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EXTENDED TO NOVEMBER 16, 2015

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation VIRGINIA O'DONNELL CHARITABLE TRUST FROST BANK, TRUSTEE - WD274		A Employer identification number 32-6332723
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 33349	Room/suite	B Telephone number 8174205071
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76162-3349		C If exemption application is pending, check here ☒
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,606,015.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	6,505,999.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	92,408.	92,408.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,172.			
	b Gross sales price for all assets on line 6a	141,232.			
	7 Capital gain net income (from Part IV, line 2)		11,172.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	6,609,579.	103,580.	0.	
	13 Compensation of officers, directors, trustees, etc	23,690.	18,953.	0.	4,737.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	117.	117.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23	23,807.	19,070.	0.	4,737.	
25 Contributions, gifts, grants paid	405,964.			405,964.	
26 Total expenses and disbursements. Add lines 24 and 25	429,771.	19,070.	0.	410,701.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6,179,808.				
b Net investment income (if negative, enter -0-)		84,510.			
c Adjusted net income (if negative, enter -0-)			0.		

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

VIRGINIA O'DONNELL CHARITABLE TRUST

Form 990-PF (2014)

FROST BANK, TRUSTEE - WD274

32-6332723

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	312,559.	122,189.	122,189.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 3	0.	4,601,901.	4,749,314.
	c Investments - corporate bonds STMT 4	0.	1,768,275.	1,734,512.
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ WORTHLESS STOCK)		0.	2.	0.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		312,559.	6,492,367.	6,606,015.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X			
	24 Unrestricted	312,559.	6,492,367.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	312,559.	6,492,367.	
30 Total net assets or fund balances	312,559.	6,492,367.		
31 Total liabilities and net assets/fund balances	312,559.	6,492,367.		

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	312,559.
2 Enter amount from Part I, line 27a	2	6,179,808.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,492,367.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,492,367.

Form 990-PF (2014)

VIRGINIA O'DONNELL CHARITABLE TRUST

Form 990-PF (2014)

FROST BANK, TRUSTEE - WD274

32-6332723

Page **3**

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			
b SEE ATTACHED STATEMENT			
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			
c			
d			
e 141,232.		130,060.	11,172.

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			11,172.

2 Capital gain net income or (net capital loss)	2	11,172.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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.)

N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013			
2012			
2011			
2010			
2009			

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

2	
3	
4	
5	
6	
7	
8	

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.

VIRGINIA O'DONNELL CHARITABLE TRUST

Form 990-PF (2014)

FROST BANK, TRUSTEE - WD274

32-6332723

Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	1,690.
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	1,690.
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	1,690.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,200.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,200.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	37.	
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	473.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <u>\$ 0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>TX</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

Form 990-PF (2014)

VIRGINIA O'DONNELL CHARITABLE TRUST

Form 990-PF (2014)

FROST BANK, TRUSTEE - WD274

32-6332723

Page 5

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ▶ N/A				
14	The books are in care of ▶ FROST BANK, TRUSTEE	Telephone no. ▶ 8174205071		
	Located at ▶ P.O. BOX 33349, FORT WORTH, TX	ZIP+4 ▶ 76162-3349		
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	N/A	
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?		Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶		X
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

Form 990-PF (2014)

VIRGINIA O'DONNELL CHARITABLE TRUST

Form 990-PF (2014)

FROST BANK, TRUSTEE - WD274

32-6332723

Page 6

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

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.

(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
FROST BANK	TRUSTEE			
P.O. BOX 33349				
FORT WORTH, TX 76162	2.00	23,691.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2014)

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

Total number of others receiving over \$50,000 for professional services

Expenses

Amount

Total. Add lines 1 through 3

08241113 795089 O'DONNELL1100 2014.05000 VIRGINIA O'DONNELL CHARITAB O'DONNELL

VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

Form 990-PF (2014)

32-6332723 Page 8

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	2,341,814.
b	Average of monthly cash balances	1b	361,734.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,703,548.
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	2,703,548.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,553.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,662,995.
6	Minimum investment return. Enter 5% of line 5	6	133,150.

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	133,150.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,690.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,690.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	131,460.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	131,460.
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	131,460.

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	410,701.
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	
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	410,701.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	410,701.

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.

Form 990-PF (2014)

VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

Form 990-PF (2014)

32-6332723

Page 9

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				131,460.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 410,701.				
a Applied to 2013, but not more than line 2a			0.	
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				131,460.
e Remaining amount distributed out of corpus	279,241.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	279,241.			
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 instr.			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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	279,241.			
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	279,241.			

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11-24-14

Form 990-PF (2014)

Page 10

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

VIRGINIA O'DONNELL CHARITABLE TRUST

Form 990-PF (2014)

FROST BANK, TRUSTEE - WD274

32-6332723 Page 11

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ARTS COUNCIL OF FORT WORTH AND TARRANT COUNTY 1300 GENDY ST. FORT WORTH, TX 76107	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
CITY OF FORT WORTH LIBRARY 500 W. THIRD STREET FORT WORTH, TX 76102-7305	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
FORT WORTH STAR TELEGRAM - GOOD FELLOW FUND 808 THROCKMORTON ST FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
FORT WORTH SYMPHONY ORCHESTRA 330 E FORTH STREET, SUITE 200 FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
STAGE WEST THEATRE, INC. 821 W. VICKERY BLVD. FORT WORTH, TX 76104	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			405,964.
b Approved for future payment				
NONE				
Total	▶ 3b			0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	92,408.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,172.	
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)		0.		103,580.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	103,580.

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

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

[illegible]

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 CAPITAL GAINS DIVIDENDS		P		
b	8802.7900 SHARES COINS AND CURRENCY	P	01/19/13	11/13/14
c	4593.1510 SHARES IVY HIGH INCOME FUND CLASS I	P	03/04/14	05/21/14
d	4600.9140 SHARES IVY HIGH INCOME FUND CLASS I	P	03/31/14	05/21/14
e	1124.5390 SHARES MAINSTAY CONVERTIBLE FUND I	P	03/03/14	07/21/14
f	1172.3450 SHARES MAINSTAY CONVERTIBLE FUND I	P	03/31/14	07/21/14
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 13,352.			13,352.
b 5,859.		8,803.	-2,944.
c 40,098.		40,236.	-138.
d 40,166.		40,258.	-92.
e 20,444.		20,118.	326.
f 21,313.		20,645.	668.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			13,352.
b			-2,944.
c			-138.
d			-92.
e			326.
f			668.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	11,172.
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). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

32-6332723

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TEXAS CHRISTIAN UNIVERSITY TCU BOX 297044 FORT WORTH, TX 76129	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
TEXAS WESLEYAN UNIVERSITY 1201 WESLEYAN ST. FORT WORTH, TX 76105	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	20,299.
METHODIST CHILDREN'S HOME 1111 HERRING AVE WACO, TX 76708	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	60,894.
ST RITA CATHOLIC CHURCH OF FORT WORTH, TEXAS 5550 E. LANCASTER AVE. FORT WORTH, TX 76112	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	60,894.
CIRCLE THEATRE 230 W. 4TH ST. FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	10,148.
JUBILEE THEATRE 506 MAIN ST. FORT WORTH, TX 76102	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	10,148.
ST. MATTHEW UNITED METHODIST CHURCH 2414 HITSON LN. FORT WORTH, TX 76112	NONE	PC	TO AID AND ASSIST IN THE PRIMARY WORKS OF THE BENEFICIARY INSTITUTIONS.	121,787.
Total from continuation sheets				304,469.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization

VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

Employer identification number

32-6332723

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 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 33 1/3% 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

32-6332723

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	ESTATE OF VIRGINIA O'DONNELL: FROST BANK, TRUSTEE P.O. BOX 33349 FORT WORTH, TX 76162-3349	\$ 6,505,999.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

32-6332723

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SHARES OF SECURITIES RECEIVED FROM THE ESTATE OF VIRGINIA O'DONNELL.	\$ 4,610,705.	10/21/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

VIRGINIA O'DONNELL CHARITABLE TRUST
FROST BANK, TRUSTEE - WD274

32-6332723

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 info once) ▶ \$

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



Investment Detail

WD274 | VIRGINIA O'DONNELL CHARITABLE TRUST

29-May-2015 1:55 P

Asset Types: Cash & Equivalents, Equities, Fixed Income, Other Assets

Data Current as of: 31-Dec-2014

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Equivalents	1.850%	\$122,189.11	\$122,189.11	\$0.00
Equities	71.894%	\$4,749,314.05	\$4,601,900.64	\$147,413.41
Fixed Income	26.257%	\$1,734,511.53	\$1,768,275.12	(\$33,763.59)
Other Assets	0.000%	\$0.00	\$2.00	(\$2.00)
Totals		\$6,606,014.69	\$6,492,366.87	\$113,647.82

DETAIL

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash & Equivalents: 1.850%								
CASH - INCOME	-	1.147%	75,738.9400	1.0000		\$75,738.94	\$75,738.94	\$0.00
CASH - PRINCIPAL	-	(1.084)%	(71,599.8000)	1.0000		(\$71,599.80)	(\$71,599.80)	\$0.00
FEDERATED PRIME OBLIG FD INSTL*	60934N203 POIXX	1.787%	118,049.9700	100.0000%	31-Dec-2014	\$118,049.97	\$118,049.97	\$0.00
Subtotal		1.850%				\$122,189.11	\$122,189.11	\$0.00
Equities: 71.894%								
AT & T INC COM*	00206R102 T	0.254%	500.0000	33.5900	31-Dec-2014	\$16,795.00	\$16,661.25	\$133.75
CISCO SYSTEMS INC COM*	17275R102 CSCO	0.211%	500.0000	27.8150	31-Dec-2014	\$13,907.50	\$10,432.50	\$3,475.00
EXXON MOBIL CORP COM*	30231G102 XOM	68.657%	49,059.0000	92.4500	31-Dec-2014	\$4,535,504.55	\$4,437,509.20	\$97,995.35
GENERAL MILLS INC COM*	370334104 GIS	0.807%	1,000.0000	53.3300	31-Dec-2014	\$53,330.00	\$41,350.00	\$11,980.00
HANESBRANDS INC*	410345102 HBI	0.169%	100.0000	111.6200	31-Dec-2014	\$11,162.00	\$3,790.50	\$7,371.50
MERCK & CO INC NEW COM*	58933Y105 MRK	0.430%	500.0000	56.7900	31-Dec-2014	\$28,395.00	\$21,432.50	\$6,962.50
PEPSICO INC COM*	713448108 PEP	0.716%	500.0000	94.5600	31-Dec-2014	\$47,280.00	\$36,142.19	\$11,137.81
WAL MART STORES INC COM*	931142103 WMT	0.650%	500.0000	85.8800	31-Dec-2014	\$42,940.00	\$34,582.50	\$8,357.50
Subtotal		71.894%				\$4,749,314.05	\$4,601,900.64	\$147,413.41
Fixed Income: 26.257%								
ARTISAN HIGH INCOME FD ADV*	04314H717 APDFX	1.178%	7,963.9370	9.7700	31-Dec-2014	\$77,807.66	\$80,356.12	(\$2,548.46)
FROST LOW DURATION BOND FD I*	00766Y828 FILDX	2.131%	13,680.4750	10.2900	31-Dec-2014	\$140,772.09	\$140,772.00	\$0.09
		17.663%	109,352.5900	10.6700	31-Dec-2014	\$1,166,792.14	\$1,185,928.00	(\$19,135.86)

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Un- C
FROST TOTAL RETURN BOND FUND INSTL*	00766Y810 FIJEX							
HARTFORD FLOATING RATE FUND CL I*	416649804 HFLIX	1.167%	8,894.0270	8.6700	31-Dec-2014	\$77,111.21	\$80,402.00	(\$3,290.79)
HARTFORD WORLD BOND FD INSTL*	41664M235 HWDIX	2.090%	13,174.4510	10.4800	31-Dec-2014	\$138,068.25	\$140,769.00	(\$2,700.75)
TEMPLETON GLOBAL BOND FUND*	880208400 TGBAX	2.028%	10,794.5350	12.4100	31-Dec-2014	\$133,960.18	\$140,048.00	(\$6,087.82)
Subtotal		26.257%				\$1,734,511.53	\$1,768,276.12	(\$33,764.59)
Other Assets: 0.000%								
LECHE OIL COMPANY, INC. - WORTHLESS	523990109	0.000%	150.0000	0.0000	09-Apr-2013	\$0.00	\$1.00	(\$1.00)
TRINITY TRADE CORP - WORTHLESS	896648102	0.000%	10.0000	0.0000	09-Apr-2013	\$0.00	\$1.00	(\$1.00)
Subtotal		0.000%				\$0.00	\$2.00	(\$2.00)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROST BANK	92,408.	0.	92,408.	92,408.	92,408.
TO PART I, LINE 4	92,408.	0.	92,408.	92,408.	92,408.

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	117.	117.	0.	0.
TO FORM 990-PF, PG 1, LN 18	117.	117.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 3

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,601,901.	4,749,314.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,601,901.	4,749,314.

FORM 990-PF CORPORATE BONDS STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,768,275.	1,734,512.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,768,275.	1,734,512.