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Form 990-PF

Return of Private Foundation

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

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

2014

Open to Public
Inspection

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

Name of foundation LUPKE FOUNDATION INC AGENCY		A Employer identification number 35-6017808
Number and street (or P O box number if mail is not delivered to street address) 127 W BERRY STREET STE 500		B Telephone number (see instructions) (412) 762-9161
City or town, state or province, country, and ZIP or foreign postal code FORT WAYNE, IN 468022310		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,443,235	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	43,171	43,171		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	48,629			
	b Gross sales price for all assets on line 6a 501,784				
	7 Capital gain net income (from Part IV, line 2)		48,629		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	91,800	91,800		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	0
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	10,701	10,701		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	6,594	50		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	17,295	10,751	0	0
	25 Contributions, gifts, grants paid.	64,700			64,700
	26 Total expenses and disbursements. Add lines 24 and 25	81,995	10,751	0	64,700
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	9,805			
	b Net investment income (if negative, enter -0-) . . .		81,049		
	c Adjusted net income (if negative, enter -0-) . . .			0	

Assets	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		16,306	29,745	29,745
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►			0	0
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ► 0				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)			292,159	337,945
b	Investments—corporate stock (attach schedule)		499,680	408,090	516,152
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)		738,262	533,801	559,393
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)		1,254,248	1,263,795	1,443,235
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	
Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		1,239,677	1,259,826	
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		14,571	3,969	
30	Total net assets or fund balances (see instructions)		1,254,248	1,263,795	
31	Total liabilities and net assets/fund balances (see instructions)		1,254,248	1,263,795	

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	1,254,248
2	Enter amount from Part I, line 27a	2	9,805
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	1,264,053
5	Decreases not included in line 2 (itemize) ►	5	258
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,263,795

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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 See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right.$		2	48,629
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right.$		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	60,279	1,346,446	0 044769
2012	62,015	1,288,471	0 048131
2011	49,848	1,277,759	0 039012
2010	57,759	1,228,369	0 047021
2009	48,076	1,140,728	0 042145
2 Total of line 1, column (d).			2 0 221078
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 044216
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 1,433,934
5 Multiply line 4 by line 3.			5 63,403
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 810
7 Add lines 5 and 6.			7 64,213
8 Enter qualifying distributions from Part XII, line 4.			8 64,700

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	810
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	810
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	810
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,600
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	3,600
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,790
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 406 Refunded <input type="checkbox"/>	11	2,384

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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IN		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address ►	13	Yes	
14	The books are in care of ► PNC BANK NA Located at ► 620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA	Telephone no ► (412) 762-9161 ZIP +4 ► 152222705		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year. ►	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
2b	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 <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014).		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?		No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here. ►			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DUANE E LUPKE 1407 HAWTHORNE ROAD FT WAYNE, IN 46802	PRESIDENT 0	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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	1,455,771
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,455,771
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	1,455,771
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	21,837
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,433,934
6	Minimum investment return. Enter 5% of line 5.	6	71,697

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	71,697
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	810
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	810
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	70,887
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	70,887
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	70,887

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	64,700
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	64,700
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	810
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	63,890
	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				70,887
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			61,989	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	0			
b From 2010.	0			
c From 2011.	0			
d From 2012.	0			
e From 2013.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 64,700				
a Applied to 2013, but not more than line 2a			61,989	
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.			2,711	
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				68,176
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.	0			
b Excess from 2011.	0			
c Excess from 2012.	0			
d Excess from 2013.	0			
e Excess from 2014.	0			

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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

KEVIN MC MANAMON PNC BANK NA
1900 EAST 9TH STREET
CLEVELAND, OH 44114
(216) 222-5853

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

WRITTEN REQUEST FOR PURPOSE AND EXEMPTION NONE NONE

c Any submission deadlines

NONE NONE

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

NONE NONE NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	64,700
b Approved for future payment				
Total			► 3b	

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments.						
4 Dividends and interest from securities.				14	43,171	
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	48,629	
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).					91,800	
13 Total. Add line 12, columns (b), (d), and (e).				13		91,800

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

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.

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

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.

* * * * *

2015-04-25

* * * * *

Signature of officer or trustee

Date

Titl

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

Paid Preparer Use Only	Print/Type preparer's name MICHAEL A BOKESCH	Preparer's Signature	Date 2015-04-25	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00227658
	Firm's name ► PNC BANK NA			Firm's EIN ► 22-1146430	
	Firm's address ► 620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH, PA 15222705			Phone no (412) 762-9161	

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
90 BAXTER INTERNATIONAL INC		2013-08-12	2014-01-01
540 FORD MTR CO DEL COM PAR \$0 01			2014-01-01
140 BEST BUY INC		2013-09-23	2014-01-30
120 EBAY INC		2013-05-13	2014-01-30
25 AETNA INC NEW		2013-05-31	2014-03-07
10 ALLERGAN INC		2013-05-17	2014-03-07
40 AMERICAN EXPRESS CO		2013-05-22	2014-03-07
10 AMGEN INC		2014-01-30	2014-03-07
10 APPLE INC		2013-10-31	2014-03-07
20 B/E AEROSPACE INC		2013-05-17	2014-03-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,243		6,638	-395
8,246		9,017	-771
3,175		5,477	-2,302
6,372		6,648	-276
1,850		1,542	308
1,272		1,006	266
3,762		2,982	780
1,238		1,209	29
5,284		5,267	17
1,740		1,256	484

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-395
			-771
			-2,302
			-276
			308
			266
			780
			29
			17
			484

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
20 BOEING CO		2013-05-17	2014-03-07
30 CBS CORP CLASS B WI		2013-05-16	2014-03-07
20 CVS CAREMARK CORP		2013-05-15	2014-03-07
10 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-25	2014-03-07
10 CELGENE CORP		2013-09-06	2014-03-07
20 CHUBB CORP COM		2013-05-22	2014-03-07
190 CITIGROUP INC		2013-05-22	2014-03-07
40 COCACOLA CO		2013-05-15	2014-03-07
30 COMCAST CORPORATION CL A		2013-05-15	2014-03-07
20 CONOCOPHILLIPS		2013-08-28	2014-03-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,593		1,977	616
2,029		1,507	522
1,466		1,201	265
1,576		1,532	44
1,527		1,448	79
1,756		1,760	-4
9,519		9,713	-194
1,539		1,714	-175
1,555		1,304	251
1,333		1,346	-13

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			616
			522
			265
			44
			79
			-4
			-194
			-175
			251
			-13

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
60 DELTA AIR LINES INC		2013-07-26	2014-03-07
10 EOG RES INC		2013-07-26	2014-03-07
90 FIFTH THIRD BANCORP		2013-05-22	2014-03-07
140 GENERAL ELEC CO COM		2013-05-17	2014-03-07
10 GOLDMAN SACHS GROUP INC COM		2013-05-29	2014-03-07
30 HALLIBURTON CO		2013-05-16	2014-03-07
20 HELMERICH & PAYNE INC COM		2013-05-16	2014-03-07
20 HERSHEY FOODS CORP COM		2013-05-15	2014-03-07
20 HOME DEPOT INC COM		2013-05-15	2014-03-07
375 ISHARES MSCI EMERGING MKTS INDEX FUND		2013-05-13	2014-03-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,131		1,275	856
1,896		1,460	436
2,039		1,626	413
3,657		3,266	391
1,750		1,630	120
1,694		1,320	374
2,007		1,261	746
2,112		1,799	313
1,648		1,554	94
14,842		16,207	-1,365

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			856
			436
			413
			391
			120
			374
			746
			313
			94
			-1,365

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
40 J P MORGAN CHASE & CO COM		2009-12-29	2014-03-07
30 JOHNSON & JOHNSON COM		2013-05-17	2014-03-07
20 LAS VEGAS SANDS CORP		2013-10-31	2014-03-07
30 LINCOLN NATIONAL CORP			2014-03-07
20 MAGNA INTERNATIONAL ISIN CA5592224011		2013-12-31	2014-03-07
10 MCKESSON HBOC INC COMMN		2013-12-23	2014-03-07
20 METHANEX CORP SEDOL 2654416		2013-11-25	2014-03-07
20 NIKE INC CL B		2013-05-15	2014-03-07
40 NU SKIN ENTERPRISES INC		2013-12-23	2014-03-07
100 OMNICARE INC		2013-12-13	2014-03-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,378		1,668	710
2,795		2,637	158
1,748		1,414	334
1,592		1,545	47
1,925		1,643	282
1,830		1,596	234
1,453		1,233	220
1,593		1,314	279
3,072		5,530	-2,458
6,038		5,915	123

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			710
			158
			334
			47
			282
			234
			220
			279
			-2,458
			123

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
60 ORACLE CORP		2013-12-03	2014-03-07
10 PPG IND'S INC COM		2013-11-25	2014-03-07
10 PVH CORP		2013-05-15	2014-03-07
10 POLARIS IND'S INC		2013-05-15	2014-03-07
80 PROCTER & GAMBLE CO		2005-06-17	2014-03-07
20 QUALCOMM		2010-02-25	2014-03-07
20 SCHLUMBERGER LTD COM		2013-10-31	2014-03-07
20 SHIRE PLC SPONSORED ADR		2013-08-27	2014-03-07
10 UNION PAC CORP COM		2013-05-17	2014-03-07
20 UNITED TECHNOLOGIES CORP COM		2013-05-17	2014-03-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,348		2,103	245
2,009		1,851	158
1,270		1,185	85
1,389		902	487
6,278		4,304	1,974
1,540		743	797
1,854		1,879	-25
3,279		2,267	1,012
1,879		1,592	287
2,359		1,937	422

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			245
			158
			85
			487
			1,974
			797
			-25
			1,012
			287
			422

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
30 VERIZON COMMUNICATIONS COM		2013-05-16	2014-03-07
10 VISA INC CLASS A SHARES		2013-05-29	2014-03-07
60 WELLS FARGO & CO NEW COM		2013-05-22	2014-03-07
50 WISCONSIN ENERGY CORP		2013-05-13	2014-03-07
20 WYNDHAM WORLDWIDE CORP		2014-01-30	2014-03-07
40 INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2013-05-29	2014-03-07
30 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-09-06	2014-03-07
30 NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7		2013-12-03	2014-03-07
538 871 THIRD AVENUE INTERNATL VALUE FUND 448			2014-03-10
30 CELGENE CORP		2013-09-06	2014-03-14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,414		1,598	-184
2,245		1,800	445
2,896		2,408	488
2,167		2,149	18
1,529		1,436	93
1,384		1,371	13
4,580		2,615	1,965
1,788		1,287	501
10,691		10,137	554
4,473		4,344	129

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-184
			445
			488
			18
			93
			13
			1,965
			501
			554
			129

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
40 PVH CORP		2013-05-15	2014-03-14
30 CANADIAN PACIFIC RAILWAY LTD SEDOL 2793115		2013-11-25	2014-04-11
70 CHUBB CORP COM		2013-05-22	2014-04-11
30 GOLDMAN SACHS GROUP INC COM		2013-05-29	2014-04-11
110 HALLIBURTON CO		2013-05-16	2014-04-11
70 NIKE INC CL B		2013-05-15	2014-04-11
40 PPG INDs INC COM			2014-04-11
310 FIFTH THIRD BANCORP		2013-05-22	2014-05-02
80 HERSHEY FOODS CORP COM		2013-05-15	2014-05-07
20 ALLERGAN INC		2013-05-17	2014-05-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,656		4,738	-82
4,339		4,597	-258
6,181		6,161	20
4,617		4,891	-274
6,349		4,839	1,510
5,068		4,599	469
7,603		7,368	235
6,401		5,602	799
7,721		7,198	523
3,163		2,011	1,152

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-82
			-258
			20
			-274
			1,510
			469
			235
			799
			523
			1,152

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
160 COCACOLA CO		2013-05-15	2014-05-16
30 JAZZ PHARMACEUTICALS PLC SEDOL B4Q5ZN4		2013-09-06	2014-05-16
60 CHEVRON CORPORATION		2013-05-16	2014-05-28
70 METHANEX CORP SEDOL 2654416		2013-11-25	2014-06-05
70 B/E AEROSPACE INC		2013-05-17	2014-06-10
10 GOOGLE INC-CL C		2013-05-13	2014-06-10
180 YAHOO! INC COM		2013-07-23	2014-06-26
30 ALLERGAN INC		2013-05-17	2014-07-23
60 SHIRE PLC SPONSORED ADR		2013-05-17	2014-07-23
10 FRANKLIN RES INC COM		2013-11-25	2014-08-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,513		6,856	-343
3,804		2,615	1,189
7,373		7,382	-9
3,998		4,314	-316
6,588		4,397	2,191
5,602		4,403	1,199
6,010		4,966	1,044
5,175		3,017	2,158
15,273		5,607	9,666
544		556	-12

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-343
			1,189
			-9
			-316
			2,191
			1,199
			1,044
			2,158
			9,666
			-12

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
120 FRANKLIN RES INC COM		2013-06-05	2014-08-11
50 ZIMMER HOLDINGS INC		2014-03-14	2014-08-11
60 LAS VEGAS SANDS CORP		2013-10-31	2014-08-15
120 SUNCOR ENERGY INC ISIN CA8672241079 SEDOL B3NB1P2		2014-05-28	2014-08-15
10 HELMERICH & PAYNE INC COM		2013-05-16	2014-09-04
70 MICROSOFT CORP		2014-04-11	2014-09-04
20 MICROSOFT CORP		2002-02-28	2014-09-04
50000 AT & T INC SR SEC		2009-10-19	2014-09-15
110 DELTA AIR LINES INC		2013-07-26	2014-09-16
120 SUNTRUST BANKS INC COM		2014-03-07	2014-09-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,531		6,120	411
4,814		4,759	55
4,078		4,242	-164
4,595		4,621	-26
1,023		630	393
3,163		2,776	387
904		591	313
50,000		53,271	-3,271
4,293		2,338	1,955
4,683		4,765	-82

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			411
			55
			-164
			-26
			393
			387
			313
			-3,271
			1,955
			-82

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
60 UNITED TECHNOLOGIES CORP COM		2013-05-17	2014-09-16
100 CROWN HOLDINGS INC		2014-06-10	2014-09-23
90 CBS CORP CLASS B WI		2013-05-16	2014-09-30
2 913 ARTISAN MID CAP VALUE FUND FD 1464		2013-11-21	2014-10-09
26 722 ARTISAN MID CAP VALUE FUND FD 1464			2014-10-09
649 351 ARTISAN MID CAP VALUE FUND FD 1464		2013-05-29	2014-10-09
130 COCA COLA ENTERPRISES		2014-03-07	2014-12-16
60 HELMERICH & PAYNE INC COM		2013-05-16	2014-12-16
10 MANPOWER GROUP INC		2013-12-23	2014-12-16
70 MANPOWER GROUP INC		2013-11-25	2014-12-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,468		5,812	656
4,613		5,060	-447
4,824		4,522	302
76		77	-1
699		705	-6
16,974		16,000	974
5,472		6,211	-739
3,562		3,782	-220
643		852	-209
4,499		5,676	-1,177

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			656
			-447
			302
			-1
			-6
			974
			-739
			-220
			-209
			-1,177

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
10 MCKESSON HBOC INC COMMN		2013-10-31	2014-12-16
230 ORACLE CORP			2014-12-16
130 QUANTA SVCS INC		2014-04-11	2014-12-16
20 BECTON DICKINSON & CO		2013-05-17	2014-12-22
40 GENERAL ELEC CO COM		2013-05-17	2014-12-22
10 GILEAD SCIENCES INC COM		2014-07-23	2014-12-22
91 ISHARES TR S&P 500/BARRA GROWTH INDEX FD		2014-03-07	2014-12-22
10 JOHNSON & JOHNSON COM		2013-05-17	2014-12-22
10 LOCKHEED MARTIN CORP		2013-11-25	2014-12-22
10 MAGNA INTERNATIONAL ISIN CA5592224011		2013-12-31	2014-12-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,054		1,576	478
9,375		7,800	1,575
3,325		4,638	-1,313
2,792		2,035	757
1,026		933	93
966		902	64
10,292		9,265	1,027
1,060		879	181
1,947		1,418	529
1,071		822	249

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			478
			1,575
			-1,313
			757
			93
			64
			1,027
			181
			529
			249

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
175 97 MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CLASS I			2014-12-22
840 807 MAINSTAY EPOCH GLOBAL EQUITY YIELD FUND CLASS I			2014-12-22
10 POLARIS INDS INC		2013-05-15	2014-12-22
130 REGIONS FINANCIAL CORP		2013-07-02	2014-12-22
20 SKYWORKS SOLUTIONS INC COM		2014-04-11	2014-12-22
10 SNAP-ON INC COM		2014-12-16	2014-12-22
10 UNITED RENTALS INC COM		2014-09-16	2014-12-22
20 WELLS FARGO & CO NEW COM		2013-05-22	2014-12-22
20 WISCONSIN ENERGY CORP		2013-05-13	2014-12-22
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,461		3,486	-25
16,539		15,093	1,446
1,488		902	586
1,348		1,282	66
1,465		709	756
1,370		1,323	47
1,021		1,157	-136
1,092		803	289
1,044		860	184
			10,509

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-25
			1,446
			586
			66
			756
			47
			-136
			289
			184

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CONCORDIA THEOLOGICAL SEMINARY 3320 FAIRFIELD AVE FORT WAYNE, IN 46807	NONE	PC	GENERAL SUPPORT	1,000
FRANCIS & WALTER LUPKE MEM SCHOLARSHIP 6104 MIDWOOD DR FORT WAYNE, IN 46807	NONE	PC	GENERAL SUPPORT	2,000
YWCA 2000 1610 SPY RUN AVE FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	2,000
VINCENT HOUSE 2827 HOLTON AVE FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	500
UNIVERSITY OF ST FRANCIS 2701 SPRING ST FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	7,000
ST MARYS SOUP KITCHEN 442 E JEFFERSON BLVD FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	500
PEACE LUTHERAN WEE CREATION 355 EAST STATE ROAD 120 FREMONT, IN 46737	NONE	PC	GENERAL SUPPORT	500
LITTLE RIVER WETLANDS 2403 FAIROAK DR FORT WAYNE, IN 46809	NONE	PC	GENERAL SUPPORT	1,000
LINCOLN MUSEUM PO BOX 2270 FORT WAYNE, IN 46801	NONE	PC	GENERAL SUPPORT	2,500
HISTORY CENTER 302 EAST BERRY STREET FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	500
GREATER FORT WAYNE AVIATION MUSEUM CO PO BOX 9573 FORT WAYNE, IN 46899	NONE	PC	GENERAL SUPPORT	200
FORT WAYNE CTR FOR LEARNING 800 BROADWAY STE 215 FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	500
FORT WAYNE BALLET INC 324 PENN AVE FORT WAYNE, IN 46807	NONE	PC	GENERAL SUPPORT	500
FORT WAYNE MUSEUM ART 311 E MAIN STREET FORT WAYNE, IN 46202	NONE	PC	GENERAL SUPPORT	500
EMMANUEL OF ST MICHAELS LUTHERAN 917 W JEFFERSON BLVD FORT WAYNE, IL 46802	NONE	PC	GENERAL SUPPORT	1,000
Total			► 3a	64,700

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
EMBASSY THEATRE FOUNDATION INC 125 W JEFFERSON BLVD FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	10,000
EARLY CHILDHOOD ALLIANCE 3320 FAIRFIELD AVENUE FORT WAYNE, IN 46807	NONE	PC	GENERAL SUPPORT	2,500
CONCORDIA HIGH SCHOOL 1601 ST JOE RIVER DRIVE FORT WAYNE, IN 46805	NONE	PC	GENERAL SUPPORT	10,000
COMMUNITY HARVEST FOOD BANK 999 EAST TILLMAN ROAD FORT WAYNE, IN 46816	NONE	PC	GENERAL SUPPORT	1,000
CATHEDRAL OF THE IMMACULATE CONCEPT 1122 S CLINTON ST FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	5,000
AUDIENCES UNLIMITED 227 E WASHINGTON BLVD FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	1,000
ARTS UNITED OF GTR FORT WAYNE 303 EAST MAIN STREET FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	10,000
ARTLINK 300 E MAIN STREET FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	500
ARCH INC 818 LAFAYETTE STREET FORT WAYNE, IN 46802	NONE	PC	GENERAL SUPPORT	2,000
ACRES LAND TRUST 1005 W RUDISILL BLVD FORT WAYNE, IN 46807	NONE	PC	GENERAL SUPPORT	2,500
Total			► 3a	64,700

TY 2014 Other Decreases Schedule

Name: LUPKE FOUNDATION INC AGENCY**EIN:** 35-6017808

Description	Amount
DIFF. BETWEEN TAX COST AND CARRYING VALU	258

TY 2014 Other Professional Fees Schedule

Name: LUPKE FOUNDATION INC AGENCY**EIN:** 35-6017808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES- SUBJECT T	10,701	10,701		

TY 2014 Taxes Schedule

Name: LUPKE FOUNDATION INC AGENCY**EIN:** 35-6017808

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	50	50		0
FEDERAL TAX PAYMENT - PRIOR YE	2,944	0		0
FEDERAL ESTIMATES - PRINCIPAL	3,600	0		0