Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: IONE C. DAVIS TRUST 5655000113

A Employer identification number: 35-6413272

Number and street (or P.O. box number if mail is not delivered to street address): REGIONS BANK TRUST DEPT PO BOX 2886

Room/suite:

B Telephone number (see instructions): 251-690-1024

City or town, state or province, country, and ZIP or foreign postal code: MOBILE, AL 36652-2886

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2\. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 3,369,727.

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

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

ENVELOPE POSTMARK DATE AUG 04 2014

SCANNED AUG 07 2014

		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	1,174.	1,174.		STMT 1
	4	Dividends and interest from securities	76,796.	65,308.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	245,789.			
	b	Gross sales price for all assets on line 6a 3,064,744.				
	7	Capital gain net income (from Part IV, line 2)		245,789.		
	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	323,759.	312,271.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	31,642.	25,314.		6,328.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
	c	Other professional fees (attach schedule) STMT 4	8,933.	8,933.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,595.	987.		
	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 6	273.	273.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,243.	35,507.	NONE	7,128.
	25	Contributions, gifts, grants paid	187,299.			187,299.
	26	**Total expenses and disbursements** Add lines 24 and 25	230,542.	35,507.	NONE	194,427.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	93,217.			
	b	**Net investment income** (if negative, enter -0-)		276,764.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
3E1410 1.000

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	140,991.	185,861.	185,861.
	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			
	10 a	Investments - U.S. and state government obligations (attach schedule) STMT 7	538,983.	309,610.	311,751.
	b	Investments - corporate stock (attach schedule) STMT 8	1,461,117.	1,803,053.	2,153,667.
	c	Investments - corporate bonds (attach schedule) STMT 18	787,515.	711,635.	718,448.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	2,928,606.	3,010,159.	3,369,727.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,928,606.	3,010,159.	
	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)	2,928,606.	3,010,159.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,928,606.	3,010,159.	

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	2,928,606.
2	Enter amount from Part I, line 27a	2	93,217.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 20	3	315.
4	Add lines 1, 2, and 3	4	3,022,138.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 21	5	11,979.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,010,159.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,064,744.		2,818,955.	245,789.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				245,789.
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	245,789.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	153,667.	3,125,515.	0.049165
2011	152,891.	3,124,195.	0.048938
2010	148,358.	3,100,279.	0.047853
2009	173,996.	2,994,030.	0.058114
2008	148,993.	3,397,757.	0.043850

2	**Total** of line 1, column (d)	2	0.247920
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	0.049584
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,269,504.
5	Multiply line 4 by line 3	5	162,115.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,768.
7	Add lines 5 and 6	7	164,883.
8	Enter qualifying distributions from Part XII, line 4	8	194,427.

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	2,768.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	2,768.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,768.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,080.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,456.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,536.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,768.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,768. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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* See attached	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
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.*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK TRUST DEPARTMENT Telephone no. ▶ (251)690-1024

Located at ▶ 11 N. WATER STREET, 25TH FLOOR, MOBILE, AL ZIP+4 ▶ 36602

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ , , ,			
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. ▶ , , ,			
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 2013 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 2013.)*	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 2013?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REGIONS BANK One Indiana Square, INDIANAPOLIS, IN 46204	TRUSTEE 1	40,575.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	3,319,293.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,319,293.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,319,293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,789.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,269,504.
6	**Minimum investment return.** Enter 5% of line 5	6	163,475.

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	163,475.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,768.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,768.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	160,707.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	160,707.
6	Deduction from distributable amount (see instructions)	6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	160,707.

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	194,427.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	194,427.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,768.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	191,659.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					160,707.
2	Undistributed income, if any, as of the end of 2013:					
a	Enter amount for 2012 only				148,499.	
b	Total for prior years: 20 11 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	NONE				
b	From 2009	NONE				
c	From 2010	NONE				
d	From 2011	NONE				
e	From 2012	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 194,427.					
a	Applied to 2012, but not more than line 2a				148,499.	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2013 distributable amount					45,928.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					114,779.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	NONE				
e	Excess from 2013	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test - enter:					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN RED CROSS 2025 EAST STREET NW WASHINGTON DC 20006	NONE	PC	GENERAL ASSISTANCE	37,460.
SALVATION ARMY 3100 N. MERIDIAN ST. INDIANAPOLIS IN 46208	NONE	PC	GENERAL ASSISTANCE	18,730.
PURDUE UNIVERSITY 403 WEST WOOD STREET WEST LAFAYETTE IN 47907	NONE	PC	SCHOLARSHIPS IN HOME ECONOMICS DEPT.	74,919.
INDIANA UNIV SCHOOL OF MEDICINE C/O TRUSTEES P O BOX 7059 INDIANAPOLIS IN 46207-7059	NONE	PC	SCHOLARSHIPS FOR MEDICAL SCHOOL	37,460.
ST VINCENT FRANKFORT HOSP FOUND. ATTN: THOMAS 1300 SOUTH JACKSON ST. FRANKFORT IN 40041	NONE	PC	NURSES EDUCATION	18,730.
Total . . . . ▶ **3a**				187,299.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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			14	1,174.	
4 Dividends and interest from securities			14	76,796.	
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	245,789.	
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)				323,759.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 323,759.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.

Julie S Chmka | 07/25/2014 | TRUST OFFICER

Signature of officer or trustee | Date | Title

REGIONS BANK, TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

Form **990-PF** (2013)

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST		1,174.	1,174.
	TOTAL	1,174.	1,174.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		76,796.	65,308.
	TOTAL	76,796.	65,308.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	8,933.	8,933.
TOTALS	8,933.	8,933.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	881.	881.
FEDERAL ESTIMATES - PRINCIPAL	714.	
FOREIGN TAXES ON QUALIFIED FOR		43.
FOREIGN TAXES ON NONQUALIFIED		63.
TOTALS	1,595.	987.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR CHARGES ON STOCK DIVIDEND	11.	11.
ADR CHARGES ON STOCK DIVIDEND	262.	262.
TOTALS	273.	273.

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

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US TREAS N/B 2.625% 11/15/20	25,210.	16,675.	18,293.
US INFL INDX .625% 7/15/21	35,589.	28,299.	27,350.
FNMA 5% 3/15/16	74,280.	49,140.	50,557.
FHLM 2.875% 2/9/15	78,149.	51,680.	51,462.
FHLM 1% 7/30/14	36,441.	23,141.	23,115.
US TREAS 4.125% 5/15/15	12,018.	9,512.	9,479.
US TREAS 1.375% 11/30/15	277,296.	131,163.	131,495.
TOTALS	538,983.	309,610.	311,751.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALLERGAN INC	17,965.		
AMERICAN EXPRESS CO	18,089.		
AUTO DESK INC		3,388.	4,579.
CVS/CAREMARK CORP	17,702.	8,154.	17,535.
CHEVRON CORP	29,733.	9,105.	10,368.
CISCO SYSTEMS INC	16,600.		
EMC CORP MASS	10,270.		
EXXON MOBIL CORP	32,902.	16,405.	18,722.
GENERAL ELECTRIC CO	19,182.		
GOLDMAN SACHS GRP INC		13,053.	15,244.
INTEL CORP	17,007.		
J P MORGAN CHASE	33,600.	18,806.	26,842.
JOHNSON & JOHNSON	24,738.	10,968.	16,120.
JUNIPER NETWORKS	12,267.		
MERCK & CO INC NEW	19,795.		
MONSANTO CO NEW	18,692.		
NEXTRA ENERGY INC	24,322.		
ORACLE CORP	22,978.	8,029.	12,052.
PEPSICO INC	21,897.		
PHILIP MORRIS INTERNATIONAL	27,701.	16,469.	19,343.
PROCTER & GAMBLE CO	21,282.		
PRUDENTIAL FINANCIAL INC	18,469.	4,549.	8,761.
QUALCOMM INC	17,120.	13,771.	19,751.
SCHLUMBERGER LTD	21,888.	16,410.	21,717.
STATE STREET CORP		5,093.	6,238.
STRYKER CORP	27,054.		
THERMO FISHER SCIENTIFIC	8,777.	5,825.	12,471.
3M CO	20,884.	5,548.	10,098.
TIFFANY & CO	24,021.		

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TRAVELLERS COMPANIES INC	20,464.	8,629.	13,219.
UNITED TECHNOLOGIES CORP	10,922.	7,812.	12,632.
VERIZON COMMUNICATIONS	21,429.	11,550.	11,597.
BUFFALO SMALL CAP FD	40,521.		
BLACKROCK INC	9,239.		
BROADCOM CORP	23,634.		
EMERSON ELECTRIC	11,729.		
GOOGLE INC CL A	8,623.	12,724.	24,656.
LABORATORY CORP	23,002.		
OCCIDENTAL PETE		7,006.	8,179.
PRAXAIR INC	18,719.		
TEXAS INSTRS INC	20,306.		
VISA INC - CL A SHRS	14,543.	18,940.	23,827.
HIGH MARK GENEVA MID CAP GRWTH	47,091.		
ANADARKO PETROLEUM	20,868.		
APPLE INC	32,342.	19,772.	22,441.
BAXTER INTL	11,045.		
DANAHER CORP DEL	27,440.	18,796.	26,016.
WALT DISNEY CO	24,049.	4,770.	7,411.
HJ HEINZ CO	26,600.		
JOHNSON CTLS INC	28,315.	5,027.	7,644.
LOWE'S COMPANIES	23,393.		
MCDONALDS CORP	23,159.	3,428.	3,590.
METLIFE INC	21,773.	9,580.	14,235.
PHILLIPS 66	12,107.		
TARGET CORP	27,834.	7,735.	8,352.
WELLS FARGO & CO	32,620.	20,310.	24,607.
XCEL ENERGY INC	26,471.		
ACCENTURE PLA - CL A	22,944.	23,695.	27,955.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AMERICAN CENTURY SM CAP	48,000.		
JP MORGAN MID CAP VAL FD CL I	48,000.		
INVESCO INTL GRWTH FD CL R5	65,000.		
MFS RESH INTL FD CL I	65,000.		
VIRTUS EMERGING MKTS OPP-I	59,000.	80,930.	75,547.
AARON'S INC		2,770.	2,940.
ABAXIS INC		9,909.	9,243.
ABBOTT LABS		10,503.	11,882.
ACTIVISION BLIZZARD INC		3,541.	4,386.
ADVISORY BOARD CO		3,232.	3,884.
AGILENT TECH. INC		3,066.	4,118.
AKAMAI TECH. INC		4,432.	5,379.
ALLEGHENY TECHNOGOLIES INC		3,456.	4,276.
AMERICAN TOWER CORP CL A		8,278.	8,541.
AMERISOURCEBERGEN CORP		3,879.	5,203.
AMPHENOL CORP CL A		12,274.	15,161.
ANSYS INC		21,123.	24,329.
APTARGROUP INC		6,464.	8,069.
CR BARD INC		2,614.	3,482.
BIO-RAD LABORATORIES INC CL A		2,576.	2,719.
BLACKBAUD INC		3,762.	4,932.
BORG WARNER INC		4,623.	6,709.
BOSTON PROPERTIES		3,589.	3,413.
BROWN & BROWN INC		9,480.	9,668.
CBRE GROUP INC		5,663.	6,286.
CSX CORP		5,153.	6,272.
CABOT CORP		2,737.	3,238.
CLARCOR INC		5,720.	7,143.
COACH INC		2,994.	3,256.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COCA-COLA ENTERPRISES INC		4,731.	5,869.
COGNIZANT TECHNOLOGY SOLUTIONS		7,680.	9,896.
COHEN & STEERS INC		4,696.	5,568.
COMCAST CORP SPECIAL CL A		9,338.	12,121.
COMPUTER PROGRAMS & SYSTEMS		8,620.	10,384.
COPART INC		12,704.	14,330.
COSTCO WHOLESALE CORP		12,886.	14,639.
COVANCE INC		13,334.	17,436.
CUMMINS INC		5,828.	7,189.
D R HORTON INC		7,962.	7,857.
DARDEN RESTAURANTS INC		3,706.	4,186.
DAVITA HEALTHCARE PARTNERS INC		12,530.	13,244.
EASTMAN CHEMICAL CO		6,203.	7,182.
EATON VANCE CORP		5,214.	5,777.
ECHOSTAR CORP		3,459.	4,525.
ECOLAB INC		12,337.	16,579.
EXPONET INC		7,281.	10,973.
EXPRESS SCRIPTS HOLG CO		30,129.	35,682.
FMC TECHNOLOGIES INC		13,100.	13,522.
FACTSET RESH SYSTEM INC		9,184.	10,098.
FEDERATED INVS INC PA CL B		9,220.	10,973.
FIDELITY NATIONAL INFORMATION		3,985.	4,831.
FLUOR CORP		16,590.	22,321.
FOSSIL GROUP INC		10,347.	11,994.
FRANKLIN RESOURCES		7,057.	8,486.
GATX CORP		4,788.	5,113.
GENERAL DYNAMICS CORP		2,934.	4,013.
GENERAL MILLS INC		11,768.	12,627.
GILEAD SCIENCES INC		12,517.	12,992.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GLOBAL PMTS INC		3,264.	4,419.
HAEMONETICS CORP		10,530.	10,701.
HENRY JACK & ASSOC INC		12,281.	16,224.
HIBBETT SPORTS INC		7,556.	8,730.
HITTITE MICROWAVE CORP		11,402.	12,037.
HONEYWELL INTL INC		10,255.	12,883.
INTEGRYS ENERGY GROUP INC		4,291.	4,135.
INTERCONTINENTAL EXCHANGE		5,611.	7,872.
INTL BUSINESS MACHINES		9,610.	8,816.
INTL GAME TECHNOLOGY		3,077.	3,360.
INTUIT INC		6,778.	8,243.
INTUITIVE SURGICAL INC		22,356.	17,668.
JOY GLOBAL INC		4,848.	4,972.
KEYCORP		3,729.	5,140.
LANDSTAR SYS INC COM		7,143.	7,469.
LAUDER ESTEE COS INC CL A		15,287.	17,625.
LINCOLN ELEC HLDGS		3,599.	4,566.
LOCKHEED MARTIN CORP		12,876.	22,002.
LORILLARD INC		11,630.	15,204.
MASCO CORP		4,888.	5,510.
MEAD JOHNSON NUTRITION COMPANY		16,309.	17,925.
MEDNAX, INC MEDNAX		2,944.	3,630.
MORNINGSTAR INC		7,238.	8,043.
MURPHY OIL CORP		2,676.	3,309.
MURPHY USA INC		443.	540.
NVR INC		7,398.	8,208.
NASDAQ OMX GROUP INC		5,265.	5,572.
NATIONAL INSTRS CORP		9,144.	9,894.
NETAPP INC		9,676.	11,848.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NEWFIELD EXPL CO		3,325.	3,374.
ONEOK INC NEW		2,820.	3,980.
OWENS & MINOR INC		6,686.	8,043.
PPG INDS INC		2,953.	4,173.
PFIZER INC		19,811.	21,962.
POOL CORP		4,416.	5,581.
PROGRESSIVE CORP OHIO		3,851.	4,281.
RLI CORP		6,680.	9,251.
RPC INC		5,651.	6,944.
RAYMOND JAMES FINL INC		4,794.	5,845.
RBC BEARINGS INC.		5,361.	7,641.
REINSURANCE GROUP OF AMERICA		3,606.	4,645.
REPUBLIC SVCS INC CL A		5,617.	5,843.
ROLLINS INC		2,285.	2,878.
ROPER INDS INC NEW		13,085.	14,700.
ST JUDE MED INC		3,436.	5,204.
SALESFORCE.COM INC		12,179.	15,343.
CHARLES SCHWAB CORP NEW		12,248.	19,006.
SCOTTS MIRACLE-GRO CO		2,834.	3,920.
SEALED AIR CORP NEW		4,724.	7,082.
SIRONA DENTAL SYSTEMS INC		3,843.	4,001.
SNAP ON INC		5,751.	7,666.
SOUTHERN COPPER CORP		3,539.	3,646.
STARBUCKS CORP		14,632.	20,617.
STERICYCLE INC		13,325.	15,915.
STIFEL FINL CORP		4,692.	5,463.
SYNOPSYS INC		3,583.	4,138.
TJX COS INC NEW		7,511.	10,261.
TECHNE CORP		10,320.	14,485.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
THOR INDS INC		2,598.	3,811.
TORO CO		9,485.	13,165.
URS CORP NEW		2,934.	3,603.
UNITED PARCEL SERVICE INC CL B		8,277.	10,508.
VALSPAR CORP		6,239.	6,986.
WHITTING PETROLEUM CORP		3,135.	4,145.
WHOLE FOODS MKT		15,495.	17,118.
XILINX INC		4,854.	6,016.
NABORS INDUSTRIES LTD		4,019.	4,214.
ABB LTD SPON ADR		8,631.	10,199.
ADIDAS AG		8,078.	10,531.
ASTELLAS PHARMA INC UNSP ADR		4,230.	4,831.
AUSTRALIA & NEW ZEALAND BKG		7,292.	7,526.
BHP BILLITON PLC		13,039.	13,604.
BP PLC SPONSORED ADR		5,195.	6,271.
BNP PARIBAS SPONSORED ADR		4,527.	5,347.
BRANCO BRADESCO		5,032.	4,085.
BANCO SANTANDER S.A ADR		5,854.	6,131.
BANK OF CHINA LTD-UNSPON ADR		5,990.	6,285.
BARCLAYS PLC SPONSORED ADR		5,050.	5,348.
BAYER A G SPONSORED ADRES		8,058.	10,958.
BAYERISHE MOTOREN WERKE BMW		5,260.	6,615.
BRITISH AMERN TOB PLC		8,370.	8,271.
CANADIAN PACIFIC RAILWAY LTD		10,035.	12,106.
COMPASS GROUP PLC		7,074.	8,818.
CREDIT SUISSE GROUP		5,337.	5,556.
DEUTSCHE TELEKON AG		5,136.	5,704.
DEUTSCHE POST AG		4,674.	6,828.
DIAGEO PLC		5,864.	6,489.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DR REDDYS LABS LTD		2,711.	3,241.
ENI S P A EACH DR		4,554.	4,704.
ENAGAS UNSPON ADR		4,268.	4,659.
FRESENIUS MED CARE AG& CO		5,222.	5,479.
GRUPO FINANCIERO BANORTE		5,238.	5,406.
HSBC HOLDINGS PLC		5,124.	5,237.
HUTCHISON WHAMPOA LTD		11,475.	12,751.
IND & COMM BK OF CHINA		3,744.	3,730.
INFOSYS LIMITED SPON		2,847.	3,056.
ING GROEP N V SPONSORED		4,861.	5,590.
ITOCHU CORP UNSPON ADR		8,798.	8,800.
KOC HOLDING AS UNSPON		5,401.	4,383.
KOREA ELECTRIC POWER CORP		7,086.	8,571.
LVMH MOET HENNESSY LV		7,716.	8,113.
LENOVO GROUP LTD ADR		11,813.	13,573.
MAGNA INT'L INC CL A		5,148.	6,483.
METHANEX CORP		4,655.	6,457.
MITSUBISHI UF J FINL		7,089.	7,836.
NESTLE SA -SPONS ADR		12,516.	13,363.
NETEASE, INC. ADR		4,389.	5,423.
NIPPON TELEG & TEL CORP SPONS		8,474.	9,329.
NISSAN MOTOR CO LTD SPONS		6,408.	5,181.
LUKOIL SPONS ADR		9,944.	9,869.
PTT EXPLOATION & PR SP ADR		2,748.	2,665.
PRUDENTIAL PLC ADR		5,592.	7,965.
ROCHE HOLDINGS LTD		8,749.	9,807.
ROLLS-ROYCE HOLDINGS		6,797.	7,919.
ROYAL BANK OF CANADA		8,926.	9,412.
SK TELECOM LTD SPONS		6,217.	7,509.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SAMPO OYJ A SHS UNSP		5,019.	6,300.
SANOFI		10,648.	11,048.
SAP AG ONE ADR		6,440.	7,145.
SEVEN & I HOLDINGS CO.		9,238.	11,295.
SINGAPORE TELECOMM.		3,932.	4,087.
SOCIETE GENERALE FRANCE		5,485.	5,771.
STATOIL ASA		6,714.	6,756.
SUBSEA 7 SA		4,288.	3,808.
SWEDBANK AB		4,095.	5,045.
SWISS RE LTD		4,851.	5,628.
TAIWAN SMICONDUCTOR MFG		6,877.	6,714.
TECHTRONIC INDUSTRIES COMP		6,224.	7,221.
TELENOR ASA-ADS		5,303.	5,792.
TENARIS SA-ADR		3,548.	3,801.
TENCENT HOLDINGS LTD		4,389.	8,037.
TOKIO MARINE HOLDINGS		4,427.	4,883.
TOYOTA MOTOR CORP		10,519.	11,582.
UNICHARM CORP		5,838.	5,960.
UNITED OVERSEAS BK LTD		3,075.	3,264.
VODAFONE GROUP PLC		3,572.	5,543.
THE WEIR GROUP PLC		4,530.	4,290.
COVIDIEN PLC S		7,701.	8,172.
DELPHI AUTOMOTIVE PLC		4,400.	6,254.
GENPACT LIMITED		9,887.	10,085.
ACE LTD		7,189.	8,697.
TYCO INTERNATIONAL LTD		6,846.	8,824.
UBS AG-NEW SEDOL		4,512.	4,736.
CORE LABORATORIES		11,329.	16,231.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	1,461,117.	1,803,053.	2,153,667.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CATERPILLAR INC 7.9%	13,414.	17,342.	17,546.
GENERAL ELECTRIC CO 5%	14,169.		
DODGE & COX INCOME FUND	23,699.		
AT&T INC 5.6% 05/15/2018	25,072.	16,801.	18,170.
ABBOT LABS 5.125%	9,780.	8,521.	9,044.
BARCLAYS BANK	14,160.	9,011.	9,367.
CITIGROUP INC 6%	14,398.		
CREDIT SUISSE 5.5%	28,187.	18,231.	18,293.
GOLDMAN SACHS GP 7.5%	13,198.	8,576.	9,744.
GOLDMAN SACHS 6%	13,548.	9,114.	9,161.
JP MORGAN CHASE	13,161.	8,518.	9,442.
MERILL LYNCH 6.875% 4/25/18	12,781.	8,326.	9,459.
ORACLE CORP 5.75% 4/15/18	13,324.	8,515.	9,245.
PFIZER INC 6.2%3/24/19	12,537.	8,720.	9,483.
TARGET CORP CAL 5.375% 5/1/17	12,965.	8,361.	8,992.
VERIZON COM	13,009.		
FHLMC G01840	17,411.	10,795.	10,749.
FHLMC G14056	17,139.	10,911.	10,891.
FHLMC J16353	19,573.	12,881.	12,847.
FNMA AH6827	27,517.	17,744.	17,902.
FNMA AL0393	8,535.	6,403.	6,394.
FNMA 735580	18,139.	11,037.	11,115.
FNMA 889579	86,435.	44,628.	45,879.
FNMA AE3066	26,254.	17,804.	17,954.
GE CAP CORP 5.3% 2/11/21	13,379.	9,029.	10,068.
INTEL CORP 3.3% 10/1/21	14,098.	8,959.	8,941.
MORGAN STANLEY 4.2% 11/20/14	27,612.	18,188.	18,572.
ONTARIO 1.375% 1/27/14	29,096.	19,001.	19,015.
QUEBEC PROVINCE 4.875% 5/5/14	28,620.	18,350.	18,281.

IONE C. DAVIS TRUST 5655000113 35-6413272

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TEVA PHARMA 1.7% 11/10/14	11,999.		
TOYOTA MOTOR 3.4% 9/15/21	14,068.	8,977.	9,137.
WACHOVIA CORP 5.75% 6/15/17	12,863.	8,285.	9,126.
FHLM 4.5% 1/1/38	10,860.	6,580.	6,486.
FHLM 4.5% 5/1/39	9,924.	5,886.	5,873.
FHLM 4% 10/1/41	10,589.	7,699.	7,472.
FNMA 5.5% 4/1/34	7,633.	4,233.	4,280.
FNMA 4% 6/1/39	8,888.	5,519.	5,374.
FNMA 4.5% 11/1/33	11,830.	7,555.	7,468.
BHP BILLITON FIN 1%	28,986.	18,966.	19,104.
CHEVRON CORP 1.104%	15,057.	10,020.	9,780.
CISCO SYSTEMS 5.5%	13,768.	8,923.	8,801.
INTL BUS MACHINES 1.95%	28,839.	18,387.	18,492.
ROYAL BK OF CAN 1.2%	21,001.	14,999.	14,862.
FNMA 3% 1/1/27		8,540.	8,464.
FNMA 4% 6/1/42		8,524.	8,480.
FNMA 3.5% 11/1/42		9,831.	9,799.
FNMA 3.5% 3/1/41		11,469.	10,800.
AMERICAN EXPRESS CREDIT 2.75%		9,321.	9,314.
APPLE INC 1% 5/3/2018		9,983.	9,670.
CITIGROUP INC 1.25%		10,031.	10,033.
IVY HIGH INCOME FD CL-I		59,883.	59,505.
TEMPLETON GLOBAL BD FD ADV		122,258.	119,574.
TOTALS	787,515.	711,635.	718,448.

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

DESCRIPTION	AMOUNT
OID ADJUSTMENT	305.
ROUNDING ADJUSTMENT	10.
TOTAL	315.

STATEMENT 20

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

DESCRIPTION	AMOUNT
AMORTIZATION ADJUSTMENT	11,903.
RETURN OF CAPITAL ADJUSTMENT	76.
TOTAL	11,979.

STATEMENT 21

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	3,184,471.		
FEBRUARY	3,210,330.		
MARCH	3,261,237.		
APRIL	3,284,598.		
MAY	3,295,245.		
JUNE	3,244,619.		
JULY	3,342,544.		
AUGUST	3,279,324.		
SEPTEMBER	3,387,543.		
OCTOBER	3,465,773.		
NOVEMBER	3,506,112.		
DECEMBER	3,369,720.		
TOTAL	39,831,516.		
AVERAGE FMV	3,319,293.		

STATEMENT 22

A# 5655000113

Attachment
Part VII-A

STATE OF INDIANA
SS:
COUNTY OF CLINTON

CLINTON CIRCUIT COURT

NO: 12C01-0710-TR-098

FILED
DEC 30 2013
CLERK OF CLINTON CO.
CIRCUIT COURT

IN THE MATTER OF THE
TRUST UNDER ITEM 9 OF
THE LAST WILL AND TESTAMENT
OF IONE C. DAVIS, DECEASED

ORDER

This cause came before the Court for hearing on the Petition to Docket and Modify Trust filed by Regions Private Wealth Management, a Division of Regions Bank, as Trustee of the trust created under item 9 of the Last Will and Testament of Ione C. Davis, deceased. The Trustee appeared by Mark Roath as Vice President of Regions Bank, and Ted R. Johnson, attorney. St. Vincent Frankfort Hospital Foundation, Inc. appeared by Brian Zeh, its Chairrman, and by James D. Moore, attorney. Marcus Knotts appeared as attorney for Purdue University. The Office of the Attorney General for the State of Indiana filed a Response To Petition to Docket and Modify Trust reflecting no objection to the petition. No other parties or interested persons appeared or filed objections to the petition.

The Court finds that copies of the said Petition to Docket and to Modify Trust were mailed to and served upon each of the charitable beneficiaries of the trust as set forth in paragraph 8 of the petition; that an order was issued in this cause on December 2, 2013, and mailed to each of said beneficiaries notifying each of them of their opportunity to object to the petition and appear for hearing.

The Court, having heard evidence and being duly advised, further finds that the matters stated in the said petition are true; that, because of circumstances not anticipated by the decedent, modification of the trust by substituting St. Vincent Frankfort hospital Foundation, Inc. in place of Beta Chapter of Kappa Kappa Kappa, as beneficiaries of the ten percent (10%) of the trust's annual income, will further the purposes of the trust; and that the relief requested in the petition should be granted.

IT IS, THEREFORE, ORDERED, that Item 9 of the trust created by the Last Will and Testament of Ione C. Davis dated February 14, 1975, is hereby modified in accordance with I.C. 30-4-3-24.4 and I.C. 30-4-3-27 to state and provide that the ten percent (10%) of net income therefrom that was to be distributed at least annually to Kappa Kappa Kappa, Beta Kappa Chapter, Frankfort, Indiana, for nurses education, shall hereinafter be distributed to St. Vincent Frankfort Hospital Foundation, Inc., 1300 South Jackson Street, Frankfort, IN 46041, for the purpose of providing nurses or nursing education.

This order shall be effective immediately and shall apply to 2013 income as yet undistributed by the trust.

December 30, 2013.

JUDGE, CLINTON CIRCUIT COURT

Distribution: Lester N. Bergum, Jr.
James D. Moore
Marcus Knotts
Justin G. Hazlett

Indiana University
Indiana University School of Medicine
c/o Trustees of Indiana
P.O. Box 66271
Indianapolis, IN 46221-6271

American Red Cross
Office of the General Counsel
ATTN: Renee Seager
2025 E. Street, N.W.
Washington, D.C. 20006

Salvation Army
Indiana Divisional headquarters
3100 N. Meridian St.
Indianapolis, IN 46208

Kappa Kappa Kappa
Attn: Laura Mullen
551 Coulter Street
Frankfort, IN 46041

Kappa Kappa Kappa
Attn: Lynn Payne
1828 Crystal Street
Anderson, IN 46012

5/16/14

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. IONE C. DAVIS TRUST 5655000113	Employer identification number (EIN) or 35-6413272
	Number, street, and room or suite no. If a P.O. box, see instructions. REGIONS BANK TRUST DEPT PO BOX 2886	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MOBILE, AL 36652-2886	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ REGIONS BANK TRUST DEPARTMENT

Telephone No. ▶ (251)690-1024 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ____________ , 20 ___ , and ending ____________ , 20 ___ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 2,768.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,080.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 4,456.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev. 1-2014)

JSA
3F8054 2.000