Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning DEC 10, 2014 , and ending DEC 31, 2014

Name of foundation: ERIC SCOTT BOTTIN FOUNDATION

A Employer identification number: 47-6667880

Number and street (or P O box number if mail is not delivered to street address): 8320 HIGHWAY 107 | Room/suite:

B Telephone number: 501-515-5000

City or town, state or province, country, and ZIP or foreign postal code: SHERWOOD, AR 72120

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 992,937.

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

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

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

		(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	998,401.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	998,401.	0.		
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				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	0.	0.		0.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	0.	0.		0.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	998,401.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.**

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 1	0.	998,401.	992,937.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	0.	998,401.	992,937.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	998,401.	
	30 **Total net assets or fund balances**	0.	998,401.	
	31 **Total liabilities and net assets/fund balances**	0.	998,401.	

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	0.
2	Enter amount from Part I, line 27a	2	998,401.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	998,401.
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	998,401.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

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

	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				
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

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

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.) N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013			
2012			
2011			
2010			
2009			

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

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a		
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	0.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ Refunded ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ THE TRUSTEES Telephone no. ▶ 501-515-5000

Located at ▶ 8320 HIGHWAY 107, SHERWOOD, AR ZIP+4 ▶ 72120

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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.)	N/A	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. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES A. BOTTIN 8320 HIGHWAY 107 SHERWOOD, AR 72120	TRUSTEE 1.00	0.	0.	0.
DONNA K. BOTTIN 8320 HIGHWAY 107 SHERWOOD, AR 72120	TRUSTEE 1.00	0.	0.	0.
LINDSAY WILKERSON 8320 HIGHWAY 107 SHERWOOD, AR 72120	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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 PROVIDE GRANTS TO PUBLICLY SUPPORTED CHARITABLE ORGANIZATIONS.	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	995,669.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	995,669.
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	995,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	995,669.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	3,001.

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	3,001.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,001.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,001.
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	3,001.

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	0.
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	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

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.

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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				3,001.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 0.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				3,001.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 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.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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.		0.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 0.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

James A Bottin 5/12/19 Trustee

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
	LEONARD S. HASSON		5/7/16		P01353202
	Firm's name ▶ MANN, HASSON & CO., P.A.			Firm's EIN ▶ 71-0577422	
	Firm's address ▶ 18 CORPORATE HILL DRIVE, SUITE 207 LITTLE ROCK, AR 72205			Phone no. (501) 225-1600	

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .	OMB No 1545-0047 **2014**

Name of the organization	Employer identification number
ERIC SCOTT BOTTIN FOUNDATION	47-6667880

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
ERIC SCOTT BOTTIN FOUNDATION	47-6667880

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES A. & DONNA K. BOTTIN 8320 HIGHWAY 107 SHERWOOD, AR 72120	$ 998,401.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
ERIC SCOTT BOTTIN FOUNDATION	47-6667880

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITY PORTFOLIO	$ 998,401.	12/31/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ERIC SCOTT BOTTIN FOUNDATION	47-6667880

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF CORPORATE STOCK STATEMENT 1

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
375 SHRS - ACUITY BRANDS	52,959.	52,526.
250 SHRS - BERKSHIRE HATHAWAY CL B	37,853.	37,538.
650 SHRS - CVS CAREMARK	63,076.	62,602.
1,125 SHRS - ELECTRONIC ARTS	53,393.	52,892.
1,200 SHRS - EMC	35,976.	35,688.
290 SHRS - FAIRFAX FINANCIAL HOLDINGS, INC.	152,235.	151,960.
1,600 SHRS - FREEPORT-MCMORAN COPPER	37,488.	37,376.
700 SHRS - HEWLETT-PACKARD	28,322.	28,091.
450 SHRS - ILLINOIS TOOL	43,056.	42,615.
1,125 SHRS - JARDEN	54,315.	53,865.
800 SHRS - JOHNSON CONTROLS	38,888.	38,672.
100 SHRS - LEXMARK INTERNATIONAL INC. - A	4,157.	4,127.
350 SHRS - MICROSOFT	16,431.	16,257.
425 SHRS - NIKE CLASS B	41,151.	40,864.
1,600 SHRS - NOBLE AFFILIATES	75,432.	75,888.
3,000 SHRS - NOKIA CORP SPONSORED ADR	23,775.	23,580.
550 SHRS - PHILLIPS 66	39,792.	39,435.
425 SHRS - THERMO FISHER	53,784.	53,248.
2,000 SHRS - VALERO ENERGY	99,300.	99,000.
72 SHRS - VECTRUS INC	2,000.	1,973.
475 SHRS - WALT DISNEY	45,018.	44,740.
TOTAL TO FORM 990-PF, PART II, LINE 10B	998,401.	992,937.

FORM 990-PF PART XV - LINE 1A STATEMENT 2
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JAMES A. BOTTIN
DONNA K. BOTTIN

Eric Scott Bottin Foundation
EIN: 47-6667880
Form 1023

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Background Information

By Declaration of Trust dated December 10, 2014, James A. Bottin created the Eric Scott Bottin Foundation ("Foundation" or "Trust" or sometimes referred to as the "organization" attached as Exhibit "A"). Under the terms of the Trust, the assets of the Foundation will be devoted exclusively for charitable purposes either by distributions for charitable purposes or for the use of charitable organizations.

Part II
Organizational Structure

Line 5

The organization is organized as a charitable trust under Arkansas law.

Organizational Structure – The organization has no bylaws, but its trustees are selected based on Article FIFTH of the Trust entitled "Trustees." James A. Bottin, Donna K. Bottin and Lindsay B. Wilkerson currently serve as co-Trustees of the organization. They may appoint successor or alternates. If any co-Trustee becomes unable or unwilling to serve as trustee, then the survivors of them will serve. The appointment of further successor co-Trustees may be made by the trustees in office from time to time.

Part IV
Narrative Description of Your Activities

The co-Trustees will distribute at least such amounts of the assets of the Foundation to such "Charitable Organizations" or for "Charitable Purposes" as they consider appropriate and as required by law. "Charitable Organizations" and "Charitable Purpose" are those described in Internal Revenue Code §501(c)(3) and "Charitable Organizations" are further defined as those contributions to which are deductible for federal income, estate, and gift tax determinations. (Trust, Article THIRD, part A). The Foundation anticipates that its activities will primarily be that of making grants throughout each calendar year to publicly supported charitable organizations selected by the trustees based on their charitable interests (i) in or for the benefit of the state of Arkansas or (ii) about which the co-Trustees have personal knowledge. The Foundation will not solicit grant applications. Its activities will be conducted in Little Rock, Arkansas. The trustees will devote less than 5% of their total working time to grant-making. The grants will be funded from investment income, primarily (although some amounts of principal may in the trustees' discretion be distributed).

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Part V
Compensation and Other Financial Arrangements with Your Officers, Directors, Trustees, Employees, and Independent Contractors

Line 2a

The co-Trustees, James A. Bottin and Donna K. Bottin, are married and Lindsay B. Wilkerson is their daughter.

Line 3a

Name	Qualifications	Estimated Average Hours Worked Annually for Foundation	Duties
James A. Bottin	Donor	10	co-Trustee
Donna K. Bottin	Donor	10	co-Trustee
Lindsay B. Wilkerson	Managed charitable obligations for ABC Financial Corp.	40	co-Trustee

Line 5a

The Conflicts of Interest Policy, attached as Exhibit "B," was adopted by the organization's co-Trustees.

Line 9a

A Company owned by certain of the co-trustees may allow the Foundation to use certain Company resources (free of charge) including one office (if needed) and accounting and financial services staff support. No rent or overhead will be charged to the Foundation.

Part VI
Your Members and Other Individuals and Organizations That Receive Benefits From You

Line 1b

The organization makes distributions as provided under Part IV above.

Part VIII
Your Specific Activities

Line 11

The organization will accept contributions of both closely held securities and publicly traded securities. Contributions of securities, either closely held or publicly traded, will not be subject to any conditions imposed by the donor nor will there be any agreement with the donor except for such agreements that are set forth in this application.

Line 13b

The organization primarily makes distributions to charitable organization as provided under Part IV above.

Line 13e

The Foundation maintains written records of its grants and other distributions, through retention of checks and brokerage account statements, monthly bookkeeping reports, and maintenance of files of correspondence with recipients.

Line 13g

Grants will be made only to publicly supported organizations and the Foundation will require acknowledgment of receipt. Depending on the nature of the grant and identity of the grantee, the organization will require periodic and final reports on the use of the resources.

Part X
Public Charity Status

Line 1b

The provisions required by Code Section 508(e) are included in the Trust at Article Sixth, B. To the extent that Article Sixth, B does not include necessary provisions, Ark. Code Ann. §28-72-302 adds them by state law.

EXHIBIT B

Eric Scott Bottin Foundation
EIN: 47-6667880
Conflict of Interest Policy

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Article I
Purpose

The purpose of the conflict of interest policy is to protect the Eric Scott Bottin Foundation's ("Foundation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a trustee of the Foundation or other person exercising authority on its behalf. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Person**

Any director, principal officer, trustee, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,

b. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees.

2. **Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the trustees shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing trustees or committee meeting, but after the presentation, if there are disinterested trustees or committee members, he/she shall leave the meeting during the discussion of and decision about the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Foundation can obtain with reasonable efforts a transaction or arrangement from a person or entity that would be more advantageous to the Foundation and would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement not involving a conflict of interest is not reasonably available the trustees or committee shall determine whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The governing board shall maintain records reflecting its action in implementation of this policy.

Article V
Compensation

The initial trustees of the Foundation shall serve without pay. The CEO will be only compensated position. Any compensation paid to others shall be considered by co-Trustees to determine whether it is fair and reasonable and in the Foundation's best interest.

Article VI
Statements

Each trustee shall sign a copy of this policy to affirm its adoption and to affirm that such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the trustees shall periodically review compliance with the policy. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Eric Scott Bottin Foundation
EIN: 47-6667880

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Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

James A. Bottin, co-Trustee

Donna K. Bottin, co-Trustee

Lindsay B. Wilkerson, co-Trustee

464275

Exhibit A

TIN: 47-6667880

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DECLARATION OF TRUST FOR

ERIC SCOTT BOTTIN FOUNDATION

This INDENTURE, made and entered into as of December 10, 2014 by JAMES A. BOTTIN ("Donor") and JAMES A. BOTTIN, DONNA K. BOTTIN, and LINDSAY B. WILKERSON ("Trustees"),

W-I-T-N-E-S-S-E-T-H:

FIRST: Name; Initial Contribution. This Declaration of Trust governs the trust to be called the **ERIC SCOTT BOTTIN FOUNDATION** (the "Foundation"). The Trustees acknowledge receipt of $100.00 from the Donor as the initial contribution to the principal of the Trust.

SECOND: Receiving Gifts. The Trustees may accept property, of any kind given, devised or bequeathed by any person or other entity to be held IN TRUST under this Declaration of Trust. However, no gift, bequest or devise shall be accepted if it is conditioned (i) so as to require the disposition of the income or its principal to any person or organization other than a Charitable Organization or for other than Charitable Purposes or (ii) so as in the opinion of the Trustees, to jeopardize the federal income tax exemption of this trust pursuant to section 501(c)(3) of the Code (as defined below).

THIRD: A. Definitions. "Charitable Organization" means a corporation, trust, foundation, or community chest created or organized in the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this paragraph A shall be entitled to exemption from federal income tax under section 501(c)(3) of the Code and be described in sections 170(c), 2055(a), and 2522(a) of the Code.

"Charitable Purposes" shall be limited to and shall include only charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Code (but only such purposes as also constitute charitable purposes under the law of trusts of the State of Arkansas).

The Code means the Federal Internal Revenue Code of 1986 including amendments and any corresponding subsequent laws.

B. Distribution of Income and Principal. The Trustees may make payments or distributions from income or principal, or both, to or for the use of such Charitable Organizations or for such Charitable Purposes without making use of other Charitable Organizations, in such amounts as the Trustees shall from time to time determine. The Trustees may also make payments or distributions of all or any part of the income or principal to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for exclusively public purposes. Income or principal derived from contributions by corporations shall be distributed by the Trustees for use solely within the United States or its possessions. No part of the net earnings of this Trust shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this Trust shall be the carrying on of propaganda, or otherwise attempting to influence legislation. No part of the activities of this Trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

C. Termination of Trust. The Trust shall continue forever unless the Trustees terminate it and distribute all of the principal and income, which action may be taken by the Trustees in their discretion at any time. On such termination (or upon termination for any other reason), the remaining assets of the Trust shall be distributed to or for the use of such Charitable Purposes as the Trustees shall then determine. The Trustees in their discretion may form and organize a nonprofit corporation limited to the uses and purposes provided for in this Trust, such corporation to be organized under the laws of any state or under the laws of the United States as may be determined by the Trustees; such corporation, when organized, to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this Trust. The Trustees are authorized to distribute to such corporation all the property and assets of this Trust. The charter, by-laws and other provisions for the organization and management of such corporation and its affairs and property shall be such as the Trustees shall determine, consistent with the provisions of this paragraph.

If, but for the provisions of this sentence it is finally determined that (i) this trust is not qualified for any exemption under section 501(c)(3) of the Code or (ii) there be no Trustees, as provided herein; then in either event (if the Trustees have designated no other Charitable Organization(s) as recipient as above provided) any remaining assets shall be distributed otherwise to such Charitable Organization(s) as may be determined by the trustees in office or, if none, by the then-living adult descendants of Grantor.

FOURTH: No Amendments Except for Specific Purpose. This Declaration of Trust may be amended at any time or times by the Trustees by written instrument signed and acknowledged by the Trustees, but only upon the following conditions:

(a) no amendment shall authorize the Trustees to conduct any affair for any purpose contrary to the provisions of section 501(c)(3) of the Code; and

(b) no amendment shall be made except for the sole purpose of qualifying contributions to the Trust for charitable contribution deductions under federal income, estate, or gift tax laws; and

(c) no amendment shall be valid unless and to the extent such amendment further restricts the Trustees' amending power.

All instruments amending this trust shall be noted upon or kept attached to the executed original of this trust held by the trustees.

FIFTH: Trustees. The initial trustees of this trust shall be JAMES A. BOTTIN, DONNA K. BOTTIN, and LINDSAY B. WILKERSON, or the survivor or survivors of them.

Subject to the powers of the Trustee Designator, the trustees in office from time to time, acting by majority vote, shall have the right to appoint one or more successor, alternate, or additional co-trustees (such appointments of additional co-trustees by co-trustees in office shall be by unanimity).

The Trustee Designator shall, notwithstanding any contrary provisions of this instrument, have the power to appoint or remove one or more co-trustees at any time. The initial Trustee Designator shall be JAMES A. BOTTIN, if able and willing. If he becomes unable or unwilling to serve as Trustee Designator, then the Trustee Designator shall be DONNA K. BOTTIN.

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Co-trustees shall act by majority vote (or by unanimity if there should be only two), but a co-trustee may delegate his or her duties or powers to another upon such written, signed terms and conditions as may be accepted in writing by the other. Any trustee under this trust may, by written instrument, signed and acknowledged, resign his or her office. Appointments shall be made by the trustee or trustees for the time in office by written instruments signed and acknowledged. Any succeeding or additional trustee shall, upon his or her acceptance of the office by written instrument signed and acknowledged, have the same powers, immunities, rights and duties, and the same title to the trust estate jointly with the surviving or remaining trustee or trustees as if originally appointed.

The initial principal office of this trust shall be 8320 Highway 107, Sherwood, Arkansas. A copy of this trust and any instrument affecting it, certified by a trustees of the trust, together with records of its operations, shall be kept at the principal office of the trust.

None of the trustees shall be required to furnish any bond or surety. None of them shall be responsible or liable for any action or failure to act with respect to any aspect of the trust administration (including investments) unless such action or failure to act constitutes bad faith, gross negligence or fraud, affirmatively proven. No successor trustee shall be obligated to inquire into the actions or failure to act of any predecessor trustee or to bring any action against a predecessor trustee.

The one or more trustees, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist.

The trustees (other than the Donor and initial Trustees) serving under this trust are authorized to pay to themselves reasonable compensation for services rendered in the administration of this trust plus reimbursement of all amounts for reasonable expenses incurred in such administration. However, in no event shall any trustee who has made a contribution to this Trust ever receive any compensation therefrom, although such trustee shall be entitled to reimbursement for any reasonable expenses incurred in the administration of the trust.

SIXTH: A. Duties and Authorities of Trustees. All of the provisions of this ARTICLE SIXTH A are subordinate to and subject to the federal law requirements set out in SIXTH B below.

The trustees shall have all the powers applicable to a trustee set forth in the Arkansas Trust Code and Section 3 of Act 153 of the 1961 Acts of the General Assembly of Arkansas (*Ark. Code Ann.* 28-69-304 (2012 Repl.)) which section is incorporated herein by reference, as amended from time to time, by the Arkansas Legislature. Further, without limiting the foregoing, the trustees shall have authority:

(a) to sell, invest, and reinvest all or any part of the trust estate in any type of real or personal property, regardless of diversification or other requirements under the Arkansas Trust Code, the Uniform Prudent Investor Act, or any other state laws concerning legal investments or duties of investment by trustees; to invest and reinvest the principal and income of the trust in such property, real, personal, or mixed, and in such manner as the trustees shall deem proper, and from time to time to change investments as the trustees shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interest in or obligations of any corporation, association, business trust, investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this trust, nor to anyone except on the basis of an adequate security.

(b) to sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as the trustees consider advisable, whether or not such leases or contracts may extend beyond the duration of the trust.

(c) to borrow money for such periods, at such rates of interest, and upon such terms as the trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this trust.

(d) to execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

(e) to vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depositary, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

(f) to employ a bank, trust company, brokerage house or other financial institution as custodian of any funds or securities and to delegate to it such powers as the Trustees deem appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the trust; to keep any or all of the trust property or funds in any place or places of the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the trustee.

(g) to designate the principal office or situs of the trust at any place within the United States of America.

(h) to administer and manage the trust in and from such place or places as they shall from time to time think fit without prejudice to the laws declared to be applicable hereto and whether or not the law of such place shall be the law declared to be applicable law hereunder.

Except as otherwise provided herein, the powers conferred upon the trustees herein shall not be construed as in limitation of any authority conferred by law, but shall be construed as in addition thereto.

No one dealing with the trustee of any trust created hereunder shall have any obligation or authority to inquire in any manner into the trustee's powers or responsibilities hereunder or into the trustee's conduct of the administration of the trust.

The trustees are authorized, but not required, to file for record or disclose such part or all of the trust instrument as they may deem appropriate for the fulfillment of trust purposes, taking into account Grantor's general desire to maintain privacy.

At any time and from time to time as often as may be desired, a Co-Trustee may delegate for the time being any power or authority, discretionary or otherwise, held by him or her to the other Co-Trustee(s), upon such terms and conditions as the delegating Co-Trustee may designate in writing. The fiduciary so delegating any duties or powers hereunder shall have no further responsibility with respect to the exercise of such duties or powers so long as such delegation shall remain in effect. A delegation may be revocable or irrevocable, as specified by the delegating trustee. A trustee may delegate authority over an investment to an attorney-in-fact using a limited power of appointment.

The Donor has deliberately conferred very broad investment and other discretion and immunities upon the fiduciaries named in or selected pursuant to the provisions of this instrument. In furtherance of that intention, as permitted by the Arkansas Trust Code (at *Ark. Code Ann.* 28-73-105), the Donor directs that notwithstanding any contrary provisions in the Arkansas Trust Code or any other law, the trustee's duties to inform the beneficiaries of the trust about the administration of the trust shall be as set forth in this instrument, the federal Internal Revenue Code, and the rules of equity and common law as in effect before the enactment of the Arkansas Trust Code. Accordingly:

(a) the trustees shall have no duty imposed under *Ark. Code Ann.* 28-73-813(a) to keep the "qualified beneficiaries" (as defined in the Arkansas Trust Code) reasonably informed.

(b) the trustees shall have no duty imposed under *Ark. Code Ann.* 28-73-813(b) to notify "qualified beneficiaries" of acceptance of the trust or the trustees' address or of the trust's existence or other information otherwise required under that subsection.

(c) the trustees shall have no duty imposed under *Ark. Code Ann.* 28-73-813(c) to send certain financial information annually to specified persons or to report upon the occasion of a change in trusteeship.

(d) the trustees shall not be required to notify any beneficiary of the change of place of principal administration of the trust nor shall any beneficiary have the right to terminate the right of the trustees to change the place of principal administration of the trust.

(e) a transaction not concerning trust property in which a trustee engages in the trustee's individual capacity shall not be deemed to involve a conflict between personal and fiduciary interest even though the transaction concerns an opportunity properly belonging to the trust.

(f) the immunity from personal liability conferred upon a trustee in this instrument shall not be limited or made void because of any confidential or fiduciary relationship existing at the time of the drafting of the instrument providing such protection.

B. Any other provisions of this instrument notwithstanding, the trustees:

(1) shall distribute the trust's income for each taxable year at such times and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain any excess business holding as defined in section 4943(c) of the Code beyond the time, if any, permitted by that section; nor make any investments in such manner as to incur tax liability under section 4944 of the Code.

(3) shall have no powers or right, the exercise of which would disqualify the trust from exemption under section 501(c)(3) under the Code.

SEVENTH: Trustee as Fiduciary Only. The trustees' powers are exercisable solely in their fiduciary capacities consistent with and in furtherance of the charitable purposes of this trust as specified in Article THIRD and not otherwise.

EIGHT: Rules of Construction. In this trust, and in any amendment to it, references to "Trustee" shall mean the one or more trustees, whether original or successor, for the time being in office, and the masculine or singular refers to the feminine, neuter or plural, where applicable.

NINTH: Copies. Any person may rely on a copy, certified by the trustee in office, of the executed original of this trust held by the trustee, and of any of the notations on it and writings attached to it, as fully as he or she might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a trustee under this trust. No one dealing with the trustee need inquire concerning the validity of anything the trustees propose to do. No one dealing with the trustees need see to the application of anything paid or transferred to or upon the order of the trustees of the trust.

TENTH: Governing Law. This trust is to be governed in all respects by the laws of the State of Arkansas.

(The remainder of this page is intentionally blank).

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IN WITNESS WHEREOF, on the date first written above, JAMES A. BOTTIN as Donor, and he, DONNA K. BOTTIN, and LINDSAY B. WILKERSON as Trustees (to evidence their acceptance of the trusteeship herein imposed), have executed this Declaration of Trust.

DONOR

James A. Bottin
James A. Bottin

CO-TRUSTEES

James A Bottin
James A. Bottin

Donna K. Bottin
Donna K. Bottin

Lindsay B Wilkerson
Lindsay B. Wilkerson

ACKNOWLEDGMENT

STATE OF ARKANSAS)
) ss.
COUNTY OF PULASKI)

On this day before me, a Notary Public, duly commissioned, qualified and acting within and for the State and County aforesaid, appeared in person, James A. Bottin, Donna K. Bottin, and Lindsay B. Wilkerson, to me well known, and stated that they had executed the foregoing instrument for the consideration and purposes therein mentioned and set forth.

WITNESS my hand and seal as such Notary Public on this 10th day of December 2014.

Kathy Reese-Lamb
Notary Public

My Commission Expires:
April 1, 2015

KATHY REESE-LAMB
MY COMMISSION EXPIRES
April 1, 2015
NOTARY PUBLIC, STATE OF ARKANSAS
PULASKI COUNTY

452715

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CERTIFICATE

We, James A. Bottin, Donna K. Bottin, and Lindsay B. Wilkerson, the Trustees of the ERIC SCOTT BOTTIN FOUNDATION, under Declaration of Trust dated December 10, 2014, certify that the foregoing is a true and complete copy of the original Declaration of Trust, which original is in our possession.

James A. Bottin

James A. Bottin

Donna K. Bottin

Donna K. Bottin

Lindsay B. Wilkerson

Lindsay B. Wilkerson