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Form 990-PFDepartment of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2014► 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.

Open to Public Inspection

For calendar year 2014 or tax year beginning 02/01/14, and ending 01/31/15

Name of foundation

**ROMAN-MASON FOUNDATION
C/O FIRST NATIONAL TRUST COMPANY**

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

396 S. CENTRE ST., PO BOX 1223

Room/suite

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

POTTSVILLE PA 17901

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at J Accounting method Cash Accrual
end of year (from Part II, col. (c),
line 16) ► \$ **533,493** (Part I, column (d) must be on cash basis)

A Employer identification number

23-6298763

B Telephone number (see instructions)

570-622-8200C 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	480	480		
4	Dividends and interest from securities	13,500	13,500		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,068			
b	Gross sales price for all assets on line 6a	4,068			
7	Capital gain net income (from Part IV, line 2)		4,068		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold RECEIVED				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11 JUN 18 2015 OSC	18,048	18,048	0	
13	Compensation of officers, directors, trustees, etc	5,652	3,391		2,261
14	Other employee salaries and wages OPEN				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,250			1,250
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,515	267		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch)	1	1		
24	Total operating and administrative expenses.	8,418	3,659	0	3,511
	Add lines 13 through 23				
25	Contributions, gifts, grants paid	19,850			19,850
26	Total expenses and disbursements. Add lines 24 and 25	28,268	3,659	0	23,361
27	Subtract line 26 from line 12	-10,220			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		14,389		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		21,634	29,372	29,372
	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)	0			
	7 Other notes and loans receivable (att schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule)	SEE STMT 4	292,778	294,330	496,833
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	SEE STATEMENT 5	10,078	10,078	7,288
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		324,490	333,780	533,493
	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 ►)	0	0	
	23 Total liabilities (add lines 17 through 22)				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		324,490	333,780	
	30 Total net assets or fund balances (see instructions)		324,490	333,780	
	31 Total liabilities and net assets/fund balances (see instructions)		324,490	333,780	

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	324,490
2 Enter amount from Part I, line 27a	2	-10,220
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	19,910
4 Add lines 1, 2, and 3	4	334,180
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	400
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	333,780

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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 PERMANENT PORTFOLIO				
b ARTIO GLOBAL HIGH INCOME FUND				
c COLUMBIA BOND FUND CLASS Z				
d IVY ASSET STRATEGY FUND CL I				
e VANGUARD TOTAL BD MKT ETF				

	(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	939			939
b	202			202
c	132			132
d	2,764			2,764
e	31			31

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			939
b			202
c			132
d			2,764
e			31

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7	2	4,068
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If (loss), enter -0- in Part I, line 7	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	23,274	502,469	0.046319
2012	20,408	461,866	0.044186
2011	19,626	429,875	0.045655
2010	18,986	399,335	0.047544
2009	21,906	381,901	0.057360

2 Total of line 1, column (d) 2 0.241064

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 0.048213

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 510,250

5 Multiply line 4 by line 3 5 24,601

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 144

7 Add lines 5 and 6 7 24,745

8 Enter qualifying distributions from Part XII, line 4 8 23,361

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

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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	288
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-)	2	0
3	Add lines 1 and 2	3	288
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	288
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,200
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,200
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	1,912
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	11	1,912
0 Refunded ►			

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
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?	X	
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) ► PA	X	
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	

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► FIRST NATIONAL TRUST COMPANY 396 S. CENTRE STREET	Telephone no ► 570-622-8200	
	PA	ZIP+4 ► 17901	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input type="checkbox"/>
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <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?	N/A	
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 ► 20 20 20 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 20 20 20	N/A	
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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	N/A	
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	<input checked="" type="checkbox"/>

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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," file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
FIRST NATIONAL TRUST COMPANY 323 SOUTH CENTRE STREET	POTTSVILLE PA 17901	TRUSTEE 5.00	5,652	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				

Total number of other employees paid over \$50,000

► 0

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

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

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

Total number of others receiving over \$50,000 for professional services

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.

1	N/A
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.

1	N/A	
2		
3		
All other program-related investments See instructions		
3		
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	492 , 517	
b	Average of monthly cash balances	1b	25 , 503	
c	Fair market value of all other assets (see instructions)	1c	0	
d	Total (add lines 1a, b, and c)	1d	518 , 020	
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0	
2	Acquisition indebtedness applicable to line 1 assets	2	0	
3	Subtract line 2 from line 1d	3	518 , 020	
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	7 , 770	
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	510 , 250	
6	Minimum investment return. Enter 5% of line 5	6	25 , 513	

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	25 , 513	
2a	Tax on investment income for 2014 from Part VI, line 5	2a	288	
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	288	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25 , 225	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	25 , 225	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	25 , 225	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	23 , 361	
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b		
b	Program-related investments – total from Part IX-B	2		
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a		
3	Amounts set aside for specific charitable projects that satisfy the	3b		
a	Suitability test (prior IRS approval required)	4	23 , 361	
b	Cash distribution test (attach the required schedule)	5	0	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	23 , 361	
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)			
6	Adjusted qualifying distributions. Subtract line 5 from line 4			

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				25,225
2 Undistributed income, if any, as of the end of 2014			19,622	
a Enter amount for 2013 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 23,361			19,622	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				3,739
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
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				21,486
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form 990-PF (2014)

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test – enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

Part XV Supplementary Information (Complete this part only if the 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

**KAREN KENDERDINE 570-622-8200
396 SOUTH CENTRE STREET POTTSVILLE PA 17901**

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

LETTER OUTLINING CHARITABLE PURPOSE TO ABOVE ADDRESS

c Any submission deadlines

NONE

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

NONE

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)				
a Paid during the year SEE STATEMENT 8				19,850
Total			► 3a	19,850
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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				14	480
4 Dividends and interest from securities				14	13,500
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	4,068
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		18,048	0
13 Total. Add line 12, columns (b), (d), and (e)				13	18,048

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
- b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

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

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

Sign Here **First National Trust Company, 11-15-15** By: Karen A Kenderdine 6-15-15
Signature of officer Master **President & Relationship Advisor** Date
Title **TRUSTEE**

Paid Preparer Use Only	Print/Type preparer's name THOMAS J. CAMPION, JR.	Preparer's signature <i>Thomas J. Campion Jr.</i> CJA	Date 06/14/15	Check <input type="checkbox"/> if self-employed
	Firm's name ► LIPKIN MARSHALL BOHORAD THORNBURG, PC	PTIN P00027851	Firm's EIN ► 23-2039016	
	Firm's address ► 1940 W NORWEGIAN ST., PO BOX 1280 POTTSVILLE, PA 17901-7280	Phone no 570-622-1811		

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 1,250	\$ 0	\$ 0	\$ 1,250
TOTAL	\$ 1,250	\$ 0	\$ 0	\$ 1,250

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2013 FEDERAL EXCISE	\$ 1,248	\$ 184	\$ 184	\$ 1
FOREIGN INCOME TAX WITHHELD	184	83		
PERSONAL PROPERTY TAX	83			
TOTAL	\$ 1,515	\$ 267	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$ 1	\$ 1	\$ 0	\$ 0
EXPENSES				
ALLOCABLE FEES				
TOTAL	\$ 1	\$ 1	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AGGREGATE BOND CTF	\$ 20,300	\$ 20,524	COST	\$ 20,944
ARTIO GLOBAL HIGH IN	9,242	9,242	COST	9,022
AT&T INC COM	3,383	3,383	COST	30,063
COLUMBIA BOND FUND C	15,879	15,879	COST	15,420

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DU PONT E I DE NEMOU	\$ 5,621	\$ 5,621	COST	\$ 39,928
EATON VANCE FILIG RAT	10,155	10,155	COST	9,856
EMERGING MARKETS STO	8,948	8,710	COST	8,748
EXXON MOBIL CORP COM	1,603	1,603	COST	30,046
HALYARD HEALTH INC		342	COST	1,000
INTERNATIONAL FOCUSE	27,914	27,551	COST	28,417
ISHARES CORE S&P MID	7,716	7,716	COST	8,688
ISHARES RUSSELL 2000	4,944	4,944	COST	5,383
IVY ASSET STRATEGY F	17,771	17,771	COST	14,671
JOHNSON & JOHNSON CO	9,034	9,034	COST	18,823
KIMBERLY CLARK CORP	8,433	8,082	COST	20,797
MFS EMERGING MKTS DE	2,945	2,945	COST	2,968
MID CAP GROWTH CTF	10,521	10,899	COST	11,422
MID CAP VALUE CTF	10,399	11,535	COST	11,940
PERMANENT PORTFOLIO	15,233	15,233	COST	12,811
PFIZER INC COM	1,970	1,970	COST	25,855
PROCTER & GAMBLE CO	1,020	1,020	COST	27,327
SMALL CAP GROWTH LEA	10,188	10,381	COST	10,877
SMALL CAP VALUE CTF	10,240	10,554	COST	10,809
SOUTHERN CO COM	5,178	5,178	COST	8,840
SPDR DJ WILSHIRE INT	4,190	4,190	COST	5,196
VANGUARD FTSE DEVELO	10,159	10,159	COST	9,659
VANGUARD FTSE EMERGI	8,836	8,836	COST	8,804
VANGUARD REIT ETF	17,659	17,576	COST	22,275
VANGUARD TOTAL BD MA	19,010	19,010	COST	20,593
VERIZON COMMUNICATIO	5,004	5,004	COST	25,916
WELLS FARGO & CO NEW	9,283	9,283	COST	19,735
TOTAL	\$ 292,778	\$ 294,330		\$ 496,833

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Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
			COST	
POWERSHARES DB COMMO	\$ 10,078	\$ 10,078		\$ 7,288
TOTAL	\$ 10,078	\$ 10,078		\$ 7,288

Federal Statements**Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
GAIN ON SALE OF .5000 SHS HALYARD HEALTH INC	\$ 11
LONG TERM COMMON TRUST FUND GAIN	3,350
NONTAXABLE DIVIDEND - VANGUARD REIT ETF	267
COST BASIS ADJUSTMENT	16,282
TOTAL	\$ 19,910

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
SHORT-TERM COMMON TRUST FUND LOSS	\$ 384
COMMON TRUST FUND LOSS	16
TOTAL	\$ 400

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER OUTLINING CHARITABLE PURPOSE TO ABOVE ADDRESS

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
BETH ISRAEL TEMPLE HAZLETON PA 18201	N/A	98 NORTH CHURCH STREET	PC	UNRESTRICTED GENERAL SUPPORT	14,300
AMERICAN CANCER SOCIETY HAZLETON PA 18201	N/A	P.O. BOX 2306	PC	UNRESTRICTED GENERAL SUPPORT	600
B'NAI B'RITH - PENNURST HAZLETON PA 18201	N/A	98 NORTH CHURCH STREET	PC	UNRESTRICTED GENERAL SUPPORT	150
CAMP CADET TROOP "N" JIM THORPE PA 18229	N/A	P.O. BOX 287	PC	UNRESTRICTED GENERAL SUPPORT	650
HAZLETON ANIMAL SHELTER HAZLETON PA 18201	N/A	101 NORTH POPULAR STREET	PC	UNRESTRICTED GENERAL SUPPORT	250
HAZLETON FEDERATED JEWISH CHARITIES HAZLETON PA 18201	N/A	99 NORTH LAUREL STREET	PC	UNRESTRICTED GENERAL SUPPORT	1,000
HAZLETON JEWISH COMMUNITY CENTER HAZLETON PA 18201	N/A	99 NORTH LAUREL STREET	PC	UNRESTRICTED GENERAL SUPPORT	200
MINING & MECHANICAL INSTITUTE FREELAND PA 18224	N/A	154 CENTER STREET	PC	UNRESTRICTED GENERAL SUPPORT	500
GREATER HAZLETON HISTORICAL SOCIETY HAZLETON PA 18201	N/A	55 NORTH WYOMING STREET	PC	UNRESTRICTED GENERAL SUPPORT	300
PENNSYLVANIA STATE UNIVERSITY - WEST HAZLETON PA 18201	N/A	RT. 93 VAILMONT PARKWAY	PC	UNRESTRICTED GENERAL SUPPORT	1,000
BOY SCOUTS OF AMERICA LEHIGH VALLEY PA 18002	N/A	P.O. BOX 20624	PC	UNRESTRICTED GENERAL SUPPORT	150
HAZLETON SALVATION ARMY HAZLETON PA 18201	N/A	356 WEST BROAD STREET	PC	UNRESTRICTED GENERAL SUPPORT	150
MEALS ON WHEELS OF GREATER HAZLETON HAZLETON PA 18201	N/A	700 EAST BROAD STREET	PC	UNRESTRICTED GENERAL SUPPORT	150
HAZLETON INTEGRATION PROJECT INC. HAZLETON PA 18201	N/A	225 EAST 4TH STREET	PC	UNRESTRICTED GENERAL SUPPORT	200
UNITED CHARITIES WEST HAZLETON PA 18201	N/A	107 MADISON AVENUE	PC	UNRESTRICTED GENERAL SUPPORT	250

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**Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
TOTAL					<u>19,850</u>

Federal Statements**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
AGGREGATE BOND CTF	\$ 480			14	
TOTAL	\$ 480				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
AGGREGATE BOND CTF	\$ 21			14	
ARTIO GLOBAL HIGH INCOME FUND	673			14	
AT&T INC	1,647			14	
BOFA CASH RESERVES CAPITAL CL	9			14	
COLUMBIA BOND FUND CLASS Z	385			14	
DUPONT EI DE NEMOURS & CO	994			14	
EATON VANCE FLTG RATE FUND CL	375			14	
EMERGING MARKETS COM TR FND	151			14	
EMERGING MARKETS STOCK COM	2			14	
EXXON MOBIL CORPORATION	878			14	
INTERNATL FOCUSED EQU COM TR	674			14	
ISHARES CORE S&P MID CAP ETF	117			14	
ISHARES RUSSELL 2000 ETF	68			14	
IVY ASSET STRATEGY FUND CL I	111			14	
JOHNSON & JOHNSON	497			14	
KIMBERLY CLARK CORP COM	605			14	
MFS EMERGING MKTS DEBT FUND	143			14	
MID CAP GROWTH CTF	117			14	
MID CAP VALUE CTF	145			14	
PERMANENT PORTFOLIO	88			14	
PFIZER INC	864			14	
PROCTER & GAMBLE CO COM	760			14	
SMALL CAP GROWTH LEADERS CTF	39			14	
SMALL CAP GROWTH LEADERS CTF	3			14	
SMALL CAP VALUE CTF	174			14	
SOUTHERN CO	375			14	
SPDR DJ WILSHIRE INTL REAL ES	187			14	
VANGUARD FTSE DEVELOPED MKTS	370			14	
VANGUARD FTSE EMERGING MKTS	278			14	
VANGUARD REIT ETF	535			14	
VANGUARD TOTAL BD MARKET ETF	543			14	
VERIZON COMMUNICATIONS	1,186			14	
WELLS FARGO COMPANY	486			14	
TOTAL	\$ 13,500				