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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation
BARBARA MORGAN MEMORIAL TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
106 SOUTH MAIN STREET, SUITE 1600

City or town, state or province, country, and ZIP or foreign postal code
AKRON, OH 44308

A Employer identification number
38-3413062

B Telephone number (see instructions)
989-776-7358

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

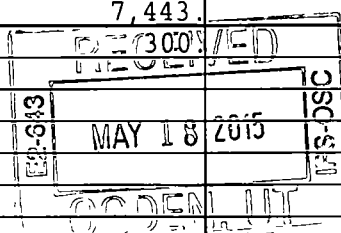
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 142,503.**

J Accounting method Cash Accrual
 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 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 | 3,261. | 3,261. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 4,182. | | | |
| | b Gross sales price for all assets on line 6a | 11,973 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 4,182. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 7,443. | 7,443. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 3,000. | | | 2,700. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 660. | 22. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23. | 3,660. | 322. | | 2,700. |
| 25 Contributions, gifts, grants paid | 3,200. | | | 3,200. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 6,860. | 322. | | 5,900. | |
| 27 Subtract line 26 from line 12: | a Excess of revenue over expenses and disbursements | 583. | | | |
| | b Net investment income (if negative, enter -0-) | | 7,121. | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |



POSTMARK DATE MAY 15 2015

SCANNED MAY 19 2015



| 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 | | 346. | 738. | 738. |
| | 2 | Savings and temporary cash investments | | 3,938. | 2,533. | 2,533. |
| | 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) . STMT 3 | | 59,153. | 54,058. | 86,229. |
| | c | Investments - corporate bonds (attach schedule) . STMT 4 | | 45,523. | 52,252. | 53,003. |
| | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) | | | | |
| | 14 | Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶ | | | | |
| 15 | Other assets (describe ▶ JEWELRY) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 108,960. | 109,581. | 142,503. | |
| 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 | | 108,960. | 109,581. | |
| | 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) | | 108,960. | 109,581. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 108,960. | 109,581. | | |

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 | 108,960. |
| 2 | Enter amount from Part I, line 27a | 2 | 583. |
| 3 | Other increases not included in line 2 (itemize) ▶ RETURN OF CAPITAL DIVIDEND | 3 | 51. |
| 4 | Add lines 1, 2, and 3 | 4 | 109,594. |
| 5 | Decreases not included in line 2 (itemize) ▶ PRE/POST YEAR END TRANSACTIONS | 5 | 13. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 109,581. |



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 | 11,973. | | 7,791. | 4,182. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col. (k), but not less than -0- or Losses (from col (h))) |
|---|--------------------------------------|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 4,182. |
| 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 | 4,182. |
| 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 (for 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 | 3,500. | 130,440. | 0.026832 |
| 2012 | 4,725. | 119,380. | 0.039579 |
| 2011 | 3,750. | 117,720. | 0.031855 |
| 2010 | 5,450. | 111,356. | 0.048942 |
| 2009 | 4,782. | 98,737. | 0.048432 |

| | | |
|---|----------|----------|
| 2 Total of line 1, column (d) | 2 | 0.195640 |
| 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 | 0.039128 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 140,400. |
| 5 Multiply line 4 by line 3 | 5 | 5,494. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 71. |
| 7 Add lines 5 and 6 | 7 | 5,565. |
| 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. | 8 | 5,900. |



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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 71. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 71. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 71. Row 6: Credits/Payments... 6a: 124, 6b: NONE, 6c: NONE, 6d: . Row 7: Total credits and payments... 124. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 53. Row 11: Enter the amount of line 10 to be Credited to 2015 estimated tax... 53. Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (1a-10, Yes, No). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... No (X). Row 1b: Did it spend more than \$100 during the year... No (X). Row 1c: Did the foundation file Form 1120-POL for this year? No (X). Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? No (X). Row 3: Has the foundation made any changes, not previously reported to the IRS... No (X). Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? No (X). Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? No (X). Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? No (X). Row 6: Are the requirements of section 508(e) satisfied either... Yes (X). Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? Yes (X). Row 8a: Enter the states to which the foundation reports or with which it is registered (see instructions) MI. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... Yes (X). Row 9: Is the foundation claiming status as a private operating foundation... No (X). Row 10: Did any persons become substantial contributors during the tax year? No (X).



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 N/A 13 X
14 The books are in care of FIRSTMERIT BANK, N.A. Telephone no (989) 776-7358
Located at 101 N. WASHINGTON AVE, SAGINAW, MI ZIP+4 48607
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
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

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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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



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

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

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

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 |
|---|---|---|---|---------------------------------------|
| FIRSTMERIT BANK, N.A. 106 SOUTH MAIN STREET, AKRON, OH 44308 | TRUSTEE 1 | 3,000. | -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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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



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 N/A | |
| 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 N/A | |
| 2 | |
| All other program-related investments See instructions 3 NONE | |
| 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 | 142,476. |
| b | Average of monthly cash balances | 1b | 62. |
| c | Fair market value of all other assets (see instructions). | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 142,538. |
| 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 | 142,538. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 2,138. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 140,400. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 7,020. |

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 | 7,020. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 71. |
| b | Income tax for 2014. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 71. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 6,949. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 6,949. |
| 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 | 6,949. |

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 | 5,900. |
| 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 | 5,900. |
| 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 | 71. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 5,829. |

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 | | | | 6,949. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 6,399. | |
| b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u> | | 1,796. | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 | NONE | | | |
| b From 2010 | NONE | | | |
| c From 2011 | NONE | | | |
| d From 2012 | NONE | | | |
| e From 2013 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>5,900.</u> | | | | |
| a Applied to 2013, but not more than line 2a | | | 5,900. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | NONE | | | |
| d Applied to 2014 distributable amount | | | | NONE |
| 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)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 | NONE | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 1,796. | | |
| 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 | | 1,796. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions | | | 499. | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 6,949. |
| 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) | NONE | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9. | | | | |
| a Excess from 2010 | NONE | | | |
| b Excess from 2011 | NONE | | | |
| c Excess from 2012 | NONE | | | |
| 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)

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

Part XV Supplementary Information (Complete this part only if the 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:

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2



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 | | | | |
| HANDLEY SCHOOL 224 NORTH ELM STREET SAGINAW MI 48602 | NONE | PUBLIC SCH | STORYTELLING THROUGH DRUMS & INSTRUMENTS | 1,000. |
| HEMMETER ELEMENTARY SCHOOL 1890 HEMMETER ROAD SAGINAW MI 48609 | NONE | PC | SPARK DAY - SCIENCE PLUS ART REACHING KIDS | 1,200. |
| GREAT BEGINNINGS CHRISTIAN CHILDCARE 2839 LIBERTY ROAD SAGINAW MI 48604 | NONE | PC | FALL 2014 MUSIC CLASS | 1,000. |
| Total ▶ 3a | | | | 3,200. |
| b Approved for future payment | | | | |
| Total ▶ 3b | | | | |



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets. b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule

Table with 3 columns: (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

Sign Here

Jirica L Mathis Signature of officer or trustee

15-4-15 Date

Trust Officer Title First Merit Bank Trustee

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

Paid Preparer Use Only

Print/Type preparer's name RONALD SHOEMAKER Preparer's signature [Signature] Date 04/16/2015 Check self-employed if PTIN P00021964 Firm's name ERNST & YOUNG U.S. LLP Firm's address 950 MAIN STREET CLEVELAND, OH 44113 Firm's EIN 34-6565596 Phone no 419-321-6096

List of Holdings

Statement of Value and Activity

December 1, 2014 - December 31, 2014

MORGAN
38-3413062

Asset Detail

| Description | Shares/Par Value Unrealized G/L | Market Value Current Price | Cost Basis | Est. Ann. Income Current Yield |
|--|------------------------------------|-------------------------------|-------------------------------------|-----------------------------------|
| Cash & Equivalents | | | | |
| Money Market Funds | | | | |
| FirstMerit PrivateBank Cash Account TICKER: FMCA | 2,532 570 \$0.00 | \$2,532 57 1.000 | \$2,532 57 - | \$2 53 0.100% |
| | | \$2,532 57 | \$2,532 57 | \$2 53 |
| | \$0.00 | | | |
| Cash | | | | |
| Cash | | \$738 26 | 738.26 | |
| | | \$738 26 | | \$0 00 |
| | \$0.00 | | | |
| Total Cash & Equivalents | \$0.00 | \$3,270.83 | 3270.83 | \$2.53 |
| Equity | | | | |
| Equity Mutual Funds | | | | |
| Bridgeway UI Sm Co Mrkt Fund TICKER: BRSIX | 236 820 \$1,021.41 | \$3,763 07 15.890 | \$2,741 66 \$0.00 | \$0 00 0.000% |
| Schwab Fndmntl US Small Co-I TICKER: SFSNX | 320 409 \$884.91 | \$4,190 95 13.080 | \$3,306 04 \$0.00 | \$51 27 1.220% |
| Aston Montag & Caldwell Grw-I TICKER: MCGIX | 139 789 \$300.97 | \$3,546 45 25.370 | \$3,245 48 \$0.00 | \$25.02 0.700% |
| DFA Real Estate Secs Port TICKER: DFREX | 148 250 \$902.63 | \$4,902 63 33.070 | \$4,000 00 \$0.00 | \$127 05 2 590% |
| DFA US Core Equity 1 Portfolio TICKER: DFEOX | 2,033 817 \$17,894.61 | \$36,446 00 17.920 | \$18,551 39 \$0.00 | \$541 00 1.480% |
| Vanguard Totl Stk Mkt Ind-Ad TICKER: VTSAX | 267 365 \$6,509.66 | \$13,796 03 51.600 | \$7,286 37 \$0.00 | \$243 30 1.760% |
| Harbor International Fund #11 TICKER: HAINX | 59 903 \$1,922.05 | \$3,880 52 64.780 | \$1,958 47 \$0.00 | \$84 94 2.190% |
| DFA Emerg Mkts Core Equity TICKER: DFCEX | 225 363 \$156.12 | \$4,263 87 18.920 | \$4,107.75 \$0.00 | \$86 99 2.040% |
| DFA International Core Equity Fund TICKER: DFIEX | 977 698 \$2,578 26 | \$11,439 07 11.700 | \$8,860 81 \$0.00 | \$361 75 3.160% |
| Total Equity | \$32,170.62 | \$86,228.59 | \$54,057.97 \$0.00 | \$1,521.32 |

Barbara Ann Morgan

0001476 - 0901011

List of Holdings (continued)

Statement of Value and Activity

December 1, 2014 - December 31, 2014

| Description | Shares/Par Value Unrealized G/L | Market Value Current Price | Cost Basis | Est. Ann. Income Current Yield |
|---|--|---------------------------------------|--------------------|---|
| <i>Fixed Income</i> | | | | |
| <i>Fixed Income Mutual Funds</i> | | | | |
| PIMCO Total Return Institutional Fund TICKER: PTTRX | 784 848 -\$31.61 | \$8,366 48 10.660 | \$8,398.09 | \$181 30 2.170% |
| Federated Total Return Bond Fund TICKER: FTRBX | 773 267 -\$183.04 | \$8,536 87 11.040 | \$8,719 91 | \$277 22 3.250% |
| Vanguard Inflation-Protected Securities Fund TICKER: VAIPX | 217 638 \$1.44 | \$5,630 30 25 870 | \$5,628 86 | \$126 45 2.250% |
| PIMCO High Yield Fund TICKER: PHIYX | 291 306 -\$105.86 | \$2,662 54 9.140 | \$2,768.40 | \$160 62 6.030% |
| T Rowe Price International Bond Fund TICKER: RPIBX | 293 054 -\$151.44 | \$2,619 90 8.940 | \$2,771 34 | \$63 30 2.420% |
| Vanguard Total Bond Market Index Fund TICKER: VBTLX | 2,317 141 \$1,222.02 | \$25,187 32 10.870 | \$23,965 30 | \$646.48 2 570% |
| Total Fixed Income | \$751.51 | \$53,003.41 | \$52,251 90 | \$1,455.37 |
| Total All Assets | \$32,922.13 | \$142,502.83 | 109,580.70 | \$2,979.22 |

BARBARA MORGAN MEMORIAL TRUST

38-3413062

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|--------------------------------|-----------------------|
| ASTON MONTAG & CALDWELL GRW-I | 53. | 53. |
| BRIDGEWAY ULTRA-SMALL COMPANY MKT FD | 34. | 34. |
| DFA INTERNATIONAL CORE EQUITY FUND | 373. | 373. |
| DFA US CORE EQUITY 1 PORTFOLIO | 540. | 540. |
| DFA EMERGING MARKETS CORE | 92. | 92. |
| DFA REAL ESTATE SECS PORT | 127. | 127. |
| FEDER TOTAL RETURN BOND FUND #328 | 312. | 312. |
| FIRSTMERIT PRIVATEBANK CASH ACCOUNT | 3. | 3. |
| HARBOR INTERNATIONAL FUND | 89. | 89. |
| PIMCO TOTAL RETURN FUND | 328. | 328. |
| PIMCO HIGH YIELD FUND-INSTL | 171. | 171. |
| SCHWAB FNDMNTL US SMALL CO-I | 103. | 103. |
| VANGUARD TOTAL BD MKT IDX ADM | 143. | 143. |
| VANGUARD TOTL BD MAKT IDX | 428. | 428. |
| VANGUARD TOTL BD MAKT IDX | 96. | 96. |
| VANGUARD INFLATION PROTECTED SECURITIES | 126. | 126. |
| VANGUARD TOTL STK MKT IND SG | 55. | 55. |
| VANGUARD TOTL STK MKT IND-AD | 188. | 188. |
| TOTAL | 3,261. | 3,261. |

BARBARA MORGAN MEMORIAL TRUST

38-3413062

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| FEDERAL TAX PAYMENT - PRIOR YE | 539. | |
| FEDERAL ESTIMATES - PRINCIPAL | 99. | |
| FOREIGN TAXES ON QUALIFIED FOR | 13. | 13. |
| FOREIGN TAXES ON NONQUALIFIED | 9. | 9. |
| TOTALS | 660. | 22. |

BARBARA MORGAN MEMORIAL TRUST

38-3413062

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|-----------------------|-------------------------|----------------------|---------------|
| MUTUAL FUNDS - EQUITY | 59,153. | 54,058. | 86,229. |
| TOTALS | 59,153. | 54,058. | 86,229. |

BARBARA MORGAN MEMORIAL TRUST
FORM 990PF, PART II - CORPORATE BONDS
=====

38-3413062

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|-----------------------------|-------------------------|----------------------|---------------|
| MUTUAL FUNDS - FIXED INCOME | 45,523. | 52,252. | 53,003. |
| TOTALS | 45,523. | 52,252. | 53,003. |



BARBARA MORGAN MEMORIAL TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

38-3413062

RECIPIENT NAME:

TRICIA MATHIS, C/O FIRSTMERIT BANK, NA

ADDRESS:

101 N. WASHINGTON AVE

SAGINAW, MI 48607

RECIPIENT'S PHONE NUMBER: 989-776-7358

FORM, INFORMATION AND MATERIALS:

APPLICATIONS ARE AVAILABLE

SUBMISSION DEADLINES:

NONE AT THIS TIME

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Teachers and schools may apply for grants to bring professional musicians, storytellers, dancers and artists to appear in programs or conduct workshops.