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 07/01, 2013, and ending 06/30, 20 14

Name of foundation: C.BASCOM SLEMP TR U/W DECEASED 15-7700

A Employer identification number: 31-6025080

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 1118, ML CN-OH-W10X

Room/suite:

B Telephone number (see instructions): 513-762-8878

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI, OH 45201-1118

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: [X] 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) ▶ $ 23,943,907.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	531,593.	523,780.	7,812.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,042,588.			
	b Gross sales price for all assets on line 6a 2,833,610.				
	7 Capital gain net income (from Part IV, line 2)		1,042,588.		
	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	1,574,181.	1,566,368.	7,812.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	63,663.	19,099.		44,564.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 1	4,430.	NONE	NONE	4,430.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	110,645.	99,581.		11,065.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	22,260.	4,982.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	21,427.	6,428.	NONE	14,999.
	22 Printing and publications	256.	NONE	NONE	256.
	23 Other expenses (attach schedule) STMT 4	12,133.	1,837.		10,296.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	234,814.	131,927.	NONE	85,610.
	25 Contributions, gifts, grants paid	1,322,795.			1,322,795.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,557,609.	131,927.	NONE	1,408,405.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	16,572.			
	b **Net investment income** (if negative, enter -0-)		1,434,441.		
	c **Adjusted net income** (if negative, enter -0-)			7,812.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	734,273.	756,251.	756,251.
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 STMT 5	1,464.	111.	
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 6	9,324,464.	8,993,455.	18,958,569.
c	Investments - corporate bonds (attach schedule) STMT 15	1,709,365.	2,007,769.	2,076,426.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 16	2,002,901.	2,004,584.	2,152,661.
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)	13,772,467.	13,762,170.	23,943,907.
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	13,772,467.	13,762,170.	
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)	13,772,467.	13,762,170.	
31	**Total liabilities and net assets/fund balances** (see instructions)	13,772,467.	13,762,170.	

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	13,772,467.
2	Enter amount from Part I, line 27a	2	16,572.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,789,039.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	26,869.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,762,170.

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	2,833,610.		1,791,022.	1,042,588.
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				1,042,588.
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** 1,042,588.

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	1,259,042.	20,945,980.	0.060109
2011	1,062,063.	19,654,470.	0.054037
2010	863,795.	19,255,016.	0.044861
2009	521,440.	17,762,833.	0.029356
2008	804,971.	16,761,355.	0.048025

2	**Total** of line 1, column (d)	2	0.236388
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	0.047278
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,387,353.
5	Multiply line 4 by line 3	5	1,058,429.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,344.
7	Add lines 5 and 6	7	1,072,773.
8	Enter qualifying distributions from Part XII, line 4	8	1,408,405.

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 ▶ [X] and enter 1% of Part I, line 27b . . .	1	14,344.
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	14,344.
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	14,344.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . 6a 12,000.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c NONE		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	12,000.
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	2,344.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **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* . . .	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) ▶ OH			
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

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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.slempfoundation.org

14 The books are in care of ▶ SEE STATEMENT 18 Telephone no ▶

Located at ▶ ZIP+4 ▶

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		
	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
SEE STATEMENT 19		63,663.		

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

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

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

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	22,355,012.
b	Average of monthly cash balances	1b	373,265.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	22,728,277.
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	22,728,277.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	340,924.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,387,353.
6	**Minimum investment return.** Enter 5% of line 5	6	1,119,368.

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	1,119,368.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,344.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,344.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,105,024.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,105,024.
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	1,105,024.

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	1,408,405.
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	1,408,405.
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	14,344.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,394,061.

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					1,105,024.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				20,552.	
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 ▶ $ 1,408,405.					
a Applied to 2012, but not more than line 2a				20,552.	
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					1,105,024.
e Remaining amount distributed out of corpus		282,829.			
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		282,829.			
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					NONE
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		282,829.			
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	282,829.				

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:

SEE STATEMENT 21

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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*				
SEE ATTACHED STATEMENT - 1	NONE	CHARITABLE	PROGRAM SUPPORT	1,017,795.
SEE ATTACHED STATEMENT - 2	NONE	STUDENT	SCHOLARSHIPS	305,000.
Total . . . ▶ 3a				1,322,795.
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					
4 Dividends and interest from securities			14	531,593.	
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	1,042,588.	
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)				1,574,181.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,574,181.

(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

Nancy E. Smith | 11-5-14 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT MAIR, VICE PRESIDE		10/29/2014		P00365526

Firm's name ▶ U.S. BANK, N.A. — Firm's EIN ▶ 31-0841368

Firm's address ▶ P.O. BOX 1118, ML: CN-OH-W10X CINCINNATI, OH 45201-1118 — Phone no 513-632-4393

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	4,430.			4,430.
TOTALS	4,430.	NONE	NONE	4,430.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSES - 2%	110,645.	99,581.	11,065.
TOTALS	110,645.	99,581.	11,065.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,834.	3,834.
FEDERAL TAX PAYMENT - PRIOR YE	5,278.	
FEDERAL ESTIMATES - PRINCIPAL	12,000.	
FOREIGN TAXES ON QUALIFIED FOR	875.	875.
FOREIGN TAXES ON NONQUALIFIED	273.	273.
TOTALS	22,260.	4,982.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OHIO ATTORNEY GENERAL	200.		200.
INSURANCE	2,333.	700.	1,633.
ADR FEES	920.	920.	
ASSOCIATION OF SMALL FOUNDATIO	725.	217.	508.
CEMETERY MAINTENANCE	5,137.		5,137.
WEBSITE MAINTENANCE	1,600.		1,600.
POST OFFICE BOX	1,218.		1,218.
TOTALS	12,133.	1,837.	10,296.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	
PURCHASE ACRRUED INTEREST	1,464.
TOTALS	1,464.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ABBOTT LAB	26,434.	26,434.	40,900.
ALLERGAN INC	71,465.	71,465.	253,830.
ALLSTATE CORP	204,205.	204,205.	258,368.
ASHFORD HOSPITALITY	8,112.	9,873.	16,179.
AMERICAN ELECTRIC POWER	37,860.		
AMERICAN EQUITY INVT LIFE	13,746.	10,722.	23,050.
AMERICAN EXPRESS	79,340.	79,340.	189,740.
AMTRUST FINANCIAL SERVICES	4,133.	10,329.	19,985.
APPLE INC	355,233.	355,233.	650,510.
ARCTIC CAT INC	15,244.	13,002.	14,507.
ATT INC	74,092.	25,830.	35,360.
BARD C R INC	120,705.		
BUFFALO WILD WINGS	7,732.	6,066.	19,719.
BURNING TREE CLUB CORP	1.	1.	1.
CARDTRONICS INC	12,762.	10,877.	19,698.
CATERPILLAR INC	152,940.		
CENTENE CORP	11,422.	11,422.	25,178.
CHEVRON CORP	223,807.	184,478.	326,375.
CINEMARK HLDS	11,951.	11,951.	22,984.
COCA COLA CO	114,797.	114,798.	194,856.
COMCAST CORP CL A	35,400.	35,400.	107,360.
CONOCOPHILLIPS	96,127.	96,127.	171,460.
CRANE CO	7,575.	12,111.	20,300.
CYBERONICS INC	11,498.	11,498.	19,300.
DUKE ENERGY	189,903.	189,903.	400,626.
ENERSYS	7,190.	7,190.	24,627.
ENTEGRIS INC	8,603.	11,461.	20,301.
EXXON MOBIL CORP	3,339.	2,967.	805,440.
FINISAR CORP	11,905.	11,905.	14,457.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FIRST ENERGY CORP	36,000.		
GENERAL ELECTRIC CO	249,707.	202,144.	446,760.
GENERAL MILLS	66,670.	66,670.	105,080.
GOLDMAN SACHS GROUP	315,110.	152,060.	167,440.
HANGER ORTHOPEDIC GROUP	9,757.	9,757.	17,643.
ICU MED INC	5,917.		
ILLINOIS TOOL WORKS	46,950.	46,950.	87,560.
INTEL CORP	119,363.	82,069.	309,000.
IBM CORP	298,838.	194,100.	362,540.
INTUIT INC	247,581.	247,581.	934,148.
J P MORGAN CHASE	167,000.	167,000.	230,480.
JOHNSON & JOHNSON	289,562.	289,562.	523,100.
J2 GLOBAL COMM ONC	10,456.	10,456.	20,547.
KAPSTONE PAPER & PACKAGING COR	6,616.	6,770.	17,128.
LAKELAND FINANCIAL CORP	7,843.		
LITTELFUSE INC	11,223.	14,070.	22,866.
LOWES CO INC	157,350.	157,350.	287,940.
LSB INDS INC	12,843.		
MARATHON OIL CORP	135,101.	135,101.	457,882.
MASTEC INC	8,019.	8,019.	22,221.
MATTEL INC	72,372.	68,052.	116,910.
MAXIMUS INC	9,179.	14,560.	26,931.
MCDONALDS CORP	108,978.	108,978.	201,480.
MEASUREMENT SPECIALTIES INC	5,723.		
MEDNAX INC	10,729.		
MEDTRONIC INC	263,385.	263,385.	459,072.
MICROS SYS INC	9,580.		
MULTI FINELINE ELECTRONIX	14,599.		
NETGEAR INC	10,852.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NEWMONT MINING CORP	50,048.		
NEXTERA ENERGY INC	91,548.	91,548.	153,720.
NIKE INC	99,188.	99,188.	232,650.
OIL STATES INTL INC	5,860.		
PEPSICO	47,888.	47,888.	464,568.
PERICOM SEMICONDUCTOR	10,451.		
PFIZER INC	165,701.	165,701.	217,406.
PIOCHE ELY VY MINES	49.	49.	
PRAXAIR INC	138,832.	104,124.	398,520.
P & G	881.	705.	314,360.
PROSPERITY BANCSHARES INC	15,608.		
PUBLIC SVC ENTERPRISE	30,480.	30,480.	40,790.
QUALCOMM INC	271,960.	271,960.	594,000.
SONIC AUTOMOTIVE INC	8,189.		
STANLEY BLACK DECKER INC	126,270.	126,270.	175,640.
STATE STR CORP	260,846.	260,846.	403,560.
STONE ENERGY CORP	13,522.	13,046.	28,729.
T ROWE PRICE	106,300.	106,300.	168,820.
TAL INTL GROUP	13,373.	11,784.	17,389.
TARGET CORP	79,341.	45,338.	115,900.
TENNECO AUTOMOTIVE INC	16,336.	17,590.	29,762.
TEXAS ROADHOUSE	13,356.	11,017.	19,552.
TRIUMPH GROUP	16,168.	20,377.	28,277.
TUPPERWARE BRANDS CORP	8,553.		
UNITED TECNOLOGIES CORP	110,925.	110,925.	346,350.
VERIZON COMM INC	171,664.	171,664.	244,650.
VOLTERRA SEMICONDUCTOR	10,854.		
WAL MART STORES	43,725.	20,585.	525,490.
WASTE MGMT INC	216,154.	216,154.	402,570.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO	249,678.	249,678.	430,887.
WESBANCO INC	6,335.	8,789.	12,230.
ACCENTURE PLC	250,700.	200,560.	646,720.
AIR LIQUIDE	25,617.	30,827.	37,355.
ALLIANZ SE A D R	23,043.	31,418.	39,421.
ARM HLDGS PLC	8,501.	14,901.	26,873.
ATLAS COPCO AB	8,944.	14,740.	21,512.
B G GROUP P L C	13,863.	18,917.	23,336.
BUNGE LIMITED	16,659.	22,083.	24,356.
CANADIAN NATL RY	12,170.	17,914.	29,129.
COCHLEAR LTD UNSPON	10,579.	13,980.	13,059.
CSL LIMITED A D R	7,446.	13,048.	22,301.
DASSAULT SYSTEMS SA	18,157.	27,383.	45,863.
DBS GROUP HLDS	12,745.	16,890.	18,936.
FANUC LTD	17,517.	28,052.	36,214.
FRESENIUS MED CARE	25,990.	14,587.	16,745.
ICICI BANK LIMITED	20,003.	24,241.	29,591.
IMPERIAL OIL	12,236.	24,346.	30,578.
ITAU UNIBANCO HOLDINGS	24,931.	34,893.	34,578.
JGC CORP	21,050.	28,149.	27,245.
LONZA GROUP AG	15,470.		
LOREAL CO	15,244.	22,720.	32,229.
LVMH MOET HENNESSY LOU VUITT	8,195.	11,647.	15,856.
MTN GROUP LTD	7,586.	20,519.	23,405.
NESTLE SA SPONSORED	24,774.	35,367.	50,175.
NOVO NORDISK AS	11,038.	20,024.	24,943.
OAO GAZPROM SPON	11,118.		
PETROLEO BRASILEIRO	10,618.		
ROCHE HLDG LTD	15,127.	24,744.	43,119.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SAP AG	23,765.	21,304.	33,803.
SASOL LTD	7,172.	9,116.	12,652.
SCHLUMBERGER LTD	15,759.	21,977.	36,211.
SCHNEIDER ELECT	17,883.	25,097.	33,934.
SONOVA HOLDING	7,610.	10,024.	16,506.
SWATCH GROUP	8,392.	12,166.	17,146.
TAIWAN SEMICONDUCTOER	20,845.	36,124.	52,020.
TESCO PLC	13,045.	16,598.	12,760.
TURKIYE GARANTI BANKASI	20,878.	25,042.	19,398.
UNICHARM CORP	15,340.	22,565.	29,015.
UNILEVER PLC	7,140.	10,376.	15,269.
WPP PLC SPONSORED	16,894.	27,185.	43,596.
ALERE INC	12,272.	12,272.	19,833.
AMERICAN AXLE & MFG	8,558.	8,558.	18,909.
AMERICAN STATES WATER CO	5,064.	8,933.	10,035.
ATWOOD OCEANICS	14,327.	20,704.	22,881.
AZZ INCORPORATED	10,595.	6,329.	11,566.
BERKSHIRE HILLS	5,575.		
BRANDYWINE REALTY	7,754.	12,904.	19,110.
CHEMICAL FINANCIAL CORP	6,714.	8,143.	9,996.
CHESAPEAKE LODGING TR	10,092.	14,377.	21,917.
COMMUNITY TR BANCORP INC	5,839.	6,795.	7,528.
DSW INC CL A	9,823.	7,943.	10,617.
MARATHON PETROLEUM CORP	91,388.	91,388.	447,731.
MOOG INC CLASS A	12,149.	12,149.	21,284.
MYRIAD GENETICS	9,717.	8,963.	14,400.
NU SKIN ENTERPRISES	9,992.		
P P G INDS	135,866.	135,866.	315,225.
PHILLIPS 66	28,567.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PRIMORIS SERVICES CORP	10,499.	10,499.	19,813.
RAMCO-GERSHENSON PPTYS	7,907.		
SABRA HEALTH CARE REIT	5,850.	12,478.	21,303.
SPIRIT AIRLINES INC	8,958.	5,340.	20,553.
SWIFT TRANSPORTATION	12,407.	9,060.	21,244.
PROTECTIVE LIFE CORP	8,724.		
AIA GROUP	19,643.	28,144.	36,373.
ANHEUSER BUSH	15,316.	21,085.	30,344.
NOKIAN TYRES OYJ UNSPON	13,727.		
SYSMEX CORP UNSPON	12,918.	18,656.	30,311.
ABBVIE INC	28,666.	28,666.	56,440.
AFLAC INC	49,790.	49,790.	62,250.
BIO REFERENCE LABS	15,412.		
BLUCORA INC	12,555.	9,487.	11,209.
CARMIKE CINEMAS INC	8,510.	9,554.	17,811.
CELADON GROUP INC	10,084.	10,084.	11,470.
CNO FINANCIAL	14,189.	17,292.	24,831.
CST BRANDS INC	7,797.		
ELECTRONICS FOR IMAGING	14,029.	11,948.	23,142.
EPL OIL GAS INC	12,177.		
FIRSTMERIT CORP	15,599.	15,873.	19,177.
GRAPHIC PACKING HLDG	16,307.	16,307.	26,419.
HILLTOP HOLDINGS	15,122.	19,460.	25,491.
HOME BANCSHARES INC	8,282.		
LITHIA MOTORS INC	6,274.	6,274.	22,012.
MACK CALI REALTY	12,307.		
MADDEN STEVEN LTD	16,661.	16,661.	17,802.
MATRIX SERVICE CO	8,771.	8,771.	19,772.
MEDASSETS INC	17,249.	18,850.	22,041.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MERITOR INC	8,265.		
MICROSEMI CORP	11,024.	13,475.	18,491.
MYR GROUP INC	7,463.		
NEW RESIDENTIAL	8,978.		
NEW CASTLE INVT	14,299.		
ORBITAL SCIENCES CORP	14,436.	11,992.	25,856.
PACWEST BANCORP	15,500.		
PENNYMAC MTG INV	14,863.	14,863.	14,239.
QUESTCOR PHARMACEUTICALS	12,813.		
ROSETTA RESOURCES	18,281.	25,608.	29,729.
RPX CORP	6,518.	11,364.	13,313.
RUDOLPH TECH INC	9,449.		
SAPIENT CORP	10,829.	10,829.	15,433.
SINCLAIR BROADCAST GROUP	10,250.	10,250.	20,294.
STARBUCKS	112,630.	112,630.	154,760.
STERLING FINL CORP SPOKANE	16,411.		
TEREX CORP NEW	14,562.	12,242.	19,276.
TETRA TECH INC	14,303.		
THOR INDUSTRIES INC	15,771.	15,771.	23,715.
U S AIRWAYS GROUP	6,898.		
UNISYS CORP	12,645.	10,423.	13,483.
VALERO ENERGY CORP	86,878.	140,331.	207,915.
WABASH NATL CORP	11,377.	14,952.	19,922.
WELLPOINT INC	98,685.	98,685.	161,415.
YAHOO INC	50,895.	50,895.	101,877.
XINYI GLASS HOLDINGS	6,477.	4,976.	4,467.
BAIDU COM INC	13,821.	6,306.	12,703.
BANCO BILBAO VIZCAYA	14,810.	19,725.	24,735.
BAYERISCHE MOTOREN WERKE	10,680.	26,000.	32,402.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HONG KONG EXCHANGES	10,975.	14,092.	16,187.
POTASH CORP OF SASKATCHEWAN	17,234.		
SVENSKA HANDELSBANKEN	7,471.	10,707.	14,554.
AMN HEALTHCARE SVCS		10,789.	9,127.
AMSURG CORP		17,545.	16,451.
ARRIS GROUP		21,647.	21,112.
AUXILIUM PHARMACEUTICALS		10,846.	12,277.
BBCN BANCORP		18,212.	17,609.
BOISE CASCADE		20,284.	19,275.
BRUNSWICK CORP		6,432.	6,446.
CR BARD		120,705.	357,525.
EMERGENT BIOSOLUTIONS INC		13,455.	12,645.
ENANTA PHAR		8,046.	9,691.
GRAND CANYON EDUCATION		19,972.	19,445.
HORACE MANN EDUCATORS		9,481.	9,537.
I G A T E CAPITAL CORP		10,577.	15,866.
INTEGRATED SILICON SOLUTION		7,764.	10,723.
JETBLUE AIRWAYS CORP		18,246.	22,069.
KORN FERRY INTL		18,339.	20,911.
LA Z BOY INC		19,695.	16,636.
LAKELAND FINANCIAL		7,843.	14,234.
MENTOR GRAPHICS CORP		17,688.	16,889.
R F MICRO DEVICES INC		6,277.	6,310.
RADIAN GROUP		18,208.	17,491.
RYMAN HOSPITALITY PROP		6,282.	6,260.
SANCHEZ ENERGY CORP		12,920.	15,976.
SILICON IMAGE INC		10,985.	8,200.
SUMMIT HOTEL PORPERTIES		11,495.	13,314.
SYNAPTICS INC		16,318.	23,838.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
THORATEC CORP		19,729.	16,489.
TRIMAS CORP		17,674.	19,675.
UBIQUITI NETWORKS		21,676.	18,799.
UNION BANKSHARES		5,505.	6,413.
UNITED HEALTH GROUP		50,475.	57,225.
VCA INC		18,668.	23,300.
WESTERN ALLIANCE BANCORP		18,831.	25,775.
WILSHIRE BANCORP		17,009.	17,069.
WINTRUST FINL CORP		19,868.	21,850.
ENN ENERGY		12,043.	12,172.
FUCHS PETROLUB		12,535.	11,214.
MITSUBISHI ESTATE		18,591.	15,463.
MONOTARO CO		6,114.	7,285.
SANDS CHINA LTD		24,626.	23,368.
SYMRISE AG UNSPON		13,588.	13,501.
SLEMP CEMETERYN TURKEY COVE		1.	
TOTALS	9,324,464.	8,993,455.	18,958,569.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS 5.250	200,756.		
GEN ELEC CAP 5.625	99,896.	99,896.	113,203.
BOTTLING GROUP 5.125	105,644.	105,644.	113,464.
CISCO SYSTEMS 4.450	198,724.	198,724.	221,576.
BECTON DICKINSON 3.250	239,673.	239,673.	259,918.
DOVER CORP 4.300	259,310.	259,310.	274,773.
TOYOTO MOTOR CREDIT CORP	205,366.	205,366.	206,796.
BAXTER INTERNATIONAL 2.40	99,746.	99,746.	94,588.
GENERAL DYNAMICS CORP 2.250	98,437.	98,437.	94,478.
WALT DISNEY COMPANY 2.350	100,314.	100,314.	96,385.
GENERAL ELEC CAP CORP 3.10	101,499.	101,499.	99,215.
BERKSHIRE HATAWAY FIN		199,640.	201,098.
ORACLE CORP		95,336.	95,672.
ANHEUSER BUSCH INBEV		204,184.	205,260.
TOTALS	1,709,365.	2,007,769.	2,076,426.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES BARCLAYS TIPS BOND	C	256,932.	256,932.	276,864.
ISHARES S & P PREF STK	C	178,007.		
PIMCO TOTAL RETURN FD	C	559,716.	559,716.	568,928.
SPDR GOLD	C	195,842.	98,267.	128,040.
SLEMP CEMETERY TURKEY COVE	C	1.		
ISHARES MSCI EMERGING MKTS	C	327,071.	376,121.	391,232.
MIDCAP SPDR TR	C	120,527.	170,736.	237,110.
ISHARES CORE TOTAL US BOND	C	264,229.	264,229.	273,500.
ISHARES IBOXX INVESTMENT GRADE	C	100,576.	100,576.	98,390.
ISHARES S P U S PREFERRED	C		178,007.	178,597.
TOTALS		2,002,901.	2,004,584.	2,152,661.

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

DESCRIPTION	AMOUNT
ROUNDING	9.
RETURN OF CAPITAL ADJUSTMENT	26,860.
TOTAL	26,869.

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

NAME: U.S. BANK, N.A.

ADDRESS: P.O. BOX 1118, ML: CN-OH-W10X
CINCINNATI, OH 45201-1118

TELEPHONE NUMBER: (513)762-8878

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

OFFICER NAME:
NANCEY E. SMITH
ADDRESS:
P.O. BOX 5208
CINCINNATI, OH 45201
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 14,916.

OFFICER NAME:
MELISSA SMITH JENSEN
ADDRESS:
P.O. BOX 5208
CINCINNATI, OH 45201
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 14,916.

OFFICER NAME:
JAMES C. SMITH
ADDRESS:
P.O. BOX 5208
CINCINNATI, OH 45201
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 14,916.

OFFICER NAME:
PAMELA S ORCUTT
ADDRESS:
P.O. BOX 5208
CINCINNATI, OH 45201
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 14,915.

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

OFFICER NAME:
MARY ANNA EDMONDS
ADDRESS:
P.O. BOX 5208
CINCINNATI, OH 45201
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 4,000.

TOTAL COMPENSATION: 63,663.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
THE SLEMP FOUNDATION
ADDRESS:
C/O U.S BANK, N.A. P.O. 5208 ML: CN-OH-W7PT
CINCINNATI, OH 45201-5208
RECIPIENT'S PHONE NUMBER: 513-762-8878
FORM, INFORMATION AND MATERIALS:
APPLICATIONS FOR THE SCHOLARSHIPS & GRANT INSTRUCTIONS ARE AVAILABLE ON THE FOUNDATION'S WEBSITE
SUBMISSION DEADLINES:
SCHOLARSHIPS 10/15 FOR NEXT FALL SEMESTER, GRANTS HAVE NO DEADLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CHARITABLE GRANTS MUST BENEFIT THE RESIDENTS OF LEE OR WISE COUNTIES, VIRGINIA. SCHOLARSHIP RECIPIENTS MUST BE A RESIDENT OF LEE OR WISE COUNTY, VIRGINIA; OR A DESCENDANT OF A RESIDENT, THEREOF.

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	35,000.00	CHARITABLE CONTR- W CAMPBELL EDMONDS MEMORIAL CONCERT SERIES
HOSPICE SUPPORT SERVICES OF THE LENOWISCO AREA 313 WEST MAIN ST APPALACHIA, VA 24216	NONE	PUBLIC	10,000.00	CHARITABLE CONTR- OPERATING FUNDS GRANT
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	30,000.00	CHARITABLE CONTR- PUBLIC SCHOOL PROGRAMS 2014/2015
FRIENDS OF THE SOUTHWEST VA MUSEUM P O BOX 294 BIG STONE GAP, VA 24219	NONE	PUBLIC	18,000.00	CHARITABLE CONTR- 2014 GATHERING IN THE GAP FESTIVAL
BOY SCOUTS OF AMERICA SEQUOYAH COUNCIL 713 P O BOX 3010 JOHNSON CITY, TN 37602	NONE	PUBLIC	2,000.00	CHARITABLE CONTR- SUMMER CAMP SCHOLARSHIPS
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	10,000.00	CHARITABLE CONTR- 4-H ACTIVITIES FOR LEE & WISE COUNTY YOUTH
WILLIAM KING MUSEUM P O BOX 2256 ABINGDON, VA 24212-2256	NONE	PUBLIC	14,000.00	CHARITABLE CONTR- VANGOUGH OUTREACH PROGRAM

SLEMP FOUNDATION
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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
SEMINARY METHODIST CHURCH 1322 SHAWNEE AVE BIG STONE GAP, VA 24219	NONE	PUBLIC	1,000.00	CHARITABLE CONTR- CHRISTMAS OUTREACH
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	1,200.00	CHARITABLE CONTR- LEE COUNTY GARDEN PROGRAM
EASTSIDE HIGH SCHOOL P O BOX 2036 COEBURN, VA 24230	NONE	PUBLIC	6,500 00	CHARITABLE CONTR- SPRING MUSICAL PRODUCTION
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	33,333.33	CHARITABLE CONTR- APPALACHIAN WARFARE PROJECT
LONESOME PINE ARTS AND CRAFTS, INC. P O BOX 1976 BIG STONE GAP, VA 24219	NONE	PUBLIC	5,583.00	CHARITABLE CONTR- DRAMA PROGRAM FOR 5TH AND 8TH GRADERS
VIRGINIA STATE PARKS FDN DEPT OF CONSERVATION & REC 203 GOVERNOR ST, SUITE 302 RICHMOND, VA 23219-2010	NONE	GOVERNMENT	10,000.00	CHARITABLE CONTR- SOUTHWEST VIRGINIA MUSEUM
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	NONE	PUBLIC	10,000 00	CHARITABLE CONTR- GENERAL SCHOLARSHIPS LEE & WISE COUNTY STUDENTS

SLEMP FOUNDATION
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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
SEMINARY METHODIST CHURCH 1322 SHAWNEE AVE BIG STONE GAP, VA 24219	NONE	PUBLIC	709 12	CHARITABLE CONTR- REPLACEMENT DOOR FOR CHURCH
LEE COUNTY HEAD START P O BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	12,500.00	CHARITABLE CONTR- DOLLY PARTON IMAGINATION LIBRARY PROGRAM
LEE COUNTY HEAD START P O BOX 325 JONESVILLE, VA 24263	NONE	PUBLIC	7,000 00	CHARITABLE CONTR- BOOK-A-MONTH PROGRAM
APPALACHIA ELEMENTARY SCHOOL P O BOX 430 3965 KENT JUNCTION ROAD APPALACHIA, VA 24216	NONE	PUBLIC	5,000 00	CHARITABLE CONTR- LIBRARY READING AREAS FOR PRIMARY AND ELEMENTARY
UNION HIGH SCHOOL TWO CHAMPIONS AVENUE BIG STONE GAP, VA 24219	NONE	PUBLIC	9,807 61	CHARITABLE CONTR- MUSICAL INSTRUMENTS
WISE COUNTY PUBLIC SCHOOLS 628 LAKE STREET WISE, VA 24293	NONE	PUBLIC	150,000.00	CHARITABLE CONTR- PURCHASE HIGH SCHOOL SCIENCE TEXTBOOKS
LEE COUNTY SCHOOL BOARD 153 SCHOOL BOARD PLACE JONESVILLE, VA 24263	NONE	PUBLIC	481,511.20	CHARITABLE CONTR- RENOVATION OF LEE HIGH SCHOOL AUDITORIUM
SYMPHONY OF THE MOUNTAINS 1200 EAST CENTER STREET KINGSPORT, TN 37660	NONE	PUBLIC	15,000 00	CHARITABLE CONTR- FAMILY & SCHOOL CONCERTS IN POUND, VA

SLEMP FOUNDATION
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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	25,000 00	CHARITABLE CONTR- STUDENT ATHLETICS
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE ONE COLLEGE AVENUE WISE, VA 24293	NONE	PUBLIC	50,000 00	CHARITABLE CONTR- GRANT FOR AIMS PROGRAM
BOY SCOUTS OF AMERICA SEQUOYAH COUNCIL 713 P O BOX 3010 JOHNSON CITY, TN 37602	NONE	PUBLIC	5,000.00	CHARITABLE CONTR- ADULT NEW LEADER MATERIALS
BOY SCOUTS OF AMERICA SEQUOYAH COUNCIL 713 P O BOX 3010 JOHNSON CITY, TN 37602	NONE	PUBLIC	3,000.00	CHARITABLE CONTR- BOOKS, LITERATURE, UNIFORMS AND PROGRAM MATERIALS
PRO-ART P O BOX 179 WISE, VA 24293	NONE	PUBLIC	20,000 00	CHARITABLE CONTR- LEE COUNTY COMMUNITY PROGRAMMING
LONESOME PINE REGIONAL LIBRARY 124 LIBRARY ROAD S W WISE, VA 24293	NONE	PUBLIC	38751.2	CHARITABLE CONTR- GRANT FOR LIBRARY UPGRADES AND FURNISHINGS
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	1,500.00	CHARITABLE CONTR- HEALTHY LIFESTYLES & DISEASE PREVENTION WORKSHOPS

SLEMP FOUNDATION
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RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
VIRGINIA COOPERATIVE EXTENSION LEE COUNTY OFFICE P O BOX 10 JONESVILLE, VA 24263	NONE	GOVERNMENT	400.00	CHARITABLE CONTR- SUPPLIES FOR COOKING CLASSES AT 4-H CAMPS
VIRGINIA COOPERATIVE EXTENSION WISE COUNTY OFFICE P O BOX 1156 WISE, VA 24293-1156	NONE	GOVERNMENT	6,000.00	CHARITABLE CONTR- WISE COUNTY 4-H CAMP
TOTAL CHARITABLE CONTRIBUTIONS			1,017,795.46	

SLEMP FOUNDATION
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ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
STEPHEN BOST	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015 UNIVERSITY OF VIRGINIA
MATTHEW D LYNESS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
JORDAN N. GIBSON	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, VIRGINIA TECH
DUSTIN G FERRELL	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
HALEY HUNSUCKER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
OLIVIA OSBORNE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
HELEN OSBORNE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
ANNA C HUBBARD	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
BREANNA F KELLY	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
JESSE D DANIELS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, RADFORD UNIVERSITY
BRITTANY V RATLIFF	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, EAST TENNESSEE STATE UNIVERSITY
BRIANNA R CHILDRESS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
WILLIAM R PALMER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA @ WISE
KAYLA N DEUR	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, HOLLINS UNIVERSITY
FALLON N MEADE	NONE	N/A	1,250 00	TUITION PAYMENT- CLASS OF 2017, MOUNTAIN EMPIRE CC
HALEY S RASNIC	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, EAST TENNESSEE STATE UNIVERSITY
SAMANTHA WILLIAMS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, MOUNTAIN EMPIRE CC
SIA SLOCE	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
CIERRA BROOKS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
ASHTON GARDNER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015 MOUNTAIN EMPIRE COMM COLLEGE
AMBERLY DIETS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
MORGAN T LEGG	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
SARAH E BEAUCHAMP	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
JOSEPH S BRIGHT II	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
EVAN M CLARK	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA @ WISE
SARAJAYNE F VANOVER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
KELSEY R WEBB	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA AT WISE
KRISTEN R OSBORNE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, APPALACHIAN STATE UNIVERSITY
FALLON E MULLINS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, LINCOLN MEMORIAL UNIVERSITY

SLEMP FOUNDATION
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ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
JESSALYN G MULLINS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA AT WISE
JUSTIN R MOSIER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2014, EAST TENNESSEE STATE UNIVERSITY
LORI J MULLINS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA
VANESSA B FLEMING	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA
LOGAN COMPTON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
BRITTANY L BARNES	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, VIRGINIA TECH
ASHLEY MINTON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
KODY H GARDNER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
AUTUMN B MEADE	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
TYLER D ROBBINS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
ANDREW B HAMILTON	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, MOUNTAIN EMPIRE CC
KASSIDY N ELDRIDGE	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, MOUNTAIN EMPIRE CC
CHELSEA L RASNIC	NONE	N/A	1,250.00	TUITION PAYMENT- CLASS OF 2017, RADFORD UNIVERSITY
CATHERINE H ROBINSON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, EAST TENNESSEE STATE UNIVERSITY
KATLYN J MULLINS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, EAST TENNESSEE STATE UNIVERSITY
AFTYN M WOODARD	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, MOUNTAIN EMPIRE CC
LAURA E GIPE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
HANNAH B BOLLING	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
ASHLEY TAYLOR	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015 NORTH CAROLINA SCHOOL OF THE ART
DALLAS MULLINS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, LINCOLN MEMORIAL UNIVERSITY
CHELSEA BOYD	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015 UNIVERSITY OF VIRGINIA AT WISE
VICTORIA R MCCONNELL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
DILLON CLARK	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
KATHERINE M NELSON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, RADFORD UNIVERSITY
TESSA RAE SLOAN	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, MOUNTAIN EMPIRE CC
BAILEY C HELBERT	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA @ WISE
MICHAEL B. HALL	NONE	N/A	1,250.00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
DEANGELA V STIDHAM	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, MOUNTAIN EMPIRE COMM COLLEGE
KINSEY L HALL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
AMY L. HOLBROOK	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
OLIVIA K SAMERDYKE	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, MARY BALDWIN COLLEGE
MARY WHITAKER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, BEREA COLLEGE
CHASE MORELOCK	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015 USAFA
WILLIAM GIPE II	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015 VIRGINIA TECH
JASMINE N MITCHELL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
JOY N MITCHELL	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
STEPHEN L SAUCIER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, UNIV OF NC @ CHARLOTTE
SYDNEY A SKINNER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
HAYLEY D WYRICK	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, MILLIGAN COLLEGE
CHELSEY R. RIVERS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL UNIVERSITY
TOREY A. DORTON	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
OLIVIA WALLNER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
JOSHUA HERRING	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, LINCOLN MEMORIALUNIVERSITY
NOREEN REZA	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, YALE UNIVERSITY
LAUREN K RINER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, EMORY AND HENRY COLLEGE
DAKOTA B ICENHOUR	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
TYLER M ABSHER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, GEORGE MASON UNIVERSITY
DONALD HERRON III	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, LINCOLN MEMORIAL UNIVERSITY
WILLIAM SLEMP	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015 LINCOLN MEMORAL COLLEGE
ELIZABETH STAPELTON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
JASMINE SHOEMAKER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, JAMES MADISON UNIVERSITY
MARANDA N. MILES	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL UNIVERSITY
JUSTIN INGRAM	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA
CAITLIN M ROBERTS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, EAST TENNESSEE STATE
HEATHER F WELCH	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, UNION COLLEGE
ELIZABETH G HILDEBRAND	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
MARK B MULLINS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA AT WISE
JESSEE L. HARTSOCK	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, MOUNTAIN EMPIRE COMM COLLEGE

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
AFTON D. COPE	NONE	N/A	1,250.00	TUITION PAYMENT- CLASS OF 2014, EAST TENNESSEE SATE UNIVERSITY
ELIZABETH HILL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, FREE WILL BAPTIST BIBLE COLLEGE
TYLER HUGHES	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015 EAST TENNESSEE STATE
SIERRA G COMBS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
RYAN P PORTER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
MOLLY D SLEMP	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, BELMONT UNIVERSITY
MAKAYLA D CASTLE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA @ WISE
CHRISTIAN L COOMER	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, COASTAL CAROLINA UNIVERSITY
DELIA TOMLINSON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, VIRGINIA TECH
SAMANTHA BALTHIS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
HILLARY HOWARD	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015 BEREA COLLEGE
CAITLIN E ADKINS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
ANGEL M LAWSON	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, MOUNTAIN EMPIRE COMM COLLEGE
CHANNING T WEST	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
MITCHELL S MINAHAN	NONE	N/A	1,250.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA
DANIELLE D HUTCHISON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2016, UNIVERSITY OF VIRGINIA AT WISE
EMILEA J STAWICKI	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA @ WISE
SYDNEY D HALE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, WESTERN KENTUCKY UNIVERSITY
FRANKLIN L HOPSON	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
MEGAN N ROOP	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA @ WISE
NATHANIEL C MARSHALL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, COLLEGE OF WILLIAM & MARY
JULIA L STURGILL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, UNIVERSITY OF VIRGINIA AT WISE
ERIKK D BANKS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, VIRGINIA TECH
REBECCA L TATE	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE
CARALINE B MCDOWELL	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2017, ALICE LLOYD COLLEGE
AARON CLARK	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, COLLEGE OF CHARLESTON
ANNA G CLARK	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, BAYLOR UNIVERSITY
ASHLEY D GRIDER	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, RADFORD UNIVERSITY
KENNETH M D MCREYNOLDS	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2014, UNIVERSITY OF VIRGINIA AT WISE

SLEMP FOUNDATION
31-6025080
ATTACHMENT TO FORM 990-PF PART XV

RECIPIENT	RELATIONSHIP TO FUND MGR OR CONTR	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF GRANT OR CONTRIBUTION
MICHAEL J. FOX, JR.	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2014, BEREA COLLEGE
JACKSON AUSTIN	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2015, UNIVERSITY OF VIRGINIA AT WISE
TYLER J BREEDING	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, TENNESSEE TECH UNIVERSITY
BRYAN MCKEEN	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, U S MILITARY ACADEMY
OLIVIA BREEDING	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2015, EAST TENNESSEE STATE UNIVERSITY
ANDREW L AYERS	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2016, LINCOLN MEMORIAL UNIVERSITY
ALEXANDRA D. PETTEY	NONE	N/A	2,500 00	TUITION PAYMENT- CLASS OF 2014, LINCOLN MEMORIAL
COLSTON E POLLY	NONE	N/A	2,500.00	TUITION PAYMENT- CLASS OF 2017, U S NAVAL ACADEMY
ZACHARY DRESCH	NONE	N/A	1,250.00	TUITION PAYMENT- CLASS OF 2015 MIDDLE TENNESSEE STATE
TOTAL SCHOLARSHIPS			305,000.00	

APPLICATION FOR EDUCATIONAL GRANT
FROM
THE SLEMP FOUNDATION
BIG STONE GAP, VIRGINIA

THE TRUSTEES UNDER THE
WILL OF C. BASCOM SLEMP
C/O U.S. BANK
TRUST DIVISION
P.O. BOX 5208, M.L.: CN-OH-W7PT
CINCINNATI, OH 45201-5208

____
DATE OF APPLICATION

APPLICATION MUST BE POSTMARKED BY OCTOBER 15*th*

DEAR TRUSTEES:

I hereby make application for an educational grant for the school year from the Slemp Foundation. I have read the rules and regulations governing such grants and understand that any grants which may be made are subject to such regulations.

(Must be completed by applicant in Own Handwriting)

Name in full ______________________________

- Home Address ______________________________
- Mailing Address* ______________________________ (Include City, State and Zip Code)
- Your place of birth (City, State and County): ______________________________
- Telephone (____) - ______________ Your social security number ______________
- Date of Birth: ______________ Marital Status: ______________
- Are you a citizen of the United States? ______________
- Name of school now attending ______________ Year in school ______________
- Date you will graduate ______________ Major Subject ______________

Father's/Guardian's name ______________________________

- Home address ______________________________
- Employer ______________ Occupation ______________
- Father's place of birth ______________ County, State of ______________

Mother's name ______________________________

- Home address ______________________________
- Employer ______________ Occupation ______________
- Mother's place of birth ______________ County, State of ______________

If you are not a current resident of Lee or Wise Counties, Virginia, please explain your connection to this area. ______________________________

____

**This address will be used for all mailing until you otherwise notify the Trustees in writing.*

Number of brothers and sisters __________ Their ages, and schools they attend:

____

____

____

____

Name of college you wish to attend______________________________

- Address of college______________________________
- Has the college accepted your application?______________________________
- In what subject do you plan to major?______________________________
- Type of degree or certificate you seek______________________________

What is your planned field of endeavor______________________________

____

The applicant is advised that it is the intent of the Trustees of the Slemp Foundation to grant funds only to those who are unable to provide all of their own funds and would otherwise be unable to continue their education. The following questions should be answered with this thought in mind.

Why do you need aid? ______________________________

Do you have any debts at this time? __________ How much? $__________

Do you have a (1) savings account? __________(2) checking account?__________

Have you ever applied for funds from The Slemp Foundation before? __________ If so, when?__________

Have you received funds from The Slemp Foundation in prior years? __________

How much? __________ What years? __________

Have any of your brothers or sisters or parents received aid from the Slemp Foundation? __________

If yes, what are their names and when______________________________

____

____

Are you receiving, or expecting any other scholarships or grants for school this coming year? __________

(a) Type______________________________

(b)Amount______________________________

(c) From whom______________________________

Have you ever worked at a full or part time job? __________

JOB DESCRIPTION	EMPLOYER	LENGTH OF SERVICE

In what school activities have you participated? ______________________________

____

Organizations of which you are a member ______________________________

____

Honors you have received______________________________

List hobbies, if any______________________________

Military service, if any ______________________ Type of discharge____________

Are you in good health? ______________________________

I have requested the following to write a letter of reference about me and mail it directly to The Slemp Foundation, c/o U.S. Bank Trust Division, P.O. Box 5208, M.L.: CN-OH-W7PT, Cincinnati, Ohio 45201-5208. I have also informed them the deadline for submitting the letters is October 15th

(Five references are required of students applying for the first time)

______________________ School authority______________________

______________________ (Occupation)______________________

______________________ (Occupation)______________________

______________________ (Occupation)______________________

______________________ (Occupation)______________________

Estimated Annual College Expenses

Name of College______________________________

For the period ______________ to ______________ for the ____________ Year.
Fr., Soph., Jr., Sr.

MY ESTIMATED INCOME FOR ONE YEAR	/ MY ESTIMATED EXPENSES FOR ONE YEAR
Cash now on hand. .... $__________	Tuition ....$__________
Parents contribution..... ....$__________	Fees................ ....$__________
Other contributions...... ....$__________	Room and board........................$__________
Amount I will borrow.. . ... $__________	Personal expenses......................$__________
Other scholarships.......... ....$__________	
	Total estimated expenses...........$__________
	Difference between income and expenses.............$__________

Payment of grants approved will be made in installments 1/2 on or about August 15th and 1/2 on December 15th.

ATTACH RECENT PHOTOGRAPH HERE

I HEREBY CERTIFY THAT ALL OF THE ABOVE INFORMATION IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF. I ALSO AUTHORIZE THE SLEMP FOUNDATION TO USE MY NAME IN PUBLICATION UNLESS I OTHERWISE NOTIFY THEM IN WRITING.

____

SIGNATURE OF APPLICANT

TO BE COMPLETED BY THE PARENT OR GUARDIAN

Please provide any information which will assist us in the selection process.

____

____

____

____

____

____

____

I hereby certify that I have read the rules and regulations concerning the grant of funds by the Slemp Foundation. I further certify that I have read the information written on this form by my

____

(son, daughter, ward)

and such information is true to the best of my knowledge and belief.

____

SIGNATURE OF PARENT OR GUARDIAN