Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation
GEORGE H RIEDEL FOUNDATION
C/O F AND M BANK & TRUST COMPANY

A Employer identification number
43-1907873

Number and street (or P.O box number if mail is not delivered to street address) | Room/suite
PO BOX 938; 505 BROADWAY

B Telephone number
573-221-6424

City or town, state or province, country, and ZIP or foreign postal code
HANNIBAL, MO 63401

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 6160999.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	(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	73.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44.	44.		STATEMENT 1
	4 Dividends and interest from securities	110952.	110952.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-121565.			
	b Gross sales price for all assets on line 6a 456400.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income				
	12 Total. Add lines 1 through 11	-10496.	110996.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	72450.	36225.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	7235.	3617.		0.
	b Accounting fees STMT 4	4725.	2363.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	13983.	357.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	4246.	4246.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	102639.	46808.		0.
	25 Contributions, gifts, grants paid	225754.			225754.
	26 Total expenses and disbursements. Add lines 24 and 25	328393.	46808.		225754.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-338889.			
	b Net investment income (if negative, enter -0-)		64188.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only.

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	212118.	96669.	96669.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3668221.	3214781.	4798747.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	860026.	1090026.	1265583.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4740365.	4401476.	6160999.
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4740365.	4401476.	
	30 Total net assets or fund balances	4740365.	4401476.	
	31 Total liabilities and net assets/fund balances	4740365.	4401476.	

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	4740365.
2	Enter amount from Part I, line 27a	2	-338889.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4401476.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4401476.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	456400.		577965.	-121565.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-121565.

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 -121565.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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	240070.	5765312.	.041640
2012	331024.	5356003.	.061804
2011	257424.	5373202.	.047909
2010	215127.	5174571.	.041574
2009	205007.	4751559.	.043145

2	Total of line 1, column (d)	2	.236072
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	.047214
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6033414.
5	Multiply line 4 by line 3	5	284862.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	642.
7	Add lines 5 and 6	7	285504.
8	Enter qualifying distributions from Part XII, line 4	8	225754.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1284.
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	1284.
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	1284.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 10360.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10360.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	9076.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 1320. **Refunded** ▶		11	7756.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ F & M BANK AND TRUST COMPANY Telephone no. ▶ 573-221-6424
Located at ▶ PO BOX 938, 505 BROADWAY, HANNIBAL, MO ZIP+4 ▶ 63401-0938

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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			
	If "Yes," list the years ▶ 2013 , , ,			
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			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* N/A	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)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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? N/A | 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.

(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
F & M BANK AND TRUST COMPANY 505 BROADWAY; PO BOX 938 HANNIBAL, MO 63401	TRUSTEE 40.00	72450.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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 TO FURTHER THE EXEMPT PURPOSE OF FUNDING 501(C)(3) CHARITIES EXISTING PRIMARILY IN THE CITY OF HANNIBAL, MISSOURI.	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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	
Total. Add lines 1 through 3 ▶	0.

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	5952818.
b	Average of monthly cash balances	1b	172475.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6125293.
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	6125293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91879.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6033414.
6	**Minimum investment return.** Enter 5% of line 5	6	301671.

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	301671.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 1284.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1284.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	300387.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	300387.
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	300387.

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	225754.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	225754.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	225754.

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				300387.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			233878.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 225754.				
a Applied to 2013, but not more than line 2a			225754.	
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				0.
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 instr.			8124.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				300387.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a 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 9

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				
AFFORDABLE COMMUNITY EDUCATION PO BOX 1572 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	EQUIPMENT FOR SCIENCE ROOM AT MACC	20000.
CHART TEEN TASK FORCE PO BOX 311 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	SOCIAL MEDIA PROGRAM/TEEN HEALTH FAIR	8500.
DOUGLASS COMMUNITY SERVICES PO BOX 311 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	KIDS IN MOTION PROGRAM/CASA	11950.
FACT #4 MELGROVE LANE HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	MENTAL HEALTH SERVICES/EQUESTRIAN THERAPY/PROJECT GRADUATION	11000.
GIRL SCOUTS OF EASTERN MISSOURI 2300 BALL DRIVE ST LOUIS, MO 63146	N/A	PUBLIC CHARITY	PAVE PROJECT	7500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	225754.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	44.	
4 Dividends and interest from securities			14	110952.	
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	-121565.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REPAYMENTS					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-10569.	0.

13 Total. Add line 12, columns (b), (d), and (e) .... 13 -10569.

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

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

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

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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
N/A		

Sign Here

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

Signature of officer or trustee | Date: 2-18-15 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WADE STABLES P.C.		02/17/15		P00133939

Firm's name ▶ WADE STABLES P.C. | Firm's EIN ▶ 43-1498457

Firm's address ▶ PO BOX 796 HANNIBAL, MO 63401-0796 | Phone no. (573) 221-5998

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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	COMMERCE BANCSHARES - CIL	P	06/30/11	12/24/14
b	COMMERCE BANCSHARES	P	04/12/01	05/07/14
c	GENERAL ELECTRIC	P	04/12/01	05/07/14
d	CH ROBINSON	P	02/28/13	04/07/14
e	CH ROBINSON	P	02/28/13	04/09/14
f	CISCO SYSTEMS	P	05/11/12	04/07/14
g	CISCO SYSTEMS	P	06/04/12	04/07/14
h	CISCO SYSTEMS	P	07/06/12	04/07/14
i	CISCO SYSTEMS	P	08/01/12	04/07/14
j	GOOGLE INC CL A	P	06/04/12	02/06/14
k	JP MORGAN CHASE	P	07/06/12	02/06/14
l	JP MORGAN CHASE	P	06/04/12	02/06/14
m	JP MORGAN CHASE	P	05/11/12	02/06/14
n	MICROSOFT CORP	P	05/11/12	02/06/14
o	MICROSOFT CORP	P	06/04/12	02/06/14

	(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	4.			4.
b	130962.		60594.	70368.
c	187106.		414750.	-227644.
d	10539.		11448.	-909.
e	10490.		11448.	-958.
f	8018.		5852.	2166.
g	5727.		4035.	1692.
h	3436.		2511.	925.
i	9164.		6372.	2792.
j	11636.		5770.	5866.
k	4092.		2551.	1541.
l	10912.		6220.	4692.
m	1364.		930.	434.
n	7416.		6271.	1145.
o	3708.		2858.	850.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				4.
b				70368.
c				-227644.
d				-909.
e				-958.
f				2166.
g				1692.
h				925.
i				2792.
j				5866.
k				1541.
l				4692.
m				434.
n				1145.
o				850.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 3

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05-01-14

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	ENERGY SELECT SECTOR	P	07/06/12	02/06/14
b	ENERGY SELECT SECTOR	P	08/01/12	02/06/14
c	TECHNOLOGY SELECT SECTOR	P	05/11/12	02/06/14
d	SYSCO CORP	P	06/04/12	04/07/14
e	SYSCO CORP	P	08/01/12	04/07/14
f	SYSCO CORP	P	07/06/12	04/07/14
g	CH ROBINSON	P	09/05/13	04/09/14
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6184.		4962.	1222.
b	6184.		5266.	918.
c	3435.		2888.	547.
d	1788.		1388.	400.
e	10731.		8823.	1908.
f	5365.		4346.	1019.
g	7867.		8682.	-815.
h	10272.			10272.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1222.
b				918.
c				547.
d				400.
e				1908.
f				1019.
g				-815.
h				10272.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-121565.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HANNIBAL ARTS COUNCIL PO BOX 1202 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	YOUNG MASTERS PROGRAM/URBAN INFLUENCE WORKSHOP/FIRST FRIDAY ART ADVENTURES/BLUFF	17340.
HANNIBAL CLINIC HEALTH SERVICES PO BOX 311 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	COMPRESSION STOCKINGS/MISSISSIPPI RIVER RUN	2000.
HANNIBAL LAGRANGE UNIVERSITY 2800 PALMYRA ROAD HANNIBAL, MO 63401	N/A	EDUCATIONAL INSTITUTION	SCIENCE LAB EQUIPMENT/SUMMER READING	6500.
HANNIBAL NUTRITION CENTER PO BOX 148 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	EQUIPMENT/MATCHING GRANT FOR SENIOR MEALS/EASTER EGG HUNT	11700.
JUNIOR ACHIEVEMENT PO BOX 1375 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	JUNIOR ACHIEVEMENT PROGRAM FOR HANNIBAL STUDENTS	6000.
MARION COUNTY SERVICES FOR THE DISABLED 12 NORTHPORT PLAZA HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	SMILE A MILE BUDDY WALK	1000.
MARK TWAIN HOME FOUNDATION 120 N MAIN HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	SEARCH DATABASE/MUSIC UNDER THE STARS	6995.
MISSOURI COLLEGES FUND, INC. 3401 WEST TRUMAN BLVD JEFFERSON CITY, MO 65109	N/A	PUBLIC CHARITY	COLLEGE SCHOLARSHIPS	10000.
MISSOURI HUMANITIES COUNCIL 543 HANLEY INDUSTRIAL CR. STE 201 ST LOUIS, MO 63144	N/A	PUBLIC CHARITY	READ FROM THE START	3000.
ROTARY CLUB OF HANNIBAL MISSOURI PO BOX 1386 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	HARVEST HOOTENANNY	1000.
Total from continuation sheets				166804.

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Part XV Supplementary Information

3 *Grants and Contributions Paid During the Year (Continuation)*

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHOES FROM THE HEART PO BOX 171 MACON, MO 63552	N/A	PUBLIC CHARITY	SHOES FOR AT RISK CHILDREN ENROLLED IN HEAD START	3000.
ST JOHNS LUTHERAN SCHOOL 1317 LYON ST HANNIBAL, MO 63401	N/A	CHURCH	PLAYGROUND EQUIPMENT	6000.
YMCA OF HANNIBAL #1 YMCA DRIVE HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	SWIM TEAM/CAMP OKI TIPPI/OPERATING EXPENSES	55756.
BEAR CREEK SPORTS PARK PO BOX 1147 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	NEWLY PLANNED EVENTS	5000.
HANNIBAL CONCERT ASSOCIATION PO BOX 784 HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	2015 CONCERT SEASON	4500.
HANNIBAL FREE CLINIC 3145 HWY 61 NORTH HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	DIABETIC SUPPLIES/2 COMPUTERS	6000.
HANNIBAL FREE PUBLIC LIBRARY 200 SOUTH 5TH ST HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	SUMMER READING PROGRAM	200.
MOLLY BROWN BIRTHPLACE & MUSEUM 200 NORTH MAIN ST HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	EXHIBITS	1750.
THE CHILD CENTER 306 MUNGER LANE HANNIBAL, MO 63401	N/A	PUBLIC CHARITY	IRECORD INTERVIEW SYSTEM	4063.
WILLOW STREET CHRISTIAN CHURCH 404 WILLOW STREET HANNIBAL, MO 63401	N/A	CHURCH	CARING HANDS TUTORING PROGRAM	15000.
Total from continuation sheets				

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Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - HANNIBAL ARTS COUNCIL

YOUNG MASTERS PROGRAM/URBAN INFLUENCE WORKSHOP/FIRST FRIDAY ART

ADVENTURES/BLUFF CITY THEATRE OUTREACH

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FEDERATED PRIME OBLIGATIONS	44.	44.	
TOTAL TO PART I, LINE 3	44.	44.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
3M CO	1282.	0.	1282.	1282.	
ABBOTT LABS	286.	0.	286.	286.	
ABBVIE INC COM	540.	0.	540.	540.	
AMERICAN EXPRESS CO	270.	0.	270.	270.	
APPLE INC COM	645.	0.	645.	645.	
BLACKROCK INC	1158.	0.	1158.	1158.	
C.H. ROBINSON WORLDWIDE INC	193.	0.	193.	193.	
CISCO SYSTEMS	414.	0.	414.	414.	
CME GROUP INC	2240.	0.	2240.	2240.	
COCA COLA CO	915.	0.	915.	915.	
COMMERCE BANCSHARES	36371.	0.	36371.	36371.	
COMPASS MINERALS INTL	540.	0.	540.	540.	
CONSUMER DISCRET SELECT	618.	0.	618.	618.	
CONSUMER STAPLES SELECT	466.	0.	466.	466.	
DFA EMERGING MARKET VALUE	533.	0.	533.	533.	
DFA EMERGING MARKETS	415.	0.	415.	415.	
DFA EMERGING MARKETS SMALL CAP	1150.	539.	611.	611.	
DFA FIVE-YEAR GLOBAL FIXED INCOME	2464.	195.	2269.	2269.	
DFA INTERNATIONAL SMALL CO	1910.	985.	925.	925.	
DFA INTERNATIONAL VALUE	2899.	0.	2899.	2899.	

DFA INTL SMALL CAP	1283.	613.	670.	670.	
DFA ONE-YEAR FIXED INCOME	431.	38.	393.	393.	
DFA REAL ESTATE SECURITIES	2135.	0.	2135.	2135.	
DFA SHORT TERM GOV	1183.	222.	961.	961.	
DFA TWO-YEAR GLOBAL FIXED INC	1844.	12.	1832.	1832.	
DFA US CORE	2459.	807.	1652.	1652.	
DFA US LARGE CAP	3446.	882.	2564.	2564.	
DFA US VECTOR	8221.	5979.	2242.	2242.	
DISCOVER FINANCIAL SERVICES	345.	0.	345.	345.	
EI DUPONT	2760.	0.	2760.	2760.	
EXELON CORP	403.	0.	403.	403.	
EXXON MOBIL CORP	1418.	0.	1418.	1418.	
GENERAL DYNAMICS CORP	605.	0.	605.	605.	
GENERAL ELECTRIC	9240.	0.	9240.	9240.	
HONEYWELL INTL	980.	0.	980.	980.	
IBM	2125.	0.	2125.	2125.	
INDUSTRIAL SELECT	501.	0.	501.	501.	
ISHARES TELECOMMUNICATION	577.	0.	577.	577.	
JOHNSON & JOHNSON	759.	0.	759.	759.	
JOHNSON CTLS INC	968.	0.	968.	968.	
JP MORGAN CHASE	582.	0.	582.	582.	
KRAFT FOODS	495.	0.	495.	495.	
LOWES COS INC	738.	0.	738.	738.	
MASTERCARD	140.	0.	140.	140.	
MATERIALS SELECT	192.	0.	192.	192.	
MICROSOFT CORP	920.	0.	920.	920.	
MONDELEZ INTL INC COM	399.	0.	399.	399.	
NATIONAL-OILWELL INC	1148.	0.	1148.	1148.	
NOVARTIS AG	492.	0.	492.	492.	
NOVO-NARDISK	613.	0.	613.	613.	
ORACLE CORP	456.	0.	456.	456.	
PAYCHEX INC	1059.	0.	1059.	1059.	
PEPSICO	9780.	0.	9780.	9780.	
PFIZER INC	832.	0.	832.	832.	
PHILIP MORRIS	573.	0.	573.	573.	
POTASH CORP	1050.	0.	1050.	1050.	
SCHWAB CHARLES CORP NEW	168.	0.	168.	168.	
SYSCO CORP	290.	0.	290.	290.	
TECHNOLOGY SELECT	543.	0.	543.	543.	
TRANSCANADA CORP	1617.	0.	1617.	1617.	
UNILEVER	846.	0.	846.	846.	
UTILITIES SELECT	489.	0.	489.	489.	
WELLS FARGO & COMPANY COM	810.	0.	810.	810.	
TO PART I, LINE 4	121224.	10272.	110952.	110952.	

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEE	7235.	3617.		0.
TO FM 990-PF, PG 1, LN 16A	7235.	3617.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WADE STABLES	4725.	2363.		0.
TO FORM 990-PF, PG 1, LN 16B	4725.	2363.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	357.	357.		0.
2014 EXCISE TAX	10360.	0.		0.
2013 EXCISE TAX	3266.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13983.	357.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	4246.	4246.		0.
TO FORM 990-PF, PG 1, LN 23	4246.	4246.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMERCE BANCSHARES	713021.	1811141.
EI DUPONT	61711.	110910.
GENERAL ELECTRIC	414750.	176890.
IBM	64305.	80220.
PEPSICO	171000.	378240.
FARMERS & MERCHANTS BANCORP, INC.	734025.	689715.
ABBOTT LABS INC	9775.	14632.
AMERICAN EXPRESS CO	15623.	25586.
BERKSHIRE HATHAWAY INC	28947.	52553.
BLACKROCK INC	25509.	53634.
CME GROUP INC	26234.	44325.
CARMAX INC	32778.	59922.
CISCO SYSTEMS INC	0.	0.
COMPASS MINERALS INTL INC	16675.	19537.
DISCOVER FINANCIAL SERVICES	12813.	24559.
EBAY INC	31699.	39284.
EXELON CORP	12407.	12051.
EXPRESS SCRIPTS HOLDINGS	23390.	33868.
EXXON MOBIL CORP	44603.	48536.
GENERAL DYNAMICS CORP	16217.	34405.
GOOGLE INC	26963.	47568.
HONEYWELL INTL INC	29604.	52458.
ISHARES TELECOMMUNICATIONS	19593.	25620.
JP MORGAN CHASE	10911.	18774.
JOHNSON & JOHNSON	17865.	28757.
JOHNSON CTLS INC	30606.	53174.
KRAFT FOODS GROUP INC	9528.	14600.
LOWES COS INC	23936.	61920.
MICROSOFT CORP	23051.	37160.
MONDELEZ INTL INC	17751.	25428.
NATIONAL-OILWELL INC	42848.	45871.
NOVARTIS AG SPONSORED	14973.	25482.
ORACLE CORP	27197.	42722.
PAYCHEX INC	22349.	33473.
PFIZER INC	18319.	24920.
POTASH CORP SASK INC	29514.	26490.
MATERIALS SELECT	6875.	9716.
CONSUMER STAPLES SELECT	14162.	19396.
CONSUMER DISCRET SELECT	37770.	50505.
ENERGY SELECT	0.	0.
INDUSTRIAL SELECT	19501.	28290.
TECHNOLOGY SELECT	21340.	31013.
UTILITIES SELECT	11835.	15347.
SYSCO CORP	0.	0.
3M CO	32705.	61620.
TRANSCANADA CORP	33266.	36825.
ABBVIE INC COM	10600.	21268.

C.H. ROBINSON WORLDWIDE INC	0.	0.
COCA COLA CO	28806.	31665.
NOVO NORDISK A S ADR	33715.	42320.
PHILIP MORRIS INTL INC	13647.	12218.
SCHWAB CHARLES CORP NEW COM	12334.	21133.
APPLE INC COM	23660.	38633.
WELLS FARGO & COMPANY	25602.	32892.
MASTERCARD INC	31856.	36618.
NOW INC	4659.	4503.
UNILEVER PLC	31958.	30360.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3214781.	4798747.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DFA US VECTOR EQUITY	COST	128791.	180161.
DFA US CORE EQUITY	COST	79093.	114064.
DFA US LARGE CAP VALUE	COST	99538.	149993.
DFA REAL ESTATE SECURITIES	COST	63853.	91538.
DFA EMERGING MARKET VALUE	COST	21785.	20424.
DFA EMERGING MARKETS SMALL CAP	COST	27758.	28594.
DFA INTERNATIONAL SMALL COMPANY	COST	29903.	32185.
DFA INTL SMALL CAP VALUE	COST	27023.	32864.
DFA EMERGING MARKETS	COST	21356.	21512.
DFA INTERNATIONAL VALUE	COST	60997.	67600.
DFA SHORT TERM GOVERNMENT	COST	132779.	132196.
DFA ONE-YEAR FIXED INCOME	COST	131375.	131210.
DFA TWO-YEAR GLOBAL FIXED INCOME	COST	132670.	130421.
DFA FIVE-YEAR GLOBAL FIXED INCOME	COST	133105.	132821.
TOTAL TO FORM 990-PF, PART II, LINE 13		1090026.	1265583.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

F AND M BANK & TRUST
PO BOX 938
HANNIBAL, MO 634010938

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
573-221-6424	GEORGE H RIEDEL FOUNDATION

FORM AND CONTENT OF APPLICATIONS

NO STANDARD FORMAT; BUT MUST APPLY CRITERIA PROVIDED TO APPLICANT UPON INQUIRY BY APPLICANT.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

YES; MUST BE 501(C)(3) WITHIN THE CITY LIMITS OF HANNIBAL, MISSOURI AS STATED IN THE TRUST DOCUMENT.