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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE OLIVER FAMILY FOUNDATION CO US BANK
A Employer identification number 31-1365209
B Telephone number (see instructions) (513) 632-4292
C If exemption application is pending, check here
G Check all that apply Initial return, Final return, Address change, etc.
H Check type of organization Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year \$ 17,351,493
J Accounting method Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	597,936	178,741	178,741		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 ▶ _____ 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)	10,790,448 <input checked="" type="checkbox"/>	12,951,002	17,172,752		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					0
	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)	11,388,384	13,129,743	17,351,493			
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				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	11,388,384	13,129,743			
	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)	11,388,384	13,129,743				
31	Total liabilities and net assets/fund balances (see instructions)	11,388,384	13,129,743				

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	11,388,384
2	Enter amount from Part I, line 27a	2	1,750,020
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	13,138,404
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	8,661
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,129,743

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table			
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 See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	1,061,982
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 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	993,823	13,553,115	0.073328
2012	428,411	10,794,750	0.039687
2011	447,274	8,003,611	0.055884
2010	292,848	6,705,674	0.043672
2009	380,771	5,815,554	0.065475

2 Total of line 1, column (d).	2	0.278046
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	0.055609
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	16,024,836
5 Multiply line 4 by line 3.	5	891,125
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	15,199
7 Add lines 5 and 6.	7	906,324
8 Enter qualifying distributions from Part XII, line 4.	8	1,036,578

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	15,199
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	15,199
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	15,199
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	28,050
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	28,050
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,851
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 12,851 Refunded	11	0

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of U S BANK NA Telephone no (513) 632-4393 Located at P O BOX 1118 CN-OH-W10X CINCINNATI OH ZIP+4 45201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
1b	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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b		No
1c	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?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b	Yes	
	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 Additional Data Table				

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.		0

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	
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	
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	15,747,771
b	Average of monthly cash balances.	1b	521,098
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,268,869
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	16,268,869
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	244,033
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,024,836
6	Minimum investment return. Enter 5% of line 5.	6	801,242

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	801,242
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	15,199
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	15,199
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	786,043
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	786,043
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	786,043

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	1,036,578
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,036,578
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	15,199
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,021,379

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				786,043
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			10,484	
b Total for prior years 2012, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				0
b From 2010.				0
c From 2011.				0
d From 2012.				0
e From 2013.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>1,036,578</u>				
a Applied to 2013, but not more than line 2a			10,484	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				786,043
e Remaining amount distributed out of corpus	240,051			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	240,051			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	240,051			
10 Analysis of line 9				
a Excess from 2010.				0
b Excess from 2011.				0
c Excess from 2012.				0
d Excess from 2013.				0
e Excess from 2014.	240,051			

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 organization 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 organization 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))
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

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
 U S BANK N A AGENT
 PO BOX 1118 CN-OH-W7PT
 CINCINNATI, OH 452011118
 (513) 632-4292
- b** The form in which applications should be submitted and information and materials they should include
 NONE
- 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
 SHOULD BE LIMITED TO THE GREATER CINCINNATI AREA

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			 3a	1,024,500
b <i>Approved for future payment</i>				
Total			 3b	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
390 AT&T INC			2014-01-09
2089 99992 AT&T INC			2014-01-09
50 00008 AT&T INC		2008-03-10	2014-01-09
370 KIMBERLY CLARK CORP			2014-01-09
60 KIMBERLY CLARK CORP		2013-10-29	2014-01-09
390 MCDONALDS CORP COM			2014-01-09
1439 99909 MCDONALDS CORP COM			2014-01-09
60 00091 MCDONALDS CORP COM		2012-02-08	2014-01-09
3295 AT&T INC			2014-02-10
260 BRISTOL-MYERS SQUIBB CO			2014-02-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,268		13,598	-330
71,103		71,086	17
1,701		1,757	-56
38,299		37,275	1,024
6,211		6,476	-265
37,445		37,643	-198
138,258		113,899	24,359
5,761		6,062	-301
106,428		91,463	14,965
13,231		13,580	-349

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-330
			17
			-56
			1,024
			-265
			-198
			24,359
			-301
			14,965
			-349

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1580 BRISTOL-MYERS SQUIBB CO		2008-11-10	2014-02-10
2079 ONE GAS INC WI			2014-02-10
185 ONE GAS INC WI			2014-02-10
740 ONEOK INC			2014-02-26
2305 ONEOK INC			2014-02-26
990 WILLIAMS COS INC COM W/RTS ATTACHED			2014-02-26
2785 WILLIAMS COS INC COM W/RTS ATTACHED			2014-02-26
2880 BRISTOL-MYERS SQUIBB CO		2008-11-10	2014-03-20
3870 INTEL CORP			2014-03-20
3335 INTEL CORP			2014-03-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
80,403		32,863	47,540
67,080		32,430	34,650
5,966		5,302	664
43,838		36,528	7,310
136,550		81,428	55,122
40,624		34,986	5,638
114,279		85,195	29,084
155,516		59,902	95,614
96,881		95,815	1,066
83,488		77,465	6,023

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			47,540
			34,650
			664
			7,310
			55,122
			5,638
			29,084
			95,614
			1,066
			6,023

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
140 00088 AUTOMATIC DATA PROCESSING INC COM			2014-04-16
59 99912 AUTOMATIC DATA PROCESSING INC COM		2013-12-12	2014-04-16
895 AUTOMATIC DATA PROCESSING INC COM			2014-04-16
740 MATTEL INC COM W/RIGHTS ATTACHED EXP 2/17/2002			2014-04-16
8260 MATTEL INC COM W/RIGHTS ATTACHED EXP 2/17/2002			2014-04-16
1120 CULLEN FROST BANKERS INC			2014-05-13
755 CULLEN FROST BANKERS INC		2013-08-21	2014-06-05
4350 INTEL CORP			2014-06-05
260 INTEL CORP		2014-04-21	2014-06-05
620 CULLEN FROST BANKERS INC			2014-06-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,515		10,964	-449
4,506		4,643	-137
67,218		38,013	29,205
28,266		33,114	-4,848
315,505		208,392	107,113
85,439		83,022	2,417
57,588		55,558	2,030
119,446		96,445	23,001
7,139		7,015	124
48,674		45,245	3,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-449
			-137
			29,205
			-4,848
			107,113
			2,417
			2,030
			23,001
			124
			3,429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
495 HCP INC			2014-06-18
190 HCP INC			2014-06-18
1215 WILLIAMS COS INC COM W/RTS ATTACHED		2012-02-03	2014-06-18
180 WILLIAMS COS INC COM W/RTS ATTACHED		2014-04-21	2014-06-18
350 CULLEN FROST BANKERS INC			2014-08-01
710 CULLEN FROST BANKERS INC		2013-07-02	2014-08-01
1090 GLAXO SMITHKLINE P L C A D R			2014-08-01
4930 GLAXO SMITHKLINE P L C A D R			2014-08-01
350 APPLE COMPUTER INC COM			2014-09-08
1650 APPLE COMPUTER INC COM		2013-07-02	2014-09-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,898		19,760	138
7,638		7,577	61
70,033		35,803	34,230
10,375		7,579	2,796
26,751		25,041	1,710
54,266		48,986	5,280
51,840		57,245	-5,405
234,469		209,522	24,947
34,692		27,344	7,348
163,547		96,817	66,730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			138
			61
			34,230
			2,796
			1,710
			5,280
			-5,405
			24,947
			7,348
			66,730

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
270 REALTY INCOME CORP			2014-09-08
2770 REALTY INCOME CORP			2014-09-08
3333 CDK GLOBAL INC		2013-12-17	2014-10-10
19 6667 CDK GLOBAL INC		2013-12-17	2014-11-03
852 3333 CDK GLOBAL INC			2014-11-03
2390 HCP INC			2014-11-03
7405 INTEL CORP			2014-11-03
2210 HCP INC		2008-11-18	2014-11-19
12 5 HALYARD HEALTH INC		2014-04-21	2014-11-19
554 5 HALYARD HEALTH INC			2014-11-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,137		10,537	1,600
124,517		72,475	52,042
9		10	-1
657		584	73
28,490		11,466	17,024
104,903		55,003	49,900
251,562		155,702	95,860
97,077		40,875	56,202
479		459	20
21,253		12,275	8,978

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,600
			52,042
			-1
			73
			17,024
			49,900
			95,860
			56,202
			20
			8,978

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
1110 ALTRIA GROUP INC			2014-12-09
390 ALTRIA GROUP INC			2014-12-09
500 JOHNSON & JOHNSON			2014-12-09
570 KRAFT FOODS GROUP INC			2014-12-09
230 KRAFT FOODS GROUP INC			2014-12-09
140 TUPPERWARE BRANDS CORP			2014-12-09
270 00013 TUPPERWARE BRANDS CORP			2014-12-09
89 99987 TUPPERWARE BRANDS CORP		2013-02-19	2014-12-09
5 HALYARD HEALTH INC		2009-04-22	2014-12-11
1760 ALTRIA GROUP INC			2014-12-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
56,027		47,389	8,638
19,685		13,999	5,686
53,809		51,945	1,864
34,245		33,573	672
13,818		12,864	954
9,019		12,787	-3,768
17,393		21,608	-4,215
5,798		7,113	-1,315
19		8	11
86,436		52,649	33,787

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,638
			5,686
			1,864
			672
			954
			-3,768
			-4,215
			-1,315
			11
			33,787

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
1640 APPLE COMPUTER INC COM		2013-07-02	2014-12-16
80 APPLE COMPUTER INC COM		2014-12-04	2014-12-16
1795 CULLEN FROST BANKERS INC		2013-07-02	2014-12-16
80 CULLEN FROST BANKERS INC		2014-12-04	2014-12-16
3090 ONEOK INC			2014-12-16
410 ONEOK INC			2014-12-16
1505 TUPPERWARE BRANDS CORP			2014-12-16
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
175,261		96,230	79,031
8,549		9,291	-742
124,145		123,846	299
5,533		5,896	-363
137,107		73,926	63,181
18,192		22,918	-4,726
92,454		118,693	-26,239
			4,158

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			79,031
			-742
			299
			-363
			63,181
			-4,726
			-26,239

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
RICHARD D OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
JOHN C OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
DEBRA OLIVER C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
VERE W GAYNOR C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		
CHRISTINE A BUTTRESS ESQ C/O US BANK POB 1118 CN-OH-W10X CINCINNATI, OH 45202	TRUSTEE 0	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BARNES FOUNDATION ATTN BENEDICT LECA 2025 BENJAMIN FRANKLIN PKWY PHILADELPHIA, PA 19130	NONE	PUBLIC	CHARITABLE PURPOSES	15,000
RONALD MCDONALD HOUSE CHARITIES OF GREATER CINCINNATI 350 ERKENBRECHER AVENUE CINCINNATI, OH 45229	NONE	PUBLIC	CHARITABLE PURPOSES	2,000
RIVERS UNLIMITED PO BOX 20231 CINCINNATI, OH 45220	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
BREWERY HERITAGE TRAIL 1619 MOORE ST CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
INDIAN HILL CHURCH 6000 DRAKE ROAD CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CIVIC GARDEN CENTER OF GREATER CINCINNATI 2715 READING ROAD CINCINNATI, OH 45206	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
JOY OUTDOOR EDUCATION CENTER FOUNDATION INC PO BOX 157 CLARKSVILLE, OH 45113	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
HISTORIC SOUTHWEST OHIO ATTN JANE MCCONE EXEC DIRECTOR PO BOX 62475 CINCINNATI, OH 452620475	NONE	PUBLIC	CHARITABLE PURPOSES	2,000
CRAYONS TO COMPUTERS 1350 TENNESSEE AVE CINCINNATI, OH 45229	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
NEEDIEST KIDS OF ALL 312 ELM STREET CINCINNATI, OH 452022739	NONE	PUBLIC	CHARITABLE PURPOSES	1,500
ARTSWAVE 20 E CENTRAL PARKWAY CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
ARTWORKS 20 E CENTRAL PARKWAY 200 CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
ATWILL MEMORIAL CHAPEL 105 N NORTHCOTT DRIVE NORTHPORT, MI 49670	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
BEECHWOOD HOME 2140 POGUE AVENUE CINCINNATI, OH 45208	NONE	PUBLIC	CHARITABLE PURPOSES	145,000
BETTS HOUSE RESEARCH CENTER 416 CLARK STREET CINCINNATI, OH 45203	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
Total			3a	1,024,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF GREATER CINTI 600 DALTON AVENUE CINCINNATI,OH 452031214	NONE	PUBLIC	CHARITABLE PURPOSES	65,000
BOYS HOME GIRLS HOPE 4225 MALSBUY ROAD BLUE ASH,OH 45242	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CHILDRENS HOME OF CINCINNATI 5050 MADISON ROAD CINCINNATI,OH 45227	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI BALLET 1555 CENTRAL PARKWAY CINCINNATI,OH 452142863	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI MUSEUM CENTER 1301 WESTERN AVENUE CINCINNATI,OH 45203	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
CINCINNATI NAUTRE CENTER 4949 TEALTOWN ROAD MILFORD,OH 45150	NONE	PUBLIC	CHARITABLE PURPOSES	130,000
CINCINNATI ZOO & BOTANICAL GARDEN 3400 VINE STREET CINCINNATI,OH 452201399	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
CINCINNATI ART MUSEUM 953 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	40,000
CINCINNATI PARKS FOUNDATION 950 EDEN PARK DRIVE CINCINNATI,OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	250,000
CONVALESCENT HOSPITAL FOR CHILDREN ASSOCIATION OF VOLUNTEERS 3333 BURNET AVENUE CINCINNATI,OH 45229	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
CINCINNATI SYMPHONY ORCHESTRA 1241 ELM STREET CINCINNATI,OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	20,000
DRESS FOR SUCCESS CINCINNATI 135 WEST 4TH STREET CINCINNATI,OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	2,000
DARKNESS TO LIGHT 7 RADCLIFFE STREET STE 200 CHARLESTON,SC 49403	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
FREESTORE FOODBANK 1141 CENTRAL PARKWAY CINCINNATI,OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
HABITAT FOR HUMANITY 4910 PARA DRIVE CINCINNATI,OH 45237	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
Total				1,024,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE SEVEN HILLS SCHOOL 5400 RED BANK ROAD CINCINNATI, OH 452271198	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
THE HILLSIDE TRUST 710 TUSCULUM AVENUE CINCINNATI, OH 45226	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
HOSPICE OF CINCINNATI P O BOX 633597 CINCINNATI, OH 452633597	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
INTERLOCHEN CENTER FOR THE ARTS PO BOX 199 INTERLOCHEN, MI 49643	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
KENZIE'S CLOSET PO BOX 43285 CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	3,000
LADD 3603 VICTORY PKWY CINCINNATI, OH 452992207	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
LEELANAU CONSERVANCY PO BOX 1007 LEELAND, MI 496541007	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
LINDER CENTER OF HOPE 4075 OLD WESTERN ROW ROAD MASON, OH 45040	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
THE LOWELL WHITEMAN SCHOOL 42605 ROUTH COUNTY ROAD 36 STEAMBOAT SPRINGS, CO 80487	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
CINCINNATI PRESERVATION ASSOCIATION 342 WEST FOURTH ST CINCINNATI, OH 452022603	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
RUFFED GROUS SOCIETY 451 MCCORMICK ROAD CORAOPOLIS, PA 15108	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
STEPPING STONES CENTER 5650 GIVEN ROAD CINCINNATI, OH 45243	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
TAFT MUSEUM OF ART DEVELOPMENT OFFICE 316 PIKE STREET CINCINNATI, OH 452024293	NONE	PUBLIC	CHARITABLE PURPOSES	190,000
TRAILBLAZERS BOOSTER CLUB 100 OLYMPIC DRIVE MILFORD, OH 45040	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
UNITED WAY 2400 READING ROAD CINCINNATI, OH 452021468	NONE	PUBLIC	CHARITABLE PURPOSES	10,000
Total			3a	1,024,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VISITING NURSE ASSOCIATION 2400 READING ROAD CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	5,000
WOUNDED WARRIORS PO BOX 758517 TOKEKA, KS 66675	NONE	PUBLIC	CHARITABLE PURPOSES	2,500
YWCA OF CINCINNATI 898 WALNUT STREET CINCINNATI, OH 45202	NONE	PUBLIC	CHARITABLE PURPOSES	1,000
Total				1,024,500

3a

TY 2014 Accounting Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,500			1,500

**TY 2014 Investments Corporate
Stock Schedule****Name:** THE OLIVER FAMILY FOUNDATION CO US BANK**EIN:** 31-1365209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	180,989	184,357
ALTRIA GROUP INC	120,202	309,169
AUTOMATIC DATA PROCESSING	93,690	228,184
BRISTOL-MYERS SQUIBB CO		
COCA COLA COMPANY	317,432	407,339
EMERSON ELEC CO	334,610	485,506
GENUINE PARTS CO	126,275	294,133
HCP INC		
HEALTH CARE REIT INC	233,372	409,375
AT&T INC		
INTEL CORP		
JOHNSON & JOHNSON	432,024	638,400
KIMBERLY CLARK CORP	295,224	548,815
MCDONALDS CORP	267,119	410,406
PHILIP MORRIS INTL	241,110	388,842
REALTY INCOME CORP		
QUALCOMM INC	352,576	401,754
CULLEN FROST BANKERS		
GLAXO SMITHKLINE PLC ADR		
NOVARTIS AG ADR	284,287	471,176
LOCKHEED MARTIN CORP	380,725	574,821
NEXTERA ENERGY INC	311,328	443,973
ONEOK INC	68,059	145,636
MICROSOFT CORP	347,618	551,129
BLACKROCK INC	370,946	534,552
PAYCHEX INC	336,753	379,056
KINDER MORGAN INC	116,910	127,565
MATTEL INC		
MERCK AND CO INC NEW	334,551	429,048
SPECTRA ENERGY CORP	386,101	416,180

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BCE INC	253,436	307,033
ANALOG DEVICES INC	358,225	443,327
ARTHUR J GALLAGHER CO	220,039	279,420
BAXTER INTL INC	407,400	460,628
CHEVRON CORP	450,465	458,255
CISCO SYS INC	417,444	555,048
GENERAL ELEC CO	467,802	533,576
KRAFT FOODS GROUP INC	375,665	501,280
WILLIAMS COS INC	215,266	319,973
ABBVIE INC	308,498	569,655
APPLE INC		
TUPPERWARE BRANDS		
US BANCORP	404,895	508,385
VENTAS INC	324,597	368,897
WISCONSIN ENERGY CORP	316,376	392,122
J P MORGAN CHASE	384,067	396,444
MARSH MCLENNAN	167,569	185,744
MAXIM INTEGRATED PRD	237,120	227,711
P N C FINANCIAL	258,962	267,760
PEPSICO INC	312,403	327,650
THE HERSHEY CO	316,759	351,803
3M CO	510,017	630,989
LYONDELLBASELL INDS	312,096	307,636

TY 2014 Legal Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - INCOME (ALLOCABLE	6,648			6,648

TY 2014 Other Decreases Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Amount
RETURN OF CAPITAL BASIS ADJUSTMENT	8,658
ROUNDING ADJUSTMENT	3

TY 2014 Other Expenses Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	541	0		541
OTHER NONALLOCABLE EXPENSES -	36	36		0

TY 2014 Other Professional Fees Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSES - 2%	7,476	6,729		748
INVESTMENT MGMT FEES- SUBJECT T	26,408	23,767		2,641

TY 2014 Taxes Schedule

Name: THE OLIVER FAMILY FOUNDATION CO US BANK

EIN: 31-1365209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	5,428	5,428		0
FEDERAL TAX PAYMENT - PRIOR YR	1,421	0		0
FEDERAL ESTIMATES	28,050	0		0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at**
www.irs.gov/form990.

2014

Name of the organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERTRUDE M OLIVER NON EXEMPT CLT #2 C/O JOHN J KROPP TRUSTEE 511 WALNUT STREET SUITE 1900 CINCINNATI, OH 45202	\$ 1,152,456	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	OLIVER CHARITABLE LEAD TRUST 1 C/O JOHN J KROPP TRUSTEE 511 WALNUT STREET SUITE 1900 CINCINNATI, OH 45202	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	GERTRUDE M OLIVER GST EXEMPT CLT #2 C/O JOHN J KROPP TRUSTEE 511 WALNUT STREET SUITE 1900 CINCINNATI, OH 45202	\$ 60,085	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization
THE OLIVER FAMILY FOUNDATION CO US BANK

Employer identification number
31-1365209

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____