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

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

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▶ 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 , 2014, and ending , 20

Name of foundation

HAZEL TRAVIOLI CHARITABLE TRUST 310067012

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 207

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

EVANSVILLE, IN 47702

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 1,894,306.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

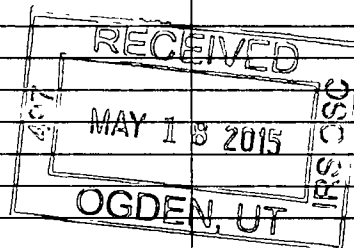
35-6713911

B Telephone number (see instructions)

812-464-1584

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

		(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 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	41,923.	42,157.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	140,035.			
	b Gross sales price for all assets on line 6a 530,818.				
	7 Capital gain net income (from Part IV, line 2)		140,035.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	181,958.	182,192.		
	13 Compensation of officers, directors, trustees, etc.	21,500.	19,350.		2,150.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 1	850.	NONE	NONE	850.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 2	4,359.	183.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23.	26,709.	19,533.	NONE	3,000.
	25 Contributions, gifts, grants paid	80,000.			80,000.
	26 Total expenses and disbursements Add lines 24 and 25	106,709.	19,533.	NONE	83,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	75,249.			
	b Net investment income (if negative, enter -0-)		162,659.		
	c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule), .			
	b	Investments - corporate stock (attach schedule)			
	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)	1,452,209.	1,527,083.	1,894,306.
	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)	1,452,209.	1,527,083.	1,894,306.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds	1,452,209.	1,527,083.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	1,452,209.	1,527,083.		
31	Total liabilities and net assets/fund balances (see instructions)	1,452,209.	1,527,083.		

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	1,452,209.
2	Enter amount from Part I, line 27a	2	75,249.
3	Other increases not included in line 2 (itemize) ▶ SALES ROUNDING	3	7.
4	Add lines 1, 2, and 3	4	1,527,465.
5	Decreases not included in line 2 (itemize) ▶ AMORTIZATION OF BONDS	5	382.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,527,083.

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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 PUBLICLY TRADED SECURITIES					
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 530,818.		390,783.	140,035.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			140,035.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	140,035.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	82,888.	1,797,774.	0.046106
2012	100,825.	1,733,924.	0.058148
2011	102,846.	1,739,018.	0.059140
2010	100,346.	1,690,183.	0.059370
2009	113,228.	1,570,029.	0.072118
2 Total of line 1, column (d)			0.294882
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			0.058976
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			1,872,961.
5 Multiply line 4 by line 3			110,460.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,627.
7 Add lines 5 and 6			112,087.
8 Enter qualifying distributions from Part XII, line 4 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			83,000.

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 <input type="checkbox"/> and enter "N/A" on line 1		1	3,253.
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,253.
3 Add lines 1 and 2		4	NONE
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,253.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,804.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,804.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	449.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) <input 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? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>OLD NATIONAL WEALTH MANAGEMENT</u> Telephone no <u>(812) 464-1584</u> Located at <u>P.O. BOX 207, EVANSVILLE, IN</u> ZIP+4 <u>47702</u>			
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 <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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?	4a	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?	4b	X

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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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **6b**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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
OLD NATIONAL WEALTH MANAGEMENT PO BOX 207, EVANSVILLE, IN 47702	TRUSTEE 1	21,500.	-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		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	1,901,483.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,901,483.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,901,483.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,522.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,872,961.
6	Minimum investment return. Enter 5% of line 5	6	93,648.

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	93,648.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		3,253.
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,253.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	90,395.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	90,395.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	90,395.

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	83,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	83,000.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	83,000.

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				90,395.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				35,271.
b From 2010				16,745.
c From 2011				17,165.
d From 2012				15,560.
e From 2013				NONE
f Total of lines 3a through e	84,741.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>83,000.</u>				
a Applied to 2013, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				83,000.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a).)	7,395.			7,395.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	77,346.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	27,876.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	49,470.			
10 Analysis of line 9				
a Excess from 2010 . . .				16,745.
b Excess from 2011 . . .				17,165.
c Excess from 2012 . . .				15,560.
d Excess from 2013 . . .				NONE
e Excess from 2014 . . .				NONE

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN HEART ASSOCIATION NATIONAL BEQUEST C 7272 GREENVILLE AVE DALLAS TX 75231	NONE	PC	PROGRAM SUPPORT	25,000.
TERRE HAUTE HUMANE SOCIETY PO BOX 3307 TERRE HAUTE IN 47803	NONE	PC	PROGRAM SUPPORT	40,000.
AMERICAN CANCER SOCIETY NATIONAL OFFICE PROBA C/O MICHAEL SAENZ OKLAHOMA CITY OK 73162	NONE	PC	PROGRAM SUPPORT	15,000.
Total ▶ 3a				80,000.
b Approved for future payment				
Total ▶ 3b				

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	850.			850.
TOTALS	850.	NONE	NONE	850.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE , AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,372.	
FEDERAL ESTIMATES - PRINCIPAL	2,804.	
FOREIGN TAXES ON QUALIFIED FOR	167.	167.
FOREIGN TAXES ON NONQUALIFIED	16.	16.
	-----	-----
TOTALS	4,359.	183.
	=====	=====

FEDERAL FOOTNOTES

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ELECTION TO AMORTIZE BOND PREMIUM

TAXPAYER HEREBY ELECTS TO AMORTIZE BOND PREMIUM PURSUANT TO IRC SEC.
171(C) AND TREASURY REGULATION 1.171-4(A) .

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Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
Cash & Equivalents								
Money Markets								
46,177.530	Goldman Sachs Financial Square Treasury Obligation #468	1.000	46,177.53	46,177.53	100.00	2	0.0	0.00
	Total Money Markets		46,177.53	46,177.53	100.00	2	0.0	0.00
Cash								
	Principal Cash		664,134.79	664,134.79	438.22	0	0.0	0.00
	Income Cash		-664,134.79	-664,134.79	-438.22	0	0.0	0.00
	Total Cash		0.00	0.00	0.00	0	0.0	0.00
	Total Cash & Equivalents		46,177.53	46,177.53	100.00	2	0.0	0.00

Fixed Income

U.S. Governments

50,000.000	Fed Home Ln Bk 2% 10/24/2019	101.165	50,245.05	50,582.50	7.05	1,000	2.0	337.45
50,000.000	Fed Farm Cr Bk 2.35% 08/14/2024	99.441	48,046.70	49,720.50	6.93	1,175	2.4	1,673.80
20,000.000	Fed Home Ln Bk 4.75% 12/16/2016	108.311	19,828.80	21,662.20	3.02	950	4.4	1,833.40
25,000.000	Fed Home Ln Bk 3.75% 09/09/2016	104.973	25,197.70	26,243.25	3.66	937	3.6	1,045.55
25,000.000	Fed Farm Cr Bk 4.25% 01/06/2020	111.314	25,247.47	27,828.50	3.88	1,062	3.8	2,581.03
20,000.000	Fed Home Ln Bk 3.625% 06/11/2021	109.041	20,357.54	21,808.20	3.04	725	3.3	1,450.66
10,000.000	Fed Home Ln Bk 2.78% 11/04/2021	102.928	10,385.02	10,292.80	1.44	278	2.7	-92.22
25,000.000	Fed Home Ln Bk 1.375% 03/09/2018	100.290	24,981.25	25,072.50	3.50	343	1.4	91.25
47,619.050	Fed Home Ln Bk 2.9% 09/05/2025	99.021	45,634.52	47,152.86	6.58	1,380	2.9	1,518.34
20,000.000	Fed Home Ln Mtg 4.5% 01/15/2015	100.158	19,605.80	20,031.60	2.79	900	4.5	425.80

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Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
20,000 000	Fed Nat Mtg Assoc 5% 02/13/2017	108 743	20,167 13	21,748 60	3 03	1,000	4.6	1,581 47
20,000 000	Fed Nat Mtg Assoc 3.275% 01/14/2019	106 638	20,444 25	21,327 60	2.97	655	3.1	883 35
25,000 000	US Treasury N/B 3.625% 02/15/2020	109 649	24,627.93	27,412 25	3.82	906	3.3	2,784.32
25,000 000	US Treasury N/B 3 25% 03/31/2017	105 485	24,991 21	26,371.25	3 68	812	3 1	1,380 04
15,000 000	US Treasury N/B 2 75% 02/28/2018	104 813	15,272 97	15,721.95	2 19	412	2.6	448.98
25,000 000	US Treasury N/B 1% 10/31/2016	100 727	25,172.06	25,181.75	3 51	250	1.0	9 69
Total U.S. Governments			420,205.40	438,158.31	61.10	12,785	2.9	17,952.91

Corporate Bonds

25,000.000	Caterpillar Inc 3 9% 05/27/2021	108 289	26,225 93	27,072 25	3.77	975	3.6	846.32
25,000 000	Conocophillips 5 75% 02/01/2019	113 678	25,087 50	28,419.50	3.96	1,437	5.1	3,332.00
20,000 000	Emerson Elec Co 4 75% 10/15/2015	103 279	19,721 60	20,655 80	2.88	950	4.6	934.20
25,000 000	Gen Elec Cap Corp 3.15% 09/07/2022	101.852	24,353 75	25,463.00	3.55	787	3 1	1,109.25
25,000 000	Goldman Sachs Group Inc 2 625% 01/31/2019	100 611	25,209 75	25,152.75	3.51	656	2.6	-57.00
25,000 000	McDonalds Corp 3.625% 05/20/2021	107.033	24,852 75	26,758.25	3.73	906	3 4	1,905.50
25,000 000	Morgan Stanley 2 125% 04/25/2018	100 058	25,241.94	25,014 50	3 49	531	2 1	-227.44
25,000.000	Teva Pharma Fin IV LLC 2 25% 03/18/2020	98.228	24,481.50	24,557.00	3.42	562	2.3	75.50
10,000.000	Virginia Elec & Pwr Co 2.95% 01/15/2022	100.989	10,018 06	10,098.90	1.41	295	2.9	80.84
25,000 000	Walmart Stores Inc 2.55% 04/11/2023	98.500	23,393 50	24,625.00	3 43	637	2 6	1,231 50
Total Corporate Bonds			228,586.28	237,816.95	33.16	7,736	3.3	9,230.67

Fixed Income Mutual Funds

4,737 836	Voya GNMA Income C I I Fd #2159	8.690	41,029.66	41,171.79	5.74	1,520	3 7	142.13
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Statement Of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Current Income</i>	<i>Unrealized Gain / Loss</i>
Total Fixed Income Mutual Funds							
			41,029.66	41,171.79	5.74	1,520	142.13
Total Fixed Income							
			689,821.34	717,147.05	100.00	22,041	27,325.71
Equities							
Common Stock							
Consumer Discretionary							
297,000	Directv	86.700	13,373.25	25,749.90	2.28	0	12,376.65
87,000	McDonalds Corp	93.700	4,321.76	8,151.90	0.72	295	3,830.14
374,000	Select Sector SPDR Consumer Discretionary	72.150	16,812.84	26,984.10	2.39	352	10,171.26
357,000	Tjx Co Inc	68.580	12,153.74	24,483.06	2.16	249	12,329.32
Total Consumer Discretionary							
			46,661.59	85,368.96	7.55	896	38,707.37
Consumer Staples							
239,000	CVS Health Corp	96.310	16,524.20	23,018.09	2.04	334	6,493.89
214,000	Church & Dwight Inc	78.810	2,172.82	16,865.34	1.49	265	14,692.52
139,000	Costco Whsl Corp New	141.750	8,864.73	19,703.25	1.74	197	10,838.52
223,000	Select Sector SPDR Consumer Staples	48.490	7,528.48	10,813.27	0.96	259	3,284.79
153,000	Walmart Stores Inc	85.880	8,407.73	13,139.64	1.16	293	4,731.91
Total Consumer Staples							
			43,497.96	83,539.59	7.39	1,348	40,041.63
Energy							
193,000	Chevron Corp	112.180	21,800.16	21,650.74	1.91	826	-149.42

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Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
293 000	Conocophillips	69 060	20,680 58	20,234.58	1.79	855	4.2	-446.00
182 000	Noble Energy Inc	47.430	4,645.63	8,632.26	0.76	131	1.5	3,986.63
	Total Energy		47,126.37	50,517.58	4.47	1,812	3.6	3,391.21
	Financials							
307 000	Citigroup Inc	54.110	13,861 79	16,611 77	1.47	12	0.1	2,749.98
244,000	Franklin Res Inc	55 370	6,515 42	13,510.28	1.19	146	1.1	6,994 86
80,000	Goldman Sachs	193 830	9,864 78	15,506 40	1 37	192	1.2	5,641.62
378,000	JPMorgan Chase & Co	62.580	14,902 43	23,655 24	2.09	604	2.6	8,752.81
317 000	Methlife Inc	54 090	9,762 98	17,146 53	1.52	443	2 6	7,383.55
496,000	Wells Fargo & Co New	54.820	13,185.83	27,190.72	2.40	694	2.6	14,004.89
	Total Financials		68,093.23	113,620.94	10.05	2,091	1.8	45,527.71
	Health Care							
283,000	Abbott Labs	45.020	7,320 47	12,740 66	1.13	271	2.1	5,420.19
104 000	Allergan Inc Com	212 590	9,624 38	22,109.36	1 95	20	0 1	12,484 98
681 000	Pfizer Inc	31.150	18,619.12	21,213.15	1 88	762	3 6	2,594.03
288,000	Select Sector SPDR Hlth Care Etf	68 380	16,857 59	19,693.44	1.74	265	1.3	2,835 85
188,000	Thermo Fisher Scientific Inc	125 290	5,560 12	23,554 52	2 08	112	0.5	17,994 40
	Total Health Care		57,981.68	99,311.13	8.78	1,430	1.4	41,329.45
	Industrials							
91 000	Boeing Co	129.980	12,290 56	11,828.18	1 05	331	2.8	-462.38
233 000	Danaher Corp	85.710	3,380 25	19,970.43	1.77	93	0 5	16,590.18
294 000	Quanta Svcs Inc	28.390	7,826.85	8,346 66	0 74	0	0 0	519.81
265,000	Select Sector SPDR Industrial Etf	56.580	14,318.03	14,993.70	1.33	277	1.9	675.67

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Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Income	Current Yield	Unrealized Gain / Loss
161 000	Stericycle Inc	131 080	10,870 25	21,103 88	1 87	0	0 0	10,233 63
146 000	Union Pacific Corp	119 130	12,737 88	17,392 98	1 54	292	1 7	4,655 10
	Total Industrials		61,423 82	93,635 83	8 28	993	1 1	32,212 01
	Information Technology							
407 000	Apple Inc	110 380	5,044 07	44,924 66	3 97	765	1 7	39,880 59
387 000	Ebay Inc	56 120	21,440 29	21,718 44	1 92	0	0 0	278 15
372 000	Oracle Corp	44 970	11,978 57	16,728 84	1 48	178	1 1	4,750 27
302 000	Qualcomm Inc	74 330	16,490 60	22,447 66	1 98	507	2 3	5,957 06
120 000	Visa Inc Cl A	262 200	8,094 27	31,464 00	2 78	230	0 7	23,369 73
176 000	Vmware Inc Cl A	82 520	14,985 07	14,523 52	1 28	0	0 0	-461 55
	Total Information Technology		78,032 87	151,807 12	13 42	1,680	1 1	73,774 25
	Materials							
79 000	Praxair Inc	129 560	2,627 94	10,235 24	0 90	205	2 0	7,607 30
172 000	Select Sector SPDR Materials Etf	48 580	8,583 26	8,355 76	0 74	164	2 0	-227 50
	Total Materials		11,211 20	18,591 00	1 64	369	2 0	7,379 80
	Utilities							
209 000	Select Sector SPDR Tr Utils	47 220	7,569 98	9,868 98	0 87	314	3 2	2,299 00
	Total Utilities		7,569 98	9,868 98	0 87	314	3 2	2,299 00
	Total Common Stock		421,598 70	706,261 13	62 45	10,933	1 6	284,662 43
	Foreign Stock							
156 000	Perrigo Co PLC	167 160	23,743 98	26,076 96	2 31	65	0 3	2,332 98

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Statement Of Assets

Shares	Description	Market Price	Total Cost	Market Value	% Of Category	Estimated Current Income Yield	Unrealized Gain / Loss
189,000	Schlumberger Ltd	85.410	12,045.14	16,142.49	1.43	302.19	4,097.35
Total Foreign Stock			35,789.12	42,219.45	3.73	367.09	6,430.33
Equity Mutual Funds							
Large Cap Funds							
2,551,171	Robeco Boston Partners All-Cap Value Instl Fd #81	22.440	52,528.61	57,248.28	5.06	561.10	4,719.67
Total Large Cap Funds			52,528.61	57,248.28	5.06	561.10	4,719.67
Mid Cap Funds							
1,989,998	Goldman Sachs Mid Cap Value Instl Fd #864	41.580	68,577.20	82,744.12	7.32	794.10	14,166.92
1,995,553	Goldman Sachs Growth Opportunities Cl I Fd #1132	27.750	41,068.49	55,376.60	4.90	0.00	14,308.11
Total Mid Cap Funds			109,645.69	138,120.72	12.21	794.06	28,475.03
Small Cap Funds							
421,970	Eagle Small Cap Growth Cl I Fd #3933	54.840	18,161.61	23,140.83	2.05	0.00	4,979.22
833,631	Federated Clover Small Value Cl Is Fd #659	24.910	17,739.67	20,765.75	1.84	144.07	3,026.08
Total Small Cap Funds			35,901.28	43,906.58	3.88	144.03	8,005.30
International Funds							
1,330,512	Drehaus Emerging Mkts Growth Fd #3	29.640	29,400.05	39,436.38	3.49	0.00	10,036.33
1,717,670	Oakmark Intl Fd #109	23.340	44,144.11	40,090.42	3.54	0.00	-4,053.69

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Statement Of Assets

<i>Shares</i>	<i>Description</i>	<i>Market Price</i>	<i>Total Cost</i>	<i>Market Value</i>	<i>% Of Category</i>	<i>Estimated Income</i>	<i>Current Yield</i>	<i>Unrealized Gain / Loss</i>
1,191,673	Oppenheimer Intl Growth Cl IFd #1961	35.090	44,068.07	41,815.81	3.70	560	1.3	-2,252.26
Total International Funds			117,612.23	121,342.61	10.73	560	0.5	3,730.38
Closed End - Equity Funds								
259,000	Vanguard Value Etf	84.490	18,008.21	21,882.91	1.93	485	2.2	3,874.70
Total Closed End - Equity Funds			18,008.21	21,882.91	1.93	485	2.2	3,874.70
Total Equity Mutual Funds			333,696.02	382,501.10	33.82	2,544	0.7	48,805.08
Total Equities			791,083.84	1,130,981.68	100.00	13,844	1.2	339,897.84
Total Assets			1,527,082.71	1,894,306.26		35,887	1.9	367,223.55

Purchase Activity

<i>Date</i>	<i>Description</i>	<i>Unit Price</i>	<i>Broker Commission</i>	<i>Other Costs</i>	<i>Cash</i>
Cash and Equivalents					
Goldman Sachs Financial Square					
12/31/14	Purchases (139) 01/01/14 To 12/31/14	1 000	0 00	0.00	-456,037.36
Total Cash and Equivalents					\$ -456,037.36