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Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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

2014

Open to Public Inspection

► 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

For calendar year 2014 or tax year beginning

, 2014, and ending

20

Name of foundation

THE VAUGHN FOUNDATION P65245006

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

10 S DEARBORN IL1-0117

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

866-888-5157

CHICAGO, IL 60603

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,041,167. (Part I, column (d) must be on cash basis)

A Employer identification number
75-6008953

B Telephone number (see instructions)
866-888-5157

C If exemption application is pending, check here ►

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

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

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	178,134.	172,861.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	345,066.			
b Gross sales price for all assets on line 6a	3,278,983.			
7 Capital gain net income (from Part IV, line 2)		345,066.		
8 Net short-term capital gain			RECEIVED	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-1,770.			STMT 2
12 Total. Add lines 1 through 11	521,430.	517,927.		
13 Compensation of officers, directors, trustees, etc.	41,071.	30,803.		10,268.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	15,231.	3,131.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses.				
Add lines 13 through 23.	56,302.	33,934.	NONE	10,268.
25 Contributions, gifts, grants paid	410,000.			410,000.
26 Total expenses and disbursements Add lines 24 and 25	466,302.	33,934.	NONE	420,268.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	55,128.			
b Net investment income (if negative, enter -0-)		483,993.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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ENVELOPE
POSTMARK DATE NOV 02 2015

SCANNED NOV 09 2015

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	302,630.	142,565.	142,565.
	2 Savings and temporary cash investments		517,265.	517,265.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less. allowance for doubtful accounts ►	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	3,245,527.	3,604,518.	4,330,112.
	c Investments - corporate bonds (attach schedule)	1,948,955.	1,813,489.	1,836,595.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	1,734,600.	1,213,959.	1,214,630.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,231,712.	7,291,796.	8,041,167.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		NONE	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	7,231,712.	7,291,796.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	7,231,712.	7,291,796.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,231,712.	7,291,796.	

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	7,231,712.
2 Enter amount from Part I, line 27a	2	55,128.
3 Other increases not included in line 2 (itemize) ► RECOVER AMOUNT TREATED AS QUALIFYING DISTRIBUTION	3	10,000.
4 Add lines 1, 2, and 3	4	7,296,840.
5 Decreases not included in line 2 (itemize) ► PRIOR PERIOD ADJUSTMENT	5	5,044.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,291,796.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,278,983.		2,933,917.	345,066.		
b					
c					
d					
e					
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			345,066.		
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	345,066.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (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	458,437.	8,094,513.	0.056636
2012	413,591.	7,782,373.	0.053145
2011	418,101.	7,894,579.	0.052961
2010	355,393.	7,764,602.	0.045771
2009	332,919.	7,106,056.	0.046850
2 Total of line 1, column (d)			2 0.255363
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051073
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 8,176,487.
5 Multiply line 4 by line 3			5 417,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,840.
7 Add lines 5 and 6			7 422,438.
8 Enter qualifying distributions from Part XII, line 4			8 420,268.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	9,680.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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-) . . .	3 4 5 6 7 8 9 10 11	2 3 4 5 6 7 8 9 10 11	9,680. NONE 9,680. 19,364. 19,364. 9,684. 9,684.
3	Add lines 1 and 2 . . .			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .			
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014 . . .	6a	6,364.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	13,000.	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	19,364.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	9,684.	
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► <input type="checkbox"/> 9,684. Refunded ► <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>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.</i>	X	
2	Did the foundation file Form 1120-POL for this year? . . .	X	
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
4a	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
4b			
5	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	X	
6	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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
7	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
8a	Did the foundation have a tax return on Form 990-T for this year? . . .	X	
8b	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
9	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	
10	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>JPMORGAN CHASE BANK NA</u> Telephone no. ► <u>(866) 888-5157</u> Located at ► <u>10 S DEARBORN ST; MC: IL1-0117, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u>	
16	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?
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

	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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?				
(3) Provide a grant to an individual for travel, study, or other similar purposes?				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?				
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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBRON ST, MC: IL 1-0117, CHICAGO, IL 60603	TRUSTEE 2	41,071.	-0-	-0-
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	-----	NONE	NONE	NONE
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
Total number of other employees paid over \$50,000 ► NONE				

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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 (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	NONE
2	
All other program-related investments. See instructions.	
3	NONE
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 7,794,396.
b	Average of monthly cash balances	1b 506,606.
c	Fair market value of all other assets (see instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 8,301,002.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 8,301,002.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 124,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 8,176,487.
6	Minimum investment return. Enter 5% of line 5	6 408,824.

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	1 408,824.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 9,680.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 9,680.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 399,144.
4	Recoveries of amounts treated as qualifying distributions	4 10,000.
5	Add lines 3 and 4	5 409,144.
6	Deduction from distributable amount (see instructions)	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 409,144.

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 420,268.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 420,268.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 420,268.

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				409,144.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20 12,20 20		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	23,974.			
d From 2012	14,638.			
e From 2013	35,237.			
f Total of lines 3a through e	73,849.			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ 420,268.				
a Applied to 2013, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				409,144.
e Remaining amount distributed out of corpus	11,124.			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:	84,973.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	84,973.			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	23,974.			
c Excess from 2012	14,638.			
d Excess from 2013	35,237.			
e Excess from 2014	11,124.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

<p>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 ►</p> <p>b Check box to indicate whether the foundation is a private operating foundation described in section</p>	4942(j)(3) or	4942(j)(5)		
Tax year				
Prior 3 years				
(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
2b 85% of line 2a				
2c Qualifying distributions from Part XII, line 4 for each year listed				
2d Amounts included in line 2c not used directly for active conduct of exempt activities				
2e 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)(ii).				
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).)

N/A

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.

N/A

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 17				410,000.
Total			► 3a	410,000.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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			14	178,134.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	345,066.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b <u>DEFERRED LOSS</u>			14	-1,770.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				521,430.	
13 Total. Add line 12, columns (b), (d), and (e)					521,430

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions to verify calculations)

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

NOT APPLICABLE

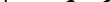
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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

Sign Here  **VICE PRESIDENT** | 10
Signature of officer or trustee Date

10/28/2015

1

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

Paid Preparer Use Only	Print/Type preparer's name CAROLYN J. SECHEL	Preparer's signature <i>Carolyn J. Sechel</i>	Date 10/28/2015	Check <input type="checkbox"/> if self-employed	PTIN P01256399
	Firm's name ► DELOITTE TAX LLP	Firm's EIN ► 86-1065772			
	Firm's address ► 127 PUBLIC SQUARE CLEVELAND, OH	44114	Phone no.	312-486-9652	

Form 990-PF (2014)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND	178,134.	172,861.
TOTAL	178,134.	172,861.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME/LOSS	-1,770.
TOTALS	-1,770.

=====

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	9,000.	
FEDERAL ESTIMATES - INCOME	3,100.	
FOREIGN TAXES ON QUALIFIED FOR	2,669.	2,669.
FOREIGN TAXES ON NONQUALIFIED	462.	462.
TOTALS	15,231.	3,131.

THE VAUGHN FOUNDATION P65245006
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-6008953

RECIPIENT NAME:

MARC IRVIN

ADDRESS:

712 MAIN STREET, FL 11
HOUSTON, TX 77002-3201

RECIPIENT'S PHONE NUMBER: 713-216-4515

FORM, INFORMATION AND MATERIALS:

NO PRESCRIBED FORM REQUIRED

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 4

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

UNIVERSITY OF TEXAS AT TYLER

ADDRESS:

*

TYLER, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

ALLEY THEATER

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

DA CAMERA OF HOUSTON

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

STATEMENT 5

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

HOUSTON BALLET FOUNDATION

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

HOUSTON INTERNATIONAL DANCE
COALITION

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

HOUSTON SYMPHONY SOCIETY

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

STATEMENT 6

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

RONALD MCDONALD HOUSE OF HOUSTON
INC

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

UNIVERSITY OF TEXAS MD ANDERSON
CANCER CENTER

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

TEXAS CHILDRENS HOSPITAL

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

STATEMENT 7

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

UNIVERSITY OF TEXAS MEDICAL BRANCH

ADDRESS:

*

GALVESTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

RIVER OAKS BAPTIST SCHOOL

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CLASP INTERNATIONAL

ADDRESS:

*

DALLAS, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

STATEMENT 8

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MUSIC IN CONTEXT

ADDRESS:

*

FRIENDSWOOD, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

HOUSTON FOOD BANK

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GLENWOOD CEMETERY INC

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

STATEMENT 9

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MAIN STREET THEATER AT AUTRY HOUSE

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CENTER FOR HEARING AND SPEECH

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MEALS ON WHEELS MINISTRY INC

ADDRESS:

*

TYLER, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 10

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

ST LUKES UNITED METHODIST CHURCH

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

STAGES INC

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ORANGE SHOW FOUNDATION

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

STATEMENT 11

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

HOUSTON GRAND OPERA ASSOCIATION INC

ADDRESS:

*

HOUSTON, TX

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

SPRING BRANCH EDUCATION FOUNDATION

ADDRESS:

*

HOUSTON, TX 77024

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PTA TEXAS CONGRESS

ADDRESS:

*

AUSTIN, TX 78749

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

STATEMENT 12

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

THE BROACH FOUNDATION FOR BRAIN CANCER
RESEARCH

ADDRESS:

*
HOUSTON, TX 77005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MUSEUM OF FINE ARTS - HOUSTON

ADDRESS:

*
HOUSTON, TX 77005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

SOCIETY FOR THE PERFORMING ARTS

ADDRESS:

*
HOUSTON, TX 77002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

STATEMENT 13

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MENIL FOUNDATION INC

ADDRESS:

*

HOUSTON, TX 77006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:

YELLOWSTONE ACADEMY

ADDRESS:

*

HOUSTON, TX 77004

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

AM SCHWAND SARCOMA CANCER FOUNDATION

ADDRESS:

*

HOUSTON, TX 77005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 14

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CATHEDRAL HEALTH MINISTRIES
DBA THE BEACON

ADDRESS:

*
HOUSTON, TX 77002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ARROW CHILD & FAMILY MINISTRIES

ADDRESS:

*
SPRING, TX 77388

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CHRIST CHURCH CATHEDRAL

ADDRESS:

*
HOUSTON, TX 77002

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

STATEMENT 15

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CHO-YEH CAMP AND CONFERENCE CENTER, INC

ADDRESS:

*

LIVINGSTON, TX 77351

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

DBSA - GREATER HOUSTON

ADDRESS:

*

HOUSTON, TX 77227

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

HOUSTON ZOO

ADDRESS:

*

HOUSTON, TX 77030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

STATEMENT 16

THE VAUGHN FOUNDATION P65245006

75-6008953

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

FOUNDATION FOR TEEN HEALTH

ADDRESS:

*

HOUSTON, TX 77030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 410,000.

=====

STATEMENT 17

J.P. Morgan

THE VAUGHN FOUNDATION ACCT. #65245006
As of 12/31/14

Account Summary

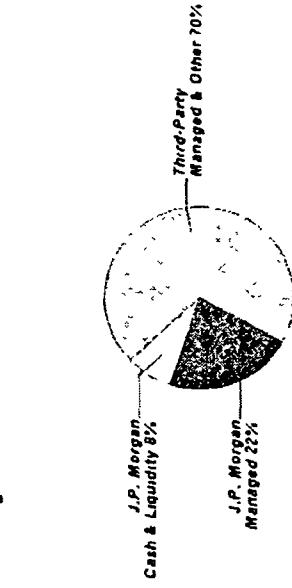
PRINCIPAL

	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Asset Allocation					
Equity	4,100,509.61	4,330,112.39	229,602.78	58,173.03	55%
Alternative Assets	1,735,350.31	1,214,630.00	(520,720.31)	23,699.84	15%
Cash & Fixed Income	2,257,254.58	2,353,860.18	96,605.60	46,181.91	30%
Specialty Assets	1.00	0.00	(1.00)		
Market Value	\$8,093,115.50	\$7,898,602.57	(\$194,512.93)	\$128,054.78	100%

INCOME

	Beginning Market Value	Ending Market Value	Change In Value	
Cash Position				
Cash Balance	61,780.40	142,564.75	80,784.35	
Accruals	3,611.15	5,680.70	2,069.55	
Market Value	\$65,391.55	\$148,245.45	\$82,853.90	

Asset Allocation



Manager Allocation

* **J.P. Morgan Managed** Includes (to the extent permitted under applicable law) mutual funds, other registered funds and hedge funds managed by J.P. Morgan and structured products issued by J.P. Morgan. **J.P. Morgan Cash & Liquidity** Funds includes cash, J.P. Morgan deposit sweeps and J.P. Morgan money market mutual funds. **Third-Party Managed** & Other includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J.P. Morgan, structured products and exchange traded notes issued by parties other than J.P. Morgan, and other investments not managed or issued by J.P. Morgan. See important information about investment principles and conflicts in the disclosures section.

J.P. Morgan

THE VAUGHN FOUNDATION ACCT. P85245006
As of 12/31/14

Account Summary CONTINUED

Cost Summary	Cost
Equity	3,604,517.93
Cash & Fixed Income	2,330,753.84
Total	\$5,935,271.77



0974073018031000101395
0984073016001000101395

J.P. Morgan

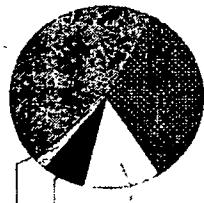
Page 3 of 13



Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,002,282.84	1,981,558.40	(20,724.44)	25%
US Mid Cap Equity	428,187.08	514,184.80	85,997.72	7%
EAFE Equity	1,174,620.25	1,428,714.74	254,094.49	18%
European Large Cap Equity	102,073.10	0.00	(102,073.10)	
Japanese Large Cap Equity	0.00	91,630.00	91,630.00	1%
Asia ex-Japan Equity	235,285.85	314,024.45	78,738.60	4%
Emerging Market Equity	158,060.49	0.00	(158,060.49)	
Total Value	\$4,100,609.61	\$4,330,112.39	\$229,602.78	55%

Market Value/Cost	Current Period Value	EAFE Equity
Market Value	4,330,112.39	
Tax Cost	3,604,517.93	
Unrealized Gain/Loss	725,594.46	
Estimated Annual Income	58,173.03	Equity as a percentage of your portfolio - 55 %
Accrued Dividends	5,666.66	
Yield	1.34 %	





THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	22.69	9,751.144	221,253.46	170,449.99	50,803.47	1,404.16	0.63%
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMFH X	21.22	12,743.326	270,413.38	145,019.05	125,394.33	2,319.28	0.86%
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEQ X	34.60	7,600.184	262,966.37	165,000.00	97,966.37		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	29.40	6,825.305	200,663.97	140,055.25	60,608.72	1,310.45	0.65%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.54	4,993.000	1,026,261.22	796,512.98	229,748.24	19,148.15	1.87%
Total US Large Cap Equity		\$1,981,558.40	\$1,417,037.27	\$564,521.13	\$24,182.04	1.22%	\$5,666.66
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 484287-50-7 IJH	144.80	3,551.000	514,184.80	411,620.77	102,564.03	6,896.04	1.34%

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THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

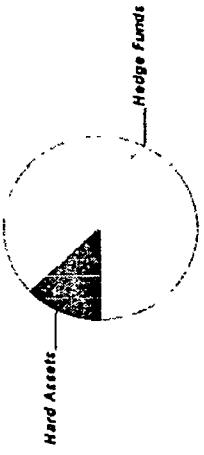
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTIK X	34.21	2,919.708	99,883.21	80,000.00	19,883.21	1,597.08	1.60%
DODGE & COX INTL STOCK FUND 256206-10-3 DODFX X	42.11	6,472.293	272,548.26	290,000.00	(17,451.74)		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	60.84	7,000.000	425,880.00	439,913.78	(14,033.78)	15,827.00	3.72%
MFS INTL VALUE-I 552273E-82-2 MINIX X	34.54	5,466.472	188,811.94	150,000.00	38,811.94	4,203.71	2.23%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKIX X	23.34	18,919.937	441,591.33	495,000.00	(53,408.67)		
Total EAFE Equity			\$1,428,714.74	\$1,454,913.78	(\$26,199.04)	\$21,627.79	1.52%
Japanese Large Cap Equity							
BROWNE ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	8,500.000	91,630.00	85,000.00	6,630.00	4,326.50	4.72%
Total Asia ex-Japan Equity							
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-S 577130-83-4 MPT X	26.56	6,372.437	169,251.93	87,591.59	81,660.34	1,140.66	0.67%
TROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.29	8,887.202	144,772.52	148,354.52	(3,582.00)		
Total Asia ex-Japan Equity			\$314,024.45	\$235,946.11	\$78,078.34	\$1,140.66	0.36%

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THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change in Value	Current Allocation	Asset Categories
Hedge Funds	1,557,139.67	1,064,997.89	(492,141.78)	13%	
Hard Assets	178,210.64	149,632.11	(28,578.53)	2%	
Total Value	\$1,735,350.31	\$1,214,630.00	(\$520,720.31)	15%	



Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR	11.64	12,419.006	144,557.23	115,000.00
EQNXC B STGY I				
29446A-81-9 EBSI X				
GATEWAY FUND-Y	29.57	7,614.885	225,172.15	197,301.67
367829-88-4 GTEY X				

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THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

	Price	Quantity	Estimated Value	Cost	Est. Annual Income	Accrued Income
Hedge Funds						
GOLDMAN SACHS TR	10.28	16,682.555	171,496.67	175,000.00		
STRG INCM INST 38145C-64-6 GSZ1 X						
GOTHAM ABSOLUTE RETURN FUND 360873-13-7 GARI X	13.90	12,343.130	171,569.51	165,000.00		
INV BALANCED-RISK ALLOC-Y 00141V-68-7 ABRY X	11.64	8,649.929	100,685.17	108,729.61		
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.18	14,748.562	164,888.92	168,428.57		
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	13.04	6,643.270	86,628.24	84,701.69		
Total Hedge Funds			\$1,064,997.89	\$1,014,161.54		
Hard Assets						
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-121%XLEV 12 10%MAX-10% CAP PLDMLNPM 726 20 06741T-4X-2	108.06	40,000.000	43,224.00	39,600.00		

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THE VAUGHN FOUNDATION ACCT. #P65245006
As of 12/31/14



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	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
DB MARKET PLUS WTI 07/21/15 79.9% BARRIER- 6 5%CPN INITIAL LEVEL 05/23/14 CL1- 104.35 25152R-KH-5	55.29	45,000 000	24,880.50		44,460.00
PIMCO COMMODITYPL STRAT-P 722201P-16-7 PCLP X	7.65	10,657 204	81,527.61	115,737.24	4,422.73
Total Hard Assets		\$149,632.11		\$199,797.24	\$4,422.73

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Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation	Asset Categories
Cash	240,849.40	517,265.15	276,415.75	7%	
US Fixed Income	2,016,405.18	1,836,595.03	(179,810.15)	23%	
Total Value	\$2,257,254.58	\$2,353,860.18	\$96,605.60	30%	

Market Value/Cost	Current Period Value
Market Value	2,353,860.18
Tax Cost	2,330,753.84
Unrealized Gain/Loss	23,106.34
Estimated Annual Income	46,181.91
Accrued Interest	14.04
Yield	1.96%

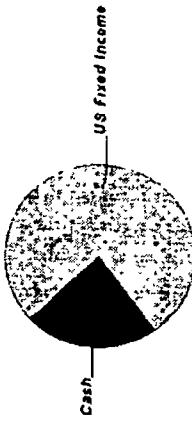
Cash & Fixed Income as a percentage of your portfolio - 30 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio	Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	2,353,860.18	100%	Cash	517,265.15	21%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE	
Cash & Fixed Income	Cash & Fixed Income
Cash	Market Value
Mutual Funds	1,676,927.37
Other	159,667.66
Total Value	\$2,353,860.18
	100%





THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

Note: ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding. There is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	517,265.15	517,265.15	517,265.15		155.17	0.03% ¹
<hr/>							
US Fixed Income							
JPM STRAT INC OPP FD - SEL	11.72	32,746.98	383,794.63	375,280.41	8,514.22	6,090.93	1.59%
FUND 3844 4812A4-35-1							
JPM CORE BD FD - SEL	11.75	23,239.48	273,063.90	250,986.39	22,077.51	6,902.12	2.53%
FUND 3720 4812C0-38-1							
JPM SHORT DURATION BD FD - SEL	10.86	50,458.72	547,981.66	550,000.00	(2,018.34)	4,591.74	0.84%
FUND 3133 4812C1-33-0							
JPM TAX AWARE R/R FD - INSTL	9.76	16,359.39	159,667.66	159,932.84	(265.18)	4,744.22	2.97%
FUND 993 4812A2-53-8							
HARBOR HIGH YIELD BOND-INST	10.27	14,326.35	147,131.56	152,289.05	(5,157.49)	7,879.48	5.36%
41151-55-3							

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THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
U.S Fixed Income							
DOUBLELINE TOTAL RET BD-1 258620-10-3	10.97	29,622.21	324,955.62	325,000.00	(44.38)	15,818.25	4.87%
Total US Fixed Income			\$1,836,595.03	\$1,813,488.69	\$23,106.34	\$46,026.74	2.51%

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THE VAUGHN FOUNDATION ACCT. P65245006
As of 12/31/14

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	1.00	0.00	(1.00)	

Specialty Assets Detail

	Estimated Value	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
	Estimated Cost						
Oil & Gas	0.00						

YOUNG CO TX
YOUNG COUNTY, TEXAS
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