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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning Jun 1, 2015, and ending May 31, 2016

Name of foundation

W. Darrell Kilton Foundation

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

P O Box 410

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

Litchfield IL 62056

G Check all that apply

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
 ► \$ 17,449,037. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants etc received (attach schedule) . . .			
	2 Ck ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments . . .	685.	685.	
	4 Dividends and interest from securities	644,321.	644,321.	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)	367,774.		
	8 Net short-term capital gain			
	9 Income modifications			
	10 a Gross sales less returns and allowances			
ADMINISTRATIVE EXPENSES	b Less Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total Add lines 1 through 11.	645,006.	1,012,780.	
	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach sch) L-16b Stmt	2,925.	2,925.	
	c Other prof fees (attach sch) L-16c Stmt	102,773.	102,773.	
	17 Interest			
	18 Taxes (attach schedule) (see Instrs) See Line 18 Stmt	23,087.	23,087.	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	AG-990 IL fee	15.	15.	
	24 Total operating and administrative expenses Add lines 13 through 23	128,800.	128,800.	
	25 Contributions, gifts, grants paid	529,981.		529,981.
	26 Total expenses and disbursements Add lines 24 and 25	658,781.	128,800.	529,981.
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-13,775.		
	b Net investment income (if negative, enter -0-)		883,980.	
	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		130,887.	62,964.	62,964.
	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 sch) . ►				
	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) L-10.a. Stmt .		353,330.	332,249.	395,794.
	b Investments – corporate stock (attach schedule) . L-10.b. Stmt .		10,072,934.	10,541,835.	15,979,862.
	c Investments – corporate bonds (attach schedule) . L-10.c. Stmt .		939,774.	913,875.	1,010,417.
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment. basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		11,496,925.	11,850,923.	17,449,037.
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here 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. ► X				
	27 Capital stock, trust principal, or current funds		10,983,628.	10,983,628.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		513,297.	867,295.	
	30 Total net assets or fund balances (see instructions)		11,496,925.	11,850,923.	
	31 Total liabilities and net assets/fund balances (see instructions)		11,496,925.	11,850,923.	

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	11,496,925.
2 Enter amount from Part I, line 27a	2	-13,775.
3 Other increases not included in line 2 (itemize) . ► Net capital gain from Pg 3 Part IV, Line 2	3	367,774.
4 Add lines 1, 2, and 3	4	11,850,924.
5 Decreases not included in line 2 (itemize) . ► Rounding	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,850,923.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1 a Talen Energy .18 shs			P	10/11/11	06/05/15
b Talen Energy 417 shs			P	10/11/11	07/14/15
c Talen Energy 400 shs			P	04/04/13	07/14/15
d Medtronic Plc 1300 shs			P	11/09/09	09/08/15
e See Columns (a) thru (d)					
(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 3.		3.		0.	
b 7,406.		6,831.		575.	
c 7,115.		6,564.		551.	
d 90,704.		49,955.		40,749.	
e See Columns (e) thru (h)		619,221.		325,899.	
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				0.	
b				575.	
c				551.	
d				40,749.	
e See Columns (i) thru (l)				325,899.	
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	367,774.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	24,725.	10,821,844.	0.002285
2013	24,886.	497,272.	0.050045
2012	25,494.	510,364.	0.049953
2011	25,353.	509,057.	0.049804
2010	24,375.	516,384.	0.047203
2 Total of line 1, column (d)		2	0.199290
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	0.039858
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	16,454,053.
5 Multiply line 4 by line 3		5	655,826.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	8,840.
7 Add lines 5 and 6		7	664,666.
8 Enter qualifying distributions from Part XII, line 4		8	529,981.

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 instructions)

1 a	Exempt foundations described in section 4940(d)(2), check here	<input type="checkbox"/>	and enter 'N/A' on line 1 (attach copy of letter if necessary – see instrs)			
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	17,680.	
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	17,680.	
4	Subtle 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	17,680.	
6	Credits/Payments					
a	2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	11,544.			
b	Exempt foreign organizations – tax withheld at source	6 b				
c	Tax paid with application for extension of time to file (Form 8868)	6 c				
d	Backup withholding erroneously withheld	6 d				
7	Total credits and payments Add lines 6a through 6d	7	11,544.			
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8				
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,136.			
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.			
11	Enter the amount of line 10 to be Credited to 2016 estimated tax	Refunded		11		

Part VII-A Statements Regarding Activities

1 a	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1 c	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		
1 d	Did the foundation file Form 1120-POL for this year?		
1 e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ <input type="text"/> (2) On foundation managers \$ <input type="text"/>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4 b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL - Illinois</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
8 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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13		X
Website address ▶ N/A		
14	Telephone no ▶ (217) 324-3935	
Located at ▶ P.O. Box 410, Litchfield, IL ZIP + 4 ▶ 62056		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ <input type="checkbox"/>	
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

1 a	During the year did the foundation (either directly or indirectly):	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ▶ <input type="checkbox"/>	1 b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? ▶ <input type="checkbox"/>	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2 a	
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions) ▶ <input type="checkbox"/>	2 b	X
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 __		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ▶ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3 a	
b	If 'Yes,' did it have excess business holdings in 2015 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 2015) ▶ <input type="checkbox"/>	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ▶ <input type="checkbox"/>	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? ▶ <input type="checkbox"/>	4 b	X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

Organizations relying on a current notice regarding disaster assistance check here c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

6 b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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
Bank & Trust Company PO Box 410, Litchfield IL 62056	Trustee 20.00	102,773.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

None

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		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	None	-----	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	None	-----	0.
2	-----	-----	

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

None

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	16,418,863.
b Average of monthly cash balances	1 b	285,759.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	16,704,622.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	16,704,622.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	250,569.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,454,053.
6 Minimum investment return. Enter 5% of line 5	6	822,703.

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	822,703.
2 a Tax on investment income for 2015 from Part VI, line 5	2 a	17,680.
b Income tax for 2015 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	17,680.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	805,023.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	805,023.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	805,023.

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	1 a	529,981.
b Program-related investments — total from Part IX-B.	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	529,981.
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	529,981.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				805,023.
2 Undistributed income, if any, as of the end of 2015			529,547.	
a Enter amount for 2014 only				
b Total for prior years 20 20 20				
3 Excess distributions carryover, if any, to 2015				
a From 2010	0.			
b From 2011	0.			
c From 2012	0.			
d From 2013	0.			
e From 2014	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 529,981.			529,547.	
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2015 distributable amount				434.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				804,589.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011	0.			
b Excess from 2012	0.			
c Excess from 2013	0.			
d Excess from 2014	0.			
e Excess from 2015	0.			

BAA

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					4942(j)(5)
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)(ii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

Advisory Committee, W.D.Kilton Foundation C/o Bank & Trust Co.

P O Box 410

Litchfield

IL 62056

(217) 324-3935

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

Petition to the advisory committee stating facts as to eligibility and merits supporting request for funds.

c Any submission deadlines

N/A

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

Organizations exempt under IRS Code Sec-501 primarily for Litchfield, IL and surrounding area.

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				
Litchfield Baseball			baseball pitching machine	
Litchfield IL 62056				2,745.
Montgomery County Swim Team			poles, canopy & certifications	
State St				
Litchfield IL 62056				1,560.
Lake Lou Yaeger			new playground equipment Area 3	
City of Litchfield				
Litchfield IL 62056				10,000.
Litchfield Park District			handicap swing	
Ryder St				
Litchfield IL 62056				2,000.
Litchfield Park District			new playground equipment	
Ryder St				
Litchfield IL 62056			design & engineering for lake trail project	
City of Litchfield				37,511.
FOLLY	.			
Litchfield IL 62056			Madison Park renovations	
City of Litchfield				
Madison Park				
Litchfield IL 62056				150,500.
Litchfield Carnegie Public Library			new library facility	
N State Street				
Litchfield IL 62056				25,000.
Litchfield Museum & Rt 66			pave parking area and enlarge patio	
Welcome Center				
Litchfield IL 62056				18,000.
See Line 3a statement				
				257,665.
Total			► 3a	529,981.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a None					0.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					0.
13 Total Add line 12, columns (b), (d), and (e)					13 0.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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.

2 a 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**

Sign, and complete Declaration of preparer (other than taxpayer):

Donna S. Truman, TO

18/15/16

1

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Title	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Steven Alwardt, CPA	Steven Alwardt, CPA	08/02/16	P00524128	
	Firm's name	► Fleming, Tawfall & Company, PC		Firm's EIN ► 37-1240567	
Firm's address	► PO Box 391 Litchfield		IL 62056	Phone no	(217) 324-5971

BAA

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Form 990-PF Excise	11,543.	11,543.		
Estimated 990-PF payments	11,544.	11,544.		
Total	<u>23,087.</u>	<u>23,087.</u>		

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Medtronic Plc 301 shs	P	09/10/10	09/08/15
Barclays Bank Plc 980 shs	P	06/17/08	11/06/15
Federal Home Loan Banks 15000 shs	P	05/17/11	12/11/15
General Amern Invs Inc 200 shs	P	12/14/05	11/06/15
General Amern Invs Inc 200 shs	P	12/14/05	11/06/15
General Amern Invs Inc 200 shs	P	12/14/05	11/06/15
General Amern Invs Inc 222 shs	P	12/14/05	11/06/15
Hawaiian Elec Industries 200 shs	P	10/02/09	07/14/15
Hawaiian Elec Industries 232 shs	P	10/02/09	07/14/15
Hawaiian Elec Industries 600 shs	P	10/02/09	07/14/15
Hawaiian Elec Industries 98 shs	P	10/02/09	07/14/15
Hawaiian Elec Industries 1095 shs	P	10/23/09	07/14/15
Hawaiian Elec Industries 1350 shs	P	03/22/10	07/14/15
Hawaiian Elec Industries 225 shs	P	10/11/11	07/14/15
Hawaiian Elec Industries 1006 shs	P	10/11/11	07/14/15
Hawaiian Elec Industries 194 shs	P	10/11/11	07/14/15
Hawaiian Elec Industries 400 shs	P	10/11/11	07/14/15
Hawaiian Elec Industries 206 shs	P	10/11/11	07/14/15
Hawaiian Elec Industries 294 shs	P	12/10/12	07/14/15
Hawaiian Elec Industries 100 shs	P	12/10/12	07/14/15
Hawaiian Elec Industries 700 shs	P	12/10/12	07/14/15
Hawaiian Elec Industries 106 shs	P	12/10/12	07/14/15
Hawaiian Elec Industries 2730 shs	P	12/10/12	07/14/15
IBM 25000 shs	P	05/24/11	01/05/16
MarkHamil 5000 shs	P	09/15/10	12/01/15
Nextera Energy Cap Hldgs 200 shs	P	06/27/13	11/06/15
Nextera Energy Cap Hldgs 300 shs	P	06/27/13	11/06/15
Pepco Holdings Inc 3800 shs	P	03/26/09	03/25/16
Pepco Holdings Inc 3415 shs	P	08/25/09	03/25/16
Pepco Holdings Inc 1760 shs	P	03/22/10	03/25/16
Pepco Holdings Inc 5085 shs	P	12/10/12	03/25/16
Pitney Bowes Inc 250 shs	P	06/28/13	11/06/15
Pitney Bowes Inc 250 shs	P	06/28/13	11/06/15
Public Storage 975 shs	P	04/25/13	11/06/15
Verizon Communications 800 shs	P	01/30/14	11/06/15
Integrys Energy-cash from WEC merger	P	03/22/10	07/07/15

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
21,002.		9,988.	11,014.
25,795.		24,745.	1,050.
15,000.		14,767.	233.
5,281.		4,862.	419.
5,281.		4,862.	419.
5,277.		4,862.	415.
5,869.		5,397.	472.
6,123.		3,542.	2,581.
7,108.		4,109.	2,999.
18,378.		10,626.	7,752.
3,002.		1,736.	1,266.
33,539.		19,993.	13,546.
41,349.		29,952.	11,397.
6,892.		5,542.	1,350.
30,833.		24,778.	6,055.
5,946.		4,779.	1,167.
12,286.		9,853.	2,433.
6,328.		5,074.	1,254.
9,032.		7,476.	1,556.
3,073.		2,543.	530.
21,497.		17,800.	3,697.
3,254.		2,695.	559.
83,809.		69,424.	14,385.
25,000.		24,997.	3.
5,000.		5,580.	-580.
5,136.		4,828.	308.
7,670.		7,242.	428.
103,550.		49,569.	53,981.
93,059.		50,062.	42,997.
47,960.		29,929.	18,031.
138,566.		100,074.	38,492.
6,755.		6,297.	458.
6,754.		6,297.	457.
24,014.		24,941.	-927.
21,535.		20,000.	1,535.
84,167.		0.	84,167.
Total		619,221.	325,899.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned
 by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h))
			11,014.

ATTACH # 2

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h)) gain minus column (k), but not less than -0-) or losses (from column (h))
			1,050.
			233.
			419.
			419.
			415.
			472.
			2,581.
			2,999.
			7,752.
			1,266.
			13,546.
			11,397.
			1,350.
			6,055.
			1,167.
			2,433.
			1,254.
			1,556.
			530.
			3,697.
			559.
			14,385.
			3.
			-580.
			308.
			428.
			53,981.
			42,997.
			18,031.
			38,492.
			458.
			457.
			-927.
			1,535.
			84,167.
Total			<u>325,899.</u>

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox
				Amount
a Paid during the year				
<u>Litchfield Museum & Rt 66</u> <u>Welcome Center</u> <u>Litchfield IL 62056</u>			<u>display of LHS</u> <u>history</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,665.
<u>Elizabeth Ann Seaton</u> <u>S State St</u> <u>Litchfield IL 62056</u>			<u>purchase baby</u> <u>care items</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
<u>Litchfield Christmas Baskets</u> <u>Monroe St</u> <u>Litchfield IL 62056</u>			<u>basket items</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
<u>Break Bread Association</u> <u>VanBuren St</u> <u>Litchfield IL 62056</u>			<u>free weekly</u> <u>meal to community</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
<u>Hearts United</u> <u>Jackson St</u> <u>Litchfield IL 62056</u>			<u>emergency</u> <u>assistance</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 26,000.
<u>Youth United</u> <u>State</u> <u>Litchfield IL 62056</u>			<u>painting of</u> <u>concrete floor</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
<u>Boy Scouts</u> <u>Troop #89</u> <u>Litchfield IL 62056</u>			<u>replace camping</u> <u>equipment</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
<u>Girl Scout</u> <u>Troop #6565</u> <u>Litchfield IL 62056</u>			<u>camping supplies</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
<u>St Francis Hospital</u> <u>Franscican Drive</u> <u>Litchfield IL 62056</u>			<u>renovate 4th floor</u> <u>cancer center</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 75,000.
<u>Latter Rain</u> <u>Ministries</u> <u>Litchfield IL 62056</u>			<u>various programs/</u> <u>ministry, disaster</u> <u>emergency housing</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
<u>Lincoln Land Community College</u> <u>College</u> <u>Litchfield IL 62056</u>			<u>tuition-free</u> <u>college courses</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 25,000.
<u>Litchfield Student Educational</u> <u>Foundation</u> <u>Litchfield IL 62056</u>			<u>teacher & student</u> <u>enrichment programs</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
<u>Litchfield Community</u> <u>School District #12</u> <u>Litchfield IL 62056</u>			<u>various programs</u> <u>educational supplies</u>	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 100,000.

Total

257,665.

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

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fleming Tawfall	Tax return prep	2,925.			
Total		<u>2,925.</u>			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank & Trust Company	Fiduciary Fees	102,773.			
Total		<u>102,773.</u>			

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Calif 7.434%	108,243.	149,869.		
IL State 5.1%	83,843.	95,708.		
Markham IL 7.4%	38,731.	38,760.		
Oaklawn IL 5.88%	101,432.	111,457.		
Total	<u>332,249.</u>	<u>395,794.</u>		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Annaly Cap Mgmt Inc. - 14090 shs	353,598.	366,340.
Bank Amer Corp - 125 shs	108,499.	144,438.
Capstead Mtg Corp - 31975 shs	771,794.	780,826.
Citigroup Inc. - 5980 shs	160,877.	166,304.
Dupont Fabros Technology Inc. - 4250 shs	104,310.	108,333.
LaSalle Hotel PPTYS - 4650 shs	104,611.	118,017.
MFA Finl Inc. - 30392 shs	730,153.	771,349.
Regions Finl Corp New - 5320 shs	134,984.	146,939.
AT&T Inc 11556 shs	345,031.	452,417.
Alliant Energy Corp 7690 shs	99,676.	284,915.
Allstate Corp 4517 shs	129,879.	304,943.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Ameren Corp 10654 shs	315,071.	527,906.
American Electric 3313 shs	131,857.	214,450.
American Water Works Co 2857 shs	87,011.	211,704.
ADM Co 4425 shs	129,749.	189,257.
Associated Banc Corp 7050 shs	74,850.	131,765.
ADP Inc 2620 shs	87,289.	230,141.
Bristol Myers Squibb Co 5683 shs	129,893.	407,471.
Country Bancorp Inc 500 shs	112,500.	175,000.
Country Bancorp Inc Class A 1623 shs	365,175.	568,050.
Chevron Corp New 4349 shs	370,864.	439,249.
Citigroup, Inc. 5599 shs	246,068.	260,745.
CocaCola Inc. 3126 shs	79,835.	139,420.
Conoco Phillips 5748 shs	326,602.	251,705.
Duke Energy 3687 shs	180,030.	288,434.
Exxon Mobil Corp 2948 shs	239,513.	262,431.
General Electric Co 5787 shs	115,088.	174,941.
Illinois Tool Works Inc. 3375 shs	130,001.	357,851.
Johnson & Johnson 1660 shs	99,975.	187,065.
Keycorp New 20740 shs	130,194.	265,887.
Kimberly Clark Corp. 1885 shs	95,519.	239,470.
Lilly Eli & Co. 5060 shs	176,828.	379,652.
McDonalds 2440 shs	135,739.	297,826.
Merck & Co Inc. 3110 shs	103,168.	174,969.
Mercury Genl Corp. 8145 shs	326,936.	428,183.
Microsoft Corp. 5180 shs	130,122.	274,540.
OGE Energy Corp. 4438 shs	89,914.	133,983.
Old Rep Intl Corp. 35001 shs	404,573.	670,619.
Otter Tail Corp. 4685 shs	104,991.	138,582.
PG&E Corp. 2150 shs	89,683.	129,172.
PPL Corp. 6540 shs	181,652.	252,052.
Pepsico Inc. 1680 shs	100,065.	169,966.
Petmed Express 17705 shs	234,023.	333,385.
Pfizer Inc. 8150 shs	129,985.	282,805.
Regions Finl Corp. 21875 shs	130,249.	215,031.
Southern Co. 5982 shs	219,724.	295,750.
Spire Inc 2890 shs	99,884.	183,746.
Suntrust Bks Inc. 5920 shs	130,270.	259,414.
Sysco Corp 4795 shs	129,726.	230,687.
Teco Energy Inc. 18548 shs	299,868.	510,812.
The Travelers Companies Inc. 2553 shs	129,955.	291,399.
UPS Inc. 1325 shs	74,593.	136,594.
Vectren Corp. 3596 shs	104,964.	178,649.
Verizon Communications 7817 shs	265,192.	397,885.
Walmart Stores Inc. 1965 shs	99,487.	139,083.
WEC Energy Company 5110 shs	159,748.	307,315.
Total	10,541,835.	15,979,862.

ATTACH # 6

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Aflac, Inc.	104,562.	128,181.
Abbott Labs	151,299.	161,282.
Bank Amer Corp Sr Intnotes B	100,000.	99,875.
CitiGroup Inc.	101,212.	115,005.
General Electric Capital Cor	150,000.	170,253.
JP Morgan Chase & Co	151,868.	165,257.
Loews Corp	104,934.	120,439.
Morgan Stanley	30,000.	30,141.
Westpac Bkg Corp Med Tm	20,000.	19,984.
Total	<u>913,875.</u>	<u>1,010,417.</u>

Supporting Statement of:

Form 990-PF, p2/Line 27(a)

Description	Amount
Initial trust principal	501,610.
Additional trust principal from Gates CRAT terminated	10,482,018.
Total	<u>10,983,628.</u>

Supporting Statement of:

Form 990-PF, p2/Line 27(b)

Description	Amount
Initial principal investment	501,610.
Additional principal from Gates CRAT terminated	10,482,018.
Total	<u>10,983,628.</u>