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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
Hatton Foundation

A Employer identification number
31-1533046

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1776 Mentor Avenue

B Telephone number (see instructions)
(513) 351-1945

City or town, state or province, country, and ZIP or foreign postal code
Cincinnati, OH 45212

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 29,029,387

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

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

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	216,298	216,298		
	4	Dividends and interest from securities	444,089	444,089		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,495,525			
	b	Gross sales price for all assets on line 6a 8,000,787				
	7	Capital gain net income (from Part IV, line 2)		1,495,525		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-87,557	-87,557		
	12	**Total.** Add lines 1 through 11	2,068,355	2,068,355		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,100			3,100
	14	Other employee salaries and wages	4,589	688		3,901
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	170			170
	b	Accounting fees (attach schedule)	10,360	3,626		6,734
	c	Other professional fees (attach schedule)	336,388	298,649		37,739
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	66,068	8,819		875
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	2,169	217		1,952
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	11,984	2,346		3,518
	24	**Total operating and administrative expenses.** Add lines 13 through 23	434,828	314,345		57,989
	25	Contributions, gifts, grants paid	1,355,240			1,355,240
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,790,068	314,345		1,413,229
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	278,287			
	b	**Net investment income** (if negative, enter -0-)		1,754,010		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	103,228	181,067	181,067
	2 Savings and temporary cash investments	1,628,079	1,150,030	1,150,030
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	15,591,307	15,616,437	15,616,437
	c Investments—corporate bonds (attach schedule)	4,926,260	5,278,576	5,278,576
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6,365,677	6,803,277	6,803,277
	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)	28,614,551	29,029,387	29,029,387
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 ▶ ☐ 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	28,614,551	29,029,387	
	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)	28,614,551	29,029,387	
	31 **Total liabilities and net assets/fund balances** (see instructions)	28,614,551	29,029,387	

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	28,614,551
2	Enter amount from Part I, line 27a	2	278,287
3	Other increases not included in line 2 (itemize) ▶	3	136,549
4	Add lines 1, 2, and 3	4	29,029,387
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	29,029,387

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)
1 a	Capital Gain Dividends			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				89,983
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,495,525
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	1,313,550	27,078,721	0 04851
2012	1,306,027	25,396,257	0 05143
2011	1,238,918	25,917,008	0 04780
2010	959,158	23,898,384	0 04014
2009	1,283,232	21,358,565	0 06008

2	**Total** of line 1, column (d).	2	0 24795
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 04959
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	28,693,292
5	Multiply line 4 by line 3.	5	1,422,929
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,540
7	Add lines 5 and 6.	7	1,440,469
8	Enter qualifying distributions from Part XII, line 4.	8	1,413,229

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 ▶ ☐ 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	35,080
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	35,080
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	35,080
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 38,800		
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	38,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,720
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 3,720 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Susan Ingmire Telephone no ▶

Located at ▶1776 Mentor Avenue Cincinnati OH ZIP+4 ▶45212

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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?	16		No
	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 ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		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? ☐ **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.)*	3b		No
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)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☑ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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 ▶				

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	
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	27,566,335
b	Average of monthly cash balances		1b	1,563,911
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	29,130,246
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	
3	Subtract line 2 from line 1d		3	29,130,246
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	436,954
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	28,693,292
6	**Minimum investment return.** Enter 5% of line 5		6	1,434,665

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

1	Minimum investment return from Part X, line 6		1	1,434,665
2a	Tax on investment income for 2014 from Part VI, line 5	2a 35,080		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	35,080
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,399,585
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,399,585
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	1,399,585

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	1,413,229
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	1,413,229
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,413,229

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				1,399,585
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,208,210	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,413,229				
a Applied to 2013, but not more than line 2a			1,208,210	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				205,019
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).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				1,194,566
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) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
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 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

Susan Ingmire
1776 Mentor Ave
Cincinnati, OH 45212
(513) 351-1945

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

Please contact the Foundation

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

Foundation's focus is on medical organizations, mentoring programs and programs for underpivileged and disabled children and their families

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				1,355,240
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	216,298	
4 Dividends and interest from securities. . . .			14	444,089	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	87,557	
8 Gain or (loss) from sales of assets other than inventory			18	1,495,525	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,068,355	

13 Total. Add line 12, columns (b), (d), and (e). **13** 2,068,355

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-05-13	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Mark R Dickey CPA				P00183368

Firm's name ▶ John F Dickey & Co CPAs

Firm's EIN ▶

Firm's address ▶ 1251 Nilles Rd Unit 19 Fairfield, OH 45014

Phone no (513) 829-4500

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
Walter Lunsford 4755 Lake Forest DrSuite 200 Cincinnati, OH 45242	Executive Direc 5 00	0		
Steve Scherzinger 4755 Lake Forest DrSuite 200 Cincinnati, OH 45242	President 1 00	0		700
Jeffrey Holtmeier 4755 Lake Forest DrSuite 200 Cincinnati, OH 45242	Vice President 1 00	0		600
Margaret Lunsford 4755 Lake Forest DrSuite 200 Cincinnati, OH 45242	Treasurer 1 00	0		500
Robert Robinson 4755 Lake Forest DrSuite 200 Cincinnati, OH 45242	Secretary 1 00	0		600
Kim Beach 4755 Lake Forest DrSuite 200 Cincinnati, OH 45242	Trustee 1 00	0		700

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Cincinnati Parks Foundation 421 Oak Street Cincinnati, OH 45219	None	Exempt	Event Support	5,000
Big Brothers Big Sisters 2400 Reading Rd Suite 407 Cincinnati, OH 45202	None	Exempt	Site-Based School Programs	20,000
Greater Cinti Film Commission 602 Main St Suite 712 Cincinnati, OH 45202	None	Exempt	Staff & Event Support	75,000
Marvin Lewis Community Fund 700 W Pete Rose Way Cincinnati, OH 45203	None	Exempt	Programs & Scholarships	47,840
Dining for Women PO Box 25633 Greenville, SC 29615	None	Exempt	Event Sponsorship	20,000
Drop Inn Center 217 W 12th St Cincinnati, OH 45202	None	Exempt	Development Assistance & Event Sponsorship	60,000
Assistance League of Greater Cincin 1057 Meta Dr Suite A Cincinnati, OH 45237	None	Exempt	Unrestricted Support	1,000
LADD Living Arrangements for Disabl 3603 Victory Parkway Cincinnati, OH 45229	None	Exempt	ReelAbilities Film Festival Support	20,000
Greater Cinti Foundation 200 W Fourth St Cincinnati, OH 45202	None	Exempt	Support Various Programs	150,000
OH Youth Education Sports 10945 Reed Hartman Suite 313 Cincinnati, OH 45242	None	Exempt	Youth Basketball Program	20,000
CRU formerly Campus Crusade for Chr 5197 Taylor Lake Lane Middletown, OH 45044	None	Exempt	Operating Budget	40,000
ProKids 2605 Burnet Ave Cincinnati, OH 45219	None	Exempt	Technology Upgrades	25,000
Wesley Chapel Mission Center 80 E McMicken Ave Cincinnati, OH 45202	None	Exempt	Demolition Project	7,000
Cincinnati Children's Hospital 3333 Burnet Ave Cincinnati, OH 45229	None	Exempt	Unrestricted Support	5,000
National Multiple Sclerosis Society 4440 Lake Forest Dr Cincinnati, OH 45242	None	Exempt	Emergency FinancialAssistance to Families & Individuals	25,000
Total . . . . ▶ **3a**				1,355,240

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Strategies to End Homelessness 2368 Victory Pkwy Suite 600 Cincinnati, OH 45206	None	Exempt	Support Marketing Efforts & ElectronicIntake System	130,000
Pregnancy Care Center - Life Forwar 108 Wm Howard Taft Rd Hamilton, OH 45219	None	Exempt	Ultrasound Machine Purchase	50,000
Good Samaritan Hospital Foundation 375 Dixmyth Ave Cincinnati, OH 45220	None	Exempt	Gala Support	10,000
Supporting Riley Children IN Memorial Union Suite 572 Indianapolis, IN 47405	None	Exempt	Support IN Univ Dance Marathon for Riley's Childrens's Hospital	3,000
University of Cincinnati Foundation 51 Goodman Dr Cincinnati, OH 45267	None	Exempt	Support Neuroscience Event	2,000
United Service Organization 738 Avon Fields Lane Cincinnati, OH 45229	None	Exempt	Event Sponsor	2,800
Calipari Foundation 6125 Commerce Ct Mason, OH 45040	None	Exempt	Service Dog Training Programs	50,000
James W Miller Memorial Fund 6715 Hammerstone Way Cincinnati, OH 45227	None	Exempt	College Challenge Suicide Prevention Program	25,000
4 Paws for Ability 253 Dayton Ave Xenia, OH 45385	None	Exempt	Unrestricted Support	10,000
Archbishop Moeller High School 9001 Montgomery Rd Cincinnati, OH 45242	None	Exempt	Scholarships	15,000
Wittenberg University Fund PO Box 720 Springfield, OH 45501	None	Exempt	Business School & Communications Dept Support	5,000
Autism Society of America 4340 East West Way Bethesda, MD 20814	None	Exempt	Event Support	2,500
Association of the US Army 5493 Delhi Rd Cincinnati, OH 45238	None	Exempt	Support Operation Christmas Cheer	10,000
Autism Society of Greater Cincinnat PO Box 58385 Cincinnati, OH 45258	None	Exempt	Live Phone Service & Local Hotline	25,000
Bethel Cincinnati Church PO Box 19953 Cincinnati, OH 45219	None	Exempt	General Support	20,000
Total . . . . ▶ **3a**				1,355,240

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BLOC Ministries 3952 North Bend Rd Cincinnati, OH 45211	None	Exempt	Building Renovation	25,000
Butler County Challenger Baseball PO Box 18748 Fairfield, OH 45018	None	Exempt	Disable Restroom Building Fund	50,000
Cincinnati Association for the Blin 2045 Gilbert Ave Cincinnati, OH 45202	None	Exempt	Teacher Training	20,000
Down Syndrome Association of Cincin 4623 Wesley Ave Suite A Norwood, OH 45212	None	Exempt	Equipment & Improvements	25,600
Easter Cincinnati Young Life PO Box 42171 Cincinnati, OH 45242	None	Exempt	Summer Camp	11,000
Envision 3030 West Fork Rd Cincinnati, OH 45211	None	Exempt	Electronic Medical Records, ManagementInformation Software& Equipment	50,000
Epilepsy Foundation 895 Central Ave Suite 550 Cincinnati, OH 45202	None	Exempt	Customized Van Purchase	40,000
Fernside 4360 Cooper Rd Suite 300 Cincinnati, OH 45242	None	Exempt	Special Collaborations Program	3,000
Mariemont Community Church 3908 Plainville Rd Cincinnati, OH 45227	None	Exempt	Unrestricted Support	2,500
Mariemont School Foundation 2 Warrior Way Cincinnati, OH 45227	None	Exempt	Angel Fund Support	1,000
Melodic Connections 4527 Reading Rd Cincinnati, OH 45229	None	Exempt	Music Therapy Program	15,000
Gorman Heritage Farm Foundation 10052 Reading Rd Cincinnati, OH 45241	None	Exempt	Harness Club Outreach Program	5,000
People Working Cooperatively 4612 Paddock Rd Cincinnati, OH 45229	None	Exempt	Modificatins for Mobility Program	25,000
Pillar of Fire STAR 933 Radio PO Box 24126 Cincinnati, OH 45224	None	Exempt	Operating Support	5,500
Starfire Council 5030 Oaklawn Dr Cincinnati, OH 45227	None	Exempt	Support Learning Labs Program	10,000
Total . . . . ▶ **3a**				1,355,240

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TAG Ranch PO Box 681448 Park City, UT 84098	None	Exempt	Summer Camp	10,000
Talbert House 2600 Victory Parkway Cincinnati, OH 45206	None	Exempt	Support Fatherhood Project	5,000
InterAct for Change 38005 Edwards Rd Cincinnati, OH 45209	None	Exempt	Community Dental Clinic	20,000
ITNGreater Cincinnati PO Box 621006 Cincinnati, OH 45262	None	Exempt	Transportation Services	30,000
Joe Nuxhall Miracle League Fields PO Box 18146 Fairfield, OH 45018	None	Exempt	Event Support	15,000
Linden Grove School 4122 Myrtle Ave Cincinnati, OH 45236	None	Exempt	LEGO Robotics Program	30,000
May We Help 7525 Wooster Pike Cincinnati, OH 45227	None	Exempt	Materials for Adaptive Devices	10,000
New Perceptions Inc 1 Sperti Dr Edgewood, KY 41017	None	Exempt	Roof Repair	25,000
Visionaries Voices 3841 Spring Grove Ave Cincinnati, OH 45223	None	Exempt	Unrestricted Support	5,000
Campus Crusade for Christ 7075 Euclid Ave Cincinnati, OH 45243	None	Exempt	Salary Support	2,000
Junior Achievement of OKI 644 Linn St Suite 1024 Cincinnati, OH 45203	None	Exempt	Event Sponsorship	7,500
Springfield Promise Neighborhood 195 E Leffel Lance Springfield, OH 45505	None	Exempt	Unrestricted Support	1,000
Sycamore Alumni Friends Assoc 7400 Cornell Rd Cincinnati, OH 45242	None	Exempt	Event Support	10,000
United Way of Greater Cincinnati 2400 Reading Rd Cincinnati, OH 45202	None	Exempt	Tristate Veterans Alliance	15,000
Total . . . . ▶ **3a**				1,355,240

TY 2014 Accounting Fees Schedule

Name: Hatton Foundation
EIN: 31-1533046
Software ID: 14000265
Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	10,360	3,626	0	6,734

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TY 2014 Compensation Explanation

Name: Hatton Foundation

EIN: 31-1533046

Software ID: 14000265

Software Version: 2014v5.0

Person Name	Explanation
Steve Scherzinger	Board meeting allowance

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TY 2014 Compensation Explanation

Name: Hatton Foundation
EIN: 31-1533046
Software ID: 14000265
Software Version: 2014v5.0

Person Name	Explanation
Jeffrey Holtmeier	Board meeting allowance

TY 2014 Compensation Explanation

Name: Hatton Foundation
EIN: 31-1533046
Software ID: 14000265
Software Version: 2014v5.0

Person Name	Explanation
Margaret Lunsford	Board meeting allowance

TY 2014 Compensation Explanation

Name: Hatton Foundation
EIN: 31-1533046
Software ID: 14000265
Software Version: 2014v5.0

Person Name	Explanation
Robert Robinson	Board meeting allowance

TY 2014 Compensation Explanation

Name: Hatton Foundation
EIN: 31-1533046
Software ID: 14000265
Software Version: 2014v5.0

Person Name	Explanation
Kim Beach	Board meeting allowance

TY 2014 Legal Fees Schedule

Name: Hatton Foundatıon

EIN: 31-1533046

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	170	0	0	170

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TY 2014 Other Expenses Schedule

Name: Hatton Foundation

EIN: 31-1533046

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Board Meetings	1,088			1,088
Directors Insurance	4,601	2,301		2,300
Postage	130			130
Promotion/Goodwill	6,120			
Transfer Fees	45	45		

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TY 2014 Other Income Schedule

Name: Hatton Foundation

EIN: 31-1533046

Software ID: 14000265

Software Version: 2014v5.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-87,557	-87,557	

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TY 2014 Other Professional Fees Schedule

Name: Hatton Foundation

EIN: 31-1533046

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Fees	298,537	298,537	0	0
Payroll Service Fees	750	112	0	638
Philanthropic Consulting Fees	37,101	0	0	37,101

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TY 2014 Taxes Schedule

Name: Hatton Foundation

EIN: 31-1533046

Software ID: 14000265

Software Version: 2014v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Taxes	56,374			
Foreign Taxes Withheld on Investments	8,700	8,700		
Ohio Taxes	200			200
Payroll Taxes	794	119		675