |
| AGILENT TECHNOLOGIES INC             | 47.                                              | 47.                                  |
| ALTRIA GROUP INC                     | 2,087.                                           | 2,087.                               |
| ALTRIA GROUP INC 10.200% 2/06/39     | 510.                                             | 510.                                 |
| AMERICA MOVIL SAB DE 5.000% 3/30/20  | 260.                                             | 260.                                 |
| AMERICAN AIRLS GROUP INC             | 45.                                              | 45.                                  |
| AMERICAN ELECTRIC POWER INC          | 496.                                             | 496.                                 |
| AMERICAN EXPRESS CO                  | 68.                                              | 68.                                  |
| AMGEN INC 4.400% 5/01/45             | 110.                                             | 110.                                 |
| ANADARKO PETROLEUM 3.450% 7/15/24    | 91.                                              | 91.                                  |
| APACHE CORP                          | 29.                                              | 29.                                  |
| APACHE CORP 4.750% 4/15/43           | 71.                                              | 71.                                  |
| ATWOOD OCEANICS INC COM              | 140.                                             | 140.                                 |
| AUTOMATIC DATA PROCESSING INC        | 115.                                             | 115.                                 |
| AXA 8.600% 12/15/30                  | 430.                                             | 430.                                 |
| BCE INC                              | 1,682.                                           | 1,682.                               |
| BP PLC - ADR                         | 2,345.                                           | 2,345.                               |
| BANC ONE CORP DEBS 8.000% 4/29/27    | 400.                                             | 400.                                 |
| BANCO BILBAO VIZCAYA ARGENT- ADR     | 272.                                             | 272.                                 |
| BANCO DEL ESTADO -CH 2.000% 11/09/17 | 100.                                             | 100.                                 |
| BANK OF AMERICA CORP 4.250% 10/22/26 | 431.                                             | 431.                                 |
| BAXTER INTL INC                      | 177.                                             | 177.                                 |
| BED BATH & BEYOND IN 5.165% 8/01/44  | 123.                                             | 123.                                 |
| BELDEN INC                           | 39.                                              | 39.                                  |
| BRANDES EMERGING MRKTS-I #1599       | 3,424.                                           | 3,424.                               |
| BURLINGTN NORTH SANT 4.900% 4/01/44  | 235.                                             | 235.                                 |
| CBS CORP NEW                         | 53.                                              | 53.                                  |

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

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| -----                                | -----                                   | -----                       |
| CEB INC                              | 180.                                    | 180.                        |
| CNOOC FINANCE 2014 4.250% 4/30/24    | 244.                                    | 244.                        |
| VR COMM MORTGAGE TR 4.4898% 8/10/55  | 142.                                    | 142.                        |
| CNH EQUIPMENT TRUST 1.290% 9/15/17   | 57.                                     | 57.                         |
| CAPITAL ONE BANK USA 3.375% 2/15/23  | 94.                                     | 94.                         |
| CARNIVAL CORP 3.950% 10/15/20        | 198.                                    | 198.                        |
| CENOVUS ENERGY INC 5.200% 9/15/43    | 90.                                     | 90.                         |
| CHEVRON CORP                         | 953.                                    | 953.                        |
| CIMAREX ENERGY CO 4.375% 6/01/24     | 84.                                     | 84.                         |
| CITIGROUP INC 5.500% 9/13/25         | 275.                                    | 275.                        |
| CITIGROUP COMMERCIAL 3.762% 6/10/45  | 63.                                     | 63.                         |
| COCA COLA CO                         | 637.                                    | 637.                        |
| COHEN & STEERS INSTL RLTY SHRS #1263 | 3,554.                                  | 3,554.                      |
| COMCAST CORP 4.600% 8/15/45          | 73.                                     | 73.                         |
| CONTINENTAL RESOURCE 4.500% 4/15/23  | 464.                                    | 464.                        |
| CONTINENTAL RESOURCE 3.800% 6/01/24  | 52.                                     | 52.                         |
| COOPER COS INC COM NEW               | 3.                                      | 3.                          |
| RABOBANK NEDERLAND 4.625% 12/01/23   | 49.                                     | 49.                         |
| CORPORATE EXECUTIVE BOARD CO         | 60.                                     | 60.                         |
| DFA EMERGING MARKETS PORTFOLIO #5056 | 5,367.                                  | 5,367.                      |
| DSW INC                              | 360.                                    | 360.                        |
| DEVON ENERGY CORPORA 4.750% 5/15/42  | 282.                                    | 282.                        |
| DIGITAL RLTY TR INC                  | 134.                                    | 134.                        |
| WALT DISNEY CO                       | 305.                                    | 305.                        |
| DODGE & COX INCOME FD COM #147       | 19,450.                                 | 19,450.                     |
| DODGE & COX STOCK FUND #145          | 3,646.                                  | 3,646.                      |
| DOMINION RES INC VA                  | 927.                                    | 927.                        |
| DUKE ENERGY HOLDING CORP. COM        | 1,708.                                  | 1,708.                      |
| EMBRAER NETHERLANDS 5.050% 6/15/25   | 194.                                    | 194.                        |
| ENERGY TRANSFER PART 3.600% 2/01/23  | 110.                                    | 110.                        |
| ENERGY TRANSFER PART 5.950% 10/01/43 | 396.                                    | 396.                        |
| ENERSYS                              | 116.                                    | 116.                        |
| ENSCO PLC 5.200% 3/15/25             | 56.                                     | 56.                         |
| DMK619 D60M 05/03/2016 09:48:59      |                                         |                             |

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

=====

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| -----                                | -----                                   | -----                       |
| ENTRAVISION COMMUNICATIONS           |                                         |                             |
| EXELON GENERATION CO 6.250% 10/01/39 | 102.                                    | 102.                        |
| EXELON CORP 3.950% 6/15/25           | 313.                                    | 313.                        |
| EXXON MOBIL CORPORATION              | 94.                                     | 94.                         |
| FMC CORP COM NEW                     | 394.                                    | 394.                        |
| FHLMC POOL #Q21792 4.500% 9/01/43    | 58.                                     | 58.                         |
| FHLMC POOL #Q31912 3.500% 3/01/45    | 419.                                    | 419.                        |
| FED HOME LN BK 5.000% 11/17/17       | 982.                                    | 982.                        |
| FNMA POOL #AH1684 4.000% 9/01/41     | 750.                                    | 750.                        |
| FNMA POOL #AI6349 4.500% 7/01/41     | 527.                                    | 527.                        |
| FNMA POOL #AI8479 5.000% 8/01/41     | 1,077.                                  | 1,077.                      |
| FNMA POOL #AJ2293 4.000% 9/01/41     | 2,884.                                  | 2,884.                      |
| FNMA POOL #AJ3615 4.000% 11/01/41    | 1,099.                                  | 1,099.                      |
| FNMA POOL #AJ9327 3.500% 1/01/42     | 966.                                    | 966.                        |
| FNMA POOL #AL0950 4.500% 7/01/39     | 904.                                    | 904.                        |
| FNMA POOL #AL5165 4.500% 4/01/44     | 610.                                    | 610.                        |
| FNMA POOL #AP3086 3.000% 9/01/42     | 414.                                    | 414.                        |
| FNMA POOL #AR9197 3.000% 3/01/43     | 728.                                    | 728.                        |
| VR FED NATL MTG AS 6.267% 3/25/36    | 278.                                    | 278.                        |
| FEDERATED STRAT VAL DIV FD IS #662   | 3,660.                                  | 3,660.                      |
| FNMA POOL #AE0042 5.500% 5/01/40     | 5,591.                                  | 5,591.                      |
| FINANCIAL ENGINES INC                | 903.                                    | 903.                        |
| GS MORTGAGE SECURITI 3.382% 5/10/50  | 32.                                     | 32.                         |
| GS MORTGAGE SECURITI 3.396% 2/10/48  | 140.                                    | 140.                        |
| GENERAL ELEC CAP COR 5.300% 2/11/21  | 275.                                    | 275.                        |
| GENERAL MILLS INC                    | 141.                                    | 141.                        |
| GENTEX CORP                          | 610.                                    | 610.                        |
| GENUINE PARTS CO                     | 144.                                    | 144.                        |
| GENWORTH FINANCIAL 7.700% 6/15/20    | 161.                                    | 161.                        |
| GENWORTH FINANCIAL 7.200% 2/15/21    | 148.                                    | 148.                        |
| GLAXOSMITHKLINE PLC - ADR            | 378.                                    | 378.                        |
| GOLDMAN SACHS GROUP 5.950% 1/15/27   | 2,660.                                  | 2,660.                      |
| VR GOVT NATL MTG 0.362% 12/16/52     | 412.                                    | 412.                        |
| DMK619 D60M 05/03/2016 09:48:59      | 8,133.                                  | 8,133.                      |

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

| DESCRIPTION                         | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------|-----------------------------------------|-----------------------------|
| -----                               | -----                                   | -----                       |
| VR GOVT NATL MTG 0.583% 9/16/46     | 936.                                    | 936.                        |
| GRAINGER W W INC                    | 103.                                    | 103.                        |
| GRUPO TELEVISA SAB 5.000% 5/13/45   | 198.                                    | 198.                        |
| HCP INC                             | 1,305.                                  | 1,240.                      |
| HSBC HOLDINGS PLC 4.250% 3/14/24    | 213.                                    | 213.                        |
| OAKMARK INTERNATIONAL FD #109       | 32,024.                                 | 32,024.                     |
| HEALTH CARE REIT INC                | 501.                                    | 488.                        |
| HEALTH CARE REIT INC 4.950% 1/15/21 | 248.                                    | 248.                        |
| HOST HOTELS & RESORT 5.250% 3/15/22 | 263.                                    | 263.                        |
| ISHARES RUSSELL MID-CAP VALUE       | 10,376.                                 | 10,376.                     |
| ITAU UNIBANCO H-SPON PRF ADR        | 15.                                     | 15.                         |
| JPMORGAN CHASE & CO 4.125% 12/15/26 | 210.                                    | 210.                        |
| JPMBB COMMERCIAL MO 4.1327% 8/15/46 | 266.                                    | 266.                        |
| VR JPMBB COMMERCIA 4.45689% 7/15/48 | 150.                                    | 150.                        |
| JOHNSON & JOHNSON                   | 741.                                    | 741.                        |
| KEYCORP 2.300% 12/13/18             | 47.                                     | 47.                         |
| KIMBERLY CLARK CORP COM             | 849.                                    | 849.                        |
| KINDER MORGAN INC/DELAWARE          | 729.                                    | 729.                        |
| KOHL'S CORPORATION 4.750% 12/15/23  | 195.                                    | 195.                        |
| KRAFT HEINZ CO/THE                  | 861.                                    | 861.                        |
| KRAFT FOODS GROUP INC               | 857.                                    | 857.                        |
| LOOMIS SAYLES BOND FD INSTL #1162   | 16,732.                                 | 16,732.                     |
| MSC INDL DIRECT INC CL A            | 154.                                    | 154.                        |
| MACY'S INC                          | 125.                                    | 125.                        |
| MARCHEX INC                         | 20.                                     |                             |
| MCDONALDS CORP                      | 1,554.                                  | 1,554.                      |
| MERCK & CO INC NEW                  | 1,562.                                  | 1,562.                      |
| METHODE ELECTRON INC COMMON         | 85.                                     | 85.                         |
| METLIFE INC                         | 144.                                    | 144.                        |
| MOBILE MINI INC                     | 186.                                    | 186.                        |
| MONOTYPE IMAGING HOLDINGS INC       | 115.                                    | 115.                        |
| MONOTARO CO LTD-UNSP ADR            | 28.                                     | 28.                         |
| MONSANTO CO NEW                     | 71.                                     | 71.                         |

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

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| -----                                | -----                                   | -----                       |
| MORGAN STANLEY BAML 3.306% 5/15/46   | 267.                                    | 267.                        |
| MORGAN STANLEY 5.000% 11/24/25       | 206.                                    | 206.                        |
| MORGAN STANLEY 4.875% 11/01/22       | 244.                                    | 244.                        |
| VR MORGAN STANLEY 4.21734% 7/15/46   | 485.                                    | 485.                        |
| VR MORGAN STANLEY 4.3609% 8/15/46    | 60.                                     | 60.                         |
| NATIONAL GRID PLC ADR                | 2,065.                                  | 2,065.                      |
| NIKE INC CL B                        | 77.                                     | 77.                         |
| NOBLE ENERGY INC 5.050% 11/15/44     | 187.                                    | 187.                        |
| NORFOLK SOUTHERN CORP                | 148.                                    | 148.                        |
| NORTH TEX TWY AUTH 6.718% 1/01/49    | 634.                                    | 634.                        |
| OMNICOM GROUP                        | 1,040.                                  | 1,040.                      |
| OMEGA HEALTHCARE INVS INC COM        | 460.                                    | 239.                        |
| OXFORD INDS INC                      | 150.                                    | 150.                        |
| PNC FINANCIAL SERVIC 3.900% 4/29/24  | 108.                                    | 108.                        |
| PPL CORPORATION                      | 1,216.                                  | 1,216.                      |
| PACKAGING CORP OF AM 4.500% 11/01/23 | 118.                                    | 118.                        |
| PEGASYSYSTEMS INC                    | 63.                                     | 63.                         |
| PEPSICO INC                          | 482.                                    | 482.                        |
| PETROBRAS INTL FIN 5.375% 1/27/21    | 10.                                     | 10.                         |
| PETROLEOS MEXICANOS 4.875% 1/24/22   | 110.                                    | 110.                        |
| PHILIP MORRIS INTERNATIONAL IN       | 2,366.                                  | 2,366.                      |
| PIONEER NATURAL RESO 3.950% 7/15/22  | 157.                                    | 157.                        |
| POLYONE CORP                         | 150.                                    | 150.                        |
| POWER INTERGRATIONS INC COM          | 78.                                     | 78.                         |
| PRINCIPAL PREFERRED SEC-INS #4929    | 38,198.                                 | 38,198.                     |
| PROCTER & GAMBLE CO                  | 1,541.                                  | 1,541.                      |
| VR PRUDENTIAL FINA 8.875% 6/15/38    | 444.                                    | 444.                        |
| ABBAY CAP FUTURES STRAT-I #231       | 426.                                    | 426.                        |
| REALTY INCOME CORP COM               | 705.                                    | 537.                        |
| REINSURANCE GRP OF 6.450% 11/15/19   | 323.                                    | 323.                        |
| REINSURANCE GRP OF 4.700% 9/15/23    | 190.                                    | 190.                        |
| RESMED INC                           | 141.                                    | 141.                        |
| REYNOLDS AMERICAN INC                | 2,107.                                  | 2,107.                      |

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

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| -----                                | -----                                   | -----                       |
| REYNOLDS AMERICAN IN 5.850% 8/15/45  | -20.                                    | -20.                        |
| ROYAL DUTCH SHELL PLC ADR            | 2,111.                                  | 2,111.                      |
| SPDR S & P 500 ETF TRUST             | 60,985.                                 | 60,985.                     |
| SANOFI-ADR                           | 409.                                    | 409.                        |
| SCHLUMBERGER LTD                     | 108.                                    | 108.                        |
| SENIOR HOUSING PROP TRUST            | 485.                                    | 253.                        |
| SENIOR HOUSING PROPE 4.750% 5/01/24  | 238.                                    | 238.                        |
| SMITH A O CORP CL B                  | 126.                                    | 126.                        |
| SOUTHERN CO                          | 1,728.                                  | 1,728.                      |
| STAGE STORES INC                     | 132.                                    | 132.                        |
| STATE STREET CORP 4.956% 3/15/18     | 248.                                    | 248.                        |
| STEIN MART INC COM                   | 2,029.                                  | 1,870.                      |
| STRYKER CORP                         | 104.                                    | 104.                        |
| TECK RESOURCES LIMIT 3.750% 2/01/23  | 74.                                     | 74.                         |
| TENNANT CO                           | 108.                                    | 108.                        |
| TERADYNE INC                         | 77.                                     | 77.                         |
| TEXAS INSTRUMENTS INC                | 180.                                    | 180.                        |
| TEXAS ROADHOUSE, INC COMMON STOCK    | 211.                                    | 211.                        |
| TOTAL S.A. - ADR                     | 1,562.                                  | 1,562.                      |
| TUPPERWARE BRANDS CORPORATION        | 1,319.                                  | 1,319.                      |
| 21ST CENTURY FOX AME 5.400% 10/01/43 | 255.                                    | 255.                        |
| TYSON FOODS INC 4.500% 6/15/22       | 225.                                    | 225.                        |
| UNI CHARM CORPORATION ADR            | 117.                                    | 117.                        |
| UNILEVER PLC - ADR                   | 921.                                    | 921.                        |
| UNION PACIFIC CORP                   | 130.                                    | 130.                        |
| US BANCORP                           | 58.                                     | 58.                         |
| US TREASURY BILL                     | 164.                                    | 164.                        |
| US TREASURY BOND                     | 971.                                    | 971.                        |
| US TREASURY BOND                     | 632.                                    | 632.                        |
| US TREASURY NOTE                     | 209.                                    | 209.                        |
| US TREASURY NOTE                     | 105.                                    | 105.                        |
| US TREASURY NOTE                     | 46.                                     | 46.                         |
| US TREASURY NOTE                     | 8.                                      | 8.                          |

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

| DESCRIPTION                        | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------|-----------------------------------------|-----------------------------|
| -----                              | -----                                   | -----                       |
| US TREASURY NOTE                   | 0.625% 12/31/16                         | 121.                        |
| TREAS INFL IND BD                  | 0.250% 1/15/25                          | 475.                        |
| US TREASURY NOTE                   | 2.000% 2/15/25                          | 61.                         |
| US TREASURY NOTE                   | 0.500% 2/28/17                          | 384.                        |
| US TREASURY NOTE                   | 1.375% 3/31/20                          | 173.                        |
| US TREASURY NOTE                   | 0.12682% 4/30/17                        | 22.                         |
| US TREAS INFL INDEX                | 1.250% 7/15/20                          | -47.                        |
| US TREASURY NOTE                   | 0.250% 2/15/15                          | 79.                         |
| US TREASURY NOTE                   | 0.250% 7/15/15                          | 62.                         |
| US TREASURY NOTE                   | 0.250% 7/31/15                          | 55.                         |
| US TREASURY INFLATION INDEX NOTE   |                                         | -214.                       |
| US TREASURY NOTE                   | 1.625% 6/30/20                          | 393.                        |
| TREAS INFL IND BD                  | 0.375% 7/15/25                          | -12.                        |
| VALE OVERSEAS LIMITE               | 4.375% 1/11/22                          | 83.                         |
| VANGUARD FTSE EMERGING MARKETS ETF |                                         | 14,177.                     |
| VENTAS INC COM                     |                                         | 1,069.                      |
| VERIZON COMMUNICATIONS             |                                         | 2,162.                      |
| VERIZON COMMUNICATIO               | 4.500% 9/15/20                          | 225.                        |
| VERIZON COMMUNICATIO               | 6.550% 9/15/43                          | 288.                        |
| VIACOM INC                         | 3.875% 4/01/24                          | 146.                        |
| VODAFONE GROUP PLC-SP ADR          |                                         | 1,085.                      |
| VOYA INTL RL EST FD CL-I #2664     |                                         | 14,984.                     |
| WPP FINANCE 2010                   | 5.625% 11/15/43                         | 281.                        |
| WAL MART STORES INC                |                                         | 154.                        |
| WEATHERFORD INTL LTD               | 4.500% 4/15/22                          | 52.                         |
| WELLS FARGO & COMPAN               | 4.100% 6/03/26                          | 15.                         |
| WF ALTERNATIVE STRAT-INST #3176    |                                         | 4,308.                      |
| WELLTOWER INC                      |                                         | 171.                        |
| WEST PHARMACEUTICAL SVCS INC       |                                         | 130.                        |
| WESTERN UN CO                      | 6.200% 11/17/36                         | 620.                        |
| WILLIAMS COS INC                   |                                         | 789.                        |
| WISDOMTREE EUROPE HEDGED EQU       |                                         | 30,680.                     |
| WYNDHAM WORLDWIDE                  | 4.250% 3/01/22                          | 381.                        |

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

| DESCRIPTION                          | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------------|-----------------------------------------|-----------------------------|
| -----                                | -----                                   | -----                       |
| ZIMMER HOLDINGS INC 4.450% 8/15/45   | 90.                                     | 90.                         |
| XSTRATA FINANCE CANA 4.000% 10/25/22 | 488.                                    | 488.                        |
| VR BBVA BANCOMER SA 6.008% 5/17/22   | 300.                                    | 300.                        |
| CRED SUIS GP FUN LTD 3.750% 3/26/25  | 65.                                     | 65.                         |
| SINOPEC CAPITAL 2013 3.125% 4/24/23  | 182.                                    | 182.                        |
| WILLIS GROUP HOLDINGS PLC            | 177.                                    | 177.                        |
| ACE LIMITED                          | 943.                                    | 943.                        |
| ING BANK NV 5.800% 9/25/23           | 411.                                    | 411.                        |
| BBVA BANCOMER SA TEX 6.750% 9/30/22  | 338.                                    | 338.                        |
| CODELCO INC 5.625% 10/18/43          | 266.                                    | 266.                        |
| FED CASH RES 125                     | 98.                                     | 98.                         |
|                                      | -----                                   | -----                       |
| TOTAL                                | 397,119.                                | 394,816.                    |
|                                      | =====                                   | =====                       |

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| PARNTERSHIP INCOME   | 223,504.                                         | 223,504.                             |
| MUTUAL FUND INCOME   | 32,279.                                          | 32,279.                              |
| FUTURE INCOME        | 3,356.                                           | 3,356.                               |
|                      | -----                                            | -----                                |
| TOTALS               | 259,139.                                         | 259,139.                             |
|                      | =====                                            | =====                                |

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

| DESCRIPTION<br>-----     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|--------------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| NON-ALLOCABLE LEGAL FEES | 2,000.                                           |                                      |                                    | 2,000.                          |
| TOTALS                   | 2,000.                                           | NONE                                 | NONE                               | 2,000.                          |
|                          | =====                                            | =====                                | =====                              | =====                           |

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| WF INVEST FEE        | 79,333.                                          | 79,333.                              |
| OTHER INVEST FEE     | 13,642.                                          | 13,642.                              |
|                      | -----                                            | -----                                |
| TOTALS               | 92,975.                                          | 92,975.                              |
|                      | =====                                            | =====                                |

## FORM 990PF, PART I - TAXES

=====

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------------------|-----------------------------------------|-----------------------------|
| -----                          | -----                                   | -----                       |
| FOREIGN TAXES                  | 440.                                    | 440.                        |
| FEDERAL TAX PAYMENT - PRIOR YE | 66,986.                                 |                             |
| FEDERAL ESTIMATES - PRINCIPAL  | 60,623.                                 |                             |
| FOREIGN TAXES ON QUALIFIED FOR | 8,941.                                  | 8,941.                      |
| FOREIGN TAXES ON NONQUALIFIED  | 1,427.                                  | 1,427.                      |
|                                | -----                                   | -----                       |
| TOTALS                         | 138,417.                                | 10,808.                     |
|                                | =====                                   | =====                       |

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

| DESCRIPTION<br>----- | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------|--------------------------------------------------|--------------------------------------|
| ADR FEES             | 111.                                             | 111.                                 |
| TOTALS               | 111.<br>=====                                    | 111.<br>=====                        |

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

=====

| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ----          |
| 912828NM8 US TREAS INFL INDEX  |                         |                      |               |
| 3133XMQ87 FED HOME LN BK       |                         | 34,501.              | 34,023.       |
| 3138A22S7 FNMA POOL #AH1684    | 17,344.                 | 17,344.              | 16,081.       |
| 3138ALBT3 FNMA POOL #AI6349    | 14,635.                 | 11,731.              | 12,037.       |
| 3138ANM59 FNMA POOL #AI8479    | 45,917.                 |                      |               |
| 3138ATRP7 FNMA POOL #AJ2293    | 65,698.                 | 57,404.              | 59,431.       |
| 3138AVAR6 FNMA POOL #AJ3615    | 32,145.                 | 24,812.              | 25,341.       |
| 66285WFB7 NORTH TEX TWY AUTH   | 28,121.                 | 22,769.              | 23,125.       |
| 3138E2LH6 FNMA POOL #AJ9327    | 11,831.                 | 5,916.               | 6,853.        |
| 3138M6NC7 FNMA POOL #AP3086    | 28,138.                 | 24,693.              | 24,742.       |
| 912810FT0 US TREASURY BOND     | 26,503.                 | 23,213.              | 22,588.       |
| 3132JN7D3 FHLMC POOL #Q21792   | 41,014.                 | 45,823.              | 44,855.       |
| 31419ABL0 FNMA POOL #AE0042    | 10,233.                 | 9,384.               | 9,449.        |
| 3138EMW31 FNMA POOL #AL5165    | 19,974.                 | 15,787.              | 16,057.       |
| 3138W7GF5 FNMA POOL #AR9197    | 10,402.                 | 9,427.               | 9,592.        |
| 912810RH3 US TREASURY BOND     | 8,632.                  | 7,707.               | 7,942.        |
| 912828F62 US TREASURY NOTE     | 29,671.                 |                      |               |
| 912828F88 US TREASURY NOTE     | 54,962.                 |                      |               |
| 912828SE1 US TREASURY NOTE     | 144,819.                |                      |               |
| 912828WU0 US TREASURY INFLATIO | 165,065.                |                      |               |
| 3132QND55 FHLMC POOL #Q31912   | 33,695.                 |                      |               |
| 3138EHBU5 FNMA POOL #AL0950    |                         | 39,620.              | 39,248.       |
| 912796HE2 US TREASURY BILL     |                         | 29,619.              | 29,503.       |
| 912828J27 US TREASURY NOTE     |                         | 154,491.             | 154,437.      |
| 912828J35 US TREASURY NOTE     |                         | 9,837.               | 9,775.        |
| 912828K41 US TREASURY NOTE     |                         | 129,573.             | 129,477.      |
| 912828L65 US TREASURY NOTE     |                         | 40,011.              | 39,965.       |
| 912828XH8 US TREASURY NOTE     |                         | 64,023.              | 63,877.       |
| 912828XL9 TREAS INFL IND BD    |                         | 49,972.              | 49,795.       |
|                                |                         | 24,493.              | 24,276.       |

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

=====

| DESCRIPTION<br>----- | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|----------------------|----------------------------------|-------------------------------|----------------------|
|                      | -----                            | -----                         | -----                |
| TOTALS               | 788,799.                         | 852,150.                      | 852,469.             |
|                      | =====                            | =====                         | =====                |

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

| DESCRIPTION<br>-----           | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|--------------------------------|----------------------------------|-------------------------------|-----------------------|
| 55616P104 MACY'S INC           | 6,600.                           |                               |                       |
| 654106103 NIKE INC CL B        | 8,875.                           |                               |                       |
| 92927K102 WABCO HOLDINGS INC   | 6,931.                           |                               |                       |
| 254687106 WALT'DISNEY CO       | 8,130.                           |                               |                       |
| 037411105 APACHE CORP          | 12,306.                          |                               |                       |
| 057224107 BAKER HUGHES INC COM | 6,785.                           |                               |                       |
| 13342B105 CAMERON INTL CORP    | 26,588.                          |                               |                       |
| 060505104 BANK OF AMERICA CORP | 12,030.                          |                               |                       |
| 38141G104 GOLDMAN SACHS GROUP  | 28,167.                          |                               |                       |
| 59156R108 METLIFE INC          | 14,282.                          |                               |                       |
| 071813109 BAXTER INTL INC      | 20,730.                          |                               |                       |
| 469814107 JACOBS ENGR GROUP IN | 11,871.                          |                               |                       |
| 539830109 LOCKHEED MARTIN CORP | 5,460.                           |                               |                       |
| 907818108 UNION PACIFIC CORP   | 8,497.                           |                               |                       |
| 911312106 UNITED PARCEL SERVIC | 30,486.                          |                               |                       |
| 913017109 UNITED TECHNOLOGIES  | 36,550.                          |                               |                       |
| 903293405 USG CORP COM NEW     | 5,781.                           |                               |                       |
| 88579Y101 3M CO                | 11,804.                          |                               |                       |
| 00846U101 AGILENT TECHNOLOGIES | 10,377.                          |                               |                       |
| 053015103 AUTOMATIC DATA PROCE | 8,674.                           |                               |                       |
| 594918104 MICROSOFT CORP       | 30,496.                          |                               |                       |
| 61166W101 MONSANTO CO NEW      | 9,802.                           |                               |                       |
| G1151C101 ACCENTURE PLC        | 46,476.                          |                               |                       |
| G47791101 INGERSOLL-RAND PLC   | 5,401.                           |                               |                       |
| 806857108 SCHLUMBERGER LTD     | 97,871.                          |                               |                       |
| 009126202 AIR LIQUIDE - ADR    | 23,553.                          |                               |                       |
| 018805101 ALLIANZ SE ADR       | 30,597.                          |                               |                       |
| 042068106 ARM HOLDINGS PLC - A | 10,565.                          |                               |                       |
| 049255706 ATLAS COPCO AB ADR   | 6,743.                           |                               |                       |

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FORM 990PF, PART II - CORPORATE STOCK

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| DESCRIPTION<br>-----           | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|----------------------------------|-------------------------------|----------------------|
|                                |                                  |                               |                      |
| 055434203 BG GROUP PLC - ADR   | 32,167.                          |                               |                      |
| G16962105 BUNGE LIMITED        | 23,234.                          |                               |                      |
| 237545108 DASSAULT SYSTEMES S. | 27,160.                          |                               |                      |
| 23304Y100 DBS GROUP HOLDINGS L | 21,727.                          |                               |                      |
| 307305102 FANUC CORPORATION AD | 24,357.                          |                               |                      |
| 358029106 FRESENIUS MEDICAL CA | 15,132.                          |                               |                      |
| 45104G104 ICICI BANK LTD. - AD | 35,657.                          |                               |                      |
| 453038408 IMPERIAL OIL LTD COM | 16,588.                          |                               |                      |
| 502117203 L'OREAL - ADR        | 21,234.                          |                               |                      |
| 502441306 LVMH MOET HENNESSY U | 7,860.                           |                               |                      |
| 62474M108 MTN GROUP LTD ADR    | 29,571.                          |                               |                      |
| 641069406 NESTLE S.A. REGISTER | 22,673.                          |                               |                      |
| 670100205 NOVO NORDISK A/S - A | 35,750.                          |                               |                      |
| 771195104 ROCHE HOLDINGS LTD - | 19,508.                          |                               |                      |
| 803054204 SAP SE               | 38,089.                          |                               |                      |
| 803866300 SASOL LIMITED - ADR  | 3,743.                           |                               |                      |
| 80687P106 SCHNEIDER ELECTRIC S | 33,406.                          |                               |                      |
| 870123106 SWATCH GROUP AG/THE- | 15,732.                          |                               |                      |
| 874039100 TAIWAN SEMICONDUCTOR | 45,753.                          |                               |                      |
| 900148701 TURKIYE GARANTI BANK | 30,412.                          |                               |                      |
| 05946K101 BANCO BILBAO VIZCAYA | 28,184.                          |                               |                      |
| 37733W105 GLAXOSMITHKLINE PLC  | 47,446.                          | 58,669.                       | 51,245.              |
| 780259107 ROYAL DUTCH SHELL PL | 39,986.                          | 41,948.                       | 26,473.              |
| 23334L102 DSW INC              | 16,099.                          | 10,227.                       | 10,737.              |
| 371901109 GENTEX CORP          | 24,764.                          |                               |                      |
| 53217R207 LIFE TIME FITNESS IN | 26,014.                          |                               |                      |
| 501889208 LKQ CORP             | 5,580.                           | 3,138.                        | 6,074.               |
| 90384S303 ULTA SALON COSMETICS | 1,368.                           | 2,889.                        | 10,175.              |
| 989817101 ZUMIEZ INC           | 17,128.                          | 4,524.                        | 2,570.               |

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FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ---           |
| 911163103 UNITED NAT FOODS INC | 28,356.                 | 5,285.               | 6,101.        |
| 050095108 ATWOOD OCEANICS INC  | 6,676.                  | 3,206.               | 1,166.        |
| 761565100 REX ENERGY CORP      | 15,791.                 |                      |               |
| 216648402 COOPER COS INC COM N | 3,386.                  | 6,201.               | 9,394.        |
| 55027E102 LUMINEX CORP         | 18,026.                 | 6,511.               | 8,449.        |
| 761152107 RESMED INC           | 5,256.                  | 5,392.               | 6,658.        |
| 077454106 BELDEN INC           | 16,009.                 | 11,525.              | 10,490.       |
| 29275Y102 ENERSYS              | 7,606.                  | 726.                 | 5,034.        |
| 45773Y105 INNERWORKINGS INC    | 13,588.                 | 4,657.               | 4,275.        |
| 596278101 MIDDLEBY CORP        | 9,784.                  | 5,611.               | 10,248.       |
| 60740F105 MOBILE MINI INC      | 12,518.                 | 7,093.               | 7,876.        |
| 553530106 MSC INDL DIRECT INC  | 10,358.                 | 5,531.               | 6,021.        |
| 880345103 TENNANT CO           | 15,151.                 | 3,436.               | 5,063.        |
| 005125109 ACXION CORP COM      | 29,892.                 | 11,377.              | 13,912.       |
| 018581108 ALLIANCE DATA SYS CO | 9,113.                  | 8,012.               | 14,935.       |
| 242309102 DEALERTRACK TECHNOLO | 17,002.                 |                      |               |
| 254543101 DIODES INC           | 10,992.                 | 3,140.               | 3,746.        |
| 705573103 PEGASYSTEMS INC      | 12,699.                 | 5,075.               | 8,525.        |
| 739276103 POWER INTERGRATIONS  | 16,259.                 | 8,770.               | 9,726.        |
| 775133101 ROGERS CORP COM      | 24,888.                 | 7,027.               | 8,767.        |
| 87162H103 SYNTEL INC           | 6,934.                  | 1,500.               | 3,846.        |
| 880770102 TERADYNE INC         | 10,595.                 |                      |               |
| 90385D107 ULTIMATE SOFTWARE GR | 6,397.                  | 5,639.               | 13,686.       |
| 167250109 CHICAGO BRIDGE & IRO | 5,147.                  |                      |               |
| 45245E109 IMAX CORP COM        | 23,751.                 | 9,428.               | 12,439.       |
| 741503403 THE PRICELINE GROUP  | 45,342.                 |                      |               |
| 025816109 AMERICAN EXPRESS CO  | 14,935.                 |                      |               |
| 74144T108 T ROWE PRICE GROUP I | 35,553.                 |                      |               |
| 747525103 QUALCOMM INC         | 36,253.                 |                      |               |

## THE W DUKE KIMBRELL FAMILY FDN

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## FORM 990PF, PART II - CORPORATE STOCK

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| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ---           |
| 92826C839 VISA INC-CLASS A SHR | 88,270.                 |                      |               |
| 966837106 WHOLE FOODS MKT INC  | 37,914.                 |                      |               |
| 82481R106 SHIRE PLC ADR        | 17,281.                 |                      |               |
| 253868103 DIGITAL RLTY TR INC  | 30,097.                 |                      |               |
| 40414L109 HCP INC              | 21,011.                 | 22,268.              | 22,906.       |
| 42217K106 HEALTH CARE REIT INC | 16,472.                 |                      |               |
| 681936100 OMEGA HEALTHCARE INV |                         | 14,810.              | 14,482.       |
| 867914103 SUNTRUST BANKS INC   |                         |                      |               |
| 863667101 STRYKER CORP         | 8,537.                  |                      |               |
| 535678106 LINEAR TECHNOLOGY CO | 17,736.                 |                      |               |
| 025537101 AMERICAN ELECTRIC PO | 17,330.                 |                      |               |
| 044209104 ASHLAND INC NEW      | 8,492.                  | 9,171.               | 13,693.       |
| 691497309 OXFORD INDS INC      | 10,722.                 |                      |               |
| 55973B102 MAGNUM HUNTER RESOUR | 18,744.                 | 7,889.               | 11,169.       |
| 06647F102 BANKRATE INC         | 17,267.                 |                      |               |
| 538034109 LIVE NATION ENT INC  | 22,402.                 | 4,903.               | 5,387.        |
| 20564W105 COMSCORE INC         | 13,137.                 | 3,747.               | 6,634.        |
| 57776J100 MAXLINEAR INC        |                         | 10,792.              | 8,436.        |
| 124857202 CBS CORP NEW         | 14,968.                 | 6,302.               | 10,311.       |
| 370334104 GENERAL MILLS INC    | 17,988.                 |                      |               |
| 69351T106 PPL CORPORATION      | 17,818.                 | 18,978.              | 20,873.       |
| 372460105 GENUINE PARTS CO     | 23,626.                 | 23,543.              | 28,806.       |
| 681919106 OMNICO GROUP         | 15,737.                 |                      |               |
| 713448108 PEPSICO INC          | 17,276.                 |                      |               |
| 742718109 PROCTER & GAMBLE CO  | 19,882.                 | 9,038.               | 13,889.       |
| 166764100 CHEVRON CORP         | 52,319.                 | 50,808.              | 53,364.       |
| 30231G102 EXXON MOBIL CORPORAT | 38,331.                 | 24,883.              | 20,511.       |
| 532457108 ELI LILLY & CO COM   | 20,426.                 | 38,939.              | 42,093.       |
| 478160104 JOHNSON & JOHNSON    | 14,963.                 |                      |               |
|                                | 32,026.                 | 17,346.              | 26,502.       |

## FORM 990PF, PART II - CORPORATE STOCK

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| DESCRIPTION                      | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|----------------------------------|-------------------------|----------------------|---------------|
| -----                            | -----                   | -----                | ----          |
| 58933Y105 MERCK & CO INC NEW     | 44,604.                 | 31,769.              | 41,728.       |
| 384802104 GRAINGER W W INC       | 15,132.                 |                      |               |
| 00206R102 AT & T INC             | 63,988.                 | 44,426.              | 49,172.       |
| 580135101 MCDONALDS CORP         | 41,721.                 | 43,745.              | 54,581.       |
| 02209S103 ALTRIA GROUP INC       | 28,960.                 | 27,895.              | 57,453.       |
| 191216100 COCA COLA CO           | 17,540.                 | 18,644.              | 21,136.       |
| 494368103 KIMBERLY CLARK CORP    | 16,382.                 | 18,048.              | 32,207.       |
| 718172109 PHILIP MORRIS INTERN   | 43,923.                 | 52,689.              | 58,372.       |
| 761713106 REYNOLDS AMERICAN IN   | 29,803.                 | 24,471.              | 57,364.       |
| 20825C104 CONOCOPHILLIPS         | 22,597.                 |                      |               |
| 92343V104 VERIZON COMMUNICATIO   | 40,200.                 | 42,837.              | 46,312.       |
| 25746U109 DOMINION RES INC VA    | 18,631.                 | 20,120.              | 24,756.       |
| 842587107 SOUTHERN CO            | 33,770.                 | 35,804.              | 38,368.       |
| 003021714 ABERDEEN EMERG MARKE   | 700,000.                | 1,331,349.           | 1,131,692.    |
| 009728106 AKORN INC              | 8,617.                  | 1,895.               | 4,850.        |
| 05534B760 BCE INC                | 21,695.                 | 41,987.              | 36,805.       |
| 055622104 BP PLC - ADR           | 34,512.                 | 48,156.              | 35,668.       |
| 075896100 BED BATH & BEYOND IN   | 13,172.                 |                      |               |
| 09247X101 BLACKROCK INC          | 14,832.                 |                      |               |
| 144285103 CARPENTER TECHNOLOGY   | 23,058.                 |                      |               |
| 219350105 CORNING INC            | 11,864.                 |                      |               |
| 21988R102 CORPORATE EXECUTIVE    | 27,140.                 |                      |               |
| 263534109 DU PONT E I DE NEMOU   | 17,545.                 |                      |               |
| 26441C204 DUKE ENERGY HOLDING    | 31,754.                 | 34,036.              | 38,479.       |
| 30219G108 EXPRESS SCRIPTS HOLD   | 14,267.                 |                      |               |
| 302491303 FMC CORP COM NEW       | 25,314.                 |                      |               |
| 317485100 FINANCIAL ENGINES IN   | 8,241.                  | 6,684.               | 6,902.        |
| 31787A507 FINISAR CORP           | 14,664.                 |                      |               |
| 413838202 OAKMARK INTERNATIONALA | 600,537.                | 1,335,202.           | 1,258,775.    |

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FORM 990PF, PART II - CORPORATE STOCK

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| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ----          |
| 423452101 HELMERICH & PAYNE IN | 9,682.                  |                      |               |
| 458118106 INTEGRATED DEVICE TE | 6,098.                  |                      |               |
| 460146103 INTERNATIONAL PAPER  | 10,452.                 |                      |               |
| 50076Q106 KRAFT FOODS GROUP IN | 37,130.                 |                      |               |
| 552676108 M D C HLDGS INC COM  | 18,374.                 |                      |               |
| 628852204 NCI BUILDING SYSTEMS | 9,533.                  | 2,658.               | 2,854.        |
| 636274300 NATIONAL GRID PLC AD | 30,563.                 | 41,756.              | 53,894.       |
| 655844108 NORFOLK SOUTHERN COR | 15,607.                 |                      |               |
| 69327R101 PDC ENERGY INC       | 14,977.                 | 7,875.               | 9,608.        |
| 73179P106 POLYONE CORP         | 21,274.                 | 11,620.              | 13,498.       |
| 80105N105 SANOFI-ADR           |                         | 11,665.              | 11,217.       |
| 831865209 SMITH A O CORP CL B  | 24,224.                 | 7,356.               | 13,790.       |
| 84760C107 SPECTRANETICS CORP   | 24,749.                 |                      |               |
| 882508104 TEXAS INSTRUMENTS IN | 45,194.                 |                      |               |
| 89151E109 TOTAL S.A. - ADR     | 39,102.                 |                      |               |
| 89531P105 TREX COMPANY INC     | 11,704.                 |                      |               |
| 904767704 UNILEVER PLC - ADR   | 35,556.                 | 8,225.               | 9,890.        |
| 92276F100 VENTAS INC COM       | 21,276.                 | 28,255.              | 30,701.       |
| 92932M101 WNS HOLDINGS LTD ADR | 9,346.                  | 19,737.              | 20,315.       |
| 930427109 WAGEWORKS INC        | 10,660.                 | 4,710.               | 9,045.        |
| G29183103 EATON CORP PLC       | 15,127.                 | 8,563.               | 9,755.        |
| G3157S106 ENSCO PLC-CL A       | 27,703.                 |                      |               |
| G96666105 WILLIS GROUP HOLDING | 21,744.                 |                      |               |
| H0023R105 ACE LIMITED          | 15,555.                 |                      |               |
| N47279109 INTERXION HOLDING NV | 16,075.                 |                      |               |
| 001055102 AFLAC INC            | 33,916.                 |                      |               |
| 054937107 B B & T CORP COM     | 14,011.                 |                      |               |
| 097793103 BONANZA CREEK ENERGY | 15,716.                 | 4,912.               | 791.          |
| 101388106 BOTTOMLINE TECHNOLOG | 26,268.                 | 12,812.              | 14,270.       |

## FORM 990PF, PART II - CORPORATE STOCK

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| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ----          |
| 163893209 CHEMTURA CORP/NEW    | 17,615.                 |                      |               |
| 282914100 8X8 INC              | 13,858.                 | 3,262.               | 3,818.        |
| 286082102 ELECTRONICS FOR IMAG | 29,027.                 | 6,144.               | 8,988.        |
| 292554102 ENCORE CAP GROUP INC | 27,640.                 | 10,297.              | 12,152.       |
| 42805T105 HERTZ GLOBAL HOLDING | 18,870.                 | 12,148.              | 9,160.        |
| 464287648 ISHARES RUSSELL 2000 | 59,328.                 |                      |               |
| 501014104 KRISPY KREME DOUGHNU | 23,143.                 | 11,920.              | 10,474.       |
| 591520200 METHODE ELECTRON INC | 19,427.                 | 9,413.               | 10,345.       |
| 756109104 REALTY INCOME CORP C | 12,510.                 | 13,187.              | 16,418.       |
| 759916109 REPLIGEN CORP        | 5,290.                  | 5,654.               | 7,780.        |
| 781220108 RUCKUS WIRELESS INC  | 12,532.                 | 5,146.               | 4,123.        |
| 80908T101 SCIQUEST INC         | 8,313.                  |                      |               |
| 81721M109 SENIOR HOUSING PROP  | 15,217.                 |                      |               |
| 85254C305 STAGE STORES INC     | 4,592.                  |                      |               |
| 858375108 STEIN MART INC COM   | 16,074.                 |                      |               |
| 887389104 TIMKEN CO            | 10,002.                 |                      |               |
| 899896104 TUPPERWARE BRANDS CO | 29,896.                 |                      |               |
| 92849E101 VITAMIN SHOPPE INC   | 15,062.                 |                      |               |
| 955306105 WEST PHARMACEUTICAL  | 33,445.                 | 10,750.              | 17,163.       |
| 969457100 WILLIAMS COS INC     | 40,093.                 |                      |               |
| 001317205 AIA GROUP LTD-SP ADR | 44,416.                 |                      |               |
| 005094107 ACTUA CORP           | 11,164.                 | 4,599.               | 3,034.        |
| 0075W0759 EDGEWOOD GROWTH INST | 500,000.                | 1,590,000.           | 1,703,555.    |
| 00762W107 ADVISORY BRD CO      | 11,024.                 | 8,465.               | 7,938.        |
| 02376R102 AMERICAN AIRLS GROUP | 16,485.                 |                      |               |
| 03524A108 ANHEUSER-BUSCH INBEV | 29,742.                 |                      |               |
| 056752108 BAIDU INC ADR        | 9,356.                  |                      |               |
| 072743206 BAYERISCHE MOTOREN W | 37,263.                 |                      |               |
| 105262752 BRANDES EMERGING MRK | 700,000.                |                      |               |

## THE W DUKE KIMBRELL FAMILY FDN

20-3390787

## FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ---           |
| 12637N204 CSL LTE-SPONSORED AD | 14,887.                 |                      |               |
| 13123E500 CALLIDUS SOFTWARE IN | 21,333.                 | 9,046.               | 12,163.       |
| 132011107 CAMBEX CORP COM      | 23,050.                 | 2,655.               | 6,357.        |
| 136375102 CANADIAN NATL RR CO  | 24,122.                 |                      |               |
| 19247U106 COHEN & STEERS INSTL | 200,000.                |                      |               |
| 245077102 DEL FRISCO'S RESTAUR | 23,355.                 |                      |               |
| 258278100 DORMAN PRODUCTS INC  | 19,941.                 |                      |               |
| 29382R107 ENTRAVISION COMMUNIC | 16,675.                 | 6,213.               | 7,556.        |
| 35952Q106 FUCHS PETROLUB SE-PR | 23,310.                 |                      |               |
| 36237H101 G-III APPAREL GROUP  | 23,606.                 | 8,478.               | 8,852.        |
| 37253A103 GENTHERM INC         | 21,067.                 | 8,250.               | 9,480.        |
| 379577208 GLOBUS MEDICAL INC - | 4,022.                  | 10,522.              | 11,963.       |
| 40537Q209 HALCON RESOURCES COR | 11,891.                 |                      |               |
| 43858F109 HONG KONG EXCH & CLE | 20,685.                 |                      |               |
| 465562106 ITAU UNIBANCO H-SPON | 38,008.                 |                      |               |
| 466140100 JGC CORP-UNSPONSORED | 41,602.                 |                      |               |
| 49338L103 KEYSIGHT TECHNOLOGIE | 14,058.                 |                      |               |
| 49456B101 KINDER MORGAN INC/DE | 10,997.                 |                      |               |
| 53220K504 LIGAND PHARMACEUTICA | 21,877.                 | 6,119.               | 11,926.       |
| 535223200 LINDE AG ADR         | 20,868.                 |                      |               |
| 55261F104 M & T BANK CORPORATI | 25,129.                 |                      |               |
| 576485205 MATADOR RESOURCES CO | 16,130.                 | 10,532.              | 8,798.        |
| 606783207 MITSUBISHI ESTATE CO | 24,463.                 |                      |               |
| 61022P100 MONOTYPE IMAGING HOL | 17,478.                 | 6,640.               | 5,201.        |
| 61022V107 MONOTARO CO LTD-UNSP | 10,686.                 |                      |               |
| 778296103 ROSS STORES INC      | 24,954.                 |                      |               |
| 80007R105 SANDS CHINA LTD-UNSP | 36,333.                 |                      |               |
| 83569C102 SONOVA HOLDIN-UNSPON | 14,592.                 |                      |               |
| 855244109 STARBUCKS CORP COM   | 51,053.                 |                      |               |

## FORM 990PF, PART II - CORPORATE STOCK

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| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ----          |
| 86959C103 SVENSKA HANDELSB-A-U | 14,580.                 |                      |               |
| 87155N109 SYMRISE AG ADR       | 20,743.                 |                      |               |
| 87184P109 SYSMEX CORP-UNSPON A | 24,362.                 |                      |               |
| 88224Q107 TEXAS CAP BANCSHARES | 9,473.                  | 3,215.               | 3,212.        |
| 882681109 TEXAS ROADHOUSE, INC | 22,507.                 | 9,303.               | 10,373.       |
| 89469A104 TREEHOUSE FOODS INC  | 23,140.                 | 8,735.               | 7,846.        |
| 902641646 E-TRACS ALERIAN MLP  | 98,020.                 | 526,313.             | 610,234.      |
| 90460M204 UNI CHARM CORPORATIO | 29,310.                 |                      |               |
| 92231M109 VASCULAR SOLUTIONS I | 6,314.                  | 4,997.               | 5,846.        |
| 928563402 VMWARE INC           | 39,344.                 |                      |               |
| 92857W308 VODAFONE GROUP PLC-S | 31,624.                 | 44,367.              | 32,163.       |
| 92914A810 VOYA INTL RL EST FD  | 200,000.                |                      |               |
| 92937A102 WPP PLC NEW ADR      | 18,418.                 |                      |               |
| 931142103 WAL MART STORES INC  | 24,474.                 |                      |               |
| 98418R100 XINYI GLASS HOLDI-UN | 7,722.                  |                      |               |
| G27823106 DELPHI AUTOMOTIVE PL | 17,142.                 |                      |               |
| G5480U120 LIBERTY GLOBAL PLC-S | 17,139.                 |                      |               |
| 001744101 AMN HEALTHCARE SERVI |                         | 5,267.               | 5,744.        |
| 006855100 ADEPTUS HEALTH INC   |                         | 3,235.               | 2,181.        |
| 00770G847 JOHCM INTERNATIONAL  |                         | 1,265,000.           | 1,190,628.    |
| 090672106 BIOTELEMETRY INC     |                         | 3,524.               | 2,978.        |
| 112740303 BROOKFIELD GL LISTED |                         | 760,702.             | 750,599.      |
| 125134106 CEB INC              |                         | 10,759.              | 9,822.        |
| 157210105 CEVA INC             |                         | 4,839.               | 5,840.        |
| 171604101 CHUY'S HOLDINGS INC  |                         | 4,980.               | 5,641.        |
| 256219106 DODGE & COX STOCK FU |                         | 260,000.             | 241,251.      |
| 300645108 EXAR CORP            |                         | 3,919.               | 2,268.        |
| 30066A105 EXAMWORKS GROUP INC  |                         | 5,532.               | 4,123.        |
| 314172560 FEDERATED STRAT VAL  |                         | 144,884.             | 135,289.      |

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK  
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| DESCRIPTION<br>-----           | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|----------------------------------|-------------------------------|----------------------|
| 443320106 HUB GROUP INC        |                                  | 7,425.                        | 6,261.               |
| 45780L104 INOGEN INC           |                                  | 7,105.                        | 7,818.               |
| 500754106 KRAFT HEINZ CO/THE   |                                  | 34,401.                       | 52,460.              |
| 54142L109 LOGMEIN INC          |                                  | 4,985.                        | 5,033.               |
| 56624R108 MARCHEX INC          |                                  | 3,021.                        | 2,684.               |
| 57722W106 MATTRESS FIRM HOLDIN |                                  | 5,325.                        | 5,579.               |
| 74925K367 ABBEY CAP FUTURES ST |                                  | 258,500.                      | 257,676.             |
| 74925K581 BOSTON P LNG/SHRT RE |                                  | 302,500.                      | 297,617.             |
| 75689M101 RED ROBIN GOURMET BU |                                  | 5,136.                        | 4,013.               |
| 78462F103 SPDR S & P 500 ETF T |                                  | 2,939,471.                    | 2,956,115.           |
| 78463M107 SPS COMMERCE INC     |                                  | 3,719.                        | 3,862.               |
| 82568P304 SHUTTERFLY INC       |                                  | 5,248.                        | 6,016.               |
| 83190B101 SMART & FINAL STORES |                                  | 11,470.                       | 11,199.              |
| 87960W104 TELIGENT INC         |                                  | 5,672.                        | 5,830.               |
| 922042858 VANGUARD FTSE EMERGI |                                  | 502,440.                      | 392,520.             |
| 95040Q104 WELLTOWER INC        |                                  | 17,480.                       | 23,130.              |
| 97717X701 WISDOMTREE EUROPE HE |                                  | 1,116,489.                    | 947,056.             |
| 98400J108 XCERRA CORP          |                                  | 3,607.                        | 3,297.               |
| TOTALS                         | 8,105,726.                       | 13,902,860.                   | 13,682,383.          |
|                                | =====                            | =====                         | =====                |

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE BONDS  
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| DESCRIPTION<br>-----           | BEGINNING<br>BOOK VALUE<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>---- |
|--------------------------------|----------------------------------|-------------------------------|-----------------------|
| 02209SAH6 ALTRIA GROUP INC     | 7,800.                           | 7,800.                        | 8,199.                |
| 369622SM8 GENERAL ELEC CAP COR | 4,982.                           |                               |                       |
| 759351AG4 REINSURANCE GRP OF   | 5,069.                           | 5,069.                        | 5,626.                |
| 6174824M3 MORGAN STANLEY       | 4,982.                           | 4,982.                        | 5,306.                |
| 902494AT0 TYSON FOODS INC      | 5,295.                           | 5,295.                        | 5,322.                |
| 959802AH2 WESTERN UN CO        | 10,362.                          | 10,362.                       | 9,723.                |
| 98310WJ7 WYNDHAM WORLDWIDE     | 9,954.                           | 4,862.                        | 5,033.                |
| 054536AA5 AXA                  | 6,188.                           | 6,188.                        | 6,719.                |
| 059438AK7 BANC ONE CORP DEBS   | 7,233.                           | 7,233.                        | 6,461.                |
| 143658BA9 CARNIVAL CORP        | 5,062.                           | 5,062.                        | 5,223.                |
| 172967HB0 CITIGROUP INC        | 5,000.                           | 5,000.                        | 5,427.                |
| 30161MAG8 EXELON GENERATION CO | 5,781.                           | 5,781.                        | 5,058.                |
| 37247DAM8 GENWORTH FINANCIAL   | 11,692.                          |                               |                       |
| 37247DAN6 GENWORTH FINANCIAL   | 11,713.                          |                               |                       |
| 38141GES9 GOLDMAN SACHS GROUP  | 5,631.                           | 5,631.                        | 5,562.                |
| 42217KAU0 HEALTH CARE REIT INC | 5,266.                           | 5,266.                        | 5,361.                |
| 71654QBB7 PETROLEOS MEXICANOS  |                                  | 5,275.                        | 4,813.                |
| 92343VBQ6 VERIZON COMMUNICATIO | 4,994.                           | 4,994.                        | 5,372.                |
| 92553PAU6 VIACOM INC           |                                  | 4,671.                        | 4,490.                |
| 94707VAC4 WEATHERFORD INTL LTD | 5,144.                           |                               |                       |
| C98874AM9 XSTRATA FINANCE CANA | 4,969.                           | 9,953.                        | 7,550.                |
| P3143NAS3 CODELCO INC          | 4,926.                           |                               |                       |
| 00206RCG5 AT&T INC             | 5,002.                           | 10,390.                       | 9,161.                |
| 02364WAV7 AMERICA MOVIL SAB DE | 5,554.                           |                               |                       |
| 032511BJ5 ANADARKO PETROLEUM   | 4,816.                           |                               |                       |
| 05968AAB2 BANCO DEL ESTADO -CH | 5,019.                           | 5,019.                        | 4,955.                |
| 06051GFL8 BANK OF AMERICA CORP | 9,969.                           | 4,976.                        | 4,949.                |
| 12189LAS0 BURLINGTN NORTH SANT | 5,437.                           | 5,437.                        | 5,131.                |
| 12591DAC5 CNOOC FINANCE 2014   | 4,986.                           |                               |                       |

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS

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| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ---           |
| 140420NB2 CAPITAL ONE BANK USA | 5,001.                  |                      |               |
| 29273RAZ2 ENERGY TRANSFER PART | 5,430.                  | 11,010.              | 8,023.        |
| 404280AP4 HSBC HOLDINGS PLC    | 4,947.                  |                      |               |
| 44107TAS5 HOST HOTELS & RESORT | 5,479.                  | 5,479.               | 5,367.        |
| 46625HJZ4 JPMORGAN CHASE & CO  | 4,987.                  | 4,987.               | 4,986.        |
| 49326EEE9 KEYCORP              | 5,039.                  |                      |               |
| 693475AP0 PNC FINANCIAL SERVIC | 5,007.                  |                      |               |
| 74253Q416 PRINCIPAL PREFERRED  | 375,000.                |                      |               |
| 744320AK8 VR PRUDENTIAL FINA   | 6,125.                  | 6,125.               | 5,625.        |
| 759351AL3 REINSURANCE GRP OF   | 5,332.                  | 5,332.               | 5,272.        |
| 81721MAK5 SENIOR HOUSING PROPE | 5,006.                  | 5,006.               | 4,869.        |
| 857477AF0 STATE STREET CORP    | 5,497.                  | 5,497.               | 5,246.        |
| 880208400 TEMPLETON GLOBAL BON | 375,000.                |                      |               |
| 90131HAB1 21ST CENTURY FOX AME | 5,743.                  | 5,743.               | 5,204.        |
| 91159HHK9 US BANCORP           | 5,057.                  |                      |               |
| 92343VBT0 VERIZON COMMUNICATIO | 6,374.                  | 6,374.               | 5,936.        |
| 92553PAX0 VIACOM INC           | 5,018.                  |                      |               |
| 92936MAE7 WPP FINANCE 2010     | 5,535.                  | 5,535.               | 5,073.        |
| G09077AB7 VR BBVA BANCOMER SA  | 5,200.                  | 5,200.               | 4,956.        |
| G81877AA3 SINOPEC CAPITAL 2013 | 4,639.                  |                      |               |
| N45780CT3 ING BANK NV          | 5,569.                  | 11,242.              | 10,865.       |
| P16259AH9 BBVA BANCOMER SA TEX | 5,605.                  | 5,605.               | 5,500.        |
| 00507UAH4 ACTAVIS FUNDING SCS  | 9,682.                  | 9,682.               | 9,894.        |
| 02364WBD6 AMERICA MOVIL SAB DE | 4,913.                  | 4,913.               | 4,913.        |
| 026874DD6 AMERICAN INTL GROUP  | 4,983.                  | 4,983.               | 4,955.        |
| 031162BZ2 AMGEN INC            | 4,970.                  | 4,970.               | 4,633.        |
| 037411BA2 APACHE CORP          | 13,813.                 | 13,813.              | 12,535.       |
| 075896AC4 BED BATH & BEYOND IN | 5,561.                  | 5,561.               | 4,235.        |
| 105756BV1 FED REPUBLIC OF BRAZ | 4,740.                  | 4,740.               | 4,025.        |

THE W DUKE KIMBRELL FAMILY FDN

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FORM 990PF, PART II - CORPORATE BONDS

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| DESCRIPTION                    | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|-------------------------|----------------------|---------------|
| -----                          | -----                   | -----                | ----          |
| 14040HBJ3 CAPITAL ONE FINANCIA |                         | 5,000.               | 4,937.        |
| 15135UAK5 CENOVUS ENERGY INC   |                         | 5,036.               | 3,914.        |
| 171798AC5 CIMAREX ENERGY CO    |                         | 9,798.               | 8,872.        |
| 172967KA8 CITIGROUP INC        |                         | 4,977.               | 4,967.        |
| 21684AAA4 RABOBANK NEDERLAND   |                         | 5,184.               | 5,211.        |
| 24713GAB8 DELPHI AUTOMOTIVE PL |                         | 4,997.               | 5,022.        |
| 256210105 DODGE & COX INCOME F |                         | 975,000.             | 948,336.      |
| 29082HAA0 EMBRAER NETHERLANDS  |                         | 9,723.               | 9,100.        |
| 40049JBA4 GRUPO TELEVISA SAB   |                         | 5,334.               | 4,299.        |
| 46625HNJ5 JPMORGAN CHASE & CO  |                         | 4,983.               | 4,988.        |
| 500255AT1 KOHL'S CORPORATION   |                         | 5,406.               | 5,105.        |
| 6174467X1 MORGAN STANLEY       |                         | 5,456.               | 5,308.        |
| 655044AJ4 NOBLE ENERGY INC     |                         | 5,231.               | 4,037.        |
| 695156AQ2 PACKAGING CORP OF AM |                         | 5,421.               | 5,250.        |
| 715638BU5 REPUBLIC OF PERU     |                         | 5,018.               | 4,900.        |
| 723787AK3 PIONEER NATURAL RESO |                         | 10,146.              | 9,129.        |
| 75886AAL2 REGENCY ENERGY PART/ |                         | 10,486.              | 9,426.        |
| 761713BB1 REYNOLDS AMERICAN IN |                         | 5,474.               | 5,559.        |
| 887317AX3 TIME WARNER INC      |                         | 5,015.               | 4,761.        |
| 98956PAH5 ZIMMER HOLDINGS INC  |                         | 14,112.              | 13,794.       |
| G25417AA7 CRED SUIS GP FUN LTD |                         | 4,935.               | 4,836.        |
| P3143NAW4 CODELCO INC          |                         | 4,848.               | 4,708.        |
|                                |                         | -----                | -----         |
| TOTALS                         | 1,029,416.              | 1,372,623.           | 1,324,012.    |
|                                | =====                   | =====                | =====         |

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

| DESCRIPTION                    | COST/<br>FMV<br>C OR F | BEGINNING<br>BOOK VALUE | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|------------------------|-------------------------|----------------------|---------------|
| -----                          | ----                   | -----                   | -----                | ----          |
| 12623CAD7 CNH EQUIPMENT TRUST  | C                      | 9,789.                  |                      |               |
| 38376GVB3 VR GOVT NATL MTG     | C                      | 12,949.                 | 3,379.               | 1,024.        |
| 7HF99LX75 LEXINGTON PARTNERS V | C                      | 626,473.                | 519,614.             | 556,101.      |
| 31394VX47 VR FED NATL MTG AS   | C                      | 13,968.                 | 11,566.              | 9,599.        |
| 38376GYX2 VR GOVT NATL MTG     | C                      | 5,982.                  | 5,380.               | 1,867.        |
| 61762MBW0 VR MORGAN STANLEY 4  | C                      | 30,949.                 |                      |               |
| 61762TAE6 VR MORGAN STANLEY 4  | C                      | 10,595.                 |                      |               |
| 7HF99EC58 ENERGY CAP MEZZANINE | C                      | 287,037.                | 251,693.             | 254,955.      |
| 46640LAD4 JPMBB COMMERCIAL MO  | C                      | 10,804.                 |                      |               |
| 7HC990351 STRATEGIC VALUE SER  | C                      | 500,000.                | 375,000.             | 427,901.      |
| 7HC990476 BRIGADE OFFSHORE 201 | C                      | 500,318.                |                      |               |
| 7HC990794 GFS THREE BRIDGES EU | C                      | 497,530.                | 497,530.             | 515,060.      |
| 7HC990893 MOUNT LUCAS OFFSHORE | C                      | 420,161.                | 820,161.             | 767,025.      |
| 7HC99TR17 TRIAN PARTNERS LTD   | C                      | 140,676.                | 140,676.             | 236,444.      |
| 7HF99HA12 HAYFIN DIRECT LENDIN | C                      | 129,919.                | 169,869.             | 169,869.      |
| 7HN99TN03 GFS MAP CAYMAN SPC T | C                      | 750,000.                | 750,000.             | 674,477.      |
| 12593JBJ4 VR COMM MORTGAGE TR  | C                      |                         | 10,312.              | 10,313.       |
| 46644UBF4 VR JPMBB COMMERCIA 4 | C                      |                         | 9,973.               | 9,802.        |
| 7HC991570 GFS ASCEND PARTNERS  | C                      |                         | 750,000.             | 758,912.      |
| 7HC991634 ATLAS INSTITUTIONAL  | C                      |                         | 750,000.             | 772,100.      |
| 7HC991639 MAGNITUDE INTERNATIO | C                      |                         | 500,000.             | 525,945.      |
| 7HN990019 TCM MPS LTD SPC-COUN | C                      |                         | 650,000.             | 669,666.      |
| 94988A783 WF ALTERNATIVE STRAT | C                      |                         | 340,000.             | 334,657.      |
| TOTALS                         |                        | 3,947,150.              | 6,555,153.           | 6,695,717.    |
|                                |                        | =====                   | =====                | =====         |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

| DESCRIPTION<br>-----                            | AMOUNT<br>----- |
|-------------------------------------------------|-----------------|
| MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE       | 10,373.         |
| COST BASIS ADJUSTMENTS                          | 224,282.        |
| MUTUAL FUND TBD                                 | 223.            |
| ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE | 680.            |
| SALES WITH GAIN POST CURRENT EFF PREV           | 86,066.         |
| SALES WITH LOSS POST NEXT EFF CURRENT           | 616.            |
| PARTNERSHIP INCOME BOOK ADJUSTMENT              | 967,996.        |
| ROUNDING                                        | 9.              |
|                                                 | -----           |
| TOTAL                                           | 1,290,245.      |
|                                                 | =====           |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

| DESCRIPTION<br>-----                           | AMOUNT<br>----- |
|------------------------------------------------|-----------------|
| MUTUAL FUND POSTING DATE AFTER TYE             | 18,065.         |
| ROC BASIS ADJUSTMENT                           | 2,746.          |
| ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE | 605.            |
| SALES WITH LOSS POST CURRENT EFF PREV          | 1,260.          |
|                                                | -----           |
| TOTAL                                          | 22,676.         |
|                                                | =====           |

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: Wells Fargo Bank NA

ADDRESS: ONE WEST 4TH STREET D4000-062  
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (800)352-3705

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES  
=====

## OFFICER NAME:

JULIA SINGH

## ADDRESS:

531 COTTON BLOSSOM CIR  
GASTONIA, NC 28054

## TITLE:

FOUNDATION DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

## COMPENSATION EXPLANATION:

DIRECTOR FEES

## OFFICER NAME:

PAMELA K WARLICK

## ADDRESS:

531 COTTON BLOSSOM CIR  
GASTONIA, NC 28054

## TITLE:

FAMILY DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

## COMPENSATION EXPLANATION:

DIRECTOR FEES

## OFFICER NAME:

SHEPARD K HALSCH

## ADDRESS:

531 COTTON BLOSSOM CIRCLE  
GASTONIA, NC 28054

## TITLE:

FAMILY DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

## COMPENSATION EXPLANATION:

DIRECTOR FEES