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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 11-01-2014 , and ending 10-31-2015

Name of foundation WHELESS FOUNDATION		A Employer identification number 72-6017724	
Number and street (or P O box number if mail is not delivered to street address) 333 TEXAS STREET SH-2069		B Telephone number (see instructions) (318) 429-1724	
City or town, state or province, country, and ZIP or foreign postal code SHREVEPORT, LA 71101		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 9,442,973		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	106	106		
	4 Dividends and interest from securities.	251,779	251,779		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	279,517			
	b Gross sales price for all assets on line 6a 744,069				
	7 Capital gain net income (from Part IV, line 2) . . .		279,517		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	163,718	163,718		
	12 Total. Add lines 1 through 11	695,120	695,120		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,530	1,897		633
	c Other professional fees (attach schedule)	51,063	38,297		12,766
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,030	5,030		0
	19 Depreciation (attach schedule) and depletion . . .	24,558	24,558		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,070	5,070		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	88,251	74,852		13,399
	25 Contributions, gifts, grants paid	453,800			453,800
	26 Total expenses and disbursements. Add lines 24 and 25	542,051	74,852		467,199
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	153,069			
	b Net investment income (if negative, enter -0-)		620,268		
	c Adjusted net income (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			
	2	Savings and temporary cash investments	558,983	87,520	87,520
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	448,484	 437,081	442,489
	b	Investments—corporate stock (attach schedule)	3,389,795	 3,976,295	7,485,820
	c	Investments—corporate bonds (attach schedule).	354,791	 450,827	497,118
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	278,565	 256,456	930,026
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,030,618	5,208,179	9,442,973	
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	479,857	479,857	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	2,200,863	2,200,863	
	29	Retained earnings, accumulated income, endowment, or other funds	2,349,898	2,527,459	
	30	Total net assets or fund balances (see instructions)	5,030,618	5,208,179	
31	Total liabilities and net assets/fund balances (see instructions)	5,030,618	5,208,179		

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 5,030,618
2	Enter amount from Part I, line 27a	2 153,069
3	Other increases not included in line 2 (itemize) ▶ 	3 24,558
4	Add lines 1, 2, and 3	4 5,208,245
5	Decreases not included in line 2 (itemize) ▶ 	5 66
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 5,208,179

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PER REGIONS BANK SCHEDULE	P		
b	PER REGIONS BANK SCHEDULE	P		
c	CAPITAL GAINS DIVIDENDS	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 22,776		23,471	-695
b 720,636		441,081	279,555
c 657			657
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-695
b			279,555
c			657
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	279,517
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	381,706	9,316,706	0 040970
2012	351,219	8,083,960	0 043446
2011	326,846	7,217,596	0 045285
2010	302,317	6,626,917	0 045620
2009	260,222	6,075,959	0 042828

2	Total of line 1, column (d).	2	0 218149
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 043630
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	9,555,459
5	Multiply line 4 by line 3.	5	416,905
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,203
7	Add lines 5 and 6.	7	423,108
8	Enter qualifying distributions from Part XII, line 4.	8	467,199

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 VIExcise 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 ☐ and enter "N/A" on line 1

Date of ruling or determination letter

(attach copy of letter if necessary—see instructions)

1

6,203

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3

6,203

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

6,203

6

Credits/Payments

a

2014 estimated tax payments and 2013 overpayment credited to 2014

6a

11,826

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868)

6c

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

8

8

Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

5,623

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11

0

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 5,623 Refunded

Part VII-AStatements 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)?

1b

No

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.

1c

No

c

Did the foundation file Form 1120-POL for this year?

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

No

If "Yes," attach a detailed description of the activities.

3

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? If "Yes," attach a conformed copy of the changes

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?

5

No

If "Yes," attach the statement required by General Instruction T.

6

Yes

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

By language in the governing instrument, or

By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)

8a

LA

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

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)?

9

No

If "Yes," complete Part XIV

10

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 REGIONS BANK TRUST DEPARTMENT Telephone no (318) 429-1724 Located at 333 TEXAS STREET SH-2069 SHREVEPORT LA ZIP +4 71101			
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)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). 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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

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?

YesNo

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
ELISE W SCHMIDT	BOARD OF CON	0	0	0
333 TEXAS STREET SUITE 890 SHREVEPORT, LA 71101	1 00			
JAMES E DEVAN	BOARD OF CON	0	0	0
333 TEXAS STREET SUITE 890 SHREVEPORT, LA 71101	2 00			
TRACEY E HOGAN	BOARD OF CON	0	0	0
333 TEXAS STREET SUITE 890 SHREVEPORT, LA 71101	1 00			
W HOBSON HOGAN	BOARD OF CON	0	0	0
333 TEXAS STREET SUITE 890 SHREVEPORT, LA 71101	1 00			

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 THE ONLY ACTIVITY OF THIS FOUNDATION IS MAKING GRANTS TO INTERNAL REVENUE CODE 501(C) (3) ORGANIZATIONS	0
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	8,382,785
b	Average of monthly cash balances.	1b	597,103
c	Fair market value of all other assets (see instructions).	1c	721,086
d	Total (add lines 1a, b, and c).	1d	9,700,974
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	9,700,974
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	145,515
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,555,459
6	Minimum investment return. Enter 5% of line 5.	6	477,773

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	477,773
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	6,203
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,203
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	471,570
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	471,570
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	471,570

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	467,199
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	467,199
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	6,203
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	460,996

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

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				471,570
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			441,874	
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 ▶ \$ 467,199				
a Applied to 2013, but not more than line 2a			441,874	
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.				25,325
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			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				446,245
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIVPrivate 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .				
c	"Support" alternative test—enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XVSupplementary 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

MS BARBARA YORK REGIONS BANK TRUST
333 TEXAS STREET SH-2069
SHREVEPORT, LA 71101
(318) 429-1605

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NO DEADLINES

d

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

NO RESTRICTIONS OR LIMITATIONS

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	453,800
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)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here

	2016-02-15		
Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name ALICE V FRAZIER	Preparer's Signature	Date 2016-02-10	Check if self-employed ☒	PTIN P00542808
	Firm's name ☒ HEARD MCELROY & VESTAL LLC			Firm's EIN ☒	72-0398470
	Firm's address ☒ 333 TEXAS STREET SUITE 1525 SHREVEPORT, LA 71101			Phone no	(318) 429-1525

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)				
a Paid during the year				
AMERICAN QUARTER HORSE FOUNDATION P O BOX 32111 AMARILLO,TX 791202111	NONE	PUBLIC	CHARITABLE	2,000
ASSISTANCE DOGS OF THE WEST 730 SAINT MICHAELS DR R SANTA FE,NM 875057710	NONE	PUBLIC	CHARITABLE	15,000
CLOSE UP FOUNDATION 1330 BRADDOCK PLACE STE 400 ALEXANDRIA,VA 223141650	NONE	PUBLIC	EDUCATIONAL	500
COMMUNITY RENEWAL INTERNATIONAL 838 MARGARET PLACE SHREVEPORT,LA 71101	NONE	PUBLIC	CHARITABLE	30,000
DURHAM ACADEMY INC 3601 RIDGE ROAD DURHAM,NC 277055599	NONE	PUBLIC	EDUCATIONAL	5,000
ESPERANZA SHELTER FOR BATTERED FAMILIES 2845 AGUA FRIA STREET SANTA FE,NM 87507	NONE	PUBLIC	CHARITABLE	10,000
FIRST PRESBYTERIAN CHURCH OF SHREVEPORT 900 JORDAN STREET SHREVEPORT,LA 71101	NONE	PUBLIC	RELIGIOUS	100
FIRST UNITED METHODIST CHURCH OF SHREVEPORT 500 COMMON STREET SHREVEPORT,LA 711013430	NONE	PUBLIC	RELIGIOUS	300
FOOD BANK OF NORTHWEST LOUISIANA 2307 TEXAS AVENUE SHREVEPORT,LA 71103	NONE	PUBLIC	CHARITABLE	20,000
FOOD DEPOT 1222 SILER RD SANTA FE,NM 875074106	NONE	PUBLIC	CHARITABLE	10,000
FEEDING SANTA FE P O BOX 31086 SANTA FE,NM 875941086	NONE	PUBLIC	CHARITABLE	10,000
FRIENDS OF LOUISIANA PUBLIC BROADCASTING 7733 PERKINS ROAD BATON ROUGE,LA 708101009	NONE	PUBLIC	EDUCATIONAL	5,000
GLEN RETIREMENT CENTER 403 EAST FLOURNOY LUCAS RD SHREVEPORT,LA 711153903	NONE	PUBLIC	CHARITABLE	5,000
HOLY ANGELS RESIDENTIAL FACILITY 10450 ELLERBE ROAD SHREVEPORT,LA 71106	NONE	PUBLIC	CHARITABLE	5,000
HUMANE SOCIETY OF NORTHWEST LOUISIANA 512 W 67TH STREET SHREVEPORT,LA 71106	NONE	PUBLIC	CHARITABLE	10,000
Total  3a				453,800

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)				
a Paid during the year				
KITCHEN ANGELS 1222 SILER RD A SANTA FE,NM 875074107	NONE	PUBLIC	CHARITABLE	10,000
LSUS FOUNDATION ONE UNIVERSITY PLACE SHREVEPORT,LA 711153903	NONE	PUBLIC	EDUCATIONAL	1,000
MD ANDERSON CANCER CENTER 2450 HOLCOMBE BLVD STE 1 HOUSTON,TX 770212040	NONE	PUBLIC	MEDICAL	10,000
MIT 77 MASSACHUSETTS AVE CAMBRIDGE,MA 021394301	NONE	PUBLIC	EDUCATIONAL	10,000
MOTHERS AGAINST DRUGS 138 E COLUMBIA STREET SHREVEPORT,LA 711043410	NONE	PUBLIC	CHARITABLE	5,000
NORWELA COUNCIL BOY SCOUTS OF AMERICA 3508 BEVERLY PLACE SHREVEPORT,LA 711044606	NONE	PUBLIC	CHARITABLE	3,500
PAIDEIA SCHOOL 1509 PONCE DE LEON AVE NE ATLANTA,GA 30307	NONE	PUBLIC	EDUCATIONAL	5,000
PUBLIC AFFAIRS RESEARCH COUNCIL 4664 JAMESTOWN AVE STE 300 BATON ROUGE,LA 708083238	NONE	PUBLIC	CIVIC	2,500
ROBINSON'S RESCUE 2515 LINE AVENUE SHREVEPORT,LA 71104	NONE	PUBLIC	CHARITABLE	11,500
SALVATION ARMY 200 EAST STONER AVENUE SHREVEPORT,LA 711014214	NONE	PUBLIC	CHARITABLE	12,000
SANTA FE ANIMAL SHELTER AND HUMANE SOCIETY 100 CAJA DEL RIO RD SANTA FE,NM 87507	NONE	PUBLIC	CHARITABLE	5,000
SANTA FE COMMUNITY FOUNDATION P O BOX 1827 SANTA FE,NM 875041827	NONE	PUBLIC	CHARITABLE	11,000
SCI-PORT 820 CLYDE FANT PARKWAY SHREVEPORT,LA 71101	NONE	PUBLIC	EDUCATIONAL	25,000
SHREVEPORT GARDEN STUDY CLUB 808 MONROVIA STREET SHREVEPORT,LA 71106	NONE	PUBLIC	CHARITABLE	16,500
SHREVEPORT REGIONAL ARTS COUNCIL 801 CROCKETT STREET SHREVEPORT,LA 71101	NONE	PUBLIC	CHARITABLE	10,000
Total  3a				453,800

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)				
a Paid during the year				
SHRINERS' HOSPITAL FOR CHILDREN 3100 SAMFORD AVENUE SHREVEPORT,LA 71103	NONE	PUBLIC	CHARITABLE	5,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 381051905	NONE	PUBLIC	MEDICAL	10,000
ST MARK'S EPISCOPAL CATHEDRAL 908 RUTHERFORD STREET SHREVEPORT,LA 711044246	NONE	PUBLIC	RELIGIOUS	300
THE NATURE CONSERVANCY 1324 N HEARNE SHREVEPORT,LA 711076554	NONE	PUBLIC	CHARITABLE	5,000
UNITED WAY OF NORTHWEST LA 402 EDWARDS STREET SHREVEPORT,LA 711013107	NONE	PUBLIC	CHARITABLE	22,500
VAIL VALLEY MEDICAL CENTER 181 WEST MEADOWDR VAIL,CO 816575242	NONE	PUBLIC	MEDICAL	10,000
VOLUNTEERS FOR YOUTH JUSTICE 900 JORDAN STREET SHREVEPORT,LA 71101	NONE	PUBLIC	CHARITABLE	10,000
VOLUNTEERS OF AMERICA 360 JORDAN STREET SHREVEPORT,LA 711014847	NONE	PUBLIC	CHARITABLE	10,000
WOUNDED WARRIOR PROJECT 7020 A C SKINNER PWKY STE 100 JACKSONVILLE,FL 32256	NONE	PUBLIC	CHARITABLE	20,000
YMCA 400 MCNEIL STREET SHREVEPORT,LA 71101	NONE	PUBLIC	CHARITABLE	20,000
ST BERNARD'S DEVELOPMENT FOUNDATION 400 EAST STREET JONESBORO,AR 72401	NONE	PUBLIC	CHARITABLE	100
ST ELIZABETH ANN SETON CATHOLIC CHURCH 522 E FLOURNOY LUCAS RD SHREVEPORT,LA 711153903	NONE	PUBLIC	RELIGIOUS	100
BROADMOOR BAPTIST CHURCH 4110 YOUREE DRIVE SHREVEPORT,LA 71105	NONE	PUBLIC	REGILIOUS	100
COMMUNITY FOUNDATION 401 EDWARDS ST 105 SHREVEPORT,LA 71101	NONE	PUBLIC	CHARITABLE	200
INTERFAITH PHARMACY 909 OLIVE STREET SHREVEPORT,LA 71104	NONE	PUBLIC	CHARITABLE	1,000
Total  3a				453,800

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)				
a <i>Paid during the year</i>				
PROVIDENCE HOUSE 814 COTTON STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	100
CHURCH OF THE HOLY CROSS 875 COTTON STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	25,000
LOUISIANA STATE EXHIBIT MUSEUM 3015 GREENWOOD ROAD SHREVEPORT, LA 71109	NONE	PUBLIC	CHARITABLE	11,000
THE CLOVERLEAF SCHOOL 2108 BRIARCLIFF RD NE ATLANTA, GA 30329	NONE	PUBLIC	CHARITABLE	10,000
THERA SPORTS AND RECREATION 1704 CHANTILLY DR NE ATLANTA, GA 30324	NONE	PUBLIC	CHARITABLE	10,000
RENZI EDUCATION & ART CENTER 445 EGAN STREET SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	5,000
GINGERBREAD HOUSE 1700 BUCKNER ST 101 SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	5,000
RENESTING PROJECT INC 1303 DRIFTWOOD DR BOSSIER CITY, LA 71111	NONE	PUBLIC	CHARITABLE	2,500
CADDO COUNCIL ON AGING 1700 BUCKNER ST 240 SHREVEPORT, LA 71101	NONE	PUBLIC	CHARITABLE	5,000
Total			3a	453,800

TY 2014 Accounting Fees Schedule

Name: WHELESS FOUNDATION

EIN: 72-6017724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEARD, MCCELROY, & VESTAL	2,530	1,897		633

**TY 2014 Investments Corporate
Bonds Schedule****Name:** WHELESS FOUNDATION**EIN:** 72-6017724

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	450,827	497,118

**TY 2014 Investments Corporate
Stock Schedule****Name:** WHELESS FOUNDATION**EIN:** 72-6017724

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	3,976,295	7,485,820

**TY 2014 Investments Government
Obligations Schedule****Name:** WHELESS FOUNDATION**EIN:** 72-6017724**US Government Securities - End of
Year Book Value:**

437,081

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

442,489

**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: WHELESS FOUNDATION

EIN: 72-6017724

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MINERAL LEASES	AT COST	1,383	680,497
FHLMC POOL	AT COST	255,073	249,529

TY 2014 Other Decreases Schedule

Name: WHELESS FOUNDATION

EIN: 72-6017724

Description	Amount
INCOME TIMING DIFFERENCES	66

TY 2014 Other Expenses Schedule

Name: WHELESS FOUNDATION

EIN: 72-6017724

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTIES, OTHER EXPENSES	5,070	5,070		0

TY 2014 Other Income Schedule

Name: WHELESS FOUNDATION

EIN: 72-6017724

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL AND GAS ROYALTIES	163,718	163,718	163,718

TY 2014 Other Increases Schedule

Name: WHELESS FOUNDATION

EIN: 72-6017724

Description	Amount
PERCENTAGE DEPLETION NOT BOOKED	24,558

TY 2014 Other Professional Fees Schedule

Name: WHELESS FOUNDATION

EIN: 72-6017724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AGENCY FEES	51,063	38,297		12,766

TY 2014 Taxes Schedule**Name:** WHELESS FOUNDATION**EIN:** 72-6017724

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAX	135	135		0
OIL & GAS SEVERANCE TAXES	4,895	4,895		0