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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 JUNE 01, 2014, and ending MAY 31, 20 15

Name of foundation
J&V FLYNN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O WILLIAM R. PILLMAN, 1921 W. ALTORFER DRIVE

City or town, state or province, country, and ZIP or foreign postal code
PEORIA, IL 61615

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) ▶ \$ **12004131**

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

A Employer identification number
37-1387143

B Telephone number (see instructions)
309-713-2812

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1844	1844	1844	
	4 Dividends and interest from securities	290912	290912	290912	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	773304			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		773304		
	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)	918	918	918		
12 Total. Add lines 1 through 11	1066978	1066978	293674		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	21100	0	0	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21513	177	0	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	39	0	0	
	24 Total operating and administrative expenses. Add lines 13 through 23	42652	177	0	
	25 Contributions, gifts, grants paid	480000			
26 Total expenses and disbursements. Add lines 24 and 25	522652	177	0		
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	544326				
b Net investment income (if negative, enter -0-)		1066801			
c Adjusted net income (if negative, enter -0-)			293674		

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2014)

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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
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		623540	2259947	2259947
	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 ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		0	17660	17660
	10a Investments—U S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		8609564	7482819	9726524
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment: basis ▶				
Liabilities	Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	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)		9233104	9760926	12004131
	17 Accounts payable and accrued expenses		17004		
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	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)				
	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 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		9216100	9760426	
	30 Total net assets or fund balances (see instructions)		9216100	9760426	
	31 Total liabilities and net assets/fund balances (see instructions)		9233104	9760426	

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	9216100
2 Enter amount from Part I, line 27a	2	544326
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9760426
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9760426

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 LONG TERM GAINS & LOSSES - SCHEDULE ATTACHED		P		
b SHORT TERM GAINS & LOSSES - SCHEDULE ATTACHED		P		
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			815898	
b			(42594)	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 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	773304
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.

(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	480000	11541999	.041587
2012	478412	10441132	.045820
2011	482572	9999138	.048261
2010	483647	9925818	.048726
2009	354000	9662498	.036636
2 Total of line 1, column (d)			2 .22103
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 044206
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 11958033
5 Multiply line 4 by line 3			5 528617
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10668
7 Add lines 5 and 6			7 539285
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 480000

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)		
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	1	21336
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	21336
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	21336
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	38996
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	38996
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	17660
11	Enter the amount of line 10 to be. Credited to 2015 estimated tax 17660 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>N/A</u> (2) On foundation managers. ▶ \$ <u>N/A</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>N/A</u>		
2 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>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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? <i>If "No," attach explanation</i>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>WILLIAM R. PILLMAN, C.P.A.</u>	Telephone no. ►	<u>309-713-2812</u>	
	Located at ► <u>1921 W. ALTORFER DRIVE, PEORIA, IL</u>	ZIP+4 ►	<u>61615</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	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►			✓

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

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

		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	✓
	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	✓
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.)	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. ► 20____, 20____, 20____, 20____		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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 ☒ No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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
WILLIAM R. PILLMAN PEORIA, IL	1 HR PRESIDENT	0	0	0
SALLY A. PILLMAN PEORIA, IL	1 HR TRUSTEE	0	0	0
WILLIAM CAMPBELL PEORIA, IL	1 HR TRUSTEE	0	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
N/A				

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.

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	
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	10670064
b	Average of monthly cash balances	1b	1441743
c	Fair market value of all other assets (see instructions)	1c	28328
d	Total (add lines 1a, b, and c)	1d	12140135
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	
3	Subtract line 2 from line 1d	3	12140135
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	182102
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11958033
6	Minimum investment return. Enter 5% of line 5	6	597902

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	597902
2a	Tax on investment income for 2014 from Part VI, line 5	2a	21336
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21336
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	576566
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	576566
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	576566

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	480000
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	480000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	480000

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				576566
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			353336	
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	0			
b From 2010	0			
c From 2011	0			
d From 2012	0			
e From 2013	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ _____				
a Applied to 2013, but not more than line 2a			353336	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2014 distributable amount				126664
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				449902
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2010	0			
b Excess from 2011	0			
c Excess from 2012	0			
d Excess from 2013	0			
e Excess from 2014	0			

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 ☐ 4942(j)(3) or ☐ 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

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
293674	314424	329393	258686	1196177
249623	267260	279984	219883	1016750
480000	480000	481000	485000	1926000
0	0	0	0	0
480000	480000	481000	485000	1926000
12004131	12237143	11198387	10001881	45441542
12004131	12237143	11198387	10001881	45441542
398561	384349	348003	333271	1464184
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
1066978	1333772	329393	258686	2988829

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 $\frac{2}{3}$ 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:

WILLIAM R. PILLMAN
1921 W. ALTORFER DRIVE, PEORIA, IL 61615 309-713-2812

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

NO PRESCRIBED FORM

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED				480000
Total			3a	480000
b <i>Approved for future payment</i> N/A				
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					1844
4	Dividends and interest from securities					290912
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)					292756
13	Total. Add line 12, columns (b), (d), and (e)					292756

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

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

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
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.			

[illegible]

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

**Sign
Here**

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

Signature of officer or trustee Carla Brown Page Patton Date 10-9-15 Title Trustee

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM R. PILLMAN

Preparer's signature

Date

Check ☒ if self-employed

PTIN

P00758693

Firm's name ► **WILLIAM R PILLMAN C P.A.**

Firm's EIN ▶ 37-1312111

Firm's address ► 1921 W. ALTORFER DRIVE, PEORIA, IL 61615

Phone no	309-713-2812
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37-1387143

J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2015

FORM 990 PF - PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ILLINOIS WESLEYAN UNIVERSITY P.O. BOX 2900 BLOOMINGTON, IL 61702	NONE	NA	EDUCATIONAL	\$ 75000.
BRADLEY UNIVERSITY 1501 W. BRADLEY PEORIA, IL 61606-1048	NONE	NA	EDUCATIONAL	5000.
EUREKA COLLEGE 300 E. COLLEGE EUREKA, IL 61530	NONE	NA	EDUCATIONAL	60000.
RED CLOUD INDIAN SCHOOL ATTN: FATHER PETER J. KLINK SJ 100 MISSION DRIVE PINE RIDGE, SD 57770-2100	NONE	NA	CHARITABLE	10000.
MONMOUTH COLLEGE ATTN: DEVELOPMENT OFFICE 700 E. BROADWAY MONMOUTH, IL 61462	NONE	NA	EDUCATIONAL	50000.

37-1387143

J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2015

FORM 990 PF – PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
PEORIA HEIGHTS CONGREGATIONAL CHURCH 4906 N. PROSPECT ROAD PEORIA HEIGHTS, IL 61616	NONE	NA	CHARITABLE	15000.
THE BOYS & GIRLS CLUB OF GREATER PEORIA 806 E. KANSAS PEORIA, IL 61603	NONE	NA	EDUCATIONAL	50000.
CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769-1372	NONE	NA	EDUCATIONAL	10000.
CHILDREN'S HOSPITAL OF ILLINOIS 530 N.E. GLEN OAK AVENUE PEORIA, IL 61603	NONE	NA	CHARITABLE	50000.
NORTHMINSTER PRESBYTERIAN CHURCH LEARNING CENTER 10720 N. KNOXVILLE AVE PEORIA, IL 61615	NONE	NA	EDUCATIONAL	20000.

37-1387143

J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2015

FORM 990 PF -- PAGE 11 PART XV
LINE 3- GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
POWER OF PLAY 2520 N. PROSPECT ROAD PEORIA, IL 61603	NONE	NA	EDUCATIONAL	25000.
PEORIA RIVERFRONT MUSEUM 222 S.W. WASHINGTON STREET PEORIA, IL 61602	NONE	NA	EDUCATIONAL	25000.
THE CATHOLIC DIOCESE OF PEORIA 512 E. KANSAS PEORIA, IL 61603	NONE	NA	CHARITABLE	50000.
CHRIST LUTHERAN CHURCH 2020 W. MALONE PEORIA, IL 61603	NONE	NA	EDUCATIONAL	<u>35000.</u>
TOTAL:			\$	<u>480000.</u>

J&V FLYNN FOUNDATION

RAYMOND JAMES 28978542

LONG TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ LOSS
MONDELEZ INTERNATIONAL INC CLASS A	05/28/10	01/15/15	14,568.98	7,574.62	6,994.36
HOME DEPOT INCORPORATED	09/27/13	01/16/15	114,585.14	91,115.64	23,469.50
HOME DEPOT INCORPORATED	09/27/13	01/16/15	117,224.99	91,115.64	26,109.35
BRISTOL MYERS SQUIBB COMPANY	01/24/14	03/20/15	60,167.56	52,447.40	7,720.16
STATE BANK INDIA CHICAGO BR CH FDIC	07/11/11	04/21/15	50,000.00	52,308.15	(2,308.15)
CANADIAN NATL RY COMPANY (CANADA)	02/07/12	09/04/14	26,011.90	15,641.03	10,370.87
					72,356.09

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
LONG TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	GAIN/	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	LOSS	
DOW CHEMICAL COMPANY	12/09/11	06/20/14	58,067.27	35,622.50	22,444.77	
DOW CHEMICAL COMPANY	12/19/11	06/20/14	151,868.25	89,868.88	61,999.37	
DOW CHEMICAL COMPANY	05/24/12	06/20/14	98,267.71	68,769.80	29,497.91	
CONOCOPHILLIPS	09/13/11	07/11/14	51,083.10	35,027.29	16,055.81	
CONOCOPHILLIPS	09/27/11	07/11/14	29,190.35	20,500.22	8,690.13	
CONOCOPHILLIPS	12/01/11	07/16/14	104,116.17	72,541.70	31,574.47	
ONE GAS INC	06/30/99	07/18/14	28,075.30	3,288.87	24,786.43	
ONEOK INC NEW	06/30/99	07/18/14	254,213.75	22,648.63	231,565.12	
CONSOLIDATED EDISON INC	06/30/99	11/06/14	156,065.29	79,987.50	76,077.79	
COCA-COLA COMPANY	09/16/11	11/21/14	25,674.27	21,421.68	4,252.59	
CONSOLIDATED EDISON INC	06/30/99	11/21/14	5,742.39	2,962.50	2,779.89	
CONSOLIDATED EDISON INC	06/30/99	12/22/14	4,819.95	2,192.25	2,627.70	
IBM	03/02/92	12/22/14	31,935.69	16,886.92	15,048.77	
IBM	03/02/92	12/22/14	179,478.58	94,904.50	84,574.08	
INTERNATIONAL BUSINESS MACHINE CORP	03/02/92	12/22/14	12,134.91	6,417.02	5,717.89	
INTERNATIONAL BUSINESS MACHINE CORP	09/15/04	12/22/14	7,025.48	1,303.69	5,721.79	
INTERNATIONAL BUSINESS MACHINE CORP	05/08/07	12/22/14	12,773.60	2,370.37	10,403.23	
INTERNATIONAL BUSINESS MACHINE CORP	03/02/92	12/22/14	63,866.99	33,773.84	30,093.15	
INTERNATIONAL BUSINESS MACHINE CORP	05/08/07	12/22/14	634.73	118.51	516.22	
BANK OF THE OZARKS INC	01/29/14	02/20/15	71,595.34	58,734.21	12,861.13	
NORTHROP GRUMMAN CORP NEW	02/18/14	02/20/15	28,531.28	24,132.62	4,398.66	
NORTHROP GRUMMAN CORP NEW	02/18/14	02/20/15	28,531.28	24,134.00	4,397.28	
NORTHROP GRUMMAN CORP NEW	02/18/14	02/20/15	14,265.66	12,068.00	2,197.66	
PINNACLE FINANCIAL PARTNERS INC	01/29/14	02/20/15	36,133.92	30,187.59	5,946.33	
PINNACLE FINANCIAL PARTNERS INC	01/29/14	02/20/15	2,890.72	2,413.38	477.34	
PINNACLE FINANCIAL PARTNERS INC	01/29/14	02/20/15	1,124.17	939.97	184.20	
WHIRPOOL CORP	02/18/14	02/24/15	93,103.14	68,843.00	24,260.14	
INTEL CORP	02/13/14	04/16/15	3,353.51	2,480.51	873.00	

J&V FLYNN FOUNDATION							
CHAPIN DAVIS ACCOUNT #2898-5641							
LONG TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015							
DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	GAIN/ LOSS		
COSTCO WHSL CORP NEW	01/08/14	04/17/15	79,059.39	70,426.12	8,633.27		
COSTCO WHSL CORP NEW	01/08/14	04/17/15	49,701.84	44,278.04	5,423.80		
CVS HEALTH	02/26/14	04/21/15	45,880.01	36,425.66	9,462.35		
					743,542.27		

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL APPLE INC	04/22/14	06/02/14	1,286.89	20,303.69	(19,016.80)	
CALL APPLE INC	04/22/14	06/02/14	320.68	5,080.48	(4,759.80)	
TRAVELERS COS INC	02/04/14	06/05/14	44,949.04	40,523.00	4,426.04	
CALL WILLIAMS COMPANIES	04/21/14	06/10/14	162.82	1,388.70	(1,225.88)	
CALL ORACLE CORP	01/28/14	06/11/14	315.47	1,293.57	(978.10)	
CALL HELMERICH & PAYNE	02/18/14	06/12/14	257.81	1,515.37	(1,257.56)	
CALL CAPITALONE FNCL	01/28/14	06/20/14	415.36	1,090.89	(675.53)	
CALL DANAHER CORP	03/24/14	06/20/14	678.71	439.11	239.60	
SUNCOR ENERGY INC NEW	02/07/14	06/20/14	37,834.53	33,265.55	4,568.98	
CALL AIR PRODS CHEMICAL	02/18/14	06/21/14	438.24	0.00	438.24	
CALL BRISTOL-MYERS	02/24/14	06/21/14	4,223.67	0.00	4,223.67	
CALL CUMMINS INC	02/18/14	06/21/14	267.59	0.00	267.59	
CALL CUMMINS INC	02/18/14	06/21/14	177.92	0.00	177.92	
CALL DEERE & CO	02/24/14	06/21/14	687.48	0.00	687.48	
CALL DEERE & CO	02/24/14	06/21/14	459.95	0.00	459.95	
CALL ENSCO PLC	02/13/14	06/21/14	524.33	0.00	524.33	
CALL HONEYWELL INTL INC	01/28/14	06/21/14	715.04	0.00	715.04	
CALL INTLBUSINESS MACH	02/24/14	06/21/14	147.86	0.00	147.86	
CALL OMNICAREINC	01/29/14	06/21/14	383.76	0.00	383.76	
CALL PRAXAIR INC	05/19/14	06/21/14	272.81	0.00	272.81	
CALL PUBLIC STORAGE INC	02/18/14	06/21/14	329.27	0.00	329.27	
CALL RELIANCE STEEL	02/26/14	06/21/14	232.82	0.00	232.82	
CALL WHIRLPOOL CORP	02/18/14	06/21/14	501.82	0.00	501.82	
CALL BANK OF THE OZARKS	05/19/14	07/08/14	497.09	3,259.07	(2,761.98)	
CALL EXXON MOBIL CORP	01/09/14	07/16/14	8,225.84	9,482.77	(1,256.93)	
CALL EXXON MOBIL CORP	01/09/14	07/16/14	1,645.16	1,839.79	(194.63)	
CALL BAKER HUGHES INC	01/28/14	07/18/14	488.01	5,861.34	(5,373.33)	
CALL BP PLC	01/08/14	07/18/14	5,938.50	3,837.27	2,101.23	
CALL BP PLC	01/08/14	07/18/14	351.45	230.24	121.21	

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL CISCO SYSTEMS	04/22/14	07/18/14	176.18	565.33	(389.15)	
CALL CISCO SYSTEMS	04/22/14	07/18/14	30.57	94.23	(63.66)	
CALL ELI LILLY & CO	02/04/14	07/18/14	192.82	1,687.64	(1,494.82)	
CALL INTEL CORP	02/13/14	07/18/14	287.28	9,740.61	(9,453.33)	
CALL MICROSOFT CORP	02/13/14	07/18/14	388.12	1,423.30	(1,035.18)	
CALL AMERICAN EXPRESS CO	04/21/14	07/19/14	277.81	0.00	277.81	
CALL COSTCO WHSL CORP	04/21/14	07/19/14	267.63	0.00	267.63	
CALL EATON CORP PLAC	04/21/14	07/19/14	669.62	0.00	669.62	
CALL EMC CORP	02/04/14	07/19/14	197.64	0.00	197.64	
CALL INTL BUSINESS MACH	04/21/14	07/19/14	259.46	0.00	259.46	
CALL INTL BUSINESS MACH	04/21/14	07/19/14	130.73	0.00	130.73	
CALL KIMBERLY CLARK COR	02/18/14	07/19/14	329.27	0.00	329.27	
CALL MERCK & CO INC	02/13/14	07/19/14	324.55	0.00	324.55	
CALL ONE GAS INC	03/05/14	07/19/14	497.09	0.00	497.09	
CALL PROCTER & GAMBLE	04/21/14	07/19/14	520.64	0.00	520.64	
CALL QUALCOMM	01/28/14	07/19/14	705.96	0.00	705.96	
CALLBLACKROCK INC	04/21/14	07/19/14	743.30	0.00	743.30	
CALL NOV1=NOV+25DNOW	05/19/14	08/15/14	796.77	2,408.27	(1,611.50)	
CALL PINNACLE FNCL PTNRS	01/29/14	08/15/14	1,155.74	282.36	873.38	
CALL BAXTER INTL	02/26/14	08/16/14	411.00	0.00	411.00	
CALL BOEING CORP	05/19/14	08/16/14	324.73	0.00	324.73	
CALL COCA-COLA COMPANY	03/05/14	08/16/14	111.79	0.00	111.79	
CALL CVS CORP	02/26/14	08/16/14	388.30	0.00	388.30	
CALL GENUINE PARTS COM	05/19/14	08/16/14	306.56	0.00	306.56	
CALL NORTHROP GRUMMAN	02/18/14	08/16/14	172.82	0.00	172.82	
CALL OCCIDENTAL PETE CRP	05/19/14	08/16/14	469.85	0.00	469.85	
CALL PPG INDUSTRIES	05/19/14	08/16/14	311.11	0.00	311.11	
CALL UNION PACIFIC	05/16/14	08/16/14	460.95	0.00	460.95	
CALL UNITED TECHNOLOGIES	05/19/14	08/16/14	373.84	0.00	373.84	

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL VERIZON COMMUNICATN	05/19/14	08/16/14	207.63	0.00	207.63	
CALL JOHNSON & JOHNSON	05/13/14	08/19/14	1,680.58	1,692.71	(12.13)	
NOW INC	01/27/14	08/21/14	8,137.42	7,497.97	639.45	
WILLIAMS COMPANIES INC	02/04/14	09/09/14	24,597.93	20,212.83	4,385.10	
CALL JPMORGAN CHASE	02/21/14	09/19/14	842.91	634.19	208.72	
CALL JPMORGAN CHASE	02/21/14	09/19/14	2,528.73	1,903.09	625.64	
CALL JPMORGAN CHASE	02/21/14	09/19/14	6,532.58	4,916.32	1,616.26	
CALL AIR PRODS CHEMICAL	06/30/14	09/20/14	597.31	0.00	597.31	
CALL CUMMINS INC	06/30/14	09/20/14	451.86	0.00	451.86	
CALL GENERAL ELECTRIC CO	02/13/14	09/20/14	227.64	0.00	227.64	
CALL HONEYWELL INTL INC	06/30/14	09/20/14	287.63	0.00	287.63	
CALL OMNICARE INC	06/26/14	09/20/14	451.86	0.00	451.86	
CALL PUBLIC STORAGE INC	06/30/14	09/20/14	483.65	0.00	483.65	
GENERAL ELECTRIC COMPANY	02/13/14	09/22/14	25,784.08	25,517.79	266.29	
CALL APPLE INC	06/02/14	09/24/14	26,375.41	52,690.86	(26,315.45)	
CALL CATERPILLAR INC	05/13/14	09/26/14	6,665.77	355.14	6,310.63	
AFLAC INC	01/28/14	10/01/14	51,291.09	56,630.26	(5,339.17)	
AFLAC INC	01/28/14	10/01/14	5,699.02	6,295.14	(596.12)	
AUTOMATIC DATA PROCESSING	01/30/14	10/01/14	21,258.81	20,471.70	787.11	
AUTOMATIC DATA PROCESSING	01/30/14	10/01/14	14,172.54	13,649.13	523.41	
BAKER HUGHES INC	01/27/14	10/01/14	42,739.66	38,738.03	4,001.63	
BAKER HUGHES INC	01/27/14	10/01/14	20,116.19	18,229.65	1,886.54	
BAXTER INTERNATIONAL INC	02/26/14	10/01/14	35,410.20	34,927.23	482.97	
BLACKROCK INC	02/18/14	10/01/14	96,856.48	91,806.00	5,050.48	
BLACKROCK INC	02/18/14	10/01/14	64,570.99	61,181.97	3,389.02	
BOEING CO	02/18/14	10/01/14	49,603.73	52,489.99	(2,886.26)	
BOEING CO	02/18/14	10/01/14	12,400.94	13,124.00	(723.06)	
CALL ADP=1=ADP+33CDK+\$	05/19/14	10/01/14	324.73	289.18	35.55	
CALL AFLAC INC	05/19/14	10/01/14	333.63	84.36	249.27	

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL BAKER HUGHES INC	07/18/14	10/01/14	6,311.37	1,346.24	4,965.13	
CALL BAXTER INTL	08/18/14	10/01/14	125.89	38.50	87.39	
CALL BAXTER INTL	08/18/14	10/01/14	81.93	25.68	56.25	
CALL BLACKROCK INC	07/22/14	10/01/14	693.97	960.02	(266.05)	
CALL BOEING CORP	08/18/14	10/01/14	483.65	319.18	164.47	
CALL HONEYWELL INTL INC	09/22/14	10/01/14	812.92	419.28	393.64	
CALL JOHNSON CONTROLS	04/21/14	10/01/14	292.81	59.18	233.63	
CALL ORACLE CORP	06/11/14	10/01/14	1,226.80	94.36	1,132.44	
CDK GLOBAL HOLDINGS LLC	01/30/14	10/01/14	12.20	11.85	0.35	
CDK GLOBAL HOLDINGS LLC	01/30/14	10/01/14	8.14	7.90	0.24	
HONEYWELL INTERNATIONAL INC	01/27/14	10/01/14	91,272.91	91,296.02	(23.11)	
JOHNSON CONTROLS INC	02/04/14	10/01/14	21,755.71	22,671.67	(915.96)	
ORACLE CORPORATION	01/27/14	10/01/14	30,215.45	29,584.34	631.11	
ORACLE CORPORATION	01/27/14	10/01/14	7,553.87	7,397.84	156.03	
CALL COSTCO WHSL CORP	07/22/14	10/09/14	715.03	3,904.79	(3,189.76)	
CALL DISNEY WALT COMPANY	03/03/14	10/09/14	2,488.06	572.14	1,915.92	
CALL BP PLC	07/18/14	10/15/14	5,190.67	642.46	4,548.21	
CALL AMERICAN EXPRESS CO	07/22/14	10/18/14	340.35	0.00	340.35	
CALL BORG WARNER AUTOMOT	03/03/14	10/18/14	1,285.94	0.00	1,285.94	
CALL EATON CORP PLC	07/22/14	10/18/14	424.44	0.00	424.44	
CALL EMC CORP	07/22/14	10/18/14	497.09	0.00	497.09	
CALL INTL BUSINESS MACH	06/26/14	10/18/14	390.16	0.00	390.16	
CALL INTL BUSINESS MACH	07/22/14	10/18/14	433.78	0.00	433.78	
CALL KIMBERLY CLARK COR	07/22/14	10/18/14	282.81	0.00	282.81	
CALL MERCK & CO INC	07/22/14	10/18/14	342.71	0.00	342.71	
CALL NATL FUEL GAS CO	04/22/14	10/18/14	361.06	0.00	361.06	
CALL PRAXAIR INC	06/30/14	10/18/14	580.52	0.00	580.52	
CALL PROCTER & GAMBLE	07/22/14	10/18/14	291.56	0.00	291.56	
CALL QUALCOMM	07/22/14	10/18/14	506.18	0.00	506.18	

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES		COST	SHORT
DESCRIPTION	ACQUIRED	SOLD	PRICE		BASIS	TERM
CALL SEADRILL LTD	04/22/14	10/18/14	92.82		0.00	92.82
HALYARD HEALTH INC	02/18/14	11/03/14	19.23		18.22	1.01
CALL UNION PACIFIC	08/18/14	11/10/14	392.84		5,824.34	(5,431.50)
CALL UNION PACIFIC	08/18/14	11/10/14	394.84		5,824.35	(5,429.51)
CALL WHIRLPOOL CORP	06/30/14	11/14/14	610.12		3,514.97	(2,904.85)
CALL MEDTRONIC	05/13/14	11/17/14	560.78		2,349.40	(1,788.62)
CALL NORTHROP GRUMMAN	08/18/14	11/18/14	545.98		1,416.04	(870.06)
CALL CVS CORP	08/18/14	11/19/14	192.82		2,577.41	(2,384.59)
GENUINE PARTS CO COM	01/28/14	11/21/14	45,166.33		42,022.00	3,144.33
CALL CONOCOPHILLIPS	05/13/14	11/22/14	310.52		0.00	310.52
CALL COPA HOLDINGS SA	05/19/14	11/22/14	975.16		0.00	975.16
CALL FASTENAL COMPANY	05/19/14	11/22/14	411.00		0.00	411.00
CALL OCCIDENTAL PETE CRP	08/18/14	11/22/14	1,619.44		0.00	1,619.44
CALL PPG INDUSTRIES	08/18/14	11/22/14	817.30		0.00	817.30
CALL SCHLUMBERGER LTD	05/13/14	11/22/14	777.83		0.00	777.83
CALL TRANSOCEAN INC	05/19/14	11/22/14	237.63		0.00	237.63
CALL UNITED TECHNOLOGIES	08/18/14	11/22/14	246.88		0.00	246.88
CALL VERIZON COMMUNICATN	08/18/14	11/22/14	167.64		0.00	167.64
CALL BAKER HUGHES INC	10/22/14	11/25/14	930.82		5,237.35	(4,306.53)
HALYARD HEALTH INC	02/18/14	12/02/14	2,857.69		2,186.69	671.00
KIMBERLY CLARK CORP	02/18/14	12/02/14	54,816.09		52,964.21	1,851.88
PUBLIC STORAGE INC	02/18/14	12/02/14	17,969.77		16,695.00	1,274.77
CALL BRISTOL-MYERS	06/30/14	12/04/14	1,449.54		8,898.15	(7,448.61)
CALL PUBLIC STORAGE INC	09/22/14	12/04/14	176.64		2,271.09	(2,094.45)
CALL POWERSHARES QQQ	05/19/14	12/16/14	536.12		2,783.27	(2,247.15)
CALL AIR PRODS CHEMICAL	09/22/14	12/19/14	893.29		1,564.04	(670.75)
CALL CAPITAL ONE FNCL	06/20/14	12/20/14	1,402.39		0.00	1,402.39
CALL CHEVRON CORP	05/12/14	12/20/14	5,841.67		0.00	5,841.67
CALL CUMMINS INC	09/22/14	12/20/14	169.82		0.00	169.82

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL DANAHER CORP	06/20/14	12/20/14	733.20	0.00	733.20	
CALL DEERE & CO	06/30/14	12/20/14	2,513.73	0.00	2,513.73	
CALL ENSCO PLC	06/23/14	12/20/14	1,066.93	0.00	1,066.93	
CALL HELMERICH & PAYNE	06/12/14	12/20/14	2,075.22	0.00	2,075.22	
CALL RELIANCE STEEL	06/30/14	12/20/14	338.35	0.00	338.35	
CALIFORNIA RES CORP	01/27/14	12/22/14	1,633.58	2,146.53	(512.95)	
CALIFORNIA RES CORP	01/27/14	12/22/14	700.11	920.00	(219.89)	
CALL APPLE INC	09/24/14	12/22/14	25,754.05	50,234.40	(24,480.35)	
CALL CATERPILLAR INC	09/26/14	12/22/14	3,431.13	808.76	2,622.37	
CALL INTL BUSINESS MACH	11/23/12	12/22/14	20,584.57	58.43	20,526.14	
CDK GLOBAL HOLDINGS LLC	01/30/14	12/22/14	3,897.64	2,950.17	947.47	
CDK GLOBAL HOLDINGS LLC	01/30/14	12/22/14	2,598.43	1,966.97	631.46	
HALYARD HEALTH INC	02/18/14	12/22/14	46.48	72.88	(26.40)	
COPA HOLDINGS SA CL A	02/18/14	12/26/14	51,169.36	72,251.95	(21,082.59)	
CALL PUBLIC STORAGE INC	12/04/14	12/30/14	1,852.62	2,639.70	(787.08)	
PUBLIC STORAGE INC	02/18/14	12/30/14	37,575.16	33,389.98	4,185.18	
PUBLIC STORAGE INC	02/18/14	12/30/14	37,575.17	33,387.99	4,187.18	
CALL EATON CORP PLC	10/20/14	01/01/15	358.88	0.00	358.88	
CALL PROCTER & GAMBLE	01/09/14	01/09/15	8,813.23	19,904.66	(11,091.43)	
CALL PROCTER & GAMBLE	10/20/14	01/09/15	660.29	3,853.02	(3,192.73)	
CALL WELLS FARGO & CO	01/09/14	01/12/15	9,609.90	13,988.02	(4,378.12)	
CALL CIGNA CORPORATION	09/22/14	01/13/15	519.32	1,897.39	(1,378.07)	
CALL MERCK & CO INC	10/21/14	01/13/15	340.71	3,450.63	(3,109.92)	
CALL CISCO SYSTEMS	07/18/14	01/14/15	538.07	646.28	(108.21)	
CALL ELI LILLY & CO	07/18/14	01/14/15	1,557.25	3,661.31	(2,104.06)	
DISNEY WALT COMPANY	01/27/14	01/16/15	94,979.39	73,129.42	21,849.97	
MICROSOFT CORP	02/13/14	01/16/15	46,962.65	38,084.38	8,878.27	
OMNICARE INC	01/29/14	01/16/15	34,777.05	31,253.86	3,523.19	
CALL AMERICAN EXPRESS CO	10/21/14	01/17/15	190.82	0.00	190.82	

J&V FLYNN FOUNDATION						
CHAPIN DAVIS ACCOUNT #2898-5641						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	SHORT	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	TERM	
CALL AT&T INC	02/13/14	01/17/15	157.64	0.00	157.64	
CALL BORG WARNER AUTOMOT	10/20/14	01/17/15	404.46	0.00	404.46	
CALL EMC CORP	10/21/14	01/17/15	322.55	0.00	322.55	
CALL EMERSON ELECTRIC	01/08/14	01/17/15	7,164.45	0.00	7,164.45	
CALL EXXON MOBIL CORP	07/16/14	01/17/15	8,028.97	0.00	8,028.97	
CALL GOOGLE INC CL A	10/22/14	01/17/15	1,651.73	0.00	1,651.73	
CALL NATL FUEL GAS CO	10/20/14	01/17/15	889.29	0.00	889.29	
CALL PRAXAIR INC	10/21/14	01/17/15	568.65	0.00	568.65	
CALL QUALCOMM	10/21/14	01/17/15	404.28	0.00	404.28	
HELMERICH & PAYNE INC	02/18/14	01/29/15	17,046.77	28,118.98	(11,072.21)	
HELMERICH & PAYNE INC	02/18/14	01/29/15	11,364.52	18,744.99	(7,380.47)	
CALL PPG INDUSTRIES	11/25/14	02/13/15	1,185.01	2,631.06	(1,446.05)	
CALL PPG INDUSTRIES	11/25/14	02/13/15	296.25	660.87	(364.62)	
CALL UNITED TECHNOLOGIES	11/25/14	02/13/15	169.89	552.19	(382.30)	
CALL CATERPILLAR INC	12/22/14	02/20/15	4,350.54	0.00	4,350.54	
CALL NATIONAL OILWELL VA	08/15/14	02/20/15	2,243.00	0.00	2,243.00	
CALL OCCIDENTAL PETE CRP	12/22/14	02/20/15	631.30	0.00	631.30	
CALL APPLE INC	12/22/14	02/23/15	36,622.58	68,863.61	(32,241.03)	
CALL TESORO CORPORATION	11/12/14	03/02/15	2,426.61	10,235.17	(7,808.56)	
CALL AIR PRODS CHEMICAL	12/19/14	03/03/15	1,910.44	1,568.04	342.40	
CALL CAPITAL ONE FNCL	12/22/14	03/20/15	1,637.18	0.00	1,637.18	
CALL CUMMINS INC	12/23/14	03/20/15	780.77	0.00	780.77	
CALL DEERE & CO	12/22/14	03/20/15	3,748.16	0.00	3,748.16	
CALL AMERICAN EXPRESS CO	01/22/15	04/17/15	195.81	0.00	195.81	
CALL AT&T INC	01/22/15	04/17/15	395.20	0.00	395.20	
CALL BORG WARNER AUTOMOT	01/22/15	04/17/15	331.81	334.18	(2.37)	
CALL BP PLC	10/31/14	04/17/15	2,689.35	0.00	2,689.35	
CALL EATON CORP PLC	01/22/15	04/17/15	585.91	0.00	585.91	
CALL EMC CORP	01/22/15	04/17/15	275.63	0.00	275.63	

J&V FLYNN FOUNDATION

CHAPIN DAVIS ACCOUNT #2898-5641

SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST BASIS	SHORT TERM
CALL INTEL CORP	07/18/14	04/17/15	7,782.41	4,826.22	2,956.19
CALL JOHNSON & JOHNSON	08/19/14	04/17/15	1,433.93	0.00	1,433.93
CALL PRAXAIR INC	01/22/15	04/17/15	431.71	0.00	431.71
CALL QUALCOMM	01/22/15	04/17/15	526.33	0.00	526.33
CALL VERIZON COMMUNICATN	11/24/14	04/17/15	422.44	0.00	422.44
CALL MEDTRONIC PLC	11/17/14	05/04/15	2,073.22	4,372.82	(2,299.60)
CALL CIGNA CORPORATION	01/13/15	05/11/15	1,974.55	7,830.93	(5,856.38)
CALL BANK AMER CORP	09/24/14	05/15/15	295.31	0.00	295.31
CALL CONOCOPHILLIPS	12/22/14	05/15/15	2,245.78	0.00	2,245.78
CALL FASTENAL COMPANY	11/26/14	05/15/15	165.82	0.00	165.82
CALL OCCIDENTAL PETE CRP	02/23/15	05/15/15	986.02	0.00	986.02
CALL UNION PACIFIC	11/10/14	05/15/15	9,666.54	0.00	9,666.54
MEDTRONIC	VARIOUS	01/30/15	11,382.02	0.00	11,382.02
					(22,961.74)

J&V FLYNN FOUNDATION						
RAYMOND JAMES 28978542						
SHORT TERM TRADES FOR THE PERIOD OF 06-01-2014 THROUGH 05-31-2015						
	DATE	DATE	SALES	COST	GAIN/	
DESCRIPTION	ACQUIRED	SOLD	PRICE	BASIS	LOSS	
CALL ZIMMER HLDGS INC	01/21/14	06/23/14	339.04	0.00	339.04	
CALL VERIZON COMMUNICATIONS	01/21/14	07/15/14	980.76	100.95	879.81	
CALL PEPSCO INCORPORATED	01/21/14	07/16/14	619.03	760.72	(141.69)	
CALL WISCONSIN ENERGY CORP	01/21/14	07/16/14	1,390.23	857.09	533.14	
CALL DUKE ENERGY CORP	01/21/14	07/21/14	429.04	0.00	429.04	
CALL FLOWERS FOODS INC	01/21/14	07/21/14	2,167.93	0.00	2,167.93	
CALL TEREX CORPORATION	01/15/14	07/21/14	2,863.72	0.00	2,863.72	
CALL BAXTER INTERNATIONAL	01/21/14	08/12/14	3,913.50	795.85	3,117.65	
CALL PACCAR INCORPORATED	02/10/14	08/12/14	11,196.94	7,819.91	3,377.03	
CALL ACE LIMITED SHS	01/21/14	08/18/14	1,483.27	0.00	1,483.27	
CALL COPA HOLDINGS SA	03/21/14	08/18/14	1,439.01	0.00	1,439.01	
CALL HOME DEPOT INCORPORATED	01/21/14	08/18/14	2,353.54	0.00	2,353.54	
COPA HOLDINGS SA CLASS A	03/21/14	08/25/14	50,627.94	55,315.21	(4,687.27)	
CALL PEPSCO INCORPORATED	07/16/14	09/03/14	1,282.84	1,618.25	(335.41)	
CALL CANADIAN NATL RY COMPANY	06/18/14	09/05/14	1,863.71	14,402.07	(12,538.36)	
CALL MERCK & CO INCORPORATED	03/10/14	09/10/14	1,095.02	1,260.95	(165.93)	
CALL MERCK & CO INCORPORATED	03/10/14	09/10/14	7,279.83	10,498.71	(3,218.88)	
CALL MICROSOFT CORPORATION	06/18/14	09/18/14	528.54	3,377.54	(2,849.00)	
CALL NEWMONT MINING CORP	03/25/14	09/22/14	3,653.38	0.00	3,653.38	
CALL ABBVIE INCORPORATED	12/03/13	10/09/14	6,135.71	11,636.21	(5,500.50)	
CALL WISCONSIN ENERGY CORP	07/16/14	10/17/14	3,452.27	7,125.44	(3,673.17)	
CALL BUNGE LIMITED	08/12/14	10/20/14	1,276.25	0.00	1,276.25	
CALL MARATHON OIL CORPORATION	06/18/14	10/20/14	1,653.06	0.00	1,653.06	
CALL DU PONT E I DE NEMOURS	12/03/13	11/10/14	6,564.47	14,534.97	(7,970.50)	
CALL WISCONSIN ENERGY CORP	10/17/14	11/10/14	9,718.35	16,137.19	(6,418.84)	
CALL MICROSOFT CORPORATION	09/18/14	11/17/14	3,482.67	6,334.01	(2,851.34)	
CALL APPLE INCORPORATED	08/12/14	11/21/14	735.03	3,833.62	(3,098.59)	
CALL BRISTOL MYERS SQUIBB CO	08/12/14	11/21/14	791.51	6,378.70	(5,587.19)	
CALL ANADARKO PETE CORP	08/12/14	11/24/14	869.02	0.00	869.02	

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J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2015

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	(A) BEGINNING OF YEAR <u>BOOK VALUE</u>	(B) END OF YEAR <u>BOOK VALUE</u>	(C) END OF YEAR <u>FAIR MARKET VALUE</u>
<u>LINE 9 – PREPAID EXPENSES</u>			
PREPAID TAXES	\$ 0.	\$ <u>17660.</u>	\$ <u>17660.</u>
 <u>LINE 10B – INVESTMENTS – CORP STOCK</u>			
CHAPIN DAVIS	\$ 5652829.	\$ 4533749.	\$ 5493493.
RAYMOND JAMES	<u>2956735.</u>	<u>2949070.</u>	<u>4233031.</u>
	\$ <u>8609564.</u>	\$ <u>7482819.</u>	\$ <u>9726524.</u>

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J&V FLYNN FOUNDATION
FOR THE YEAR ENDED MAY 31, 2015

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	(A) REVENUE EXPENSE <u>PER BOOKS</u>	(B) NET INVESTMENT <u>INCOME</u>	(C) ADJUSTED NET <u>INCOME</u>
<u>LINE 11 – OTHER INCOME</u>			
REFUNDS AND MISCELLANEOUS TAX ADJUSTMENTS	\$ <u>918.</u>	\$ <u>918.</u>	\$ <u>918.</u>
<u>LINE 16B – ACCOUNTING FEES</u>			
ACCOUNTING FEES	\$ <u>21100.</u>	\$ <u>0.</u>	\$ <u>0.</u>
<u>LINE 18 – TAXES</u>			
EXCISE TAX	\$ 21336.	\$ 0.	\$ 0.
FOREIGN TAX	<u>177.</u>	<u>177.</u>	<u>0.</u>
	\$ <u>21513.</u>	\$ <u>177.</u>	\$ <u>0.</u>
<u>LINE 23 – OTHER EXPENSES</u>			
FILING FEE	\$ 25.	\$ 0.	\$ 0.
ANNUAL NOTICE	<u>14.</u>	<u>0.</u>	<u>0.</u>
	\$ <u>39.</u>	\$ <u>0.</u>	\$ <u>0.</u>