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Form **990-PF**

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

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation SLOAN-SWINDLE FAMILY FOUNDATION		A Employer identification number 20-8989997
Number and street (or P O box number if mail is not delivered to street address) 516 LOTUS LOOP		B Telephone number (see instructions) 501-371-6745
City or town, state or province, country, and ZIP or foreign postal code HOT SPRINGS AR 71913		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 203,219		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		
(Part I, column (d) must be on cash basis)		

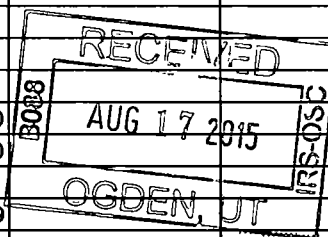
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4	4		
	4 Dividends and interest from securities	3,958	3,958		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,157			
	b Gross sales price for all assets on line 6a 114,198				
	7 Capital gain net income (from Part IV, line 2)		8,157		
	8 Net short-term capital gain			0	
	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	12,119	12,119	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	1,000	1,000		
	c Other professional fees (attach schedule) STMT 2	5,000	5,000		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	49	49		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 4	50	50		
	24 Total operating and administrative expenses. Add lines 13 through 23	6,099	6,099	0	
	25 Contributions, gifts, grants paid	0			
26 Total expenses and disbursements. Add lines 24 and 25	6,099	6,099	0		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,020				
b Net investment income (if negative, enter -0-)		6,020			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** 2014

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	193,592	11,015	11,015
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 5		188,597	192,204
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	193,592	199,612	203,219	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	193,592	199,612	
	30 Total net assets or fund balances (see instructions)	193,592	199,612	
	31 Total liabilities and net assets/fund balances (see instructions)	193,592	199,612	

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	193,592
2 Enter amount from Part I, line 27a	2	6,020
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	199,612
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	199,612

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 REGIONS - SEE ATTACHED		P	VARIOUS	VARIOUS
b REGIONS - CAPITAL GAIN DIV.		P	VARIOUS	VARIOUS
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 110,301		106,041	4,260
b 3,897			3,897
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			4,260
b			3,897
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	8,157
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	4,260

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))
2013	0	27,134	0.000000
2012	0	4,336	0.000000
2011	213	2,802	0.076017
2010	13,044	8,707	1.498105
2009	19,883	56,665	0.350887

2 Total of line 1, column (d)	2	1.925009
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	0.385002
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	197,931
5 Multiply line 4 by line 3	5	76,204
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60
7 Add lines 5 and 6	7	76,264
8 Enter qualifying distributions from Part XII, line 4	8	0

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	120
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	120
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	120
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
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	120
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 2015 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AR		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BLAKE & TINA LESTER 516 LOTUS LOOP Located at ► HOT SPRINGS	Telephone no ► 501-329-5341 ZIP+4 ► 71913		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1b	
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))	1c	X
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ No
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)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4a	X
		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	☐ Yes ☒ No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d) ☐ Yes ☒ No	5b 	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? If "Yes" to 6b, file Form 8870 ☐ Yes ☒ No 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	6b 	7b 	
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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
BLAKE LESTER	HOT SPRINGS	TRUSTEE			
516 LOTUS LOOP	AR 71913	1.00	0	0	0
TINA LESTER	HOT SPRINGS	TRUSTEE			
516 LOTUS LOOP	AR 71913	1.00	0	0	0
POLLY SWINDLE	HOT SPRINGS	TRUSTEE			
516 LOTUS LOOP	AR 71913	1.00	0	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				

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
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	168,763
b	Average of monthly cash balances	1b	32,182
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	200,945
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	200,945
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	3,014
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	197,931
6	Minimum investment return. Enter 5% of line 5	6	9,897

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	9,897
2a	Tax on investment income for 2014 from Part VI, line 5	2a	120
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	120
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,777
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,777
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,777

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	0
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				9,777
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009	17,172			
b From 2010	12,609			
c From 2011	73			
d From 2012				
e From 2013				
f Total of lines 3a through e	29,854			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ _____				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	9,777			9,777
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,077			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	7,395			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	12,682			
10 Analysis of line 9				
a Excess from 2010	12,609			
b Excess from 2011	73			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.
BLAKE & TINA LESTER 501-329-5341
516 LOTUS LOOP HOT SPRINGS AR 71913

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year N/A				
Total			▶ 3a	
b Approved for future payment N/A				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

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

Signature of officer or trusted

Date _____

Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

J. ALAN ABSTON, CPA

06/30/15

Firm's name ▶ **RASCO WINTER ABSTON MOORE & ASSOC., LLP**

PTIN P00180267

Firm's address ▶ 400 W CAPITOL AVE STE 1624
LITTLE ROCK, AR 72201-4805

Firm's EIN ► **71-0448488**

Phone no **501-375-8500**

Federal Statements

10:02 AM

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 1,000	\$ 1,000	\$	\$
TOTAL	\$ 1,000	\$ 1,000	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TRUSTEE FEES	\$ 5,000	\$ 5,000	\$	\$
TOTAL	\$ 5,000	\$ 5,000	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES WITHHELD	\$ 49	\$ 49	\$	\$
TOTAL	\$ 49	\$ 49	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
BANK FEES	50	50		
TOTAL	\$ 50	\$ 50	\$ 0	\$ 0

Federal Statements

10:02 AM

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
HELD BY REGIONS TRUST	\$	\$ 188,597	COST	\$ 192,204
TOTAL	\$ 0	\$ 188,597		\$ 192,204

Federal Statements**Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Statement 6 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER FORM, INCLUDING ORGANIZATION NAME, ADDRESS, PURPOSE
AND OTHER RELEVANT INFORMATION.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

ACCT H705 7055000463
FROM 01/01/2014
TC 12/31/2014

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
SWINDLE FAMILY FOUNDATION TN

TRUST YEAR ENDING 12/31/2014

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TAX PREPAPER: 6388
TRUST ADMINISTRATOR: 717
INVESTMENT OFFICER: 1136

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC 8949
14.4120 INVESCO DIVERSIFIED DIVIDEND FD CL R5 - 001413178 - MINOR = 62								
SOLD		02/20/2014	246.15					
ACQ	14.4120	01/29/2014	246.16	236.36	9.80	0.00	ST	C
31.4320 INVESCO DIVERSIFIED DIVIDEND FD CL R5 - 001413178 - MINOR = 62								
SOLD		05/20/2014	550.37					
ACQ	31.4320	01/29/2014	550.37	515.48	34.89	0.00	ST	C
6.1380 INVESCO INTERNATIONAL GROWTH FD CL R5 - 008882771 - MINOR = 64								
SOLD		02/20/2014	207.65					
ACQ	6.1380	01/29/2014	207.65	200.28	7.37	0.00	ST	C
17.1650 INVESCO INTERNATIONAL GROWTH FD CL R5 - 008882771 - MINOR = 64								
SOLD		05/20/2014	604.37					
ACQ	17.1650	01/29/2014	604.37	560.09	44.28	0.00	ST	C
75.4710 INVESCO INTERNATIONAL GROWTH FD CL R5 - 008882771 - MINOR = 64								
SOLD		10/28/2014	2573.58					
ACQ	1.2600	01/29/2014	42.97	41.11	1.86	0.00	ST	C
	74.2110	08/20/2014	2530.61	2668.64	-138.03	0.00	ST	C
61.6070 AMERICAN CENTURY SMALL CAP VALUE INST CL - 025075645 - MINOR = 62								
SOLD		09/20/2014	604.36					
ACQ	61.6070	01/29/2014	604.36	576.03	28.33	0.00	ST	C
12.3780 AMERICAN CENTURY GROWTH FUND-INSTL - 025083205 - MINOR = 62								
SOLD		02/20/2014	412.20					
ACQ	12.3780	01/29/2014	412.20	391.52	20.68	0.00	ST	C
5.0940 AMERICAN CENTURY GROWTH FUND-INSTL - 025083205 - MINOR = 62								
SOLD		05/20/2014	169.52					
ACQ	5.0940	01/29/2014	169.52	161.12	8.40	0.00	ST	C
456.9760 AMERICAN CENTURY GROWTH FUND-INSTL - 025083205 - MINOR = 62								
SOLD		08/20/2014	16222.65					
ACQ	456.9760	01/29/2014	16222.65	14454.14	1768.51	0.00	ST	C
1.9960 ARTISIAN FUND INC MID CAP - 04314H303 - MINOR = 62								
SOLD		10/28/2014	98.27					
ACQ	1.9960	08/20/2014	98.27	97.54	0.73	0.00	ST	C
4.2270 JP MORGAN MID CAP VALUE FD CL I - 339128100 - MINOR = 62								
SOLD		02/20/2014	149.61					
ACQ	4.2270	01/29/2014	149.61	143.59	6.02	0.00	ST	C
6.5780 JP MORGAN MID CAP VALUE FD CL I - 339128100 - MINOR = 62								
SOLD		05/20/2014	237.57					
ACQ	6.5780	01/29/2014	237.87	223.45	14.42	0.00	ST	C
17.8300 JP MORGAN MID CAP VALUE FD CL I - 339128100 - MINOR = 62								
SOLD		08/20/2014	677.73					
ACQ	17.8300	01/29/2014	677.73	605.69	72.04	0.00	ST	C
1.6460 JP MORGAN MID CAP VALUE FD CL I - 339128100 - MINOR = 62								
SOLD		10/28/2014	62.30					
ACQ	1.6460	01/29/2014	62.30	55.91	6.39	0.00	ST	C
378.2950 IVY HIGH INCOME FUND CL I - 466000122 - MINOR = 61								
SOLD		08/20/2014	3279.82					
ACQ	373.8450	01/29/2014	3241.24	3237.50	3.74	0.00	ST	C
	4.4500	02/20/2014	38.56		-0.18	0.00	ST	C
17.3830 JPMORGAN LARGE CAP GROWTH SL FD #3118 - 481200530 - MINOR = 62								
SOLD		02/20/2014	568.24					
ACQ	17.3830	01/29/2014	568.24	534.53	33.71	0.00	ST	C
8.9610 MFS RESH INTL FD CL I - 552983470 - MINOR = 64								
SOLD		02/20/2014	163.54					
ACQ	8.9610	01/29/2014	163.54	158.34	5.20	0.00	ST	C
16.3850 MFS RESH INTL FD CL I - 552983470 - MINOR = 64								
SOLD		05/20/2014	304.27					
ACQ	16.3850	01/29/2014	304.27	289.52	14.75	0.00	ST	C
147.9960 MFS RESH INTL FD CL I - 552983470 - MINOR = 64								
SOLD		10/28/2014	2619.53					
ACQ	147.9960	08/20/2014	2619.53	2760.12	-140.59	0.00	ST	C
4.4610 MFS VALUE FUND CL I - 552983694 - MINOR = 62								
SOLD		02/20/2014	147.82					
ACQ	4.4610	01/29/2014	147.82	142.90	4.92	0.00	ST	C
11.6310 MFS VALUE FUND CL I - 552983694 - MINOR = 62								
SOLD		05/20/2014	388.35					
ACQ	11.6310	01/29/2014	388.35	370.91	17.44	0.00	ST	C
454.4670 MFS VALUE FUND CL I - 552983694 - MINOR = 62								
SOLD		08/20/2014	15733.65					
ACQ	454.4670	01/29/2014	15733.65	14492.97	1240.68	0.00	ST	C
4.9820 NATIONWIDE GENEVA MID CAP GROWTH FUND - 638688690 - MINOR = 62								
SOLD		02/20/2014	147.63					
ACQ	4.9820	01/29/2014	147.63	141.14	6.49	0.00	ST	C
269.9690 NATIONWIDE GENEVA MID CAP GROWTH FUND - 638688690 - MINOR = 62								
SOLD		08/20/2014	8031.31					
ACQ	259.8750	01/29/2014	7711.28	7362.25	369.03	0.00	ST	C
	10.0850	05/20/2014	300.03	282.27	17.76	0.00	ST	C
1276.0010 PINCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL - 693390551 - MINOR = 61								
SOLD		05/20/2014	12321.45					
ACQ	1236.9870	01/29/2014	12914.14	12753.34	160.80	0.00	ST	C
	35.0140	02/20/2014	403.31		3.90	0.00	ST	C
1606.6550 PINCO FDS PAC INVT MGMT SER TOTAL RETURN PD II INSTL CL - 693390551 - MINOR = 61								
SOLD		10/28/2014	16773.48					
ACQ	1585.4610	01/29/2014	16552.21	16346.10	206.11	0.00	ST	C
	21.1940	08/20/2014	221.27	221.27	0.00	0.00	ST	C

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FROM 01/01/2014
TO 12/31/2014

REGIONS BANK, TRUST DEPARTMENT
STATEMENT OF CAPITAL GAINS AND LOSSES
SWINDLE FAMILY FOUNDATION TR

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TRUST YEAR ENDING 12/31/2014

TAX PREPAPER: 6388
TRUST ADMINISTRATOR: 717
INVESTMENT OFFICER: 1136

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC
13.7990 RE SMALL CAP GROWTH FUND - 74972H689 - MINOR = 62								
SOLD		08/20/2014	880.22					
ACQ	13.7990	02/20/2014	880.22	915.29	-35.07	0.00	ST	C
1.2960 RS SMALL CAP GROWTH FUND - 74972H689 - MINOR = 62								
SOLD		10/28/2014	84.85					
ACQ	1.2960	02/20/2014	84.85	85.96	-1.11	0.00	ST	C
263.0460 TCW CORE FIXED INCOME FUND - 87234N401 - MINOR = 61								
SOLD		02/20/2014	2893.52					
ACQ	263.0460	01/29/2014	2893.52	2896.14	-2.62	0.00	ST	C
609.2190 TCW CORE FIXED INCOME FUND - 87234N401 - MINOR = 61								
SOLD		05/20/2014	6804.98					
ACQ	609.2190	01/29/2014	6804.98	6707.50	97.48	0.00	ST	C
614.0540 TCW CORE FIXED INCOME FUND - 87234N401 - MINOR = 61								
SOLD		10/28/2014	6914.25					
ACQ	597.7420	01/29/2014	6730.58	6581.14	149.44	0.00	ST	C
15.6300 TEMPLETON GLOBAL BOND FUND ADV - 880208400 - MINOR = 61								
SOLD		05/20/2014	205.85					
ACQ	7.6330	01/29/2014	103.16	99.67	3.29	0.00	ST	C
2.3720 TEMPLETON GLOBAL BOND FUND ADV - 880208400 - MINOR = 61								
SOLD		10/28/2014	31.31					
ACQ	2.3720	08/20/2014	31.31	31.60	-0.29	0.00	ST	C
309.4180 VIRTUS SMALL-MID CAP FUND-I - 92828H528 - MINOR = 62								
SOLD		02/20/2014	7655.00					
ACQ	309.4180	01/29/2014	7655.00	7503.39	151.61	0.00	ST	C
52.6080 VIRTUS EMERGING MARKETS OPPORTUNITY-I - 92828H528 - MINOR = 64								
SOLD		05/20/2014	535.55					
ACQ	52.6080	01/29/2014	535.55	471.89	63.66	0.00	ST	C
TOTALS			110301.26	106041.56				

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00*
COVERED FROM ABOVE	4259.70	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	3897.11			0.00
	4259.70	0.00	3897.11	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00*
COVERED FROM ABOVE	4259.70	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	3897.11			0.00
	4259.70	0.00	3897.11	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
ARKANSAS	N/A	N/A