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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation HILARY BOONE FOUNDATION, INC.		A Employer identification number 61-1249175
Number and street (or P.O. box number if mail is not delivered to street address) 376 SOUTH BROADWAY	Room/suite	B Telephone number (859) 259-9600
City or town, state or province, country, and ZIP or foreign postal code LEXINGTON, KY 40508		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 16,787,633.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received		7,553,116.		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		213,539.	213,539.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,644,819.			STATEMENT 1
b Gross sales price for all assets on line 6a 6,361,954.					
7 Capital gain net income (from Part IV, line 2)			2,007,139.		
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		9,411,474.	2,220,678.		
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 STMT 3		3,500.	1,750.		1,750.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		7,879.	1,034.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		54,576.	54,519.		57.
24 Total operating and administrative expenses. Add lines 13 through 23		65,955.	57,303.		1,807.
25 Contributions, gifts, grants paid		343,000.			343,000.
26 Total expenses and disbursements. Add lines 24 and 25		408,955.	57,303.		344,807.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		9,002,519.			
b Net investment income (if negative, enter -0-)			2,163,375.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			423,253.	1,397,214.	1,397,214.
	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 6	6,143,857.	14,170,415.	15,386,419.	
	c Investments - corporate bonds					
	Liabilities	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 ▶ STATEMENT 7)		2,000.	4,000.	4,000.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,569,110.	15,571,629.	16,787,633.		
17 Accounts payable and accrued expenses						
18 Grants payable						
Net Assets or Fund Balances	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.				
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	0.	0.		
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	986,679.	986,679.		
		29 Retained earnings, accumulated income, endowment, or other funds	5,582,431.	14,584,950.		
30 Total net assets or fund balances	6,569,110.	15,571,629.				
31 Total liabilities and net assets/fund balances	6,569,110.	15,571,629.				

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	6,569,110.
2 Enter amount from Part I, line 27a	2	9,002,519.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,571,629.
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	15,571,629.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, • 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
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 6,361,954.		4,354,815.	2,007,139.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,007,139.

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	2,007,139.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	228,271.	6,981,064.	.032699
2012	209,921.	4,637,400.	.045267
2011	192,842.	4,496,505.	.042887
2010	173,117.	3,924,612.	.044111
2009	211,130.	3,296,235.	.064052

2 Total of line 1, column (d)	2	.229016
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	.045803
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,213,175.
5 Multiply line 4 by line 3	5	742,612.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,634.
7 Add lines 5 and 6	7	764,246.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	344,807.

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)		1	43,268.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	43,268.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	43,268.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	5,120.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	30,000.
a 2014 estimated tax payments and 2013 overpayment credited to 2014		6d	
b Exempt foreign organizations - tax withheld at source		7	35,120.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	8,148.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax Refunded			

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(859) 259-9600</u> Located at ► <u>376 SOUTH BROADWAY, LEXINGTON, KY</u> ZIP+4 ► <u>40508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u>	1b	
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 ► <u>2013</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) SEE STATEMENT 12	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>2013</u>		
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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

6b

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

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
SAMUEL A.B. BOONE 376 SOUTH BROADWAY LEXINGTON, KY 40508	PRESIDENT/TREASURER 0.25	0.	0.	0.
ALYCE B. HOSKINS 376 SOUTH BROADWAY LEXINGTON, KY 40508	VICE PRESIDENT 0.25	0.	0.	0.
DOWELL HOSKINS 376 SOUTH BROADWAY LEXINGTON, KY 40508	DIRECTOR 0.25	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 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	12,067,766.
b	Average of monthly cash balances	1b	4,392,310.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,460,076.
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	16,460,076.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	246,901.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,213,175.
6	Minimum investment return. Enter 5% of line 5	6	810,659.

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	810,659.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	43,268.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	43,268.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	767,391.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	767,391.
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	767,391.

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	344,807.
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	344,807.
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	344,807.

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				767,391.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			341,231.	
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: ► \$ 344,807.				
a Applied to 2013, but not more than line 2a			341,231.	
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				3,576.
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:	0.			
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				763,815.
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				

N/A

▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

(e) Total

(4) Gross investment income

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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				
ACHIEVEMENT CENTER OF DELRAY 555 NW 4TH STREET DELRAY BEACH, FL 33444	N/A	PUBLIC	SUBSIDY	500.
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BOULEVARD NASHVILLE, TN 37203	N/A	PUBLIC	SUBSIDY	1,000.
ASHLAND TERRACE 475 SOUTH ASHLAND AVE LEXINGTON, KY 40502	N/A	PUBLIC	SUBSIDY	1,000.
BABY HEALTH SERVICES 1590 HARRODSBURG RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	500.
BLUEGRASS CONSERVANCY 380 SOUTH MILL ST STE 205 LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	5,000.
Total			SEE CONTINUATION SHEET(S)	3a 343,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

HILARY BOONE FOUNDATION, INC.**61-1249175**

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

HILARY BOONE FOUNDATION, INC.**61-1249175****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	ESTATE OF HILARY BOONE 376 SOUTH BROADWAY LEXINGTON, KY 40508	\$ 7,553,116.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

HILARY BOONE FOUNDATION, INC.

61-1249175

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

HILARY BOONE FOUNDATION, INC.**61-1249175****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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	100,000 MASTERCARD INCORP 3.375% BOND	P	03/26/14	10/17/14
b	11,661.81 SHS E.I.I GLOBAL PROPERTY FUND	P	03/12/14	08/11/14
c	ASTRONICS CORP-CASH IN LIEU	P	09/19/14	09/19/14
d	POWERSHARES	P	VARIOUS	12/31/14
e	JP MORGAN - SEE ATTACHED	P	VARIOUS	12/31/14
f	JP MORGAN - SEE ATTACHED	P	VARIOUS	12/31/14
g	JP MORGAN - SEE ATTACHED	P	VARIOUS	12/31/14
h	GOLDMAN SACHS - SEE ATTACHED	P	VARIOUS	12/31/14
i	GOLDMAN SACHS - SEE ATTACHED	P	VARIOUS	12/31/14
j	GOLDMAN SACHS - SEE ATTACHED	P	VARIOUS	12/31/14
k	LEXINGTON INVESTMENT CO - SEE ATTACHED	P	VARIOUS	12/31/14
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 103,320.		99,571.	3,749.
b 212,128.		200,000.	12,128.
c 18.			18.
d		163.	<163.>
e 93,202.		91,384.	1,818.
f 11,106.		7,287.	3,819.
g 82,276.		74,291.	7,985.
h 12,780.		11,900.	880.
i 411,157.		377,337.	33,820.
j 75,848.		72,641.	3,207.
k 5,313,523.		3,420,241.	1,893,282.
l 46,596.			46,596.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,749.
b			12,128.
c			18.
d			<163.>
e			1,818.
f			3,819.
g			7,985.
h			880.
i			33,820.
j			3,207.
k			1,893,282.
l			46,596.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,007,139.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BLUEGRASS TOMORROW 2526 REGENCY POINT PATH LEXINGTON, KY 40503	N/A	PUBLIC	SUBSIDY	2,000.
BLUEGRASS TRUST 253 MARKET STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	1,000.
CARDINAL HILL REHABILITATION HOSPITAL 2050 VERSAILLES RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	5,000.
CHRIST CHURCH CATHEDRAL 166 MARKET STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	1,000.
CHRYSLIS HOUSE 120 CHRYSLIS CT LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	2,500.
DUMBARTON HOUSE 2715 Q ST NW WASHINGTON, DC 20007	N/A	PUBLIC	SUBSIDY	5,000.
FUND FOR EXCELLENCE - KET 600 COOPER DRIVE LEXINGTON, KY 40502	N/A	PUBLIC	SUBSIDY	10,000.
GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVENUE FREDERICKSBURG, VA 22405	N/A	PUBLIC	SUBSIDY	10,000.
HENRY CLAY CENTER STATESMANSHIP 176 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	10,000.
HOLLINS UNIVERSITY 7916 WILLIAMSON ROAD ROANOKE, VA 24109	N/A	PUBLIC	SUBSIDY	2,000.
Total from continuation sheets				335,000.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HORSE FARM WORKERS EDUCATIONAL ASSISTANCE FUND 2938 FOUR PINES DRIVE LEXINGTON, KY 40502	N/A	PUBLIC	SUBSIDY	5,000.
HOSPICE OF THE BLUEGRASS 2312 ALEXANDRIA DR LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	5,000.
HOUND WELFARE FUND P.O. BOX 55610 LEXINGTON, KY 40555	N/A	PUBLIC	SUBSIDY	15,000.
JUBILEE JOBS OF LEXINGTON 1450 NORTH BROADWAY LEXINGTON, KY 40505	N/A	PUBLIC	SUBSIDY	2,500.
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 1092 DUVAL STREET STE 240 LEXINGTON, KY 40515	N/A	PUBLIC	SUBSIDY	1,000.
KENTUCKY AVIATION MUSEUM 4029 AIRPORT RD LEXINGTON, KY 40510	N/A	PUBLIC	SUBSIDY	1,000.
KENTUCKY CHILDRENS HOSPITAL 800 ROSE STREET LEXINGTON, KY 40536	N/A	PUBLIC	SUBSIDY	2,500.
KENTUCKY CONSERVATORY THEATRE PO BOX 864 LEXINGTON, KY 40588	N/A	PUBLIC	SUBSIDY	10,000.
LEXARTS 161 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	1,000.
LEXINGTON CHALLENGER TENNIS CHARITY 300 W VINE ST LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	30,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEXINGTON HUMANE SOCIETY 1600 OLD FRANKFORT PIKE LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	1,000.
LEXINGTON PHILHARMONIC 161 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	10,000.
LIBERTY HALL HISTORIC SITE 202 WILKINSON ST FRANKFORT, KY 40601	N/A	PUBLIC	SUBSIDY	10,000.
NEW VINE BAPTIST CHURCH 4339 NEW VINE LN LEXINGTON, KY 40510	N/A	PUBLIC	SUBSIDY	1,000.
RIDING FOR HOPE P.O. BOX 13155 LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	1,000.
SALVATION ARMY 228 EAST NEW CIRCLE ROAD LEXINGTON, KY 40505	N/A	PUBLIC	SUBSIDY	1,000.
ST. CATHERINE COLLEGE 2735 BARDSTOWN RD SPRINGFIELD, KY 40069	N/A	PUBLIC	SUBSIDY	1,000.
ST. PAUL'S EPISCOPAL FOR THE BENEFIT PAUL'S PLACE 188 SOUTH SWINTON AVENUE DELRAY BEACH, FL 33444	N/A	PUBLIC	SUBSIDY	500.
STRATFORD HALL 483 GREAT HOUSE RD STRATFORD, VA 22558	N/A	PUBLIC	SUBSIDY	1,000.
THE COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	N/A	PUBLIC	SUBSIDY	1,000.
Total from continuation sheets				

Part XV **Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HOPE CENTER 360 W LOUDON AVE LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	1,000.
THE LEXINGTON SCHOOL 1050 LANE ALLEN RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	5,000.
THE NEWMAN CENTER 320 ROSE LN LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	4,000.
THE SPEED MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	N/A	PUBLIC	SUBSIDY	10,000.
THE TAFT SCHOOL 110 WOODBURY RD WATERTOWN, CT 06795	N/A	PUBLIC	SUBSIDY	5,000.
THE WARWICK FOUNDATION PO BOX 1183 LEXINGTON, KY 40588	N/A	PUBLIC	SUBSIDY	1,000.
UNITED STATES BLIND GOLF ASSOCIATION 3911 DODSON CHAPEL 40 HERMITAGE, TN 37076	N/A	PUBLIC	SUBSIDY	2,500.
UNITED STATES EQUESTRIAN TEAM FOUNDATION PO BOX 355 GLADSTONE, NJ 07394	N/A	PUBLIC	SUBSIDY	5,000.
UNIVERSITY OF KENTUCKY 410 ADMINISTRATION DRIVE LEXINGTON, KY 40506	N/A	PUBLIC	SUBSIDY	10,000.
VANDERBILT SCHOOL OF ENGINEERING 2301 VANDERBILT PLACE PMB 351826 NASHVILLE, TN 37235	N/A	PUBLIC	SUBSIDY	130,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 MASTERCARD INCORP 3.375% BOND	PURCHASED	03/26/14	10/17/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,320.	99,571.	0.	0.	3,749.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,661.81 SHS E.I.I GLOBAL PROPERTY FUND	PURCHASED	03/12/14	08/11/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
212,128.	200,000.	0.	0.	12,128.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ASTRONICS CORP-CASH IN LIEU	PURCHASED	09/19/14	09/19/14

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18.	0.	0.	0.	18.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
POWERSHARES	0.	163.	0.	PURCHASED	VARIOUS	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
JP MORGAN - SEE ATTACHED	93,202.	91,384.	0.	PURCHASED	VARIOUS	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
JP MORGAN - SEE ATTACHED	11,106.	7,287.	0.	PURCHASED	VARIOUS	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
JP MORGAN - SEE ATTACHED	82,276.	74,291.	0.	PURCHASED	VARIOUS	12/31/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDMAN SACHS - SEE ATTACHED	12,780.	11,900.	0.	0.	880.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDMAN SACHS - SEE ATTACHED	411,157.	377,337.	0.	0.	33,820.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GOLDMAN SACHS - SEE ATTACHED	75,848.	72,641.	0.	0.	3,207.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LEXINGTON INVESTMENT CO - SEE ATTACHED	5,313,523.	3,782,561.	0.	0.	1,530,962.

CAPITAL GAINS DIVIDENDS FROM PART IV	46,596.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,644,819.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS	133,985.	26,323.	107,662.	107,662.	
JP MORGAN	7,984.	0.	7,984.	7,984.	
JP MORGAN AGENCY ACCT	4,967.	0.	4,967.	4,967.	
LEXINGTON INVESTMENT CO POWERSHARES DB COMMODITY INDEX TRACKING FUND	113,192.	20,273.	92,919.	92,919.	
	7.	0.	7.	7.	
TO PART I, LINE 4	260,135.	46,596.	213,539.	213,539.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	1,750.		1,750.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,750.		1,750.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	6,845.	0.		0.
FOREIGN TAXES	1,034.	1,034.		0.
TO FORM 990-PF, PG 1, LN 18	7,879.	1,034.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	54,462.	54,462.		0.	
ADMIN EXPENSES	114.	57.		57.	
TO FORM 990-PF, PG 1, LN 23	54,576.	54,519.		57.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
LEXINGTON INVESTMENT COMPANY	6,815,322.	7,890,247.		
GOLDMAN SACHS	7,355,093.	7,496,172.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,170,415.	15,386,419.		

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
REIMBURSEMENT RECEIVABLE	2,000.	4,000.	4,000.	
TO FORM 990-PF, PART II, LINE 15	2,000.	4,000.	4,000.	

FORM 990-PF	INTEREST AND PENALTIES		STATEMENT	8
TAX DUE FROM FORM 990-PF, PART VI			8,148.	
LATE PAYMENT INTEREST			124.	
LATE PAYMENT PENALTY			244.	
TOTAL AMOUNT DUE			8,516.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 9
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NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF HILARY J. BOONE	376 SOUTH BROADWAY LEXINGTON, KY 40508

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT 10
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	38,148.	38,148.		
EXTENSION PAYMENT	05/15/15	<30,000.>	8,148.	6	244.
DATE FILED	11/15/15		8,148.		
TOTAL LATE PAYMENT PENALTY					244.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 11
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	38,148.	38,148.	.0300		
EXTENSION PAYMENT	05/15/15	<30,000.>	8,148.	.0300	184	124.
DATE FILED	11/15/15		8,272.			
TOTAL LATE PAYMENT INTEREST						124.



Capital Gain and Loss Schedule

HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

Short-Term Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income, D indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital Transactions

Description
Stock and
other symbol
Cusip

Description	Code*	Date Acquired	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALEXION PHARMACEUTICALS INC	ALXN	06/13/13	1,000	138.39	92.84		45.55
	015351109	01/23/14					
ALEXION PHARMACEUTICALS INC	ALXN	06/13/13	10,000	1,615.75	928.40		687.35
	015351109	01/30/14					
ALLIANCE DATA SYSTEMS CORP	ADS	06/13/13	1,000	256.40	177.49		78.91
	018581108	01/23/14					
APACHE CORP	APA	06/13/13	27,000	2,313.39	2,280.15		33.24
	037411105	01/14/14					
APACHE CORP	APA	Various	12,000	1,020.27	1,014.95		5.32
	037411105	01/15/14					
APACHE CORP	APA	09/03/13	2,000	171.16	170.45		.71
	037411105	01/15/14					
APACHE CORP	APA	09/03/13	2,000	171.38	170.45		.93
	037411105	01/15/14					
APACHE CORP	APA	09/03/13	9,000	762.48	767.00		-4.52
	037411105	01/16/14					
ARCHER DANIELS MIDLAND CO	ADM	06/13/13	5,000	206.31	165.00		41.31
	039483102	01/23/14					
AVAGO TECHNOLOGIES LTD	AVGO	06/13/13	10,000	561.64	365.50		196.14
	Y0486S104	01/23/14					
AVAGO TECHNOLOGIES LTD	AVGO	06/13/13	19,000	1,038.23	694.45		343.78
	Y0486S104	01/31/14					
BRISTOL MYERS SQUIBB CO	BMJ	06/13/13	10,000	532.34	468.85		63.49
	110122108	01/23/14					



Capital Gain and Loss Schedule

HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

Short-Term Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

Ordinary Income D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Stock and
other symbol

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CAPITAL ONE FINANCIAL CORP	COF	06/13/13	6,000	429.02	369.12		59.90
	14040H105	01/23/14					
CBS CORP	CBS	07/12/13	6,000	358.34	314.73		43.61
CLASS B W/I	124857202	01/23/14					
COCA-COLA CO	KO	12/19/13	8,000	316.03	318.54		-2.51
	191216100	01/23/14					
COSTCO WHOLESALE CORP	COST	10/31/13	2,000	225.32	236.40		-11.08
	22160K105	01/23/14					
CVS CAREMARK CORPORATION	CVS	06/13/13	3,000	204.79	176.13		28.66
	126650100	01/23/14					
DISH NETWORK CORP	DISH	06/13/13	3,000	167.11	112.38		54.73
CL A	25470M109	01/23/14					
DOW CHEMICAL CO	DOW	06/13/13	8,000	360.75	271.54		89.21
	260543103	01/23/14					
EATON CORP PLC	ETN	12/13/13	2,000	150.74	141.61		9.13
	G29183103	01/23/14					
EBAY INC	EBAY	07/16/13	9,000	496.38	509.51		-13.13
	278642103	01/23/14					
FREEPORT-MCMORAN COPPER & GOLD INC	FCX	08/14/13	24,000	807.22	760.67		46.55
CL B	35671D857	01/23/14					
HARTFORD FINANCIAL SERVICES GROUP	HIG	06/13/13	5,000	170.26	147.45		22.81
INC	416515104	01/23/14					
HUMANIA INC	HUM	06/13/13	2,000	194.10	162.16		31.94
	444859102	01/23/14					

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Capital Gain and Loss Schedule

HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

Short-Term Covered

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Stock and
other symbol

Cusip

Description

Code*

Date Acquired
Date Sold

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income**

JPM INTL CURR INC FD - SEL FUND 3831	JCIS 4812A3296	Various 01/23/14	3,474.823	38,049.31	38,812.90		-763.59
KLA-TENCOR CORP	KLAC 482480100	12/13/13 01/23/14	2,000	125.98	122.47	3.51	
LAM RESEARCH CORP	LRCX 512807108	10/25/13 01/23/14	5,000	273.07	263.39	9.68	
LAZARD DEVELOPING EQUITY-INS	LDMI 52106N475	06/13/13 01/23/14	3,349.232	37,712.35	37,377.43	334.92	
MARATHON OIL CORP	MRO 565849106	09/05/13 01/23/14	8,000	271.55	288.25	-16.70	
MARATHON PETROLEUM CORPORATION	MPC- 56585A102	12/03/13 01/23/14	2,000	169.20	173.70	-4.50	
MARSH & MCLENNAN COMPANIES INC	MMC 571748102	09/19/13 01/23/14	6,000	287.60	265.13	22.47	
MCKESSON CORP	MCK 58155Q103	11/15/13 01/23/14	2,000	343.58	319.19	24.39	
METTLER TOLEDO INTERNATIONAL INC	MTD 592688105	08/13/13 01/23/14	1,000	254.47	212.52	41.95	
MONSANTO CO	MON 61166W101	10/02/13 01/23/14	4,000	435.21	414.31	20.90	
MORGAN STANLEY	MS 617446448	08/13/13 01/23/14	10,000	315.94	258.80	57.14	
NEXTERA ENERGY INC	NEE 65339F101	08/13/13 01/23/14	4,000	356.37	312.84	43.53	

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number V 35932-00-9

Capital Gain and Loss Schedule

Short-Term Covered

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Description	Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NISOURCE INC	NI		06/13/13	8.000	273.87	226.49		47.38
	65473P105		01/23/14					
PERRIGO CO LTD	PRGO		12/19/13	2.000	310.38	310.68		-.30
	G97822103		01/23/14					
QEP RESOURCES INC	QEP		10/24/13	6.000	186.44	197.88		-11.44
	74733V100		01/23/14					
STATE STREET CORP	STT		06/13/13	5.000	364.31	326.90		37.41
	857477103		01/23/14					
TIME WARNER CABLE INC	TWC		07/03/13	2.000	269.46	224.12		45.34
	88732J207		01/23/14					
UNITED CONTINENTAL HOLDINGS INC.	UAL		11/26/13	5.000	237.21	195.21		42.00
	910047109		01/23/14					
WALT DISNEY CO	DIS		09/13/13	4.000	297.53	266.30		31.23
	254687106		01/23/14					

Total Short-Term Covered

93,201.63

91,384.28

1,817.35

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Capital Gain and Loss Schedule

HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

Long-Term Covered

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Stock and
other symbol
Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ADOBE SYSTEMS INC	ADBE	08/03/12	6,000	365.00	191.68		173.32
	00724F101	01/23/14					
ALLERGAN INC	AGN	12/21/11	4,000	463.69	344.67		119.02
	018490102	01/23/14					
AMAZON COM INC	AMZN	01/28/11	1,000	402.66	169.46		233.20
	023135106	01/23/14					
ANADARKO PETROLEUM CORP	APC	09/20/11	4,000	330.97	304.77		26.20
	032511107	01/23/14					
AUTOZONE INC	AZO	08/18/11	1,000	500.13	286.36		213.77
	053332102	01/23/14					
CERNER CORP	CERN	11/08/12	4,000	225.77	157.60		68.17
	156782104	01/23/14					
CHENIERE ENERGY INC	LNG	10/22/12	4,000	180.45	63.01		117.44
	16411R208	01/23/14					
CSX CORP	CSX	05/25/12	12,000	324.65	255.47		69.18
	126408103	01/23/14					
EMERSON ELECTRIC CO	EMR	02/28/12	4,000	270.65	201.92		68.73
	291011104	01/23/14					
EOG RESOURCES INC	EOG	04/24/12	1,000	170.20	104.35		65.85
	26875P101	01/23/14					
FLUOR CORP	FLR	07/18/12	8,000	654.82	393.22		261.60
	343412102	01/23/14					
HOME DEPOT INC	HD	09/29/11	7,000	557.79	236.48		321.31
	437076102	01/23/14					

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

Capital Gain and Loss Schedule

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Stock and
other symbol
Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/15/14	3.000	633.85	335.43		298.42
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/16/14	1.000	211.24	111.52		99.72
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/17/14	1.000	207.87	111.52		96.35
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/21/14	2.000	419.42	223.03		196.39
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/21/14	1.000	208.16	111.52		96.64
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/22/14	1.000	207.81	111.52		96.29
INTERCONTINENTALEXCHANGE GROUP, INC	45866F104	08/10/11 01/23/14	1.000	207.89	111.52		96.37
JOHNSON & JOHNSON	JNJ 478160104	10/18/12 01/23/14	10.000	929.73	723.05		206.68
MASCO CORP	MAS 574599106	07/30/12 01/23/14	17.000	375.09	225.12		149.97
MERCK AND CO INC	MRK 58933Y105	05/17/11 01/23/14	6.000	306.38	223.55		82.83
MONDELEZ INTERNATIONAL-W/I	MDLZ 609207105	Various 01/23/14	9.000	311.03	200.93		110.10
PEPSICO INC	PEP 713448108	07/27/12 01/23/14	4.000	330.45	289.19		41.26

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Capital Gain and Loss Schedule

HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

Long-Term Covered

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Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
PHILIP MORRIS INTERNATIONAL	PM 718172109		02/21/12 01/23/14	4,000	335.13	329.20		5.93
PHILLIPS 66	PSX- 718546104		10/16/12 01/23/14	7,000	538.33	320.44		217.89
SCHLUMBERGER LTD	SLB 806857108		05/12/11 01/23/14	11,000	996.09	915.83		80.26
VERTEX PHARMACEUTICALS INC	VRTX 92532F100		12/15/11 01/23/14	2,000	167.28	62.72		104.56
WILLIAMS COMPANIES INC	WMB 969457100		07/15/11 01/23/14	7,000	273.52	171.73		101.79

Total Long-Term Covered

11,106.05

7,286.81

3,819.24

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

Capital Gain and Loss Schedule

Long-Term Noncovered

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Stock and
other symbol
acquired

Description	Code*	Date Acquired	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ACE LTD NEW	ACE	Various	8,000	754.98	353.33		401.65
	H0023R105	01/23/14					
APPLE INC.	AAPL	10/13/08	2,000	1,093.85	209.19		884.66
	037833100	01/23/14					
BANK OF AMERICA CORP	BAC	07/16/08	51,000	857.56	1,043.52		-185.96
	060505104	01/23/14					
BIOMGEN IDEC INC	BIB	03/22/10	2,000	613.21	119.67		493.54
	09062X103	01/23/14					
CELGENE CORPORATION	CELG	04/02/09	3,000	506.50	118.09		388.41
	151020104	01/23/14					
CISCO SYSTEMS INC	CSCO	Various	94,000	2,143.71	2,035.10		108.61
	17275R102	01/15/14					
CISCO SYSTEMS INC	CSCO	08/13/10	1,000	22.84	21.58		1.26
	17275R102	01/15/14					
CISCO SYSTEMS INC	CSCO	11/12/10	22,000	494.88	443.17		51.71
	17275R102	01/23/14					
CITIGROUP INC NEW	C	03/25/10	12,000	610.54	520.69		89.85
	172967424	01/23/14					
COMCAST CORP	CMCS	12/07/09	18,000	954.43	305.69		648.74
CL A	20030N101	01/23/14					
EXXON MOBIL CORP	XOM	11/03/10	8,000	773.94	544.14		229.80
	30231G102	01/23/14					
GENERAL MILLS INC	GIS	03/23/09	6,000	291.32	148.19		143.13
	370334104	01/23/14					

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HILARY BOONE FOUNDATION INC NP PCIAA
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Capital Gain and Loss Schedule

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GENERAL MOTORS CO	GM		11/18/10	12.000	457.49	422.04		35.45
	37045V100		01/23/14					
HONEYWELL INTERNATIONAL INC	HON		12/16/09	9.000	808.67	369.77		438.90
	438516106		01/23/14					
JOHNSON CONTROLS INC	JCI		03/19/09	7.000	346.60	79.47		267.13
	478366107		01/23/14					
LOWES COMPANIES INC	LOW		02/19/10	25.000	1,189.59	576.30		613.29
	548661107		01/23/14					
MASTERCARD INC - CLASS A	MA		05/05/09	5.000	414.16	91.41		322.75
	57636Q104		01/23/14					
METLIFE INC	MET		01/21/09	3.000	154.99	75.27		79.72
	59156R108		01/23/14					
MICROSOFT CORP	MSFT		08/06/08	68.000	2,430.60	1,833.74		596.86
	594918104		01/14/14					
MICROSOFT CORP	MSFT		08/06/08	1.000	36.69	26.97		9.72
	594918104		01/15/14					
MICROSOFT CORP	MSFT		08/06/08	1.000	36.70	26.96		9.74
	594918104		01/15/14					
MICROSOFT CORP	MSFT		01/15/09	8.000	293.33	150.34		142.99
	594918104		01/15/14					
MICROSOFT CORP	MSFT		01/15/09	4.000	146.78	75.17		71.61
	594918104		01/15/14					
MICROSOFT CORP	MSFT		01/15/09	36.000	1,317.09	676.55		640.54
	594918104		01/15/14					

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Capital Gain and Loss Schedule

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Stock and other symbol Cusip

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MICROSOFT CORP	MSFT 594918104		Various 01/15/14	13.000	476.72	232.29		244.43
MICROSOFT CORP	MSFT 594918104		01/29/09 01/15/14	8.000	293.79	141.60		152.19
MICROSOFT CORP	MSFT 594918104		01/29/09 01/23/14	24.000	858.10	424.80		433.30
OCCIDENTAL PETROLEUM CORP	OXY 674599105		01/07/10 01/23/14	5.000	450.66	414.42		36.24
ORACLE CORP	ORCL 68389X105		10/13/09 01/23/14	18.000	687.04	377.44		309.60
PACCAR INC	PCAR 693718108		08/07/08 01/23/14	14.000	817.09	595.45		221.64
PENTAIR LTD SHS	H6169Q108		11/10/10 01/23/14	3.000	228.46	88.42		140.04
POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC 73935S105		Various 01/08/14	666.000	16,746.48	16,737.01		9.47
POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC 73935S105		01/07/11 01/23/14	1,539.000	38,692.09	41,825.56		-3,133.47
PROCTER & GAMBLE CO	PG 742718109		Various 01/23/14	7.000	550.30	494.74		55.56
QUALCOMM INC	QCOM 747525103		Various 01/23/14	10.000	754.23	442.02		312.21
TIME WARNER INC NEW	TWX 887317303		Various 01/23/14	17.000	1,103.87	356.77		747.10

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Capital Gain and Loss Schedule

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other symbol
CUSIP

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UNITED TECHNOLOGIES CORP	UTX 913017109	02/09/07 01/23/14	8.000	917.70	542.24		375.46
UNITEDHEALTH GROUP INC	UNH 91324P102	12/02/10 01/23/14	10.000	734.93	378.76		356.17
VERIZON COMMUNICATIONS INC	VZ 92343V104	Various 01/23/14	7.000	332.04	246.83		85.21
WELLS FARGO & CO	WFC 949746101	03/16/09 01/23/14	25.000	1,157.84	375.35		782.49
WYETH	WYE 983024100	00/00/00 01/14/14		22.86	.00		22.86
REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE WYETH CLASS ACTION. DUE V35932009 HILARY BOONE FOUNDATION INC NP PCIAA FUTURE							
YUM BRANDS INC	YUM 988498101	07/18/08 01/23/14	10.000	701.53	351.08		350.45

Total Long-Term Noncovered

82,276.18 74,291.13 7,985.05

Hilary Boone Foundation

Lexington Investment Company Realized Gain/(Loss)

12/31/14

Shares	Security	Date Sold	Gross Proceeds	TAX Cost Basis	Net Tax Gain/(Loss)
30.000	Accenture PLC CL A	2/12/2014	2,332.80	2,511.06	(178.26)
89.000	Ace LTD	4/1/2014	8,611.05	5,179.33	3,431.72
78.000	Adobe Systems Inc	6/13/2014	5,143.25	2,753.76	2,389.49
29.000	Alexion Pharmaceuticals Inc	2/12/2014	4,591.06	3,085.35	1,505.71
34.000	Allergan Inc	2/12/2014	3,934.46	3,159.76	774.70
13.000	Alliance Data Systems Corp	2/12/2014	3,384.79	2,307.36	1,077.43
79.000	Andarko Petroleum Corp	2/12/2014	6,180.17	5,906.23	273.94
61.000	Archer Daniels Midland CO	2/12/2014	2,345.64	2,013.00	332.64
2,134.612	Artisan Intl Value Fund	2/10/2014	76,353.82	59,448.94	16,904.88
2,275.368	Aston/Fairpointe Mid Cap	2/10/2014	100,160.45	72,355.06	27,805.39
10.000	AutoZone Inc	2/12/2014	5,211.45	3,214.29	1,997.16
195.000	Avago Technologies LTD	2/12/2014	10,814.37	7,127.25	3,687.12
855.000	Bank of America Corp	2/12/2014	14,212.00	12,976.60	1,235.40
20,000.000	Barc Bren Palladium	2/20/2014	19,918.75	20,000.00	(81.25)
26.000	Biogen Idec Inc	2/12/2014	7,982.42	1,306.87	6,675.55
241.000	Bristol Myers Squibb Co	2/12/2014	11,978.72	11,283.65	695.07
76.000	Capital One Financial Corp	2/12/2014	5,291.65	4,675.52	616.13
66.000	Cerner Corp	2/12/2014	3,574.24	3,172.21	402.03
65.000	Cheniere Energy Inc	2/12/2014	2,665.00	1,022.78	1,642.22
320.000	Cisco Systems Inc	2/12/2014	7,143.22	6,116.96	1,026.26
234.000	Citigroup Inc	2/12/2014	11,371.47	8,682.40	2,689.07
198.000	CSX Corp	2/12/2014	5,301.43	4,299.55	1,001.88
51.000	CVS Caremark Corp	2/12/2014	3,326.21	2,994.21	332.00
35,000.000	DB Market Plus	3/19/2014	40,531.87	35,000.00	5,531.87
45,000.000	DB REN MXEA	8/6/2014	55,035.00	45,000.00	10,035.00
96.000	Dish Network Corp CL A	2/12/2014	5,355.73	3,596.08	1,759.65
143.000	Dow Chemical Co	2/12/2014	6,445.14	5,036.76	1,408.38
46.000	Eaton Corp PLC	2/12/2014	3,159.67	3,433.63	(273.96)
5,826.446	Eaton Vance Floating Rate Advantage	11/19/2014	63,798.33	63,450.00	348.33
7,368.803	Eaton Vance Global Macro	2/10/2014	68,675.99	74,046.78	(5,370.79)
4,094.257	Edgewood Growth Fund	2/10/2014	76,725.13	47,083.96	29,641.17
110.000	EMC Corp Mass	2/12/2014	2,599.00	2,890.60	(291.60)
77.000	Emerson Electric Co	2/12/2014	4,898.62	4,050.90	847.72
21.000	EOG Resources Inc	4/1/2014	3,994.85	2,838.74	1,156.11
143.000	Fluor Corp	2/12/2014	10,984.00	8,070.38	2,913.62
200.000	Freeport MCMoran Copper & Gold Inc	2/12/2014	6,275.63	6,758.72	(483.09)
4,103.220	Gateway Fund	2/10/2014	117,227.75	115,747.02	1,480.73
87.000	General Mills Inc	2/12/2014	4,098.36	3,272.15	826.21
250.000	General Motors Co	2/12/2014	8,831.09	7,713.69	1,117.40
117.000	Hartford Financial Services Group Inc	2/12/2014	3,918.70	3,556.82	361.88
123.000	Home Depot Inc	2/12/2014	9,296.34	5,989.41	3,306.93
158.000	Honeywell International Inc	2/12/2014	14,505.25	8,997.76	5,507.49
26,552.000	Humana Inc	Var.	2,858,733.69	1,396,651.00	1,462,082.69
46.000	Humana Inc	2/12/2014	4,390.70	3,729.68	661.02
21.000	Intercontinental Exchange Group Inc	2/12/2014	4,429.71	3,163.03	1,266.68

58.000	Invesco LTD	2/12/2014	1,826.83	1,574.75	252.08
694.000	Ishares Core S&P Mid-Cap	2/12/2014	90,103.60	51,046.02	39,057.58
1,142.000	Ishares MSCI All Country Asia ex Japan Index	2/12/2014	64,229.86	58,527.50	5,702.36
1,839.000	Ishares MSCI EAFE Index Fund	2/12/2014	118,951.75	101,555.47	17,396.28
117.000	Johnson Controls Inc	2/12/2014	5,390.35	3,559.52	1,830.83
1,817.689	JPM China Region FD	2/10/2014	36,243.47	33,191.00	3,052.47
20,000.000	JPM Cont Buff Eq	2/14/2014	20,348.75	20,000.00	348.75
777.114	JPM Core Bond FD	9/9/2014	9,098.75	9,041.02	57.73
40,000.000	JPM Enhanced Beta Daily Return Note	2/14/2014	40,598.75	40,000.00	598.75
6,773.388	JPM Global Res Enh Index Fd	2/10/2014	117,855.70	106,884.07	10,971.63
9,306.860	JPM Growth Advantage FD	2/10/2014	128,247.28	86,902.70	41,344.58
3,538.772	JPM Mid Cap Growth FD	2/10/2014	99,969.06	80,294.74	19,674.32
50,000.000	JPM REN MXEA	2/14/2014	49,998.75	50,000.00	(1.25)
31.000	KLA-Tencor Corp	2/12/2014	1,848.27	1,898.23	(49.96)
89.000	LAM Research Corp	2/12/2014	4,478.90	4,688.34	(209.44)
3,510.000	Lifepoint Hospitals Inc	Var.	184,947.82	125,342.00	59,605.82
192.000	Lowes Companies Inc	2/12/2014	8,731.03	4,025.01	4,706.02
117.000	Marathon Oil Corp	2/12/2014	3,674.17	4,233.28	(559.11)
22.000	Marathon Petroleum Corp	2/12/2014	1,807.89	1,916.62	(108.73)
106.000	Marsh & McLennan Companies Inc	2/12/2014	4,719.56	4,808.06	(88.50)
294.000	Masco Corp	2/12/2014	6,313.43	4,614.51	1,698.92
2,740.149	Matthews Pacific Tiger Fd	2/10/2014	66,419.96	42,699.29	23,720.67
30.000	McKesson Corp	2/12/2014	5,120.65	4,853.76	266.89
116.000	Merck and Co Inc	2/12/2014	6,238.24	4,568.13	1,670.11
213.000	Metlife Inc	2/12/2014	10,298.14	7,788.46	2,509.68
14.000	Mettler Toledo International Inc	2/12/2014	3,467.42	2,975.28	492.14
363.000	Microsolf Corp	2/12/2014	13,074.12	10,441.28	2,632.84
282.000	Morgan Stanley	4/15/2014	8,408.81	7,468.84	939.97
68.000	Nextera Energy Inc	2/12/2014	6,048.20	5,398.76	649.44
145.000	Nisource Inc	2/12/2014	4,865.97	4,366.69	499.28
256.000	Oracle Corp	2/12/2014	9,400.46	6,516.50	2,883.96
140.000	Paccar Inc	2/12/2014	8,154.40	5,051.39	3,103.01
48.000	Pentair LTD	2/12/2014	3,561.04	2,673.65	887.39
37.000	Perrigo Co LTD	2/12/2014	5,337.13	5,747.57	(410.44)
68.000	Philip Morris International	2/12/2014	5,321.97	5,780.02	(458.05)
109.000	Philips 66	2/12/2014	7,981.07	6,348.62	1,632.45
3,740.475	Pimco Unconstrained Bond	12/16/2014	41,706.06	42,753.63	(1,047.57)
1,581.000	Powershares DB Commodity Index Tracking Fund	2/12/2014	40,027.21	36,657.43	3,369.78
4.000	Priceline.com Inc	2/12/2014	4,630.30	3,225.48	1,404.82
103.000	Procter & Gamble Co	6/13/2014	8,187.98	6,477.33	1,710.65
106.000	QEP Resources Inc	2/12/2014	3,197.43	3,446.19	(248.76)
137.000	Qualcomm Inc	2/12/2014	10,037.81	7,788.38	2,249.43
74.000	State Street Corp	2/12/2014	4,913.12	4,838.11	75.01
5,657.231	T Rowe Price New Asia	2/10/2014	86,724.10	89,083.81	(2,359.71)
2,781.603	The Arbitrage Fund	2/10/2014	35,714.53	35,632.34	82.19
26.000	Time Warner Cable Inc	2/12/2014	3,464.22	2,950.44	513.78
265.000	Time Warner Inc	2/12/2014	16,757.64	7,136.35	9,621.29
83.000	United Continental Holdings Inc	2/12/2014	3,696.90	3,194.06	502.84
143.000	United Health Group Inc	2/12/2014	10,153.35	7,937.53	2,215.82
615.000	Vanguard FTSE Europe	2/12/2014	35,123.43	35,087.04	36.39

99.000	Verizon Communications Inc	2/12/2014	4,563.89	3,367.71	1,196.18
31.000	Vertex Pharmaceuticals Inc	2/12/2014	2,424.86	972.21	1,452.65
84.000	Walt Disney Co	2/12/2014	6,254.64	5,583.85	670.79
139.000	Williams Companies Inc	2/12/2014	5,674.35	4,082.52	1,591.83
400.000	RTS Biglari Holdings Inc.	9/5/2014	8,023.29	-	8,023.29
750.000	Realogy Holdings Corp	11/28/2014	34,482.98	32,612.72	1,870.26
3,000.000	Seacoast Banking Corp	10/31/2014	37,000.82	32,311.25	4,689.57
3,000.000	Seacoast Banking Corp	11/25/2014	39,109.80	32,311.25	6,798.55
1,000.000	Seacoast Banking Corp	11/25/2014	12,834.19	10,341.25	2,492.94
TOTALS			5,313,523.42	3,420,241.21	1,893,282.21