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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation **SHOUP FOUNDATION JAMES MCCREERY, JAMES R. MCCREERY R79250008**

A Employer identification number

84-6100815

B Telephone number (see instructions)

866-888-5157

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

CHICAGO, IL 60603

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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) ▶ \$ **537,426.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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)

	(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	12,279.	12,260.		
5a Gross rents	1,971.	1,971.	NONE	
b Net rental income or (loss) 1,751.				
6a Net gain or (loss) from sale of assets not on line 10	18,297.			
b Gross sales price for all assets on line 6a 128,982.				
7 Capital gain net income (from Part IV, line 2)		18,297.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	588.			STMT 1
12 Total. Add lines 1 through 11	33,135.	32,528.	NONE	
13 Compensation of officers, directors, trustees, etc.	12,000.	6,000.		6,000.
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)	1,196.	196.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	220.	220.		
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.	13,416.	6,416.	NONE	6,000.
25 Contributions, gifts, grants paid	23,500.			23,500.
26 Total expenses and disbursements Add lines 24 and 25	36,916.	6,416.	NONE	29,500.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,781.			
b Net investment income (if negative, enter -0-)		26,112.		
c Adjusted net income (if negative, enter -0-)			NONE	

For Paperwork Reduction Act Notice, see instructions.

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POSTMARK DATE AUG 10 2015

SCANNED AUG 19 2015

Revenue
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		34,209.		
	2	Savings and temporary cash investments			26,736.	26,736.
	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)	232,313.	242,799.	302,039.	
	c	Investments - corporate bonds (attach schedule)	122,288.	119,766.	119,488.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	90,452.	85,938.	83,910.	
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ <u>OIL AND GAS WELLS</u>)	4.	4.	5,253.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	479,266.	475,243.	537,426.	
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			
Net Assets or Fund Balances	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, . . . <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	479,266.	475,243.		
	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)	479,266.	475,243.		
	31	Total liabilities and net assets/fund balances (see instructions)	479,266.	475,243.		

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	479,266.
2	Enter amount from Part I, line 27a	2	-3,781.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	475,485.
5	Decreases not included in line 2 (itemize) ▶ <u>PRIOR PERIOD ADJUSTMENT</u>	5	242.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	475,243.

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 128,982.		110,685.	18,297.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			18,297.		
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	18,297.	
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	25,612.	535,155.	0.047859
2012	23,000.	513,238.	0.044814
2011	29,535.	534,335.	0.055274
2010	19,877.	528,531.	0.037608
2009	33,046.	488,716.	0.067618
2 Total of line 1, column (d)			2 0.253173
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 0.050635
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 545,563.
5 Multiply line 4 by line 3			5 27,625.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 261.
7 Add lines 5 and 6			7 27,886.
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 29,500.

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	261.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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-)		2	
3 Add lines 1 and 2		3	261.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	261.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	440.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	940.	
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	679.	
11 Enter the amount of line 10 to be. Credited to 2015 estimated tax <input checked="" type="checkbox"/> 679. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c 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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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) <input checked="" type="checkbox"/> CO		
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		X

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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>JPMORGAN CHASE BANK, NA</u> Telephone no <u>(866) 888-5157</u> Located at <u>10 S. DEARBORN, IL 1-0117, CHICAGO, IL</u> ZIP+4 <u>60603-2003</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</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 <u></u>	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? <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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/>	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 <u></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) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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) <input type="checkbox"/>	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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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. DEARBORN, IL1-0117, CHICAGO, IL 60603-2003	CO-TRUSTEE 2	8,000.	-0-	-0-
RUTH MCREERY PO BOX 366, ESTES PARK, CO 80517	CO-TRUSTEE 2	-0-	-0-	-0-
JAMES MCREERY 4517 E COUNTY RD 16, LOVELAND, CO 80537	CO-TRUSTEE 2	4,000.	-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	

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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	514,896.
b	Average of monthly cash balances	1b	33,480.
c	Fair market value of all other assets (see instructions).	1c	5,495.
d	Total (add lines 1a, b, and c)	1d	553,871.
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	553,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,308.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	545,563.
6	Minimum investment return. Enter 5% of line 5	6	27,278.

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	27,278.
2a	Tax on investment income for 2014 from Part VI, line 5 2a		261.
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	261.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	27,017.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	27,017.
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	27,017.

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	29,500.
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	29,500.
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	261.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	29,239.

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				27,017.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			23,321.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>29,500.</u>				
a Applied to 2013, but not more than line 2a			23,321.	
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				6,179.
e Remaining amount distributed out of corpus	NONE			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
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				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				20,838.
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	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

NOT APPLICABLE

4942(j)(3) or	4942(j)(5)
---------------	------------

(4) Gross investment income .

[illegible]

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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				
HARMONY HOUSE SUPERVISED VISITATION CENTER 201 LAPORTE AVE, STE 100 FORT COLLINS CO 805	NONE	PC	GENERAL	2,000.
HOUSE OF NEIGHBORLY SERVICE 531 8TH ST BERTHOUD CO 80513	NONE	PC	GENERAL	4,500.
LARIMER COUNTY FOOD DISTRIBUTION CENTER 1301 BLUE SPRUCE FORT COLLINS CO 80522	NONE	PC	GENERAL	4,000.
ST. MATTHEWS MEDICAL CENTER 3310 MAGNOLIA ST ORANGEBURG SC 29115	NONE	PC	GENERAL	4,000.
ALTERNATIVES TO VIOLENCE 313 EAST 4TH ST LOVELAND CO 80537	NONE	PC	GENERAL	2,000.
MOUNTAIN VIEW COMMUNITY CHURCH 328 REMINGTON ST FORT COLLINS CO 80524	NONE	PC	GENERAL	4,000.
INTERNATIONAL STUDENTS, INC . FORT COLLINS CO	NONE	PC	GENERAL	3,000.
Total ▶ 3a				23,500.
b Approved for future payment				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

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

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

NOT APPLICABLE

RENT AND ROYALTY INCOME

Taxpayer's Name SHOUP FOUNDATION JAMES MCCREERY, JAMES R.						Identifying Number 84-6100815	
DESCRIPTION OF PROPERTY JUNIPER LEASE							
	Yes	No	Did you actively participate in the operation of the activity during the tax year?				
TYPE OF PROPERTY: 4 - COMMERCIAL							
RENTAL INCOME						22.	
OTHER INCOME:							
TOTAL GROSS INCOME						22.	
OTHER EXPENSES:							
DEPRECIATION (SHOWN BELOW)							
LESS: Beneficiary's Portion							
AMORTIZATION							
LESS: Beneficiary's Portion							
DEPLETION							
LESS: Beneficiary's Portion							
TOTAL EXPENSES							
TOTAL RENT OR ROYALTY INCOME (LOSS)						22.	
Less Amount to							
Rent or Royalty						_____	
Depreciation						_____	
Depletion						_____	
Investment Interest Expense						_____	
Other Expenses						_____	
Net Income (Loss) to Others						_____	
Net Rent or Royalty Income (Loss)						22.	
Deductible Rental Loss (if Applicable)						_____	

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals							

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
SHOUP FOUNDATION JAMES MCCREERY, JAMES R.	84-6100815

DESCRIPTION OF PROPERTY

MINERAL ACTIVITY

	Yes	No	Did you actively participate in the operation of the activity during the tax year?
--	-----	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

OTHER INCOME:	

TOTAL GROSS INCOME

OTHER EXPENSES:

[illegible]

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

TOTAL RENT OR ROYALTY INCOME (LOSS)

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)****Deductible Rental Loss (if Applicable)**

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals							

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	74.
FEDERAL EXCISE TAX REFUND	514.

TOTALS	588.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,000.	
FOREIGN TAXES ON QUALIFIED FOR	170.	170.
FOREIGN TAXES ON NONQUALIFIED	26.	26.
	-----	-----
TOTALS	1,196.	196.
	=====	=====

·SHOUP FOUNDATION JAMES MCCREERY, JAMES R.
FORM 990PF, PART XV - LINES 2a - 2d
=====

84-6100815

RECIPIENT NAME:

GAYLEN WILLIAMS THE SHOUP FDN, C/O JPMORGAN CHASE

ADDRESS:

1301 CANYON BLVD, FL 1

BOULDER, CO 80302

FORM, INFORMATION AND MATERIALS:

NO FORMAL FORM LETTER REQUEST ACCEPTED, PROVIDE PROOF OF IRS CHARITABLE
EXEMPTION

SUBMISSION DEADLINES:

APPLICATIONS ARE TAKEN ANYTIME AND ARE CONSIDERED AT REGULAR
FOUNDATION MEETINGS

STATEMENT 3

RENT AND ROYALTY SUMMARY

=====

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
-----	-----	-----	-----	-----
JUNIPER LEASE	22.			22.
MINERAL ACTIVITY				
TOTALS	22.			22.
	=====	=====	=====	=====



SHIOLUP FOUNDATION ACCT. R79250008
As of 12/31/14

Account Summary

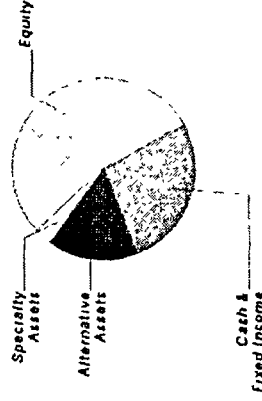
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	299,148.43	302,039.16	2,890.73	4,543.82	56%
Alternative Assets	91,149.08	83,910.40	(7,238.68)	2,040.31	16%
Cash & Fixed Income	155,420.36	142,328.25	(13,092.11)	2,958.37	27%
Specialty Assets	4.00	4.00	0.00		1%
Market Value	\$545,721.87	\$528,281.81	(\$17,440.06)	\$9,542.50	100%

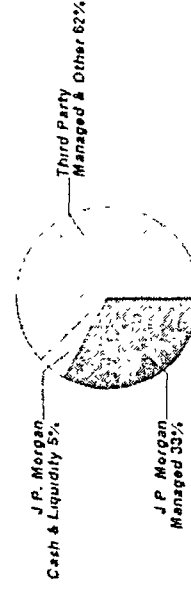
INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	1,735.88	3,896.46	2,160.58
Accruals	189.68	314.37	124.69
Market Value	\$1,925.56	\$4,210.83	\$2,285.27

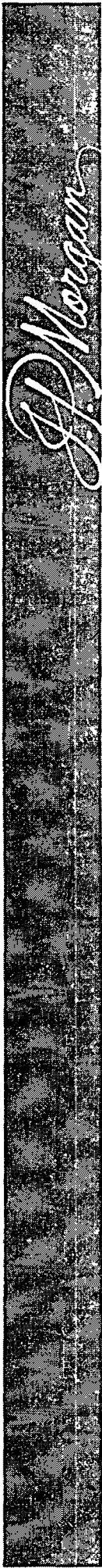
Asset Allocation



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.



SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14



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Account Summary CONTINUED

Cost Summary	Cost
Equity	242,798.72
Cash & Fixed Income	142,605.45
Total	\$385,404.17

J.P.Morgan



SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14

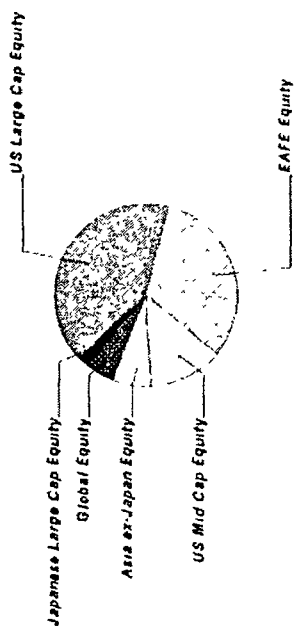
Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	118,881.84	125,058.75	6,176.91	23%
US Mid Cap Equity	38,579.83	36,174.40	(2,405.43)	7%
EAFE Equity	85,705.10	95,989.20	10,284.10	18%
European Large Cap Equity	11,407.20	0.00	(11,407.20)	
Japanese Large Cap Equity	0.00	5,958.68	5,958.68	1%
Asia ex-Japan Equity	20,928.44	21,869.43	940.99	4%
Emerging Market Equity	11,227.16	0.00	(11,227.16)	
Global Equity	12,418.86	16,988.70	4,569.84	3%
Total Value	\$299,148.43	\$302,039.16	\$2,890.73	56%

Market Value/Cost

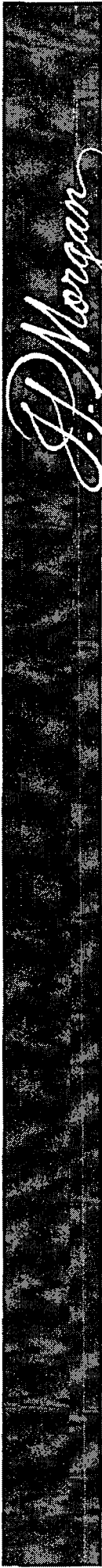
	Current Period Value
Market Value	302,039.16
Tax Cost	242,798.72
Unrealized Gain/Loss	59,240.44
Estimated Annual Income	4,543.82
Accrued Dividends	314.37
Yield	1.50%

Asset Categories



Equity as a percentage of your portfolio - 56 %

J.P.Morgan



SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14



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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	736,760	16,717.08	12,915.41	3,801.67	106.09	0.63%
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	21.22	491,915	10,438.44	5,356.95	5,081.49	89.52	0.86%
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	34.60	348,738	12,066.33	7,435.55	4,630.78		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	29.40	983,072	28,902.32	18,440.75	10,461.57	188.74	0.65%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.54	277,000	56,934.58	45,928.31	11,006.27	1,062.29 314.37	1.87%
Total US Large Cap Equity			\$125,058.75	\$90,076.97	\$34,981.78	\$1,446.64 \$314.37	1.16%
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	144.80	95,000	13,756.00	7,620.10	6,135.90	184.49	1.34%
JPM MID CAP EQ FD - SEL FUND 689 4812A1-26-6 VSNQ X	44.84	273,760	12,275.40	9,563.29	2,712.11	37.50	0.31%

J.P.Morgan



SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMJ X	12.59	805 639	10,143.00	5,212.49	4,930.51	105.53	1.04%
Total US Mid Cap Equity			\$36,174.40	\$22,395.88	\$13,778.52	\$327.52	0.91%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	34.21	434.361	14,859.49	9,858.55	5,000.94	237.59	1.60%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	60.84	604 000	36,747.36	37,217.34	(469.98)	1,365.64	3.72%
MFS INTL VALUE-I 55273E-82-2 MINI X	34.54	545 096	18,827.62	15,214.34	3,613.28	419.17	2.23%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	23.34	1,094,890	25,554.73	27,862.03	(2,307.30)		
Total EAFE Equity			\$95,989.20	\$90,152.26	\$5,836.94	\$2,022.40	2.11%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	552 753	5,958.68	5,522.00	436.68	281.35	4.72%

JP Morgan



SHIOLP FOUNDATION ACCT. R79250008
As of 12/31/14



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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPL X	11.36	900.728	10,232.27	10,621.23	(388.96)	134.20	1.31%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	26.56	438.146	11,637.16	9,411.38	2,225.78	78.42	0.67%
Total Asia ex-Japan Equity			\$21,869.43	\$20,032.61	\$1,836.82	\$212.62	0.97%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.31	927.837	16,988.70	14,619.00	2,369.70	253.29	1.49%

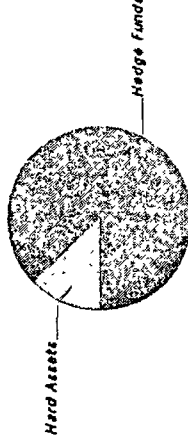


SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	69,029.40	71,900.53	2,871.13	14%
Hard Assets	22,119.68	12,009.87	(10,109.81)	2%
Total Value	\$91,149.08	\$83,910.40	(\$7,238.68)	16%

Asset Categories



Alternative Assets as a percentage of your portfolio - 16 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR	11.64	884.452	10,295.02	9,124.00
EQNX CB STGY I				
29446A-81-9 EBSI X				
GATEWAY FUND-Y				
367829-88-4 GTEY X	29.57	555.741	16,433.26	14,944.30

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SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14



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	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOTHAM ABSOLUTE RETURN FUND 360873-13-7 GARI X	13.90	800.303	11,124.21	10,698.00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11.64	648.685	7,550.69	8,025.09
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.18	910.141	10,175.38	10,443.00
PRUDENTIAL INVT PORTFOLIOS 9 PRU ABRTN FD Z 74441J-82-9 PADZ X	9.72	1,135.750	11,039.49	11,278.00
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	13.04	405.098	5,282.48	5,292.06
Total Hedge Funds			\$71,900.53	\$69,804.45

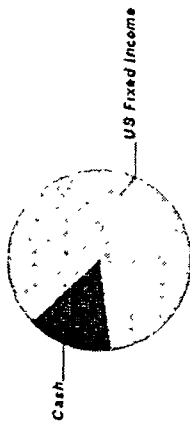
	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	7.65	1,569.917	12,009.87	16,133.94	651.51

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Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	32,472.92	22,839.83	(9,633.09)	4%
US Fixed Income	117,580.50	119,488.42	1,907.92	23%
Foreign Exchange & Non-USD Fixed Income	5,366.94	0.00	(5,366.94)	
Total Value	\$155,420.36	\$142,328.25	(\$13,092.11)	27%

Market Value/Cost	Current Period Value
Market Value	142,328.25
Tax Cost	142,605.45
Unrealized Gain/Loss	(277.20)
Estimated Annual Income	2,958.37
Yield	2.07%



SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	142,328.25	100%

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	Market Value	% of Bond Portfolio
Cash	22,839.83	16%
Mutual Funds	119,488.42	84%
Total Value	\$142,328.25	100%

Cash & Fixed Income as a percentage of your portfolio - 27 %



SHOUP FOUNDATION ACCT. R79250008
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	22,839.83	22,839.83	22,839.83		6.85	0.03%
US Fixed Income							
JPM UNCONSTRAINED DEBT FD - SELECT FUND 2130 48121A-29-0	10.03	1,080.29	10,835.30	10,993.14	(157.84)	472.08	4.36%
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.72	941.76	11,037.47	10,307.14	730.33	175.16	1.59%
DODGE & COX INCOME FUND 256210-10-5	13.78	764.31	10,532.15	10,257.00	275.15	305.72	2.90%
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11.75	1,375.56	16,162.82	15,984.00	178.82	408.54	2.53%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.59	1,270.53	9,643.34	10,016.56	(373.22)	555.22	5.76%
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.86	3,604.24	39,142.08	39,471.12	(329.04)	327.98	0.84%

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SHOUP FOUNDATION ACCT. R79250008
As of 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 24	1,063 72	10,892.52	11,263 66	(371.14)	159.55	1 46 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 97	1,024 86	11,242 74	11,473.00	(230 26)	547 27	4 87 %
Total US Fixed Income			\$119,488.42	\$119,765.62	(\$277.20)	\$2,951.52	2.47 %