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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

A Employer identification number
47-6025723

Number and street (or P O box number if mail is not delivered to street address)
209 SOUTH 19TH STREET NO 151

Room/suite

B Telephone number (see instructions)
(402) 345-0043

City or town, state or province, country, and ZIP or foreign postal code
OMAHA, NE 68102

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 ▶ ☐

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

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)* ▶$ 17,242,605

J Accounting method ☑ 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) (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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	153,021	135,833		
	4	Dividends and interest from securities	210,451	210,451		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	496,076			
	b	Gross sales price for all assets on line 6a 5,135,372				
	7	Capital gain net income (from Part IV, line 2)		496,076		
	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	859,548	842,360		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,965	2,965		0
	c	Other professional fees (attach schedule)	66,087	66,087		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,089	1,089		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	16,268	16,268		0
	21	Travel, conferences, and meetings	111	111		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,392	7,392		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	93,912	93,912		0
	25	Contributions, gifts, grants paid	936,355			936,355
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,030,267	93,912		936,355
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-170,719			
	b	**Net investment income** (if negative, enter -0-)		748,448		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2014)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	702,751	424,981	424,981
	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)	3,173,663	3,130,635	3,234,900
	b	Investments—corporate stock (attach schedule)	6,556,591	6,496,018	10,740,995
	c	Investments—corporate bonds (attach schedule)	2,563,354	2,774,006	2,841,729
	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 ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,996,359	12,825,640	17,242,605
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	8,302,655	8,302,655	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,693,704	4,522,985	
	30	**Total net assets or fund balances** (see instructions)	12,996,359	12,825,640	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,996,359	12,825,640	

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	12,996,359
2	Enter amount from Part I, line 27a	2	-170,719
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	12,825,640
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	12,825,640

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	**2**	496,076
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 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	813,849	15,553,879	0 052325
2012	787,395	14,710,305	0 053527
2011	775,150	14,773,777	0 052468
2010	668,800	14,412,005	0 046406
2009	638,004	13,270,128	0 048078

2	**Total** of line 1, column (d).	**2**	0 252804
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 050561
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	**4**	16,480,426
5	Multiply line 4 by line 3.	**5**	833,267
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	7,484
7	Add lines 5 and 6.	**7**	840,751
8	Enter qualifying distributions from Part XII, line 4.	**8**	936,355

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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**	7,484
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**	7,484
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**	7,484
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	**6a**	14,736		
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**	14,736
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**	7,252
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 7,252 **Refunded** ▶			**11**	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	**1b**		No
	*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**		No
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? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NE			
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**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶NEELY KOUNTZE Telephone no ▶(402) 345-0043

Located at ▶209 SOUTH 19TH STREET SUITE 151 OMAHA NE ZIP+4 ▶68102

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 |

			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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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)?	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **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)? **5b** **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? **6b** **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? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	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**	16,144,493
b	Average of monthly cash balances			**1b**	586,904
c	Fair market value of all other assets (see instructions)			**1c**	0
d	**Total** (add lines 1a, b, and c)			**1d**	16,731,397
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**	16,731,397
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			**4**	250,971
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	16,480,426
6	**Minimum investment return.** Enter 5% of line 5			**6**	824,021

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**	824,021
2a	Tax on investment income for 2014 from Part VI, line 5	**2a**	7,484		
b	Income tax for 2014 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	7,484
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	816,537
4	Recoveries of amounts treated as qualifying distributions			**4**	0
5	Add lines 3 and 4			**5**	816,537
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**	816,537

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**	936,355
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**	936,355
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**	7,484
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	928,871

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				816,537
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			193,217	
b Total for prior years 20___ , 20___ , 20___		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 ▶ $ 936,355				
a Applied to 2013, but not more than line 2a			193,217	
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.				743,138
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				73,399
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
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)

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 organization 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

NEELY KOUNTZE
209 SOUTH 19TH STREET SUITE 151
OMAHA, NE 68102
(402) 345-0043

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

GRANT REQUESTS AND SCHOLARSHIP AWARDS PROCEDURES HAVE BEEN ESTABLISHED BY THE FOUNDATION THE GRANT REQUESTS ARE OPEN TO 501(C)(3) ORGANIZATIONS THE GRANT REQUESTS ARE TO INCLUDE THE BASICS OF THE REQUEST IN ADDITION TO A LETTER CONTAINING THE ESSENTIAL INFORMATION SUCH AS THE PROJECT CONTEMPLATED, SOURCE OF FUNDS, TIMELINE OF IMPLEMENTATION, ETC THE ORIGINAL GRANT REQUEST AND EIGHT COPIES ARE TO BE SENT TO THE FOUNDATION FOR THE BOARD OF TRUSTEES' REVIEW GRANTEES ARE NOTIFIED IN WRITING OF THE FOUNDATION'S DECISIONS

c Any submission deadlines

NOVEMBER 30 OF EACH YEAR

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

PRIMARILY NEBRASKA AND WESTERN IOWA PRIVATE EDUCATIONAL INSTITUTIONS, RELIGIOUS ORGANIZATIONS, HEALTH ORGANIZATIONS, ARTS AND RELATED ORGANIZATIONS

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* See Additional Data Table				
Total . . . . ▶ **3a**				936,355
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	153,021	
4 Dividends and interest from securities			14	210,451	
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	496,076	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		859,548	0

13 Total. Add line 12, columns (b), (d), and (e) 13 859,548

(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) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
(1)	Cash	**1a(1)**		No
(2)	Other assets	**1a(2)**		No
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2)	Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3)	Rental of facilities, equipment, or other assets	**1b(3)**		No
(4)	Reimbursement arrangements	**1b(4)**		No
(5)	Loans or loan guarantees	**1b(5)**		No
(6)	Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

(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

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

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

****** 2015-05-11 ******

Signature of officer or trustee Date Title

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
ROBERT H BERGER				P00340049

Firm's name ▶ BERGER AND O'TOOLE CPAS LLC

Firm's EIN ▶ 91-1829375

Firm's address ▶ 1301 S 75TH ST SUITE 200 OMAHA, NE 68124

Phone no (402) 551-1919

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
85,000 PNC FDG CORP SR NT FLTG RATE 2014 DTD 02/01/2007	P	2009-08-19	2014-01-31
780 SH BB & T CORP	P	2010-10-26	2014-02-07
650 SH BB & T CORP	P	2013-02-22	2014-02-07
645 SH BB & T CORP	P	2013-03-18	2014-02-07
60,000 US TREASURY NOTE 0 025% DTD 12/15/2012	P	2013-04-26	2014-02-27
1,428 49 SH HELIOS LEASING I LLC DECD NT 2 018% DTD 06/19/2012	P	2012-06-12	2014-02-28
15,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-04-26	2014-03-06
105,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-05-21	2014-03-06
45,000 HARTFORD FINL SVCS GROUP INC D DR NT 4 00% DTD 04/05/2012	P	2012-06-13	2014-03-10
5,000 HARTFORD FINL SVCS GROUP INC D DR NT 4 00% DTD 04/05/2012	P	2012-11-14	2014-03-10

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
77,695		77,695	0
28,911		17,527	11,384
24,092		19,675	4,417
23,907		19,829	4,078
59,981		59,956	25
1,428		1,428	0
14,990		14,989	1
104,930		104,842	88
48,652		45,051	3,601
5,406		5,441	-35

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			0
			11,384
			4,417
			4,078
			25
			0
			1
			88
			3,601
			-35

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
115,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-05-21	2014-03-12
451 SH AFLAC INC COM	P	2007-09-26	2014-03-27
40,000 CITIGROUP INC NT 4 45% DTD 01/10/2012	P	2012-04-11	2014-04-01
30,000 CITIGROUP INC NT 4 45% DTD 01/10/2012	P	2012-04-10	2014-04-01
60,000 CITIGROUP INC NT 2 55% DTD 04/08/2014	P	2014-04-01	2014-04-01
560 SH ALLEGHENY TECHNOLOGIES INC	P	2010-10-29	2014-04-08
457 SH DIRECTV COM	P	2013-06-04	2014-04-08
255,000 US TREASURY NOTE 3 375% DTD 11/15/2009	P	2012-10-19	2014-04-11
10,000 US TREASURY NOTE 3 375% DTD 11/15/2009	P	2013-02-04	2014-04-11
300,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-05-21	2014-04-11

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
114,879		114,827	52
28,064		25,753	2,311
43,224		41,407	1,817
32,418		31,038	1,380
59,983		59,908	75
21,239		29,221	-7,982
35,967		28,323	7,644
277,243		290,963	-13,720
10,872		11,296	-424
300,012		299,550	462

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			52
			2,311
			1,817
			1,380
			75
			-7,982
			7,644
			-13,720
			-424
			462

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
639 858 SH ALLEGHENY TECHNOLOGIES INC	P	2010-10-29	2014-04-15
187 478 SH ALLEGHENY TECHNOLOGIES INC	P	2011-08-11	2014-04-15
468 694 SH ALLEGHENY TECHNOLOGIES INC	P	2011-08-18	2014-04-15
254 970 SH ALLEGHENY TECHNOLOGIES INC	P	2012-09-17	2014-04-15
945 SH ALLEGHENY TECHNOLOGIES INC	P	2013-02-22	2014-04-15
50,000 MOTOROLA SOLUTIONS INC SR NT 3 755 DTD 05/15/2012	P	2012-11-06	2014-04-16
50,000 INTERNATIONAL BUSINESS MACHS SR NT 5 60% DTD 11/30/2009	P	2012-10-01	2014-04-21
70,000 LELAND STANFORD JUNIOR UNIV BD 3 625% DTD 04/29/2009	P	2009-05-07	2014-05-01
95,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-05-21	2014-05-02
85,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-10-23	2014-05-02

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
25,934		33,388	-7,454
7,599		8,598	-999
18,997		20,864	-1,867
10,334		9,133	1,201
38,302		29,274	9,028
49,861		51,302	-1,441
58,970		66,999	-8,029
70,000		70,000	0
94,948		94,857	91
84,954		84,817	137

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-7,454
			-999
			-1,867
			1,201
			9,028
			-1,441
			-8,029
			0
			91
			137

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
216 SH AIR PRODS & CHEMS INC	P	2005-04-21	2014-05-05
110 SH AIR PRODS & CHEMS INC	P	2013-02-22	2014-05-05
432 SH DIRECTV COM	P	2013-06-04	2014-05-09
165 SH CHEVRONTEXACO CORP	P	2011-05-10	2014-05-14
500 SH CISCO SYS INC	P	2008-01-11	2014-05-14
220 SH COCA COLA CO COM	P	1982-03-18	2014-05-14
255 SH EXXON MOBIL CORP COM	P	2010-03-18	2014-05-14
165 SH KOHLS CORP	P	2011-03-01	2014-05-14
130 SH LEAR CORP COM NEW	P	2011-07-26	2014-05-14
350 SH MEDTRONIC INC	P	2012-03-28	2014-05-14

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
25,673		12,450	13,223
13,074		9,416	3,658
37,472		26,773	10,699
20,854		17,188	3,666
11,396		13,035	-1,639
8,980		146	8,834
26,050		17,184	8,866
8,897		8,910	-13
11,184		6,580	4,604
21,206		13,785	7,421

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			13,223
			3,658
			10,699
			3,666
			-1,639
			8,834
			8,866
			-13
			4,604
			7,421

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
480 SH ORACLE CORPORATION COM	P	2012-01-12	2014-05-14
80 SH PHILIP MORRIS INTL INC COM	P	2010-06-24	2014-05-14
210 SH PROCTER & GAMBLE CO COM	P	2007-07-06	2014-05-14
140 SH 3M CO	P	1972-05-23	2014-05-14
220 SH ENSCO PLC SHS CLASS A	P	2012-03-28	2014-05-14
75,000 FHLMC 4 75% DTD 10/21/2005	P	2010-12-10	2014-05-20
35,000 US TREASURY BOND 3 625% DTD 08/15/2013	P	2013-12-20	2014-05-20
35,000 US TREASURY NOTE 1 255 DTD 01/31/2012	P	2014-04-11	2014-05-20
60,000 US TREASURY NOTE 0625% DTD 09/30/2012	P	2014-02-27	2014-05-20
45,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2012-12-13	2014-05-20

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,078		12,958	7,120
6,852		3,701	3,151
17,039		12,909	4,130
19,815		511	19,304
11,189		11,625	-436
80,075		83,812	-3,737
36,693		33,578	3,115
34,699		34,577	122
59,363		59,353	10
42,513		44,612	-2,099

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			7,120
			3,151
			4,130
			19,304
			-436
			-3,737
			3,115
			122
			10
			-2,099

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1,435 63 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012	P	2012-06-12	2014-05-29
40,000 UNION PAC CORP NT 5 70% DTD 02/05/2008	P	2011-06-14	2014-05-29
10,000 UNION PAC CORP NT 5 70% DTD 02/05/2008	P	2013-02-08	2014-05-29
50,000 METROPOLITAN LIFE GLOBAL FDC I FR 1 70% DTD 06/26/2012	P	2012-06-27	2014-05-30
10,000 METROPOLITAN LIFE GLOBAL FDC I FR 1 70% DTD 06/26/2012	P	2012-06-27	2014-05-30
5,000 MONTANA ST BRD HSG SINGLE FAMILY PROG BDS A AMT 2 65% DTD 05/30/13	P	2013-05-01	2014-06-01
1,996 SH METLIFE INC COM	P	2009-04-17	2014-06-06
2,063 SH THE SOUTHERN CO COM	P	2009-12-04	2014-06-12
110 SH THE SOUTHERN CO COM	P	2013-05-31	2014-06-12
75,000 US TREASURY NOTE 4 75% DTD 08/15/07	P	2010-09-16	2014-06-12

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,436		1,436	0
46,564		45,391	1,173
11,641		11,895	-254
50,707		50,086	621
10,141		10,019	122
5,000		5,000	0
109,275		55,529	53,746
89,560		67,563	21,997
4,775		4,894	-119
83,886		86,168	-2,282

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			0
			1,173
			-254
			621
			122
			0
			53,746
			21,997
			-119
			-2,282

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
60,000 GOLDMAN SACHS CAP I GTD CAP SECS 6 345% DTD 02/20/2004	P	2012-12-18	2014-06-13
547 50 ALTITUDE INVTS 16 LLC SECD NT 2 492% DTD 05/30/2014	P	2014-05-20	2014-06-14
35,000 US TREASURY NOTE 0625% DTD 09/30/2012	P	2014-04-11	2014-06-16
20,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2011-12-02	2014-06-17
10,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2011-09-09	2014-06-17
5,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2012-04-02	2014-06-17
15,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2012-12-13	2014-06-19
503 SH APPLE COMPUTER INCORPORATED	P	2012-03-27	2014-06-20
72 50 SH NIKE INC	P	2011-08-19	2014-06-20
517 50 SH NIKE INC	P	2012-07-26	2014-06-20

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
67,118		62,613	4,505
548		547	1
34,468		34,560	-92
25,918		27,687	-1,769
12,959		13,612	-653
6,479		6,699	-220
14,064		14,871	-807
46,348		44,120	2,228
5,474		2,906	2,568
39,071		24,685	14,386

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,505
			1
			-92
			-1,769
			-653
			-220
			-807
			2,228
			2,568
			14,386

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
720 456 SH ORACLE CORPORATION COM	P	2010-05-20	2014-06-20
457 544 SH ORACLE CORPORATION COM	P	2012-01-12	2014-06-20
314 996 SH QUALCOMM INC COM	P	2012-01-12	2014-06-20
15 004 SH QUALCOMM INC COM	P	2012-07-20	2014-06-20
15,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2012-12-13	2014-06-24
15,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2012-12-13	2014-07-14
100,000 US TREASURY NOTE 625% DTD 09/30/2012	P	2014-04-11	2014-07-18
141 356 SH QUALCOMM INC COM	P	2011-08-22	2014-08-07
247 644 SH QUALCOMM INC COM	P	2012-01-12	2014-08-07
30,000 US TREASURY NOTE 1 25% DTD 01/31/2012	P	2014-04-11	2014-08-07

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
28,931		16,438	12,493
18,373		12,352	6,021
25,089		17,636	7,453
1,195		868	327
14,185		14,871	-686
14,152		14,871	-719
98,602		98,777	-175
10,260		6,604	3,656
17,975		13,865	4,110
29,679		29,654	25

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			12,493
			6,021
			7,453
			327
			-686
			-719
			-175
			3,656
			4,110
			25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
466 SH AON PLC SHS CL A	P	2012-06-26	2014-08-15
30 SH AFLAC INC COM	P	2007-09-26	2014-08-19
41 SH AGILENT COMMUNICATIONS INC COM	P	2014-02-20	2014-08-19
14 SH AIR PRODS & CHEMS INC	P	2005-04-21	2014-08-19
46 SH APPLE COMPUTER INCORPORATED	P	2012-03-27	2014-08-19
55 SH AVNET INC COM	P	2014-06-20	2014-08-19
5 SH BLACKROCK INC COM	P	2010-11-03	2014-08-19
20 SH CAPITAL ONE FINANCIAL CORP COM	P	2014-06-06	2014-08-19
50 SH CAREFUSION CORP COM	P	2013-12-06	2014-08-19
34 SH CHEVRONTEXACO CORP	P	2011-05-10	2014-08-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
39,551		21,277	18,274
1,826		1,713	113
2,402		2,355	47
1,880		807	1,073
4,627		4,035	592
2,396		2,410	-14
1,605		831	774
1,610		1,612	-2
2,244		1,987	257
4,337		3,542	795

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			18,274
			113
			47
			1,073
			592
			-14
			774
			-2
			257
			795

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
89 SH CISCO SYS INC	P	2008-01-11	2014-08-19
58 SH CITIGROUP INC COM NEW	P	2011-07-01	2014-08-19
38 SH COCA COLA CO COM	P	1982-03-18	2014-08-19
54 SH COMCAST CORP CL A	P	2010-11-29	2014-08-19
72 SH DENTSPLY INTL INC NEW COM	P	2013-04-10	2014-08-19
19 SH DIRECTV COM	P	2013-06-04	2014-08-19
110 SH EMC CORP-MASS COM	P	2013-08-15	2014-08-19
1 947 SH EXXON MOBIL CORP COM	P	1983-02-14	2014-08-19
45 053 SH EXXON MOBIL CORP COM	P	2010-03-18	2014-08-19
29 SH FLOWSERVE CORP COM	P	2010-11-29	2014-08-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,188		2,320	-132
2,885		2,483	402
1,569		25	1,544
2,946		1,091	1,855
3,432		3,013	419
1,603		1,178	425
3,287		2,886	401
194		7	187
4,484		3,036	1,448
2,189		1,021	1,168

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-132
			402
			1,544
			1,855
			419
			425
			401
			187
			1,448
			1,168

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
67 SH GENERAL ELEC CO COM	P	1971-04-29	2014-08-19
54 SH GENERAL MILLS INC	P	2012-08-03	2014-08-19
83 SH INTEL CORPORATION	P	2011-06-03	2014-08-19
12 SH INTERCONTINENTAL EXCHANGE INC COM	P	2014-06-06	2014-08-19
10 SH INTL BUSINESS MACHS CORP COM	P	1972-01-10	2014-08-19
50 SH J P MORGAN CHASE & CO	P	2008-01-11	2014-08-19
46 SH JACOBS ENGR GROUP INC COM	P	2013-12-06	2014-08-19
32 SH KOHLS CORP	P	2011-03-01	2014-08-19
36 SH LEAR CORP COM NEW	P	2011-07-26	2014-08-19
18 SH M & T BK CORP COM	P	2014-02-07	2014-08-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,744		66	1,678
2,872		2,084	788
2,847		1,827	1,020
2,226		2,277	-51
1,899		31	1,868
2,879		2,095	784
2,401		2,693	-292
1,852		1,728	124
3,548		1,822	1,726
2,181		2,028	153

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,678
			788
			1,020
			-51
			1,868
			784
			-292
			124
			1,726
			153

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
5 SH MARKEL CORP COM	P	2014-02-07	2014-08-19
66 SH MEDTRONIC CORP	P	2012-03-28	2014-08-19
59 SH MICROSOFT CORP	P	2005-03-04	2014-08-19
11 SH MOHAWK INDS INC COM	P	2009-07-01	2014-08-19
28 SH NIKE INC	P	2011-08-19	2014-08-19
48 SH NOVARTIS AG SPONSORED ADR	P	2010-04-15	2014-08-19
49 SH OMNICOM GROUP INC	P	2012-03-22	2014-08-19
66 SH ORACLE CORPORATION COM	P	2010-05-20	2014-08-19
25 SH PHILIP MORRIS INTL INC COM	P	2010-06-24	2014-08-19
41 SH PROCTER & GAMBLE CO COM	P	2007-07-06	2014-08-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
3,190		2,711	479
4,224		2,599	1,625
2,660		1,490	1,170
1,602		393	1,209
2,202		1,122	1,080
4,254		2,585	1,669
3,521		2,456	1,065
2,738		1,506	1,232
2,132		1,157	975
3,386		2,520	866

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			479
			1,625
			1,170
			1,209
			1,080
			1,669
			1,065
			1,232
			975
			866

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
23 SH QUALCOMM INC COM	P	2011-08-22	2014-08-19
27 SH SCHLUMBERGER LTD COM	P	2013-02-22	2014-08-19
15 SH SIGMA-ALDRICH CORP	P	2014-05-05	2014-08-19
50 SH TEXAS INSTRS INC	P	2009-07-01	2014-08-19
29 SH 3M CO	P	1972-05-23	2014-08-19
14 SH TOWERS WATSON & CO CL A	P	2012-06-22	2014-08-19
22 SH TRAVELERS COS INC COM	P	2013-02-22	2014-08-19
59 SH U S BANCORP COM	P	2011-08-22	2014-08-19
22 SH UNITED TECHNOLOGIES CORP COM	P	2013-07-09	2014-08-19
39 SH VARIAN MED SYS INC COM	P	2013-07-09	2014-08-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,724		1,075	649
2,955		2,087	868
1,560		1,440	120
2,385		1,086	1,299
4,187		106	4,081
1,545		826	719
2,042		1,782	260
2,465		1,211	1,254
2,385		2,166	219
3,305		2,578	727

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			649
			868
			120
			1,299
			4,081
			719
			260
			1,254
			219
			727

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
56 SH VERIZON COMMUNICATIONS COM	P	2014-08-07	2014-08-19
47 SH WESTAR ENERGY INC	P	2014-06-12	2014-08-19
82 SH XCEL ENERGY INC COM	P	2013-05-31	2014-08-19
19 SH AON PLC SHS CL A	P	2012-06-26	2014-08-19
22 SH ACCENTURE PLC CLASS A ORDINARY SHARES	P	2014-06-20	2014-08-19
42 SH ENSCO PLC SHS CLASS A	P	2012-03-28	2014-08-19
25,000 BURLINGTON NORTHN SANTA FE CP SR DEB 3 40% DUE 08/18/2014	P	2014-08-11	2014-08-22
60,000 BANK AMER FDG CORP 5 65% DTD 05/02/2008	P	2012-03-30	2014-08-25
35,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2012-12-13	2014-08-25
1,442 81 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012	P	2012-06-12	2014-08-29

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,723		2,729	-6
1,729		1,679	50
2,562		2,384	178
1,636		868	768
1,767		1,827	-60
2,074		2,219	-145
25,143		24,943	200
67,390		63,741	3,649
33,370		34,699	-1,329
1,443		1,443	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-6
			50
			178
			768
			-60
			-145
			200
			3,649
			-1,329
			0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
5,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2012-04-02	2014-08-29
35,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2014-06-13	2014-08-29
50,000 DOW CHEM CO NT 4 25% DTD 11/09/2010	P	2011-04-05	2014-09-09
5,000 DOW CHEM CO NT 4 25% DTD 11/09/2010	P	2013-12-05	2014-09-09
55,000 INTEL CORP SR NT 2 70% DTD 12/11/2012	P	2012-12-04	2014-09-09
5,000 INTEL CORP SR NT 2 70% DTD 12/11/2012	P	2013-12-30	2014-09-09
330 SH NOVARTIS AG SPONSORED ADR	P	2010-04-15	2014-09-12
15,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2013-09-05	2014-09-12
60,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2014-08-29	2014-09-12
320 SH VARIAN MED SYS INC COM	P	2013-07-09	2014-09-12

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,754		6,683	71
47,280		45,476	1,804
53,913		48,239	5,674
5,391		5,284	107
53,540		54,765	-1,225
4,867		4,659	208
30,877		17,773	13,104
19,574		18,404	1,170
60,016		60,025	-9
27,260		21,155	6,105

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			71
			1,804
			5,674
			107
			-1,225
			208
			13,104
			1,170
			-9
			6,105

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
550 52 ALTITUDE INVTS 16 LLC SECD NT 2 492% DTD 05/30/2014	P	2014-05-20	2014-09-15
40,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2014-08-29	2014-09-15
20,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2014-08-29	2014-09-15
5,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2013-09-05	2014-09-19
15,000 US TREASURY BOND 5 375% DTD 02/15/01	P	2014-06-13	2014-09-19
45,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2012-12-13	2014-09-19
5,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2013-01-16	2014-09-19
35,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2014-08-22	2014-09-19
1,668 917 SH ENSCO PLC SHS CLASS A	P	2012-01-12	2014-09-19
61 282 SH ENSCO PLC SHS CLASS A	P	2012-03-28	2014-09-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
551		551	0
40,013		40,017	-4
20,006		20,008	-2
6,547		6,133	414
19,642		19,476	166
42,268		44,613	-2,345
4,696		4,911	-215
32,875		33,360	-485
74,138		79,026	-4,888
2,722		3,238	-516

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			0
			-4
			-2
			414
			166
			-2,345
			-215
			-485
			-4,888
			-516

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
501 801 SH ENSCO PLC SHS CLASS A	P	2012-03-29	2014-09-19
784 SH SIGMA-ALDRICH CORP	P	2014-05-05	2014-09-23
457 SH DIRECTV COM	P	2013-06-04	2014-10-03
545 SH DIRECTV COM	P	2013-09-05	2014-10-03
149 23 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AM1886 3 290% DTD	P	2014-09-19	2014-10-27
294 324 SH LEAR CORP COM NEW	P	2011-04-25	2014-10-29
452 676 SH LEAR CORP COM NEW	P	2011-07-26	2014-10-29
390 SH VARIAN MED SYS INC COM	P	2012-06-25	2014-10-29
126 SH VARIAN MED SYS INC COM	P	2013-07-09	2014-10-29
5,000 NORTH CAROLINA HSG FIN AGY HOM REV REF BDS SERIES TAXABLE 2 777%	P	2014-04-25	2014-11-03

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
22,291		26,425	-4,134
106,530		75,258	31,272
40,074		28,323	11,751
47,790		32,195	15,595
149		145	4
26,764		14,238	12,526
41,163		22,912	18,251
32,364		22,614	9,750
10,456		8,330	2,126
5,000		5,000	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-4,134
			31,272
			11,751
			15,595
			4
			12,526
			18,251
			9,750
			2,126
			0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
5,000 US TREASURY BOND 4 750% DTD 02/15/07	P	2014-08-29	2014-11-05
40,000 GENWORTH FINL INC SR NT 7 625% DTD 03/25/2011	P	2013-02-07	2014-11-07
15,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-09-27	2014-11-10
15,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-10-23	2014-11-10
25,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2014-09-29	2014-11-13
35,000 US TREASURY NOTE 0 25% DTD 12/15/2012	P	2013-09-27	2014-11-13
500 SH KEYSIGHT TECHNOLOGIES INC COM	P	2013-10-02	2014-11-19
10,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2014-11-10	2014-11-20
138 440 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AM1886 3 290%	P	2014-09-19	2014-11-25
1,450 030 HELIOS LEASING I LLC SECD NT 2 018% DTD 06/19/2012	P	2012-06-12	2014-11-29

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,559		6,532	27
40,800		47,414	-6,614
15,001		14,955	46
15,001		14,968	33
24,997		25,013	-16
34,996		34,895	101
15		14	1
9,595		9,604	-9
138		134	4
1,450		1,450	0

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			27
			-6,614
			46
			33
			-16
			101
			1
			-9
			4
			0

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
25,000 CA INC SR NT 5 625% DTD 11/18/2004	P	2011-06-15	2014-12-01
20,000 CA INC SR NT 5 625% DTD 11/18/2004	P	2012-10-25	2014-12-01
5,000 MONTANA ST BRD HSG SINGLE FAMILY PROG BDS A AMT 2 65% DTD 05/30/13	P	2013-05-01	2014-12-01
60,000 US TREASURY NOTE 1 25% DTD 01/31/2012	P	2014-04-11	2014-12-04
10,000 US TREASURY NOTE 1 25% DTD 01/31/2012	P	2014-04-11	2014-12-05
10,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2013-01-16	2014-12-09
553 560 ALTITUDE INVTS 16 LLC SECD NT 2 492% DTD 05/30/2014	P	2014-05-20	2014-12-15
5,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2013-01-16	2014-12-15
15,000 US TREASURY BOND 3 625% DTD 08/15/2013	P	2014-07-18	2014-12-17
2,669 SH CAREFUSION CORP COM	P	2013-12-06	2014-12-19

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
25,000		25,000	0
20,000		20,000	0
5,000		5,000	0
59,613		59,356	257
9,896		9,893	3
9,677		9,822	-145
554		554	0
4,869		4,911	-42
17,668		15,991	1,677
157,874		106,058	51,816

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			0
			0
			0
			257
			3
			-145
			0
			-42
			1,677
			51,816

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
150 230 FEDERAL NATL MTG ASSN GTD PASSTHRU CTF POOL #AM1886 3 290%	P	2014-09-19	2014-12-26
5,000 US TREASURY NOTE 1 625% DTD 11/15/2012	P	2013-01-16	2014-12-31
200 SH COMCAST CORP CL A	P	2013-01-23	2014-05-07
25 SH THE WALT DISNEY WORLD CO COM	P	2012-11-07	2014-05-07
175 SH THE WALT DISNEY WORLD CO COM	P	2012-11-05	2014-05-07
50 SH HOME DEPOT INC	P	2012-12-12	2014-05-07
50 SH HOME DEPOT INC	P	2012-11-05	2014-05-07
50 SH MCDONALDS CORP COM	P	2012-11-07	2014-05-07
100 SH WALGREEN CO	P	2013-01-11	2014-05-07
50 SH WALGREEN CO	P	2012-10-31	2014-05-07

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
150		146	4
4,845		4,911	-66
10,266		7,987	2,279
2,038		1,255	783
14,266		8,760	5,506
3,842		3,155	687
3,842		3,118	724
5,092		4,359	733
6,925		3,885	3,040
3,462		1,766	1,696

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4
			-66
			2,279
			783
			5,506
			687
			724
			733
			3,040
			1,696

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
100 SH BOEING CO	P	2012-12-12	2014-05-09
25 SH GOOGLE INC CL C	P	2012-12-12	2014-05-09
20 SH GOOGLE INC CL C	P	2012-11-05	2014-05-09
40 SH GOOGLE INC CL C	P	2012-10-31	2014-05-09
10 SH GOOGLE INC CL C	P	2012-11-07	2014-05-09
5 SH GOOGLE INC CL C	P	2012-11-09	2014-05-09
50 SH SCHLUMBERGER LTD COM	P	2012-11-07	2014-05-09
50 SH VERIZON COMMUNICATIONS COM	P	2012-12-12	2014-05-09
150 SH VERIZON COMMUNICATIONS COM	P	2012-10-31	2014-05-09
0750 SH VERITIV CORP COM	P	2013-01-11	2014-07-25

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
13,092		7,587	5,505
12,938		8,776	4,162
10,350		6,788	3,562
20,701		13,491	7,210
5,175		3,339	1,836
2,588		1,654	934
4,999		3,506	1,493
2,417		2,248	169
7,252		6,689	563
3		2	1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5,505
			4,162
			3,562
			7,210
			1,836
			934
			1,493
			169
			563
			1

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
8810 SH VERITIV CORP COM	P	2013-01-11	2014-08-22
9560 SH VERITIV CORP COM	P	2012-12-12	2014-08-22
4 780 SH VERITIV CORP COM	P	2012-11-05	2014-08-22
13 3830 SH VERITIV CORP COM	P	2012-10-31	2014-08-22
618 SH AFLAC INC COM	P	2007-09-26	2014-09-09
100 SH AFLAC INC COM	P	2012-11-05	2014-09-09
32 SH AFLAC INC COM	P	2012-10-31	2014-09-09
50 SH AFLAC INC COM	P	2014-05-07	2014-09-09
600 SH AT&T INC COM	P	2012-10-31	2014-09-09
50 SH AT&T INC COM	P	2012-11-07	2014-09-09

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
39		26	13
43		27	16
213		125	88
597		350	247
37,419		35,290	2,129
6,055		5,077	978
1,938		1,596	342
3,027		3,126	-99
20,808		20,740	68
1,734		1,695	39

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			13
			16
			88
			247
			2,129
			978
			342
			-99
			68
			39

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
150 SH AT&T INC COM	P	2012-11-09	2014-09-09
200 SH CDK GLOBAL INC COM	P	2012-10-31	2014-11-06
66 6660 SH CDK GLOBAL INC COM	P	2012-11-05	2014-11-06
16 6670 SH CDK GLOBAL INC COM	P	2012-11-07	2014-11-06
16 6670 SH CDK GLOBAL INC COM	P	2012-11-09	2014-11-06
50 SH APACHE CORP	P	2013-01-23	2014-11-13
300 SH APACHE CORP	P	2012-10-31	2014-11-13
100 SH APACHE CORP	P	2012-11-05	2014-11-13
50 SH APACHE CORP	P	2012-11-07	2014-11-13
150 SH APACHE CORP	P	2012-11-09	2014-11-13

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,202		5,041	161
7,186		4,403	2,783
2,395		1,438	957
599		357	242
599		351	248
3,567		4,117	-550
21,402		24,663	-3,261
7,134		8,069	-935
3,567		4,008	-441
10,701		11,859	-1,158

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			161
			2,783
			957
			242
			248
			-550
			-3,261
			-935
			-441
			-1,158

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
500 SH HALYARD HEALTH INC COM	P	2012-12-12	2014-11-20
12 SH HALYARD HEALTH INC COM	P	2012-12-12	2014-12-03
3 1250 SH HALYARD HEALTH INC COM	P	2012-11-09	2014-12-03
18 75 SH HALYARD HEALTH INC COM	P	2012-11-05	2014-12-03
25 SH HALYARD HEALTH INC COM	P	2012-10-31	2014-12-03
3 125 SH HALYARD HEALTH INC COM	P	2012-11-07	2014-12-03
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
19		14	5
449		342	107
117		86	31
702		518	184
936		691	245
117		86	31
3,580			3,580

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5
			107
			31
			184
			245
			31
			3,580

Form 990PF Part VIII Line 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
NEELY KOUNTZE 209 SOUTH 19TH STREET SUITE 151 OMAHA,NE 68102	PRESIDENT/TRUSTEE 0 00	0	0	0
MARY L KOUNTZE PO BOX 513 BOCA GRANDE,FL 33921	VICE PRESIDENT/TRUSTEE 0 00	0	0	0
JOHN Q BACHMAN 10250 REGENCY CIRCLE SUITE 300 OMAHA,NE 68114	SECRETARY/TRUSTEE 0 00	0	0	0
JOHN W WEBSTER 8805 INDIAN HILLS DRIVE SUITE 375 OMAHA,NE 68114	TREASURER/TRUSTEE 0 00	0	0	0
JAMES E LANDEN 1120 SOUTH 101 STREET OMAHA,NE 68124	TRUSTEE 0 00	0	0	0
TOWER KOUNTZE 5208 CUMING STREET OMAHA,NE 68132	TRUSTEE 0 00	0	0	0
W RUSSELL BOWIE III 4174 CHICAGO STREET OMAHA,NE 68131	TRUSTEE 0 00	0	0	0
ELIZABETH MALLORY KOUNTZE 1492 JACKSON STREET SAN FRANCISCO,CA 94109	TRUSTEE 0 00	0	0	0

Form 990PF Part XV Line 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*				
ASSISTANCE LEAGUE OF OMAHA 3569 LEAVENWORTH STREET OMAHA, NE 681051907	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE, NE 68005	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	75,000
BIG BROTHERSBIG SISTERS OF THE MIDLANDS 10831 OLD MILL ROAD SUITE 400 OMAHA, NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	7,500
BROWNELL-TALBOT SCHOOL 400 N HAPPY HOLLOW BLVD N OMAHA, NE 68132	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	36,505
CHILDREN'S RESPITE CARE CENTER 13336 INDUSTRIAL ROAD 101 OMAHA, NE 68137	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,600
CHILDRENS HOSPITAL FOUNDATION 8401 WEST DODGE ROAD SUITE 120 OMAHA, NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
COLUMBIA UNIVERSITY 116TH STREET AND BROADWAY NEW YORK, NY 10027	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
COMPLETELY KIDS 2566 ST MARYS AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
DOUGLAS COUNTY HISTORICAL SOCIETY 5730 N 30TH STREET 11B OMAHA, NE 68111	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
DOUGLAS COUNTY SEPARATE JUVENILE COURT 1445 K STREET LINCOLN, NE 685098910	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	8,000
DURHAM MUSEUM 801 S 10TH STREET OMAHA, NE 68108	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
FOOD BANK FOR THE HEARTLAND 10525 J STREET OMAHA, NE 68127	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
HATTIE B MUNROE HOME 4420 DEWEY AVENUE OMAHA, NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
HEARTLAND HOPE MISSION 5210 S 21ST STREET OMAHA, NE 681072728	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
JENNIE EDMUNDSON MEMORIAL HOSPITAL 933 EAST PIERCE STREET COUNCIL BLUFFS, IA 51503	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
Total . . . . ▶ **3a**				936,355

Form 990PF Part XV Line 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*				
JOSLYN ART MUSEUM 2200 DODGE STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
KEVIN O'CONNOR SCHOLARSHIP FUND INC C/O GREAT WESTERN BANK 9290 WEST DODGE ROAD OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	35,000
LAURITZEN GARDENS 100 BANCROFT STREET OMAHA,NE 68108	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
METHODIST HOSPITAL FOUNDATION 8401 WEST DODGE ROAD SUITE 225 OMAHA,NE 68114	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
MID-AMERICA ARTS ALLIANCE 2679 FARNAM STREET SUITE 204 OMAHA,NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
NEBRASKA GOLF FOUNDATION 6818 S 118TH STREET OMAHA,NE 68137	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
NEBRASKA HUMANE SOCIETY 8929 FORT STREET OMAHA,NE 68134	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	40,000
NEBRASKA SHAKESPEARE FESTIVAL 2500 CALIFORNIA PLZ OMAHA,NE 681780133	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENTTO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	6,000
NORTHSTAR FOUNDATION 4242 N 49TH STREET OMAHA,NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	75,000
OMAHA AREA YOUTH ORCHESTRA 1905 HARNEY STREET SUITE 630 OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	8,250
OMAHA CHILDREN'S MUSEUM 500 S 20TH STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA PUBLIC LIBRARY FOUNDATION 215 SOUTH 15TH STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	75,000
OMAHA STREET SCHOOL 3223 N 45TH STREET OMAHA,NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
OMAHA SYMPHONY 1605 HOWARD STREET OMAHA,NE 681022797	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
OPERA OMAHA 1850 FARNAM STREET OMAHA,NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
Total . . . . ▶ 3a				936,355

Form 990PF Part XV Line 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*				
OUTLOOK NEBRASKA INC 4125 S 72ND STREET OMAHA, NE 68127	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
QUALITY LIVING INC 6404 N 70TH PLAZA OMAHA, NE 68104	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
RESCUE MISSION DBA OPEN DOOR MISSION 2828 N 23RD STREET EAST OMAHA, NE 68110	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	25,000
SALVATION ARMY 3612 CUMING STREET OMAHA, NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
SIENAFRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68101	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	15,000
SOUTH SUDAN COMMUNITY ASSOCIATION 3610 DODGE STREET SUITE 100 OMAHA, NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
TEAMMATES MENTORING PROGRAM 6801 O STREET LINCOLN, NE 68510	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
THE CATHER FOUNDATION 413 NORTH WEBSTER RED CLOUD, NE 68970	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
THE NATURE CONSERVANCY 1025 LEAVENWORTH STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	50,000
TRINITY CATHEDRAL 109 N 18TH STREET OMAHA, NE 68101	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
UNITED WAY OF THE MIDLANDS 1805 HARNEY STREET OMAHA, NE 68102	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	20,000
UNIVERSITY OF NEBRASKA FOUNDATION 2285 SOUTH 67TH STREET OMAHA, NE 68106	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	45,000
UNO SCHOLARSHIP - PLANETARIUM 6001 DODGE STREET OMAHA, NE 68182	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,500
UNO SCHOLARSHIP - SCIENCE 6001 DODGE STREET OMAHA, NE 68182	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	1,000
VISITING NURSES ASSOCIATION 1941 S 42ND STREET SUITE 200 OMAHA, NE 68105	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	10,000
Total . . . . ▶ **3a**				936,355

Form 990PF Part XV Line 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*				
VOICES OF OMAHA PO BOX 24711 OMAHA, NE 681240711	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,500
WHY ARTS INC 1030 S 111TH PLAZA OMAHA, NE 68154	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	2,500
YOUTH EMERGENCY SERVICES INC 2679 FARNAM STREET SUITE 205 OMAHA, NE 68131	NONE	PUBLIC CHARITY	TO FURTHER THE CHARITABLE PURPOSE OF THE RECIPIENT	5,000
Total . . . . ▶ **3a**				936,355

TY 2014 Accounting Fees Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,965	2,965		0

TY 2014 General Explanation Attachment

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION
EIN: 47-6025723

Identifier	Return Reference	Explanation
	FORM 990-PF, PAGE 10, PART XV, LINE 2B	GRANT REQUEST PROCEDURES THE FOUNDATION ASKS EACH REQUESTING ORGANIZATION TO PRESENT ITS GRANT REQUEST IN THE FOLLOWING MANNER 1) A LETTER SUMMARY, ONE PAGE IN LENGTH ONLY, TO ACQUAINT TRUSTEES WITH BASICS OF THE REQUEST INCLUDING THE SPECIFIC AMOUNT REQUESTED REQUESTS GENERALLY SHOULD BE PAYOUT IN ONE YEAR 2) A LETTER, NO MORE THAN 5 PAGES IN LENGTH, CONTAINING THE ESSENTIAL INFORMATION, I E PROJECT CONTEMPLATED, COST, SOURCE OF FUNDS, TIMELINE FOR IMPLEMENTATION, SPECIFIC AMOUNT OF THE GRANT REQUEST, HOW PROJECT WOULD BE CONTINUED AFTER GRANT PAYOUT, 3) CURRENT ANNUAL OPERATING BUDGET, LATEST AUDITED FINANCIAL STATEMENTS, INCLUDING MANAGEMENT LETTER FROM AUDITOR, IF ANY4) IRS RULING LETTER UNDER 501(C)(3) OR 509(A) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED THIS LETTER MUST INDICATE (AND THE ORGANIZATION MUST BE WILLING TO SIGN A GRANT AGREEMENT DECLARING) THAT THE REQUESTING ORGANIZATION IS A) EXEMPT FROM FEDERAL INCOME TAXATION UNDER 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED AND B) NOT A PRIVATE FOUNDATION, AS DEFINED IN SECTION 509 OF SAID CODE 5) A STATEMENT OF THE THREE TOP MEASURABLE RESULTS YOU EXPECT TO ACCOMPLISH IF THIS GRANT IS APPROVED AND YOUR PROJECT GOES FORWARD AN ORIGINAL AND EIGHT (8) COPIES OF YOUR GRANT REQUEST PLEASE INCLUDE ONLY ONE COPY OF ITEMS (2)-(5) PACKAGE SHOULD BE ADDRESSED TO MR NEELY KOUNTZE, PRESIDENT AT THE ADDRESS BELOW WE DO NOT ACCEPT FAX REQUESTS WE DO REQUIRE THAT YOU PROVIDE A CONTACT NAME WITH AN E-MAIL ADDRESS YOU WILL RECEIVE ACKNOWLEDGEMENT OF YOUR REQUEST REQUESTS FOR GRANTS ARE CONSIDERED BY THE FULL BOARD OF TRUSTEES AT THEIR ANNUAL MEETING GRANTS AWARD MEETING HELD BY LATE MAY OF EACH YEAR ORGANIZATIONS ARE NOTIFIED IN WRITING OF THE BOARD'S DECISION REGARDING THEIR REQUEST, BY EARLY JUNE FOLLOWING THE MAY MEETING GRANTS APPROVED MAY BE PAID IN ONE PAYMENT OR IN PAYMENTS OVER SEVERAL YEARS AS CASH BECOMES AVAILABLE ACCEPTED GRANT AGREEMENTS INCLUDE THE OBLIGATION OF FUTURE REPORTING ON THE USE OF THE FUNDS GRANTED AND THE GRANT AGREEMENT IS EXPECTED TO BE EXECUTED AND RETURNED TIMELY TO THE HITCHCOCK FOUNDATION PREFERENCE FOR CERTAIN PROGRAMS IS NOT A JUDGEMENT ON THE MERITS OF THOSE THAT ARE NOT SUPPORTED RATHER, IT IS A REFLECTION OF THE FOUNDATION'S BELIEF THAT ADHERENCE TO ITS PROGRAMS, WHICH ARE CAREFULLY STRUCTURED AND REGULARLY REVIEWED, LEADS TO EFFECTIVE USE OF ITS RESOURCES ALL GRANT REQUESTS MUST BE RECEIVED BY THE FOUNDATION BY NOVEMBER 30 GILBERT M AND MARTHA H HITCHCOCK FOUNDATION P O BOX 31219OMAHA, NE 68131-0219402-345-0043

TY 2014 Investments Corporate Bonds Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION
EIN: 47-6025723

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CHUBB CORP 6.800% 11/15/31	63,974	83,417
TOSCO CORP 8.125% 02/15/30	56,437	65,468
AMERICAN EXPRESS CO 6.800% 09/01/66	69,052	68,088
CATERPILLAR INC 7.900% 12/15/18	55,744	67,058
KIMBERLY CLARK CORP 6.125% 08/01/17	58,921	67,128
ACE INA HOLDINGS 5.900% 6/15/19	49,494	57,425
BANK NEW YORK 4.950% 3/15/15	35,302	35,289
PNC FUNDING CORP .06875% 1/31/14	0	0
STATE STR BK & TR .082938% 12/08/15	81,078	84,921
MEDTRONIC INC 3.000% 3/15/15	59,995	60,266
UBS PFD FDG TR V 6.243% 5/29/49	46,694	46,463
US BANCORP 7.189% PFD	87,299	69,488
CA INC SR NT 5.625% DTD 11/18/04 DUE 12/01/14	0	0
DOW CHEM CO NT 4.25% DUE 11/15/20	0	0
OCCIDENTAL PETE CORP SR NT 1.75% DUE 02/15/17	64,446	65,375
PACIFICORP 6.25% DUE 10/15/37	61,020	74,432
UNION PAC CORP NT 5.70% DUE 08/15/18	0	0
UNITED TECHNOLOGIES CORP NT 6.125% DUE 07/15/38	66,973	72,552
WAL MART STORES INC NT 5.625% DUE 04/15/41	67,702	70,233
WHIRLPOOL CORP MEDIUM TERM NTS 4.85% DUE 06/15/21	50,533	54,870

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BB&T CORPORATION 2.15% DUE 03/22/2017	61,239	60,866
BANK AMER FDG CORP 5.65% DUE 05/01/2018	0	0
CITGROUP INC NT 4.45% DUE 01/10/2017	0	0
DIRECTV HLDGS LLC SR NT 3.80% DUE 03/15/2022	55,954	55,955
GOLDMAN SACHS CAP I GTD 6.345% DUE 02/15/2034	0	0
HARTFORD FINL SVCS GROUP SR NT 4.00% DUE 10/15/2017	0	0
HELIOS LEASING I LLC SECD NT 2.018% DUE 05/29/2024	60,820	59,429
INTEL CORP SR NT 2.70% DUE 12/15/2022	0	0
INTERNATIONAL BUSINESS MACHINES SR NT 5.60% DUE 11/30/2039	0	0
METROPOLITAN LIFE 1.70% 6/29/2015	0	0
MOTOROLA SOLUTIONS SR NT 3.75% DUE 05/15/2022	0	0
PEPSICO INC SR NT 4.875% DUE 11/01/2040	66,143	61,789
PFIZER INC SR NT 6.20% DYE 03/15/2019	30,346	29,085
PRICOA GLBL FDG I VAR RATE DUE 06/24/2016	64,295	65,014
WELLS FARGO & CO PFD FLTG RATE DUE 02/28/2049	0	0
AMER HONDA FIN CORP MTN 1.60% DTD 02/19/2013	60,591	59,708
AMERICAN TOWER TR I SECD 3.07% DTD 03/15/2013	61,537	59,648
CARGILL INC SR NT 3.25% DTD 11/08/2011	46,129	46,519
GENERAL ELEC CAP CORP MEDIUM TERM NTS DTD 11/15/2007	68,813	69,713
GENWORTH FIN INC SR NT 7.625% DTD 03/25/2011	0	0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE BANK NA SUB NT 6.00% DTD 09/24/2007	62,263	61,043
MORGAN STANLEY SR NT F 4.75% DTD 03/22/2012	63,318	63,911
MOSAIC CO NEW SR NT 3.75% DTD 10/24/2011	54,112	57,244
VERIZON COMMUNICATIONS INC NT 5.15% DTD 09/18/2013	52,735	55,212
ALTITUDE INVTS 16 LLC SECD NT 2.492% DTD 05/30/2014	28,348	28,117
ANADARKO PETE CORP SR GIBL NT 3.45% DTD 07/07/2014	29,132	29,287
BANK AMER CORP FR 4.125% DTD 01/21/2014	62,185	63,010
BERKSHIRE HATHAWAY INC DEL SR NOTE 2.10% DTD 08/14/2014	29,997	30,189
BURLINGTON NORTHN SANTA FE LLC DEB 3.75% DTD 03/07/2014	62,211	62,398
CHURCH & DWIGHT INC SR NT 2.45% DTD 12/09/2014	49,969	49,974
CITIGROUP INC NT 2.55% DTD 04/08/2014	59,960	60,395
DIRECTV HLDGS LLC SR NT 3.95% DTD 12/11/2014	4,966	5,039
DOW CHEM CO SR NT 3.00% DTD 11/14/2012	53,728	53,738
GENWORTH HLDGS INC SR GLBL 4.80% DTD 12/10/2013	34,992	32,425
GOLDMAN SACHS GROUP INC SUB NT 6.45% DTD 04/18/2006	58,016	60,435
HARTFORD FINL SVCS GROUP INC SR NT 5.50% DTD 03/23/2010	56,238	56,505
INTEL CORP SR NT 4.80% DTD 09/19/2011	42,480	43,930
METROPOLITAN LIFE GLOBAL FDG NT 3.125% DTD 01/11/2011	61,549	61,563
NEWELL RUBBERMAID INC SR GLBL NT 4.00% DTD 06/14/2012	31,100	31,094
ORACLE CORP SR GLBL NT 6.125% DTD 07/08/2009	62,285	64,910

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PRUDENTIAL FINL INC MTNS BOOK FR 7.375% DTD 06/08/2009	54,342	54,097
SMALL BUSINESS ADMIN GTD LN POOL CTFS 2.877% DTD 09/21/2011	55,050	55,046
TEXTRON INC NT 6.20% DTD 09/17/2009	45,504	45,450
TEXTRON INC NT 3.65% DTD 01/30/2014	51,178	51,330
WELLS FARGO & CO NEW PERP PFD CL A SER K DTD 02/08/2008	57,817	55,188

TY 2014 Investments Corporate Stock Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO - 1,556 SH	5,682	255,682
CHEVRON CORP - 1,826 SH	81,183	204,841
COCA-COLA CO - 5,892 SH	3,905	248,760
EXXON MOBIL CORP - 2,511 SH	9,440	232,142
GENERAL ELECTRIC CO - 3,605 SH	3,529	91,098
INTERNATIONAL BUSINESS MACHINES CORP - 526 SH	1,634	84,391
BB&T CORP - 2,075 SH	0	0
AIR PRODUCTS & CHEMICALS INC - 764 SH	44,035	110,192
JP MORGAN CHASE & CO - 2,687 SH	101,222	168,152
MEDTRONIC INC - 3,522 SH	128,302	254,288
MICROSOFT CORP - 3,183 SH	80,403	147,850
CISCO SYSTEMS INC - 4,792 SH	91,980	133,289
SOUTHERN CO - 2,173 SH	0	0
TEXAS INSTRUMENTS INC - 2,659 SH	57,776	142,163
AFLAC INC - 1,636 SHARES	92,667	99,943
COMCAST CORP CL A - 2,899 SHARES	58,588	168,171
PROCTER & GAMBLE CO - 2,205SHARES	122,307	200,853
AVNET INC - 2,976 SHARES	76,814	128,028
JACOBS ENGINEERING GROUP INC - 2,463 SHARES	104,345	110,071
METLIFE INC - 1,996 SHARES	0	0
MOHAWK INDUSTRIES INC - 609 SHARES	21,755	94,614
ALLEGHENY TECHNOLOGIES INC - 3,056 SHARES	0	0
BLACKROCK INC - 271 SHARES	45,062	96,899
FLOWSERVE CORP - 1,823 SHARES	70,065	109,070
ORACLE CORP - 3,545 SHARES	80,881	159,419
PHILIP MORRIS INTERNATIONAL - 1,320 SHARES	61,071	107,514
NOVARTIS AG ADR - 2,253 SHARES	112,773	208,763
SCHLUMBERGER LTD - 1,470 SHARES	95,312	125,553
CITIGROUP INC COM - 3,131 SHARES	119,054	169,418
E M C CORP MASS COM - 5,916 SHARES	128,409	175,942

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEL CORP COM - 4,477 SHARES	98,534	162,470
KOHLS CORP COM - 1,697 SHARES	91,640	103,585
LEAR CORP COM NEW - 1,168 SHARES	54,414	114,557
NIKE INC CL B - 1,512 SHARES	60,605	145,379
QUALCOMM INC COM - 1,261 SHARES	58,912	93,730
TRAVELERS COS INC COM - 1,163 SHARES	59,421	123,104
US BANCORP DEL COM NEW - 3,140 SHARES	64,455	141,143
AON PLC SHS CL A - 1,010 SHARES	46,115	95,778
ENSCO PLC SHS CLASS A - 2,494 SHARES	0	0
APPLE INC - 2,475 SHARES	188,264	273,191
DENTSPLY INTL INC NEW - 4,547 SHARES	184,729	242,219
GENERAL MILLS INC - 2,916 SHARES	112,516	155,510
INTERCONTINENTALEXCHANGE INC - 631 SHARES	97,725	138,372
OMNICOM GROUP INC - 2,624 SHARES	134,336	203,281
TOWERS WATSON & CO CL A - 762 SHARES	43,020	86,236
VARIAN MED SYS INC - 1,272 SHARES	73,756	110,041
AFLAC INC - 750 SHARES	0	0
AT&T INC - 800 SHARES	0	0
AMERICAN EXPRESS - 800 SHARES	44,840	74,432
APPLE INC - 707 SHARES	59,212	78,039
AUTOMATIC DATA PROCESSING INC - 900 SHARES	45,266	75,033
BERKSHIRE HATHAWAY INC DEL - 500 SHARES	43,011	75,075
BLACKROCK INC - 225 SHARES	39,763	80,451
BOEING CO - 500 SHARES	36,068	64,990
CHEVRON CORP - 500 SHARES	19,761	56,090
COMCAST CORP - 1,300 SHARES	45,110	75,413
DANAHER CORP - 700 SHARES	43,388	59,997
DISNEY WALT CO - 800 SHARES	41,206	75,352
ECOLAB INC - 475 SHARES	32,980	49,647
EXPRESS SCRIPTS HLDG CO - 850 SHARES	52,823	71,970

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP - 600 SHARES	6,803	55,470
FISERV INC - 1,000 SHARES	37,385	70,970
GOOGLE INC CL A - 125 SHARES	47,573	66,333
HOME DEPOT INC - 800 SHARES	50,979	83,976
HONEYWELL INTERNATIONAL INC - 675 SHARES	42,202	67,446
INTERNATIONAL BUSINESS MACHINES CORP - 300 SHARES	22,293	48,132
INTERNATIONAL PAPER CO - 1,050 SHARES	36,934	56,259
JP MORGAN CHASE & CO - 1,150 SHARES	48,319	71,967
JOHNSON & JOHNSON - 600 SHARES	42,435	62,742
KIMBERLY CLARK CORP - 500 SHARES	40,135	57,770
MASTERCARD INC CL A - 800 SHARES	37,710	68,928
MCDONALDS CORP - 650 SHARES	58,977	60,905
MICROSOFT CORP - 1,700 SHARES	42,942	78,965
MONDELEZ INTL INC CL A - 1,300 SHARES	34,303	47,223
ORACLE CORP - 1,300 SHARES	31,467	58,461
PEPSICO INC - 400 SHARES	27,653	37,824
PFIZER INC - 1,850 SHARES	47,024	57,628
PROCTER & GAMBLE CO - 450 SHARES	25,368	40,991
QUALCOMM INC COM - 650 SHARES	33,147	48,315
SCHLUMBERGER LTD - 700 SHARES	46,950	59,787
STERICYCLE INC - 450 SHARES	47,877	58,986
STRYKER CORP - 800 SHARES	41,989	75,464
UNION PAC CORP - 700 SHARES	43,567	83,391
UNITED TECHNOLOGIES CORP - 575 SHARES	47,423	66,125
VERIZON COMMUNICATIONS INC - 800 SHARES	36,306	37,424
WAL MART STORES INC - 450 SHARES	33,745	38,646
WALGREEN CO - 1,000 SHARES	34,648	76,200
WELLS FARGO & CO NEW - 1,300 SHARES	43,484	71,266
AGILENT TECHNOLOGIES INC COM - 2,211 SHARES	84,654	90,518
CAREFUSION CORP COM - 2,719 SHARES	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIRECTV COM - 1,910 SHARES	0	0
M & T BK CORP COM - 977 SHARES	109,611	122,731
MARKEL CORP COM - 245 SHARES	130,861	167,296
UNITED TECHNOLOGIES CORP - 1,173 SHARES	115,471	134,895
ABBVIE INC COM - 1,200 SHARES	44,364	78,528
APACHE CORP - 650 SHARES	0	0
GILEAD SCIENCES INC COM - 800 SHARES	53,013	75,408
GOLDMAN SACHS GROUP INC - 400 SHARES	48,555	77,532
NIKE INC CL B - 1,000 SHARES	65,171	96,150
XCEL ENERGY INC COM - 4,420 SHARES	127,728	158,766
ACCENTURE PLC CLASS A ORDINARY - 1,176 SHARES	96,117	105,029
CAPITAL ONE FINL CORP - 1,069 SHARES	86,140	88,246
CARNIVAL CORP PAIRED CTF - 2,334 SHARES	92,523	105,800
EOG RES INC - 1,271 SHARES	128,435	117,021
KEYSIGHT TECHNOLOGIES INC - 1,105 SHARES	32,273	37,316
PERKINELMER INC - 3,112 SHARES	136,163	136,088
SCRIPPS NETWORKS INTERACT IN CL A - 1,447 SHARES	112,817	108,916
VERIZON COMMUNICATIONS INC - 2,992 SHARES	144,547	139,966
WESTAR ENERGY INC - 2,501 SHARES	89,363	103,141
METLIFE INC - 700 SHARES	38,510	37,863

TY 2014 Investments Government Obligations Schedule

Name:	GILBERT M AND MARTHA H HITCHCOCK FOUNDATION
EIN:	47-6025723
US Government Securities - End of Year Book Value:	2,466,111
US Government Securities - End of Year Fair Market Value:	2,528,510
State & Local Government Securities - End of Year Book Value:	664,524
State & Local Government Securities - End of Year Fair Market Value:	706,390

TY 2014 Other Expenses Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSE	4,568	4,568		0
POSTAGE	500	500		0
MEMBERSHIPS	725	725		0
INSURANCE	1,599	1,599		0

TY 2014 Other Professional Fees Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK AND MANAGEMENT FEES	66,033	66,033		0
FOREIGN CONVERSION EXPENSE	54	54		0

TY 2014 Taxes Schedule

Name: GILBERT M AND MARTHA H HITCHCOCK FOUNDATION

EIN: 47-6025723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,089	1,089		0