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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2015 or tax year beginning

, and ending

Name of foundation BARTLETT FDN			A Employer identification number 23-6567275	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			C If exemption application is pending, check here ☐	
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,990,886			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	38,106	37,169		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,534			
	b Gross sales price for all assets on line 6a 862,801				
	7 Capital gain net income (from Part IV, line 2)		33,534		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	71,640	70,703	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,461	23,596		7,865
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	760			760
	c Other professional fees (attach schedule)	2,140			2,140
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,917	489		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	38,278	24,085	0	10,765
	25 Contributions, gifts, grants paid	88,900			88,900
26 Total expenses and disbursements. Add lines 24 and 25	127,178	24,085	0	99,665	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-55,538				
b Net investment income (if negative, enter -0-)		46,618			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

Form 990-PF (2015)

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 POSTMARK DATE MAY 04 2016

SCANNED MAY 16 2016

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	88,275	83,890	83,890
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,822,478	1,775,015	1,906,996	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,910,753	1,858,905	1,990,886	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ☒			
	27	Capital stock, trust principal, or current funds	1,910,753	1,858,905	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,910,753	1,858,905	
	31	Total liabilities and net assets/fund balances (see instructions)	1,910,753	1,858,905	

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	1,910,753
2	Enter amount from Part I, line 27a	2	-55,538
3	Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	5,308
4	Add lines 1, 2, and 3	4	1,860,523
5	Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	1,618
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,858,905

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	33,534
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	84,789	2,167,198	0.039124
2013	91,926	2,107,064	0.043628
2012	93,391	1,973,956	0.047312
2011	79,089	1,936,163	0.040848
2010	93,822	1,810,782	0.051813
2 Total of line 1, column (d)			2 0.222725
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.044545
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 2,100,605
5 Multiply line 4 by line 3			5 93,571
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 466
7 Add lines 5 and 6			7 94,037
8 Enter qualifying distributions from Part XII, line 4			8 99,665

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	466	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	466	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	466	
6	Credits/Payments.			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,399	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,399	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,933	
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax 466 Refunded	11	1,467	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

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

5b N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	Trustee	4 00	31,461	

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,059,968
b	Average of monthly cash balances	1b	72,626
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,132,594
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,132,594
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	31,989
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,100,605
6	Minimum investment return. Enter 5% of line 5	6	105,030

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

1	Minimum investment return from Part X, line 6	1	105,030
2a	Tax on investment income for 2015 from Part VI, line 5	2a	466
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	466
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	104,564
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	104,564
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	104,564

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	99,665
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	99,665
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	466
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,199

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				104,564
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			55,693	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 99,665				
a Applied to 2014, but not more than line 2a			55,693	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				43,972
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				60,592
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	88,900
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	38,106	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	33,534	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		71,640	0
13	Total. Add line 12, columns (b), (d), and (e)				71,640	71,640

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here	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					May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No	
	John A. S. SVP Wells Fargo Bank N.A.		4/8/2016	SVP Wells Fargo Bank N A			
	Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Pntt/Type preparer's name		Preparer's signature		Date	Check ☒ if self-employed	PTIN
	JOSEPH J. CASTRIANO				4/8/2016		P01251603
	Firm's name ▶ PricewaterhouseCoopers, LLP					Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777					Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name

GOOD SHEPHERD REHABILITATION NETWORK

Street

850 S 5th St

City

Allentown

State

PA

Zip Code

18103

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

3,500

Name

SPECIAL OLYMPICS PENNSYLVANIA INC

Street

2570 Boulevard of the Generals

City

Norristown

State

PA

Zip Code

19403

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

2,500

Name

REIKICATS HAVEN

Street

661 RIDGE RD

City

Shoemakersville

State

PA

Zip Code

19555

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

10,000

Name

MAKE A WISH FOUNDATION OF GREATER PENNSYLVANIA & WEST VIRGINIA

Street

707 Grant Street

City

Pittsburgh

State

PA

Zip Code

15219

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

3,900

Name

AARON'S ACRES

Street

1861 Charter Ln

City

Lancaster

State

PA

Zip Code

17601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

7,000

Name

READING SYMPHONY ORCHESTRA

Street

147 N 5th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

5,000

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

Recipient(s) paid during the year

Name

HUMANE PENNSYLVANIA

Street

1801 N 11th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

3,000

Name

CHILDRENS HOME OF READING

Street

1010 Centre Ave

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

5,000

Name

HCSC BLOOD CENTER

Street

1465 Valley Center Pkwy

City

Bethlehem

State

PA

Zip Code

18017

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

2,000

Name

GREATER BERKS FOOD BANK

Street

117 Morgan Dr

City

Reading

State

PA

Zip Code

19608

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

2,500

Name

ANIMAL RESCUE LEAGUE OF BERKS COUNTY

Street

58 Kennel Rd

City

Birdsboro

State

PA

Zip Code

19508

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

3,000

Name

DRAGONFLY FOREST INC

Street

1100 E Hector St, Suite 333

City

Conshohocken

State

PA

Zip Code

19428

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

4,000

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

Recipient(s) paid during the year

Name

MEALS ON WHEELS OF NORTH HAMPTON

Street

4240 Fritch Dr, Bethlehem

City

Bethlehem

State

PA

Zip Code

18020

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

2,500

Name

THE SALVATION ARMY

Street

701 North Broad Street

City

Philadelphia

State

PA

Zip Code

19123

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

3,000

Name

ERICA PROJECT INC

Street

1801 N 11th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

1,000

Name

BERKS VISITING NURSE ASSOCIATION INC

Street

1170 Berkshire Blvd

City

Wyomissing

State

PA

Zip Code

19610

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

5,000

Name

CAMP FIRE ADAHI COUNCIL COMMUNITY OUTREACH CENTER

Street

172 Hartz Store Rd

City

Mohnton

State

PA

Zip Code

19540

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

5,000

Name

OLIVET BOYS AND GIRLS CLUB OF READING IN BERK'S COUNTY

Street

1161 Pershing Blvd

City

Reading

State

PA

Zip Code

19611

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

5,000

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

Recipient(s) paid during the year

Name

YOCUM INSTITUTE FOR ARTS EDUCATION

Street

1100 Belmont Ave

City

Wyomissing

State

PA

Zip Code

19610

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

4,000

Name

PENNSYLVANIA FRIENDS OF AGRICULTURE

Street

PO BOX 8736

City

Camphill

State

PA

Zip Code

17001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

4,000

Name

BERKS ENCORE

Street

40 N 9th St

City

Reading

State

PA

Zip Code

19601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

5,000

Name

REIKICATS HAVEN

Street

661 RIDGE RD

City

Shoemakersville

State

PA

Zip Code

19555

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

DISCRETIONARY DISTRIBUTION

Amount

3,000

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

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

Long Term CG Distributions			Amount	Short Term CG Distributions			Amount	Totals										Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments			Net Gain or Loss	
			39,041				0	Capital Gains/Losses										882,801		829,287			33,534	
								Other sales										0		0			0	
	Description	CUSIP #	Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss									
1	CREDIT SUISSE COMM RET	22544R305	X				9/5/2014	7/22/2015	20,008	26,308					0	-6,302								
2	CREDIT SUISSE COMM RET	22544R305	X				12/30/2011	7/22/2015	12,221	18,309					0	-6,088								
3	DODGE & COX INTL STOCK	256208103	X				6/20/2014	7/22/2015	3,513	3,882					0	-369								
4	DODGE & COX INTL STOCK	256208103	X				10/24/2014	7/22/2015	6,032	6,042					0	-10								
5	DODGE & COX INTL STOCK	256208103	X				10/24/2015	7/22/2015	15,250	14,845					0	305								
6	DODGE & COX INTL STOCK	256208103	X				10/24/2011	7/22/2015	1,022	746					120	278								
7	DODGE & COX INCOME FDC	256210105	X				7/22/2015	7/22/2015	6,796	6,916					0	0								
8	DREYFUS EMG MKT DEBT LG	261880484	X				7/12/2013	7/22/2015	7,202	8,618					0	-1,414								
9	DREYFUS EMG MKT DEBT LG	261880484	X				1/23/2011	11/20/2015	3,532	4,370					0	-838								
10	DREYFUS EMG MKT DEBT LG	261880484	X				1/23/2011	11/20/2015	8,518	10,446					0	-1,928								
11	DREYFUS EMG MKT DEBT LG	261880484	X				11/23/2011	12/4/2015	2,933	3,654					0	-721								
12	DREYFUS EMG MKT DEBT LG	261880484	X				12/30/2011	12/4/2015	12,900	15,807					0	-2,907								
13	DREYFUS EMG MKT DEBT LG	261880484	X				1/22/2015	12/4/2015	4,948	5,727					0	-779								
14	DREYFUS INTERNATL BOND	261880688	X				4/24/2014	6/10/2015	18,248	19,704					0	-1,458								
15	DREYFUS EMG MKT DEBT LG	261880484	X				7/12/2013	11/20/2015	7,556	9,703					0	-2,147								
16	DREYFUS INTERNATL BOND	261880688	X				4/24/2014	7/22/2015	27,327	29,717					0	-2,390								
17	AQR MANAGED FUTURES ST	00203H859	X				10/24/2014	10/27/2015	13,051	12,283					0	768								
18	AMER CENT SMALL CAP GRV	025083320	X				7/24/2015	8/4/2015	2,001	2,039					0	-38								
19	ARTISAN INTERNATIONAL FC	04314H402	X				1/22/2015	7/22/2015	9,295	9,039					0	256								
20	ARTISAN INTERNATIONAL FC	04314H402	X				6/20/2014	7/22/2015	11,777	11,730					0	47								
21	ARTISAN INTERNATIONAL FC	04314H402	X				8/4/2009	7/22/2015	3,971	2,369					0	1,602								
22	ARTISAN INTERNATIONAL FC	04314H402	X				8/4/2009	8/4/2015	1,178	719					0	458								
23	CREDIT SUISSE COMM RET	22544R305	X				1/23/2011	7/22/2015	4,295	6,521					0	-2,226								
24	AQR MANAGED FUTURES ST	00203H859	X				1/22/2015	10/27/2015	9,238	9,238					0	0								
25	ISHARES CORE S & P 500 ET	464287200	X				6/18/2014	7/22/2015	1,488	1,373					0	115								
26	ISHARES CORE S & P 500 ET	464287200	X				10/22/2014	7/22/2015	12,752	11,749					0	1,003								
27	JPMORGAN HIGH YIELD FUN	4812C0803	X				4/24/2014	8/4/2015	1,805	1,957					152	0								
28	JPMORGAN HIGH YIELD FUN	4812C0803	X				4/24/2014	8/28/2015	4,048	4,490					0	-442								
29	JPMORGAN HIGH YIELD FUN	4812C0803	X				4/13/2014	8/28/2015	1,764	1,962					0	-198								
30	JPMORGAN HIGH YIELD FUN	4812C0803	X				1/23/2014	8/28/2015	25,547	28,164					0	-2,617								
31	KALMAR GR W VAL SM CAP	483438305	X				2/11/2013	7/22/2015	37,058	31,518					0	5,540								
32	KALMAR GR W VAL SM CAP	483438305	X				6/20/2014	7/22/2015	3,665	3,885					0	-220								
33	KALMAR GR W VAL SM CAP	483438305	X				1/22/2015	7/22/2015	3,268	3,109					0	158								
34	HARBOR CAPITAL APRTION	411511504	X				10/28/2014	11/10/2015	8,244	7,641					0	603								
35	ISHARES CORE S & P 500 ET	464287200	X				6/18/2014	7/22/2015	2,229	2,157					0	72								
36	ISHARES CORE S & P 500 ET	464287200	X				5/13/2010	7/22/2015	12,964	7,178					0	5,786								
37	ISHARES CORE S & P 500 ET	464287200	X				8/3/2012	7/22/2015	31,879	21,001					0	10,878								
38	MFS VALUE FUND-CLASS I #	552983694	X				7/24/2015	8/4/2015	4,968	4,922					0	46								
39	MERGER FUND-INST #301	589509207	X				1/23/2011	12/20/2015	225	230					0	-5								
40	MERGER FUND-INST #301	589509207	X				2/11/2013	12/20/2015	9,307	9,500					0	-133								
41	MERGER FUND-INST #301	589509207	X				2/11/2013	10/27/2015	2,643	2,691					0	-48								
42	MERGER FUND-INST #301	589509207	X				2/14/2012	10/27/2015	1,686	1,709					0	-23								
43	MET WEST TOTAL RETURN B	592905509	X				1/22/2015	8/4/2015	7,404	7,513					109	0								
44	ASO GLOBAL ALTERNATIVES	638721885	X				7/12/2013	12/20/2015	1,644	1,668					0	-24								
45	ASO GLOBAL ALTERNATIVES	638721885	X				7/12/2013	8/4/2015	1,071	1,081					0	-10								
46	MFS VALUE FUND-CLASS I #	552983694	X				7/24/2015	11/10/2015	7,759	7,826					0	-27								
47	DRIEHAUS ACTIVE INCOME F	262028855	X				8/3/2012	10/27/2015	8,911	8,886					0	25								
48	DRIEHAUS ACTIVE INCOME F	262028855	X				8/3/2012	10/27/2015	20,944	21,355					0	-411								
49	FID ADV EMER MKTS INC-CL	315920702	X				10/11/2013	8/4/2015	1,341	1,399					58	0								
50	JP MORGAN MID CAP VALUE	338128100	X				6/20/2014	8/4/2015	2,814	2,805					9	0								
51	HARBOR CAPITAL APRTION	411511504	X				7/24/2015	8/4/2015	2,974	2,972					0	2								
52	HARBOR CAPITAL APRTION	411511504	X				7/24/2015	11/10/2015	2,204	2,215					0	-11								
53	DRIEHAUS ACTIVE INCOME F	262028855	X				10/11/2013	12/20/2015	12,950	13,323					0	-373								
54	ASO GLOBAL ALTERNATIVES	638721885	X				7/12/2013	10/27/2015	5,854	6,233					0	-379								
55	NEUBERGER BERMAN LONG	64128R603	X				6/20/2014	12/20/2015	2,841	2,314					0	-527								
56	NEUBERGER BERMAN LONG	64128R603	X				6/20/2014	8/4/2015	2,655	2,677					0	22								
57	OPPENHEIMER DEVELOPING	683974604	X				10/24/2014	11/10/2015	4,843	5,614					0	-771								
58	OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	11/10/2015	8,289	9,485					0	-1,186								
59	OPPENHEIMER DEVELOPING	683974604	X				1/23/2014	11/10/2015	25,498	29,451					0	-3,953								
60	PIMCO FOREIGN BD FD USD	693308882	X				7/12/2013	6/10/2015	440	445					0	-5								
61	PIMCO FOREIGN BD FD USD	693308882	X				12/11/2013	6/10/2015	493	495					0	-2								
62	T ROWE PRICE SHORT TERM	77957P105	X				9/9/2014	7/22/2015	2,672	2,705					0	-33								
63	T ROWE PRICE SHORT TERM	77957P105	X				7/12/2013	7/22/2015	8,111	8,162					0	-51								
64	T ROWE PRICE SHORT TERM	77957P105	X				10/11/2013	8/4/2015	20,744	20,919					0	-175								
65	T ROWE PRICE SHORT TERM	77957P105	X				10/11/2013	8/4/2015	2,024	2,041					0	-17								
66	T ROWE PRICE INST FLOAT	77958B402	X				1/23/2014	8/4/2015	3,319	3,385					0	-66								
67	T ROWE PRICE INST FLOAT	77958B402	X				1/23/2014	8/28/2015	12,267	12,621					0	-354								
68	SPDR DJ WILSHIRE INTERNA	78463X863	X				10/22/2014	12/20/2015	2,768	2,661					0	105								
69	SPDR DJ WILSHIRE INTERNA	78463X863	X				7/22/2015	8/4/2015	1,605	1,616					0	-11								
70	STRATTON SM-CAP VALUE F	863137105	X				6/20/2014	11/10/2015	2,396	2,518					0	-122								
71	VANGUARD TOTAL BOND MA	922042858	X				9/30/2014	1/20/2015	117,777	115,471					0	2,308								
72	VANGUARD FTSE EMERGING	922042858	X				10/20/2011	7/22/2015	707	692					0	15								

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Totals											
		39,041			Capital Gains/Losses					Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss		
		0			Other Sales					882,801		829,267		33,534		
	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
73	T ROWE PRICE SHORT TERM	77957P105	X				2/7/2013	1/20/2015	4,246	4,317					-71	
74	T ROWE PRICE SHORT TERM	77957P105	X				11/23/2011	1/20/2015	3,359	3,395					-36	
75	T ROWE PRICE SHORT TERM	77957P105	X				10/24/2011	7/22/2015	3,434	3,477					-43	
76	PIMCO FOREIGN BD FD USD	693390882	X				1/23/2014	8/10/2015	6,345	6,411					-66	
77	PIMCO FOREIGN BD FD USD	693390882	X				12/10/2014	8/10/2015	160	171					-11	
78	PIMCO FOREIGN BD FD USD	693390882	X				9/29/2006	8/10/2015	10,813	10,771					42	
79	PIMCO FOREIGN BD FD USD	693390882	X				8/4/2009	7/22/2015	4,891	4,500					391	
80	PIMCO FOREIGN BD FD USD	693390882	X				12/10/2008	7/22/2015	3,744	3,058					686	
81	PIMCO FOREIGN BD FD USD	693390882	X				12/9/2009	7/22/2015	2,130	2,008					122	
82	PIMCO FOREIGN BD FD USD	693390882	X				12/13/2006	7/22/2015	789	760					29	
83	PIMCO FOREIGN BD FD USD	693390882	X				12/13/2008	7/22/2015	522	503					19	
84	PIMCO FOREIGN BD FD USD	693390882	X				12/9/2009	7/22/2015	455	429					26	
85	PRINCIPAL GL MULT STRAT	74255L696	X				8/8/2014	10/27/2015	21,800	21,740					60	
86	T ROWE PRICE SHORT TERM	77957P105	X				12/30/2011	1/20/2015	6,518	6,586					-68	
87	T ROWE PRICE SHORT TERM	77957P105	X				2/11/2013	1/20/2015	643	653					-10	
88	T ROWE PRICE SHORT TERM	77957P105	X				1/23/2014	1/20/2015	15,399	15,496					-97	
89	VANGUARD FTSE EMERGING	922042858	X				11/21/2011	7/22/2015	12,810	12,493					317	
90	VANGUARD FTSE EMERGING	922042858	X				12/28/2011	7/22/2015	14,538	14,158					380	
91	VANGUARD FTSE EMERGING	922042858	X				7/10/2013	7/22/2015	3,183	3,095					88	
92	VANGUARD FTSE EMERGING	922042858	X				1/20/2015	7/22/2015	3,458	3,543					-85	
93	VANGUARD REIT VIPER	922908553	X				2/10/2012	1/20/2015	782	537					245	
94	VANGUARD REIT VIPER	922908553	X				10/9/2013	1/20/2015	8,694	8,452					242	
95	PIMCO FOREIGN BD FD USD	693390882	X				9/29/2006	7/22/2015	13,656	13,387					269	
96	PIMCO FOREIGN BD FD USD	693390882	X				12/8/2010	7/22/2015	1,422	1,384					38	
97	PIMCO FOREIGN BD FD USD	693390882	X				12/12/2012	7/22/2015	0	0					0	
98	VANGUARD REIT VIPER	922608553	X				12/28/2011	1/20/2015	2,956	1,907					1,049	
99	VANGUARD REIT VIPER	922608553	X				7/22/2015	8/4/2015	3,865	3,861					4	

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

		760	0	0	760
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	760			760

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

		2,140	0	0	2,140
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	2,140			2,140

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

		3,917	489	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	489	489		
2	PY EXCISE TAXES PAID	1,029			
3	ESTIMATED EXCISE TAXES PAID	2,399			

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

		1,822,478	1,775,015	1,906,996
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	DODGE & COX INCOME FD COM 147		0	177,308
3	HARBOR CAPITAL APRCTION-INST 2012		0	207,703
4	T ROWE PRICE SHORT TERM BD FD 55		0	58,771
5	ARTISAN INTERNATIONAL FD I 662		0	90,775
6	MERGER FUND-INST #301		0	16,823
7	ARTISAN MID CAP FUND-INSTL 1333		0	75,041
8	MET WEST TOTAL RETURN BOND CL I 51		0	177,853
9	FID ADV EMER MKTS INC- CL I 607		0	80,072
10	T ROWE PRICE REAL ESTATE FD 122		0	27,267
11	EATON VANCE GLOBAL MACRO - I		0	20,376
12	DODGE & COX INT'L STOCK FD 1048		0	85,466
13	AMER CENT SMALL CAP GRWTH INST 338		0	47,699
14	MFS VALUE FUND-CLASS I 893		0	196,646
15	JP MORGAN MID CAP VALUE-I 758		0	81,230
16	STERLING CAPITAL STRATTON SMALL CA		0	46,352
17	FILE CABINETS		0	1
18	ASG GLOBAL ALTERNATIVES-Y 1993		0	33,777
19	VANGUARD REIT VIPER		0	84,912
20	AQR MANAGED FUTURES STR-I		0	19,245
21	JPMORGAN HIGH YIELD FUND SS 3580		0	40,678
22	T ROWE PRICE INST FLOAT RATE 170		0	16,195
23	OPPENHEIMER DEVELOPING MKT-I 799		0	89,019
24	BLACKROCK GL L/S CREDIT-INS #1833		0	48,440
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	78,670
26	NEUBERGER BERMAN LONG SH-INS #183		0	70,844
27	CREDIT SUISSE COMM RT ST-CO 2156		0	35,833

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

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

1	COST BASIS ADJUSTMENT	1	278
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	5,030
3	Total	3	5,308

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	789
2	PY RETURN OF CAPITAL ADJUSTMENT	2	829
3	Total	3	1,618

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

Long Term CG Distributions										Amount		39,041		0		823,760		0		439		829,705		-5,507		0		0		Excess of FMV Over Adjusted Basis		Gains Minus Excess FMV Over Adj Basis of Losses																																				
Short Term CG Distributions										Amount		39,041		0		823,760		0		439		829,705		-5,507		0		0		Excess of FMV Over Adjusted Basis		Gains Minus Excess FMV Over Adj Basis of Losses																																				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis of Losses																																																							
CREDIT SUISSE COMM RET	22544R305		9/5/2014	7/22/2015	20,006			26,308	-6,302				-5,507																																																							
CREDIT SUISSE COMM RET	22544R305		12/30/2014	7/22/2015	12,221			18,309	-6,088				-6,088																																																							
DODGE & COX INT'L STOCK	256206103		6/20/2014	7/22/2015	3,613			3,882	-269				-269																																																							
DODGE & COX INT'L STOCK	256206103		10/24/2014	7/22/2015	6,032			6,042	-10				-10																																																							
DODGE & COX INT'L STOCK	256206103		7/22/2015	7/22/2015	15,250			14,945	305				305																																																							
DODGE & COX INT'L STOCK	256206103		10/24/2011	7/22/2015	1,022			746	276				276																																																							
DODGE & COX INCOME FD	256210105		7/22/2015	8/4/2015	6,796		120	6,916	0				0																																																							
DREYFUS EMG MKT DEBT LC	261980494		7/12/2013	7/22/2015	7,202			8,616	-1,414				-1,414																																																							
DREYFUS EMG MKT DEBT LC	261980494		12/3/2014	11/20/2015	3,532			4,370	-838				-838																																																							
DREYFUS EMG MKT DEBT LC	261980494		11/23/2011	12/4/2015	8,518			10,446	-1,928				-1,928																																																							
DREYFUS EMG MKT DEBT LC	261980494		12/3/2011	12/4/2015	2,933			3,654	-721				-721																																																							
DREYFUS EMG MKT DEBT LC	261980494		12/30/2011	12/4/2015	12,900			15,907	-2,907				-2,907																																																							
DREYFUS EMG MKT DEBT LC	261980494		7/22/2015	12/4/2015	4,948			5,727	-779				-779																																																							
DREYFUS INTERNAT'L BOND	261980688		4/24/2014	6/10/2015	18,246			19,704	-1,458				-1,458																																																							
DREYFUS EMG MKT DEBT LC	261980494		7/12/2013	11/20/2015	7,556			9,703	-2,147				-2,147																																																							
DREYFUS INTERNAT'L BOND	261980688		4/24/2014	7/22/2015	27,327			29,717	-2,390				-2,390																																																							
AQR MANAGED FUTURES ST	00203H859		10/24/2014	10/27/2015	13,051			12,283	768				768																																																							
AMER CENT SMALL CAP GR	025063320		7/24/2015	8/4/2015	2,001			2,039	-38				-38																																																							
ARTISAN INTERNATIONAL FI	04314H402		7/22/2015	7/22/2015	9,295			9,039	256				256																																																							
ARTISAN INTERNATIONAL FI	04314H402		6/20/2014	7/22/2015	11,777			11,730	47				47																																																							
ARTISAN INTERNATIONAL FI	04314H402		8/4/2009	7/22/2015	3,971			2,369	1,602				1,602																																																							
ARTISAN INTERNATIONAL FI	04314H402		8/4/2009	8/4/2015	1,178			719	459				459																																																							
CREDIT SUISSE COMM RET	22544R305		11/23/2011	7/22/2015	4,295			9,238	-2,226				-2,226																																																							
AQR MANAGED FUTURES ST	00203H859		7/22/2015	10/27/2015	9,238			9,238	0				0																																																							
ISHARES CORE S & P 500 ET	464287200		6/18/2014	7/22/2015	1,488			1,373	115				115																																																							
ISHARES CORE S & P 500 ET	464287200		10/22/2014	7/22/2015	12,752			11,749	1,003				1,003																																																							
JPMORGAN HIGH YIELD FUND	4812CO803		4/24/2014	8/4/2015	1,805		152	1,957	-152				-152																																																							
JPMORGAN HIGH YIELD FUND	4812CO803		4/24/2014	8/28/2015	4,048			4,490	-442				-442																																																							
JPMORGAN HIGH YIELD FUND	4812CO803		4/13/2014	8/28/2015	1,764			1,962	-198				-198																																																							
JPMORGAN HIGH YIELD FUND	4812CO803		7/23/2014	8/28/2015	25,547			28,164	-2,617				-2,617																																																							
KALMAR GR W VAL SM CAP	483438305		2/11/2013	7/22/2015	37,058			31,518	5,540				5,540																																																							
KALMAR GR W VAL SM CAP	483438305		6/20/2014	7/22/2015	3,665			3,885	-220				-220																																																							
KALMAR GR W VAL SM CAP	483438305		7/22/2015	7/22/2015	3,268			3,109	159				159																																																							
HARBOR CAPITAL APRTION	411511504		10/28/2014	11/10/2015	8,244			7,641	603				603																																																							
ISHARES CORE S & P 500 ET	464287200		6/18/2014	7/22/2015	2,229			2,157	72				72																																																							
ISHARES CORE S & P 500 ET	464287200		5/13/2010	7/22/2015	12,964			7,176	5,786				5,786																																																							
ISHARES CORE S & P 500 ET	464287200		8/3/2012	7/22/2015	31,879			21,001	10,878				10,878																																																							
MFS VALUE FUND-CLASS I #	552983694		7/24/2015	8/4/2015	4,968			4,922	46				46																																																							
MERGER FUND-INST #301	585909207		11/23/2011	12/02/2015	225			230	-5				-5																																																							
MERGER FUND-INST #301	585909207		2/11/2013	12/02/2015	9,367			9,500	-133				-133																																																							
MERGER FUND-INST #301	585909207		2/11/2013	10/27/2015	2,643			2,691	-48				-48																																																							
MERGER FUND-INST #301	585909207		2/14/2012	10/27/2015	1,885			1,708	177				177																																																							
MET WEST TOTAL RETURN F	592905509		7/22/2015	8/4/2015	7,404		109	7,513	-109				-109																																																							
ASG GLOBAL ALTERNATIVES	638721885		7/12/2013	12/02/2015	1,644			1,688	-24				-24																																																							
ASG GLOBAL ALTERNATIVES	638721885		7/12/2013	8/4/2015	1,071			1,091	-10				-10																																																							
MFS VALUE FUND-CLASS I #	552983694		7/24/2015	11/10/2015	7,759			7,826	-27				-27																																																							
DRIEHAUS ACTIVE INCOME F	262028855		8/3/2012	12/02/2015	8,911			8,898	25				25																																																							
DRIEHAUS ACTIVE INCOME F	262028855		8/3/2012	10/27/2015	20,944			21,355	-411				-411																																																							
FID ADV EMER MKT'S INC- CL	315920702		10/11/2013	8/4/2015	1,341		88	1,399	-57				-57																																																							
JF MORGAN MID CAP VALUE	339128105		6/20/2014	8/4/2015	2,814			2,805	9				9																																																							
HARBOR CAPITAL APRTION	411511504		7/24/2015	8/4/2015	2,974			2,972	2				2																																																							
HARBOR CAPITAL APRTION	411511504		7/24/2015	11/10/2015	2,204			2,215	-11				-11																																																							
DRIEHAUS ACTIVE INCOME F	262028855		10/11/2013	12/02/2015	12,950			13,323	-373				-373																																																							
ASG GLOBAL ALTERNATIVES	638721885		7/12/2013	10/27/2015	5,854			6,233	-379				-379																																																							
NEUBERGER BERMAN LONG	641286608		6/20/2014	12/02/2015	2,284			2,314	-30				-30																																																							
NEUBERGER BERMAN LONG	641286608		6/20/2014	8/4/2015	2,695			2,677	18				18																																																							
OPPENHEIMER DEVELOPING	683974604		10/24/2014	11/10/2015	4,643			5,614	-971				-971																																																							
OPPENHEIMER DEVELOPING	683974604		12/22/2015	11/10/2015	8,289			9,485	-1,196				-1,196																																																							
OPPENHEIMER DEVELOPING	683974604		12/23/2014	11/10/2015	25,498			29,451	-3,953				-3,953																																																							
PIMCO FOREIGN BD FD USD	693330882		7/12/2013	6/10/2015	440			445	-5				-5																																																							
PIMCO FOREIGN BD FD USD	693330882		12/11/2013	6/10/2015	493			496	-3				-3																																																							
T ROWE PRICE SHORT TERM	77957P105		11/23/2011	7/22/2015	2,872			2,705	167				167																																																							
T ROWE PRICE SHORT TERM	77957P105		9/9/2014	7/22/2015	8,111			8,162	-51				-51																																																							
T ROWE PRICE SHORT TERM	77957P105		7/12/2013	7/22/2015	20,744			20,919	-175				-175																																																							
T ROWE PRICE SHORT TERM	77957P105		10/11/2013	8/4/2015	2,024			2,041	-17				-17																																																							
T ROWE PRICE INST FLOAT	77958B402		12/3/2014	8/4/2015	3,319			3,385	-66				-66																																																							
T ROWE PRICE INST FLOAT	77958B402		12/3/2014	8/28/2015	12,267			12,621	-354				-354																																																							
SPDR DJ WILSHIRE INTERNA	78463X863		10/22/2014	7/22/2015	2,766			2,861	-95				-95																																																							
SPDR DJ WILSHIRE INTERNA	78463X863		7/22/2015	8/4/2015	1,606			1,616	-11				-11																																																							

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

Long Term CG Distributions						Amount								
Short Term CG Distributions						39,041		0						
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Excess FMV Over Adj. Basis or Losses
70	STRATON SM-CAP VALUE F	863137105		6/20/2014	11/10/2015	2,396		0	2,518	-122		0	0	-5,507
71	VANGUARD TOTAL BOND MA	921937835		9/30/2014	1/20/2015	117,777		0	115,471	2,306		0	0	-122
72	VANGUARD FTSE EMERGING	922042858		10/20/2011	7/22/2015	707		0	892	15	15	0	0	2,306
73	T ROWE PRICE SHORT TERM	77957P105		2/17/2013	1/20/2015	4,246		0	4,317	-71	0	0	0	15
74	T ROWE PRICE SHORT TERM	77957P105		1/20/2011	1/20/2015	3,359		0	3,395	-36	0	0	0	-71
75	T ROWE PRICE SHORT TERM	77957P105		10/24/2011	7/22/2015	3,434		0	3,477	-43	0	0	0	-36
76	PIMCO FOREIGN BD FD USD	693330882		1/23/2014	6/10/2015	6,345		0	6,411	-66	0	0	0	-43
77	PIMCO FOREIGN BD FD USD	693330882		12/10/2014	6/10/2015	160		0	171	-11	0	0	0	-66
78	PIMCO FOREIGN BD FD USD	693330882		9/29/2006	6/10/2015	10,813		0	10,771	42	0	0	0	-11
79	PIMCO FOREIGN BD FD USD	693330882		8/4/2008	7/22/2015	4,891		0	4,500	391	0	0	0	42
80	PIMCO FOREIGN BD FD USD	693330882		12/10/2008	7/22/2015	3,744		0	3,058	686	0	0	0	391
81	PIMCO FOREIGN BD FD USD	693330882		12/9/2009	7/22/2015	2,130		0	2,008	122	0	0	0	122
82	PIMCO FOREIGN BD FD USD	693330882		12/13/2006	7/22/2015	789		0	760	29	0	0	0	29
83	PIMCO FOREIGN BD FD USD	693330882		12/13/2006	7/22/2015	522		0	503	19	0	0	0	19
84	PIMCO FOREIGN BD FD USD	693330882		12/9/2009	7/22/2015	455		0	429	26	0	0	0	26
85	PRINCIPAL GL MULT STRAT-	74235L696		8/8/2014	10/21/2015	21,800		0	21,740	60	60	0	0	60
86	T ROWE PRICE SHORT TERM	77957P105		12/30/2011	1/20/2015	6,518		0	6,586	-68	0	0	0	-68
87	T ROWE PRICE SHORT TERM	77957P105		2/11/2013	1/20/2015	643		0	653	-10	0	0	0	-10
88	T ROWE PRICE SHORT TERM	77957P105		1/23/2014	1/20/2015	15,399		0	15,496	-97	0	0	0	-97
89	VANGUARD FTSE EMERGING	922042858		11/21/2011	7/22/2015	12,810		0	12,483	317	0	0	0	317
90	VANGUARD FTSE EMERGING	922042858		12/28/2011	7/22/2015	14,538		0	14,158	380	0	0	0	380
91	VANGUARD FTSE EMERGING	922042858		7/10/2013	7/22/2015	3,183		0	3,095	88	0	0	0	88
92	VANGUARD FTSE EMERGING	922042858		1/20/2015	7/22/2015	3,458		0	3,543	-85	0	0	0	-85
93	VANGUARD REIT VIPER	922908553		2/10/2012	1/20/2015	782		0	537	245	0	0	0	245
94	VANGUARD REIT VIPER	922908553		10/9/2013	1/20/2015	8,694		0	6,452	2,242	0	0	0	2,242
95	PIMCO FOREIGN BD FD USD	693330882		9/29/2008	7/22/2015	13,656		0	13,387	269	0	0	0	269
96	PIMCO FOREIGN BD FD USD	693330882		12/8/2010	7/22/2015	1,422		0	1,384	38	0	0	0	38
97	PIMCO FOREIGN BD FD USD	693330882		12/12/2012	7/22/2015	0		0	0	0	0	0	0	0
98	VANGUARD REIT VIPER	922908553		12/28/2011	1/20/2015	2,966		0	1,907	1,049	0	0	0	1,049
99	VANGUARD REIT VIPER	922908553		7/22/2015	8/4/2015	3,861		0	3,861	4	0	0	0	4

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	31,461			0

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

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	5/8/2015	2	600
3 Second quarter estimated tax payment	6/10/2015	3	600
4 Third quarter estimated tax payment	9/10/2015	4	599
5 Fourth quarter estimated tax payment	12/10/2015	5	600
6 Other payments		6	
7 Total		7	2,399

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

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	55,693
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	55,693