



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014, and ending 06-30-2015

|                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                            |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>FRED & CHRISTINE ARMSTRONG FOUNDATION                                                                                                                                                                                                                                               |  | <b>A Employer identification number</b><br><br>86-0779817                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>C/O 335 N WILMOT ROAD SUITE 300                                                                                                                                                                                       |  | <b>B Telephone number</b> (see instructions)<br><br>(520) 790-3500                                                                                                                         |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>TUCSON, AZ 85711                                                                                                                                                                                                              |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                   |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 5,611,048                                                                                                                                                                                                    |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                     |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small> |                                                                                                                       | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                                            | <b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>3</b> Interest on savings and temporary cash investments                                                           | 34                                 | 34                        |                         |                                                             |
|                                                                                                                                                                                    | <b>4</b> Dividends and interest from securities. . . . .                                                              | 86,458                             | 86,458                    |                         |                                                             |
|                                                                                                                                                                                    | <b>5a</b> Gross rents . . . . .                                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Net rental income or (loss) _____                                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                                       | 351,952                            |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Gross sales price for all assets on line 6a<br>984,498                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>7</b> Capital gain net income (from Part IV, line 2) . . .                                                         |                                    | 351,952                   |                         |                                                             |
|                                                                                                                                                                                    | <b>8</b> Net short-term capital gain . . . . .                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>9</b> Income modifications . . . . .                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>10a</b> Gross sales less returns and allowances                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b</b> Less Cost of goods sold . . . . .                                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>c</b> Gross profit or (loss) (attach schedule) . . . . .                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>11</b> Other income (attach schedule) . . . . .                                                                    | 21,796                             | 21,796                    |                         |                                                             |
|                                                                                                                                                                                    | <b>12 Total.</b> Add lines 1 through 11 . . . . .                                                                     | 460,240                            | 460,240                   |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                                              | <b>13</b> Compensation of officers, directors, trustees, etc                                                          | 12,000                             | 6,000                     |                         | 6,000                                                       |
|                                                                                                                                                                                    | <b>14</b> Other employee salaries and wages . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>15</b> Pension plans, employee benefits . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>16a</b> Legal fees (attach schedule) . . . . .                                                                     | 735                                | 368                       |                         | 367                                                         |
|                                                                                                                                                                                    | <b>b</b> Accounting fees (attach schedule) . . . . .                                                                  | 14,833                             | 7,416                     |                         | 7,417                                                       |
|                                                                                                                                                                                    | <b>c</b> Other professional fees (attach schedule) . . . . .                                                          | 28,188                             | 28,188                    |                         | 0                                                           |
|                                                                                                                                                                                    | <b>17</b> Interest . . . . .                                                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>18</b> Taxes (attach schedule) (see instructions) . . . . .                                                        | 11,587                             | 1,008                     |                         | 0                                                           |
|                                                                                                                                                                                    | <b>19</b> Depreciation (attach schedule) and depletion . . .                                                          | 3,269                              | 3,269                     |                         |                                                             |
|                                                                                                                                                                                    | <b>20</b> Occupancy . . . . .                                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>21</b> Travel, conferences, and meetings . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>22</b> Printing and publications . . . . .                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>23</b> Other expenses (attach schedule) . . . . .                                                                  | 2,119                              | 2,068                     |                         | 51                                                          |
|                                                                                                                                                                                    | <b>24 Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .                           | 72,731                             | 48,317                    |                         | 13,835                                                      |
|                                                                                                                                                                                    | <b>25</b> Contributions, gifts, grants paid . . . . .                                                                 | 209,000                            |                           |                         | 209,000                                                     |
|                                                                                                                                                                                    | <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                                                       | 281,731                            | 48,317                    |                         | 222,835                                                     |
|                                                                                                                                                                                    | <b>27</b> Subtract line 26 from line 12                                                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>a Excess of revenue over expenses and disbursements</b>                                                            | 178,509                            |                           |                         |                                                             |
|                                                                                                                                                                                    | <b>b Net investment income</b> (if negative, enter -0-)                                                               |                                    | 411,923                   |                         |                                                             |
|                                                                                                                                                                                    | <b>c Adjusted net income</b> (if negative, enter -0-)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                                    |                                                                                                                       |                                    |                           |                         |                                                             |

| 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 . . . . .                                                                                               | 6,522             | 5,291                                         | 5,291                 |
|                             | 2                                                                                                                             | Savings and temporary cash investments . . . . .                                                                                  | 74,652            | 56,540                                        | 56,540                |
|                             | 3                                                                                                                             | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                   |                                               |                       |
|                             | 4                                                                                                                             | Pledges receivable ▶ _____<br>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) ▶ _____<br>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)                                                                | 79,771            | <input checked="" type="checkbox"/> 53,497    | 53,497                |
|                             | b                                                                                                                             | Investments—corporate stock (attach schedule) . . . . .                                                                           | 3,089,184         | <input checked="" type="checkbox"/> 3,316,579 | 5,416,608             |
|                             | c                                                                                                                             | Investments—corporate bonds (attach schedule). . . . .                                                                            |                   |                                               |                       |
|                             | 11                                                                                                                            | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                                               |                       |
|                             | 12                                                                                                                            | Investments—mortgage loans . . . . .                                                                                              |                   |                                               |                       |
|                             | 13                                                                                                                            | Investments—other (attach schedule) . . . . .                                                                                     | 8,337             | <input checked="" type="checkbox"/> 5,068     | 79,112                |
|                             | 14                                                                                                                            | Land, buildings, and equipment basis ▶ _____<br>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)                                    | 3,258,466                                                                                                                         | 3,436,975         | 5,611,048                                     |                       |
| Liabilities                 | 17                                                                                                                            | Accounts payable and accrued expenses . . . . .                                                                                   |                   |                                               |                       |
|                             | 18                                                                                                                            | Grants payable . . . . .                                                                                                          |                   |                                               |                       |
|                             | 19                                                                                                                            | Deferred revenue . . . . .                                                                                                        |                   |                                               |                       |
|                             | 20                                                                                                                            | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                                               |                       |
|                             | 21                                                                                                                            | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                                               |                       |
|                             | 22                                                                                                                            | Other liabilities (describe ▶ _____)                                                                                              |                   |                                               |                       |
|                             | 23                                                                                                                            | Total liabilities (add lines 17 through 22) . . . . .                                                                             | 0                 | 0                                             |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                   |                   |                                               |                       |
|                             | 24                                                                                                                            | Unrestricted . . . . .                                                                                                            |                   |                                               |                       |
|                             | 25                                                                                                                            | Temporarily restricted . . . . .                                                                                                  |                   |                                               |                       |
|                             | 26                                                                                                                            | Permanently restricted . . . . .                                                                                                  |                   |                                               |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |                                                                                                                                   |                   |                                               |                       |
|                             | 27                                                                                                                            | Capital stock, trust principal, or current funds . . . . .                                                                        | 0                 | 0                                             |                       |
|                             | 28                                                                                                                            | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    | 0                 | 0                                             |                       |
|                             | 29                                                                                                                            | Retained earnings, accumulated income, endowment, or other funds                                                                  | 3,258,466         | 3,436,975                                     |                       |
|                             | 30                                                                                                                            | Total net assets or fund balances (see instructions) . . . . .                                                                    | 3,258,466         | 3,436,975                                     |                       |
| 31                          | Total liabilities and net assets/fund balances (see instructions) . . . . .                                                   | 3,258,466                                                                                                                         | 3,436,975         |                                               |                       |

| 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 3,258,466 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 178,509   |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 0         |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 3,436,975 |
| 5                                                           | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 0         |
| 6                                                           | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 3,436,975 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1 a                                                                                                                               | PUBLICLY TRADED SECURITIES | P                                            |                                      |                                  |
| b                                                                                                                                 | AIG SECURITIES LITIGATION  | P                                            |                                      | 2014-11-18                       |
| c                                                                                                                                 |                            |                                              |                                      |                                  |
| d                                                                                                                                 |                            |                                              |                                      |                                  |
| e                                                                                                                                 |                            |                                              |                                      |                                  |

|                       |                                            |                                                 |                                              |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a 984,422             |                                            | 632,546                                         | 351,876                                      |
| b 76                  |                                            |                                                 | 76                                           |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

|                                                                                             |                                      |                                               |                                                                                              |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (I) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a                                                                                           |                                      |                                               | 351,876                                                                                      |
| b                                                                                           |                                      |                                               | 76                                                                                           |
| c                                                                                           |                                      |                                               |                                                                                              |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 351,952 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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?  
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 instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2013                                                                 | 263,676                                  | 5,360,477                                    | 0 049189                                                  |
| 2012                                                                 | 220,960                                  | 4,517,827                                    | 0 048908                                                  |
| 2011                                                                 | 222,116                                  | 4,165,029                                    | 0 053329                                                  |
| 2010                                                                 | 219,966                                  | 4,183,055                                    | 0 052585                                                  |
| 2009                                                                 | 222,074                                  | 3,788,802                                    | 0 058613                                                  |

|   |                                                                                                                                                                                       |   |           |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                  | 2 | 0 262624  |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . | 3 | 0 052525  |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .                                                                                                 | 4 | 5,571,863 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                    | 5 | 292,662   |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                   | 6 | 4,119     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                            | 7 | 296,781   |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                         | 8 | 222,835   |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

|    |  |                                                                                                                                                           |    |       |        |
|----|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------|--------|
| 1a |  | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                               |    |       |        |
| 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     | 8,238  |
| 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     | 8,238  |
| 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     | 8,238  |
| 6  |  | Credits/Payments                                                                                                                                          |    |       |        |
| a  |  | 2014 estimated tax payments and 2013 overpayment credited to 2014                                                                                         | 6a | 9,440 |        |
| b  |  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                             | 6b |       |        |
| c  |  | Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                             | 6c | 2,000 |        |
| d  |  | Backup withholding erroneously withheld . . . . .                                                                                                         | 6d |       |        |
| 7  |  | Total credits and payments. Add lines 6a through 6d. . . . .                                                                                              |    | 7     | 11,440 |
| 8  |  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.                                        |    | 8     | 4      |
| 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    | 3,198  |
| 11 |  | Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 3,198 Refunded <input type="checkbox"/>                         |    | 11    | 0      |

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? . . . . .                                                                                                                                                                           |  | 1a |     | No |
| b  |  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .<br><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> |  | 1b |     | No |
| c  |  | Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                           |  | 1c |     | No |
| d  |  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0                                                                                                                                           |  |    |     |    |
| e  |  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0                                                                                                                                                                                       |  |    |     |    |
| 2  |  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                                           |  | 2  |     | No |
| 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> . . . . .                                                                                                             |  | 3  |     | No |
| 4a |  | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                    |  | 4a |     | No |
| b  |  | If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                               |  | 4b |     |    |
| 5  |  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                                     |  | 5  |     | No |
| 6  |  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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? . . . . .              |  | 6  | Yes |    |
| 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> . . . . .                                                                                                                                                                                                      |  | 7  | Yes |    |
| 8a |  | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ                                                                                                                                                                                                                           |  |    |     |    |
| 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> . . . . .                                                                                                                            |  | 8b | Yes |    |
| 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> . . . . .                                                                                   |  | 9  |     | No |
| 10 |  | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .                                                                                                                                                                                                     |  | 10 |     | No |

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 |     | No |
| 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 |     | No |
| 13                                                                                                                                                                                | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | Yes |    |
| Website address N/A                                                                                                                                                               |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                                                                                | The books are in care of FOUNDATION Telephone no (520) 790-3500<br>Located at C/O 335 N WILMOT STE 300 TUCSON AZ ZIP+4 85711                                                              |    |     |    |
| 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 |     |    |
| 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). Yes No |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1b |     | No |
| 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 |     | No |
| 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? If "Yes," list the years 20 , 20 , 20 , 20 Yes No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |    |     |    |
| 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? Yes No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).                                                                                                                                                                                                                                                                                                                                                                                                                    | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 4a |     | No |
| 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 |     | No |

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))?                                                                                                                                      | <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 <b>any</b> 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)? | 5b                                                                  |  |    |
|    | Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                            | <input checked="" type="checkbox"/>                                 |  |    |
| c  | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?                                                                     | <input type="checkbox"/> Yes <input type="checkbox"/> No            |  |    |
|    | If "Yes," attach the statement required by Regulations section 53.4945–5(d).                                                                                                                                                   |                                                                     |  |    |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |    |
| b  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                     | 6b                                                                  |  | 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?                                                                                                                           | <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?                                                                                                                        | 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 |
| See Additional Data Table                                                                                                    |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| 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. . . . .                                |                     | 0                |

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                                                                                                                                                                                                                                                     |          |
| 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                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See instructions.                                                         |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| Total. Add lines 1 through 3. . . . .                                                                            | 0      |

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 | 5,414,587 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 163,015   |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 79,112    |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 5,656,714 |
| 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  | 5,656,714 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 84,851    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 5,571,863 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 278,593   |

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  | 278,593 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. . . . .                                           | 2a | 8,238   |
| b  | Income tax for 2014 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 8,238   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 270,355 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0       |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 270,355 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  | 0       |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 270,355 |

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 | 222,835 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0       |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |         |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |         |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |         |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |         |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 222,835 |
| 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  | 0       |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 222,835 |
| 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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7                                                                                                                                |               |                            |             | 270,355     |
| 2 Undistributed income, if any, as of the end of 2014                                                                                                                               |               |                            |             |             |
| a Enter amount for 2013 only. . . . .                                                                                                                                               |               |                            | 77,052      |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2014                                                                                                                                   |               |                            |             |             |
| a From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2011. . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2012. . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2013. . . . .                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 0             |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 222,835                                                                                                              |               |                            |             |             |
| a Applied to 2013, but not more than line 2a                                                                                                                                        |               |                            | 77,052      |             |
| 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. . . . .                                                                                                                                     |               |                            |             | 145,783     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 0             |                            |             |             |
| 5 Excess distributions carryover applied to 2014<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| 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 . . . . .                                                               |               |                            |             | 124,572     |
| 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.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 0             |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2010. . . .                                                                                                                                                           |               |                            |             |             |
| b Excess from 2011. . . .                                                                                                                                                           |               |                            |             |             |
| c Excess from 2012. . . .                                                                                                                                                           |               |                            |             |             |
| d Excess from 2013. . . .                                                                                                                                                           |               |                            |             |             |
| e Excess from 2014. . . .                                                                                                                                                           |               |                            |             |             |

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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 |           |
|    |                                                                                                                                                             |          |               |          |          |           |
| 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 organization 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) )

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

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 K FREY  
PO BOX 12867  
TUCSON, AZ 85732  
(520) 760-2981

b

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

SPECIFIC AMOUNT REQUESTED, INTENDED USE OF THE GRANT, CURRENT FINANCIAL STATEMENTS, CURRENT BUDGET, EXEMPTION LETTER, AND ANY OTHER PERTINENT DATA

c

Any submission deadlines

MARCH 1 OF EACH YEAR

d

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

NONE, EXCEPT THAT CONSIDERATION WILL BE GIVEN THOSE CHARITIES FUNDED BY THE ARMSTRONG FAMILY IN THE PAST

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<br>See Additional Data Table |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 209,000 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               | 0       |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

## Part XVII

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

[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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

|                      |                                                                                                                                                                                                                                                                                                                        |                             |                         |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------|
| <b>Sign<br/>Here</b> | 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. |                             |                         |
|                      | *****<br>_____<br>Signature of officer or trustee                                                                                                                                                                                                                                                                      | 2016-04-27<br>_____<br>Date | *****<br>_____<br>Title |
|                      | <div style="border: 1px solid black; padding: 5px; display: inline-block;">           May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No         </div>                                                                   |                             |                         |

|                               |                                                                                                    |                      |                    |                                                            |                   |
|-------------------------------|----------------------------------------------------------------------------------------------------|----------------------|--------------------|------------------------------------------------------------|-------------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br>FRANK AULETTA                                                        | Preparer's Signature | Date<br>2016-04-27 | Check if self-employed <input checked="" type="checkbox"/> | PTIN<br>P01226630 |
|                               | Firm's name <input checked="" type="checkbox"/><br>CLIFTONLARSONALLEN LLP                          |                      |                    | Firm's EIN <input checked="" type="checkbox"/> 41-0746749  |                   |
|                               | Firm's address <input checked="" type="checkbox"/><br>335 N WILMOT ROAD SUITE 300 TUCSON, AZ 85711 |                      |                    | Phone no (520) 790-3500                                    |                   |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address                | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| FRED E ARMSTRONG JR                 | DIRECTOR/VICE-PRESIDENT<br>1 00                           | 0                                         | 0                                                                     | 0                                     |
| C/O PO BOX 12867<br>TUCSON,AZ 85732 |                                                           |                                           |                                                                       |                                       |
| WILLIAM W LYNCH JR                  | DIRECTOR/SECRETARY<br>1 00                                | 0                                         | 0                                                                     | 0                                     |
| C/O PO BOX 12867<br>TUCSON,AZ 85732 |                                                           |                                           |                                                                       |                                       |
| KAREN K FREY                        | DIRECTOR/PRESIDENT/TREASUR<br>5 00                        | 12,000                                    | 0                                                                     | 0                                     |
| C/O PO BOX 12867<br>TUCSON,AZ 85732 |                                                           |                                           |                                                                       |                                       |
| SAMUEL T ARMSTRONG JR               | DIRECTOR<br>1 00                                          | 0                                         | 0                                                                     | 0                                     |
| C/O PO BOX 12867<br>TUCSON,AZ 85732 |                                                           |                                           |                                                                       |                                       |
| FRED E ARMSTRONG III                | DIRECTOR<br>1 00                                          | 0                                         | 0                                                                     | 0                                     |
| C/O PO BOX 12867<br>TUCSON,AZ 85732 |                                                           |                                           |                                                                       |                                       |

Form 990PF Part XV Line 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)                                                                                    |                                                                                                           |                                |                                                                                   |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                                                                   |         |
| AMERICAN NATIONAL RED CROSS SOUTHERN ARIZONA CHAPTER 2916 E BROADWAY BLVD TUCSON,AZ 85716                              | NONE                                                                                                      | PC                             | LOCAL DISASTER SERVICES FOR CHILDREN AND FAMILIES                                 | 7,000   |
| ARIZONA OPERA COMPANY 1636 N CENTRAL AVE PHOENIX,AZ 85004                                                              | NONE                                                                                                      | PC                             | PROVIDE MUSIC APPRECIATION TO THE COMMUNITY                                       | 5,000   |
| ARIZONA'S CHILDREN ASSOCIATION 3716 E COLUMBIA ST STE 120 TUCSON,AZ 85714                                              | NONE                                                                                                      | PC                             | ASSIST NEEDY CHILDREN AND FAMILIES                                                | 12,000  |
| ARIZONA-SONORA DESERT MUSEUM 2021 N KINNEY RD TUCSON,AZ 85743                                                          | NONE                                                                                                      | PC                             | EDUCATION OF SONORAN DESERT WILDLIFE, FLORA, AND SEALIFE                          | 5,000   |
| BALLET ARTS FOUNDATION 200 S TUCSON BLVD TUCSON,AZ 85716                                                               | NONE                                                                                                      | PC                             | EDUCATE, SUPPORT, AND ADVANCE THE ART OF DANCE                                    | 4,000   |
| CANDELIGHTERS CHILDHOOD CANCER FOUNDATION OF SOUTHERN AZ P O BOX 42436 TUCSON,AZ 85733                                 | NONE                                                                                                      | PC                             | PROVIDE MULTIPLE NEEDS TO LOW INCOME FAMILIES & THEIR CHILDREN AFFECTED BY CANCER | 5,000   |
| CASA DE LOS NINOS INC 1101 N 4TH AVE TUCSON,AZ 85705                                                                   | NONE                                                                                                      | PC                             | CHILD ABUSE/NEGLECT PREVENTION-FAMILY STABILITY PROMOTION                         | 7,500   |
| CITY OF TUCSON FIRE DEPARTMENT 300 S FIRE CENTRAL PL TUCSON,AZ 85711                                                   | NONE                                                                                                      | GOV                            | SUPPORT DROWNING PREVENTION EFFORTS IN THE COMMUNITY                              | 3,000   |
| COMMUNITY FOOD BANK P O BOX 26727 TUCSON,AZ 85726                                                                      | NONE                                                                                                      | PC                             | FOOD ASSISTANCE FOR THE HUNGRY IN PIMA COUNTY                                     | 16,000  |
| COMMUNITY HOME REPAIR PROJECTS OF ARIZONA P O BOX 26215 TUCSON,AZ 85726                                                | NONE                                                                                                      | PC                             | ASSIST DISADVANTAGED OF PIMA COUNTY BY PROVIDING FREE HOME REPAIR SERVICE         | 4,000   |
| DIAPER BANK OF SOUTHERN ARIZONA 4500 E SPEEDWAY BLVD STE 75 TUCSON,AZ 85712                                            | NONE                                                                                                      | PC                             | PROVIDE DIAPERS FOR NEEDY CHILDREN AND ADULTS                                     | 5,000   |
| EDUCATIONAL ENRICHMENT FOUNDATION 3809 E 3RD ST TUCSON,AZ 85716                                                        | NONE                                                                                                      | PC                             | PROVIDE STUDENTS IN NEED OF VISION EXAMS AND EYGLASSES                            | 7,000   |
| HANDI-DOGS INC 75 S MONTEGO DR TUCSON,AZ 85710                                                                         | NONE                                                                                                      | PC                             | TEACH DISABLED AND SENIORS TO TRAIN ASSISTANCE DOGS                               | 4,000   |
| HARRISON COUNTY HISTORICAL SOCIETY INC P O BOX 1987 MARSHALL,TX 75671                                                  | NONE                                                                                                      | PC                             | PRESERVE HISTORIC HARRISON COUNTY TEXAS HISTORY                                   | 4,000   |
| HUMANE SOCIETY OF SOTHERN ARIZONA 3450 N KELVIN BLVD TUCSON,AZ 85716                                                   | NONE                                                                                                      | PC                             | PROVIDE ANIMALS AT CONVALESCENT HOMES, HOSPICES, ETC                              | 3,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                                                   | 209,000 |

Form 990PF Part XV Line 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)                                                                                    |                                                                                                           |                                |                                                             |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                                             |         |
| MARSHALL CULTURAL AFFAIRS COUNCIL P O BOX C MARSHALL,TX 75671                                                          | NONE                                                                                                      | PC                             | PROVIDE ARTS APPRECIATION TO THE COMMUNITY                  | 5,000   |
| MARSHALL DEPOT MUSEUM INC 800 N WASHINGTON MARSHALL,TX 75670                                                           | NONE                                                                                                      | PC                             | PRESERVE HISTORIC TEXAS AND PACIFIC RAILWAY DEPOT MUSEUM    | 3,000   |
| MARSHALL SYMPHONY SOCIETY P O BOX 421 MARSHALL,TX 75671                                                                | NONE                                                                                                      | PC                             | PROVIDE MUSIC APPRECIATION TO THE COMMUNITY                 | 7,000   |
| MOBILE MEALS OF TUCSON INC 4803 E 5TH ST STE 209 TUCSON,AZ 85711                                                       | NONE                                                                                                      | PC                             | DELIVER SPECIAL DIET MEALS TO THE HOMEBOUND                 | 13,000  |
| OUR FAMILY SERVICES INCNEW BEGINNINGS PROGRAM 3830 E BELLEVUE ST TUCSON,AZ 85716                                       | NONE                                                                                                      | PC                             | VARIOUS SERVICES FOR HOMELESS FAMILIES                      | 8,000   |
| PRIMAVERA FOUNDATION INC 151 W40TH ST TUCSON,AZ 85713                                                                  | NONE                                                                                                      | PC                             | PROGRAMS AND SERVICES FOR HOMELESS AND IMPOVERISHED         | 7,500   |
| PROJECT STRING POWER INC 1128 OAKWOOD ST CARTHAGE,TX 75633                                                             | NONE                                                                                                      | PC                             | PROMOTE MUSIC LEARNING OPPORTUNITIES FOR YOUNG PEOPLE       | 3,000   |
| SAINT PHILIP'S PRESERVATION & ENDOWMENT FOUNDATION INC P O BOX 65840 TUCSON,AZ 85728                                   | NONE                                                                                                      | PC                             | ST PHILIP'S OUTREACH PROGRAM-COMMUNITY SERVICES             | 2,000   |
| SQUARE & COMPASS CHILDREN'S CLINIC 2600 N WYATT DR TUCSON,AZ 85712                                                     | NONE                                                                                                      | PC                             | ASSIST CHILDREN'S MEDICAL NEEDS                             | 6,000   |
| ST LUKE'S IN THE DESERT INC 615 E ADAMS ST TUCSON,AZ 85705                                                             | NONE                                                                                                      | PC                             | PROVIDE SENIOR HOUSING FOR LOW INCOME ELDERLY               | 12,000  |
| TU NIDITIO CHILDREN & FAMILY SERVICES 3922 N MOUNTAIN AVE TUCSON,AZ 85719                                              | NONE                                                                                                      | PC                             | SUPPORT FOR SERIOUSLY ILL AND GRIEVING CHILDREN             | 10,000  |
| TUCSON CHILDREN'S MUSEUM INC 200 S SIXTH ST TUCSON,AZ 85701                                                            | NONE                                                                                                      | PC                             | EDUCATION AND ACTIVITIES FOR CHILDREN                       | 5,000   |
| TUCSON SYMPHONY SOCIETY 2175 N 6TH AVE TUCSON,AZ 85705                                                                 | NONE                                                                                                      | PC                             | PROVIDE MUSIC APPRECIATION TO THE COMMUNITY                 | 8,000   |
| UNIVERSITY OF AZ FOUNDATIONARTHRITIS RESEARCH PROGRAM P O BOX 210109 TUCSON,AZ 85721                                   | NONE                                                                                                      | PC                             | ARTHRITIS RESEARCH AND TREATMENT                            | 20,000  |
| YOUTH ON THEIR OWN (YOTO) 1660 N ALVERNON WAY TUCSON,AZ 85712                                                          | NONE                                                                                                      | PC                             | DROPOUT PREVENTION, YOUTH AGES 8-22, HOMELESS/NEAR HOMELESS | 8,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                                             | 209,000 |

## TY 2014 Accounting Fees Schedule

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING FEES | 14,833 | 7,416                    |                        | 7,417                                       |

**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION  
**EIN:** 86-0779817

| Name of Stock                           | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------------------|------------------------|-------------------------------|
| 250 SHS AMAZON.COM INC                  | 73,437                 | 108,523                       |
| 1,987 SHS JARDEN CORP                   | 80,348                 | 102,827                       |
| 1,150 SHS LKQ CORP                      | 6,495                  | 34,782                        |
| 1,100 SHS LULULEMON ATHLETICA INC       | 0                      | 0                             |
| 1,125 SHS NIKE INC                      | 82,412                 | 121,522                       |
| 250 SHS O'REILLY AUTOMOTIVE INC         | 6,204                  | 56,495                        |
| 1,941 SHS TIME WARNER INC               | 36,549                 | 169,663                       |
| 950 SHS WALT DISNEY COMPANY             | 83,255                 | 108,433                       |
| 1,300 SHS YUM BRANDS INC                | 87,479                 | 117,104                       |
| 3,025 SHS COCA-COLA COMPANY             | 67,853                 | 118,671                       |
| 2,000 SHS COLGATE-PALMOLIVE CO          | 47,664                 | 130,820                       |
| 1,600 SHS CVS HEALTH CORPORATION        | 48,063                 | 167,808                       |
| 675 SHS ESTEE LAUDER COMPANIES          | 56,725                 | 58,496                        |
| 725 SHS KIMBERLY-CLARK CORPORATION      | 78,908                 | 76,828                        |
| 1,500 SHS WALGREENS BOOTS ALLIANCE INC  | 54,435                 | 126,660                       |
| 1,800 SHS CABOT OIL & GAS CORP          | 9,241                  | 56,772                        |
| 800 SHS EXXON MOBILE CORPORATION        | 0                      | 0                             |
| 1,750 SHS HALLIBURTON COMPANY           | 0                      | 0                             |
| 2,750 SHS MEMORIAL RESOURCE DEVELOPMENT | 63,510                 | 52,167                        |
| 925 SHS NATIONAL OILWELL VARCO          | 0                      | 0                             |
| 1,200 SHS RANGE RESOURCES CORP          | 32,346                 | 59,256                        |
| 700 SHS SCHLUMBERGER LIMITED            | 80,276                 | 60,333                        |
| 950 SHS ALLSTATE CORPORATION            | 68,578                 | 61,627                        |
| 650 SHS AMERICAN EXPRESS COMPANY        | 53,846                 | 50,518                        |
| 675 SHS BERKSHIRE HATHAWAY INC          | 56,199                 | 91,874                        |
| 2,300 SHS COMERICA INC                  | 58,056                 | 118,036                       |
| 2,200 SHS COMMUNITY BANK SYSTEM         | 63,894                 | 83,094                        |
| 1,800 SHS JP MORGAN & COMPANY INC       | 70,227                 | 121,968                       |
| 1,700 SHS METLIFE INC                   | 0                      | 0                             |
| 600 SHS PRUDENTIAL FINANCIAL INC        | 22,198                 | 52,512                        |

| Name of Stock                      | End of Year Book Value | End of Year Fair Market Value |
|------------------------------------|------------------------|-------------------------------|
| 2,400 SHS SUNTRUST BANKS INC       | 0                      | 0                             |
| 1,000 SHS US BANCORP               | 43,093                 | 43,400                        |
| 2,625 SHS WELLS FARGO & COMPANY    | 80,791                 | 147,630                       |
| 3,400 SHS ZIONS BANCORPORATION     | 76,288                 | 107,899                       |
| 2,550 SHS ABBOTT LABORATORIES      | 59,436                 | 125,154                       |
| 800 SHS ABBVIE INC                 | 17,213                 | 53,752                        |
| 1,600 SHS CELGENE CORP             | 41,643                 | 185,176                       |
| 1,750 SHS COVIDIEN PLC             | 0                      | 0                             |
| 1,475 SHS MEDTRONIC PLC            | 113,501                | 109,297                       |
| 1,700 SHS PERKINELMER INC          | 78,464                 | 89,488                        |
| 3,400 SHS PFIZER INC               | 99,863                 | 114,002                       |
| 1,125 SHS THERMO FISHER SCIENTIFIC | 53,498                 | 145,980                       |
| 2,000 SHS DANAHER CORPORATION      | 58,384                 | 171,180                       |
| 950 SHS DOVER CORPORATION          | 76,650                 | 66,671                        |
| 1,025 SHS HONEYWELL INTL INC       | 85,686                 | 104,519                       |
| 231 SHS NOW INC                    | 0                      | 0                             |
| 900 SHS UNION PACIFIC CORP         | 81,472                 | 85,833                        |
| 1,300 SHS UNITED TECHNOLOGIES CORP | 58,879                 | 144,209                       |
| 1,300 SHS ACCENTURE PLC            | 32,716                 | 125,814                       |
| 3,300 SHS ACI WORLDWIDE            | 66,211                 | 81,081                        |
| 1,725 SHS AKAMAI TECHNOLOGIES      | 78,185                 | 120,440                       |
| 1,200 SHS APPLE INC                | 78,388                 | 150,510                       |
| 2,300 SHS CISCO SYSTEMS INC        | 46,769                 | 63,158                        |
| 1,900 SHS EMC CORPORATION          | 28,736                 | 50,141                        |
| 100 SHS GOOGLE INC                 | 27,262                 | 54,004                        |
| 100 SHS GOOGLE INC CL C            | 27,100                 | 52,051                        |
| 2,800 SHS MICROSOFT CORPORATION    | 73,527                 | 123,620                       |
| 1,800 SHS ORACLE CORPORATION       | 21,220                 | 72,540                        |
| 825 SHS QUALCOMM INC               | 44,648                 | 51,670                        |
| 4,375 SHS TRIMBLE NAVIGATION LTD   | 114,024                | 102,637                       |

| Name of Stock                    | End of Year Book Value | End of Year Fair Market Value |
|----------------------------------|------------------------|-------------------------------|
| 2,200 SHS COMMERCIAL METALS CO   | 31,513                 | 35,376                        |
| 1,800 SHS FMC CORPORATION        | 51,534                 | 94,590                        |
| 650 SHS AMERICAN TOWER CORP REIT | 38,832                 | 60,638                        |
| 2,500 SHS AT&T CORPORATION       | 87,599                 | 88,800                        |
| 1,900 SHS VERIZON COMMUNICATIONS | 55,256                 | 88,559                        |

# **TY 2014 Investments Government Obligations Schedule**

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

**US Government Securities - End of  
Year Book Value:**

53,497

**US Government Securities - End of  
Year Fair Market Value:**

53,497

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

## TY 2014 Investments - Other Schedule

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

| Category / Item       | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-----------------------|-----------------------|------------|-------------------------------|
| OIL ROYALTY INTERESTS | AT COST               | 5,068      | 79,112                        |

## TY 2014 Legal Fees Schedule

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

| Category   | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------|--------|--------------------------|------------------------|---------------------------------------------|
| LEGAL FEES | 735    | 368                      |                        | 367                                         |

## TY 2014 Other Expenses Schedule

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

| Description           | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-----------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| OIL ROYALTY EXPENSES  | 2,018                             | 2,018                    |                     | 0                                        |
| OFFICE/ADMIN EXPENSES | 101                               | 50                       |                     | 51                                       |

TY 2014 Other Income Schedule

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

| Description   | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|---------------|-----------------------------------|--------------------------|---------------------|
| OIL ROYALTIES | 21,796                            | 21,796                   | 21,796              |

## TY 2014 Other Professional Fees Schedule

**Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION

**EIN:** 86-0779817

| Category        | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-----------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT FEES | 28,188 | 28,188                   |                        | 0                                           |

**TY 2014 Taxes Schedule****Name:** FRED & CHRISTINE ARMSTRONG FOUNDATION**EIN:** 86-0779817

| Category           | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------|--------|--------------------------|------------------------|---------------------------------------------|
| PROPERTY TAXES     | 1,008  | 1,008                    |                        | 0                                           |
| FEDERAL EXCISE TAX | 10,579 | 0                        |                        | 0                                           |