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Form **990-PF**Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning **08/01/12**, and ending **07/31/13**

Name of foundation

CONN MEMORIAL FOUNDATION

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

3410 HENDERSON BOULEVARD

Room/suite

200

City or town, state, and ZIP code

TAMPA FL 33609

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 foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► **\$ 22,982,249** (Part I, column (d) must be on cash basis)J Accounting method Cash Accrual Other (specify)

A Employer identification number

59-0978713

B Telephone number (see instructions)

813-554-1210

C If exemption application is pending, check here	► <input type="checkbox"/>
D 1 Foreign organizations, check here	► <input type="checkbox"/>
2. Foreign organizations meeting the 85% test, check here and attach computation	► <input type="checkbox"/>
E If private foundation status was terminated under section 507(b)(1)(A), check here	► <input type="checkbox"/>
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	459,219	459,219		
5a Gross rents	70,781	70,781		
b Net rental income or (loss)	66,796			
6a Net gain or (loss) from sale of assets not on line 10	3,312,717			
b Gross sales price for all assets on line 6a	27,744,704			
7 Capital gain net income (from Part IV, line 2)		3,312,717		
8 Net short-term capital gain			0	
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)	Stmt 1	17,106	17,106	
12 Total. Add lines 1 through 11		3,859,823	3,859,823	0
13 Compensation of officers, directors, trustees, etc	142,800	2,856		139,944
14 Other employee salaries and wages	38,872			38,872
15 Pension plans, employee benefits	28,084	992		27,092
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,450	98		2,352
c Other professional fees (attach schedule)	200,899	199,052		1,847
17 Interest				
18 Taxes (attach schedule) (see instructions)	Stmt 4	5,246	5,246	
19 Depreciation (attach schedule) and depletion	Stmt 5	145	6	
20 Occupancy		14,379	575	13,804
21 Travel, conferences, and meetings		2,684	107	2,577
22 Printing and publications				
23 Other expenses (att sch)	Stmt 6	36,343	11,624	24,719
24 Total operating and administrative expenses.				
Add lines 13 through 23		471,902	220,556	0
25 Contributions, gifts, grants paid		1,024,000		1,024,000
26 Total expenses and disbursements. Add lines 24 and 25		1,495,902	220,556	0
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		2,363,921		
b Net investment income (if negative, enter -0-)			3,639,267	
c Adjusted net income (if negative, enter -0-)				0

For Paperwork Reduction Act Notice, see instructions.

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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	29,933	21,339	21,337
	2	Savings and temporary cash investments	822,437	41,979	41,979
	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 (att. schedule) ►	0		
		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)	Stmt 7	2,621,338	
	b	Investments – corporate stock (attach schedule)	See Stmt 8	12,319,961	16,298,838
	c	Investments – corporate bonds (attach schedule)	See Stmt 9	3,902,711	16,982,437
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach sch) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	See Statement 10	29,227	5,726,235
	14	Land, buildings, and equipment basis ►	1,282		5,936,496
		Less accumulated depreciation (attach sch) ►	145		1,137
	15	Other assets (describe ►)		
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		19,725,607	22,089,528
	17	Accounts payable and accrued expenses			22,982,249
Liabilities	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.			► <input type="checkbox"/>	
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			► <input checked="" type="checkbox"/>	
	27	Capital stock, trust principal, or current funds		26,007,848	26,007,848
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		-6,282,241	-3,918,320
	30	Total net assets or fund balances (see instructions)		19,725,607	22,089,528
	31	Total liabilities and net assets/fund balances (see instructions)		19,725,607	22,089,528

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	19,725,607
2	Enter amount from Part I, line 27a	2	2,363,921
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	22,089,528
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	22,089,528

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g. real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULED			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 27,744,704		24,431,987	3,312,717		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus 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					3,312,717
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		3,312,717
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 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))
2011	1,237,634	21,480,554	0.057616
2010	982,353	21,959,095	0.044736
2009	964,400	20,405,320	0.047262
2008	966,650	18,167,412	0.053208
2007	1,123,921	23,739,597	0.047344

2 Total of line 1, column (d) 2 0.250166

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 0.050033

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 21,467,803

5 Multiply line 4 by line 3 5 1,074,099

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 36,393

7 Add lines 5 and 6 7 1,110,492

8 Enter qualifying distributions from Part XII, line 4 8 1,275,207

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)	1	36,393
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	36,393
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	36,393
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,465
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	24,465
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.71
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	12,099
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	

Refunded ►

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities
1c 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 ► \$ _____ (2) On foundation managers ► \$ _____
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
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 Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
FL
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
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
N/A		
6	X	
7	X	
8b	X	
9		X
10		X

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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	<input checked="" type="checkbox"/>	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.connfoundation.org	13	<input checked="" type="checkbox"/>	X
14	The books are in care of ► SHEFFIELD CROWDER FOUNDATION ADDRESS	Telephone no ► 813-554-1210		
	Located at ► TAMPA	FL	ZIP+4 ► 33609	
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	► <input type="checkbox"/> 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>	Yes
				No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2012?	4b	<input checked="" type="checkbox"/> X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53 4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11				

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ►**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

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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	1a	20,287,973
b	Average of monthly cash balances	1b	1,506,685
c	Fair market value of all other assets (see instructions)	1c	66
d	Total (add lines 1a, b, and c)	1d	21,794,724
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	21,794,724
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	326,921
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,467,803
6	Minimum investment return. Enter 5% of line 5	6	1,073,390

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	1,073,390
2a	Tax on investment income for 2012 from Part VI, line 5	2a	36,393
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	36,393
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,036,997
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,036,997
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	1,036,997

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,275,207
a	Expenses, contributions, gifts, etc – total from Part I column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	1,275,207
b	Cash distribution test (attach the required schedule)	5	36,393
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,238,814
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Form 990-PF (2012) CONN MEMORIAL FOUNDATION

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,036,997
2 Undistributed income, if any, as of the end of 2012			268,045	
a Enter amount for 2011 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,275,207			268,045	
a Applied to 2011, 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 2012 distributable amount				1,007,162
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				29,835
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	'Assets' alternative test – enter (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) (3) Largest amount of support from an exempt organization (4) Gross investment income				
	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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 of the person to whom applications should be addressed

BETH DOYLE 813-554-1210

3410 HENDERSON BLVD STE 200 TAMPA FL 33609

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

See Statement 12

- c Any submission deadlines
See Statement 13
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or others

Any restrictions or limitations on factors

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 ATTACHED SCHEDULE				1,024,000
Total			► 3a	1,024,000
b Approved for future payment N/A				
Total			► 3b	

Form 990-PF (2012) CONN MEMORIAL FOUNDATION

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments
 3 Interest on savings and temporary cash investments
 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)

13 Total. Add line 12, columns (b), (d), and (e)

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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

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?

b If "Yes," complete the following schedule

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

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

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

Sign
Here

 Sheriff

8

12/11/13

PRESIDENT

Title

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date
	SEAN M. JOHNSON		<i>Sean M. Johnson</i>	12/11/13
	Firm's name ► Broyles, Rooks & Johnson CPAs P.A.		PTIN	P00485525
Firm's address ► 515 W Bay St Ste 101 Tampa, FL 33606		Firm's EIN ►		
		Phone no	813-251-6603	
				Check <input type="checkbox"/> if self-employed

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Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

GRANT APPLICATION EXPLAINING PURPOSE OF GRANT AND AMOUNT REQUESTED. THE LATEST AUDITED FINANCIAL STATEMENT AND IRS EXEMPT LETTER SHOULD BE INCLUDED.

Statement 13 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

REQUESTS FOR MAY SHOULD BE RECEIVED BY JANUARY 1ST.
NOVEMBER REQUESTS SHOULD BE RECEIVED BY JUNE 1ST.

Statement 14 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

LIMITED TO HILLSBOROUGH COUNTY. DISADVANTAGED & TROUBLED YOUTH & SCHOLARSHIP PROGRAMS

Form 4562

Department of the Treasury
Internal Revenue Service

(99)

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2012

Attachment Sequence No. 179

Name(s) shown on return

CONN MEMORIAL FOUNDATION

Identifying number
59-0978713

Business or activity to which this form relates

Indirect Depreciation

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	145

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	145
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2012)

DAA

There are no amounts for Page 2

CONN MEMORIAL FOUNDATION, INC.

August 1, 2012 through July 31, 2013

59-0978713

ATTACHMENT TO: 990 PF

PART II, LINE 10 a, b, c

INVESTMENTS 10

	Book Value		
	a Government Obligations	b Mutuel Funds	c Partnerships Joint Ventures
Page 1-4	-	16,298,838	-
Page 1-4	-	-	5,697,008
	-	16,298,838	5,697,008

INVESTMENTS 10

	Market Value		
	a Government Obligations	b Mutuel Funds	c Partnerships Joint Ventures
Page 1-4	-	16,982,437	-
Page 1-4	-	-	5,936,430
	-	16,982,437	5,936,430

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0101 -91-00646-01



CONN MEMORIAL-CONSOLIDATED
ACCOUNT 001050984342

ASSET DETAIL

Page 7 of 18
Period from July 1, 2013 to July 31, 2013

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS)	SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCURAL	YIELD ON MARKET
-------------	------------------------	----------------------	---------------------	---------------------------	------------------------------------	-------------------	--------------------

Cash And Equivalents

Money Markets

First Amer Treasury Oblig Cl Z 31846V542 Asset Minor Code 1 ACCOUNT 001050984340	9,905.420	9,905.42 1.0000	9,905.42	.00	.00	.00	.00
Total Money Markets	9,905.420		9,905.42				

Total Cash And Equivalents	9,905.420		9,905.42				
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Mutual Funds

Mutual Funds-Equity

Dodge & Cox International Stock Fund 256206103 Asset Minor Code 98 ACCOUNT 001050984340	68,452.138	2,646,359.66 38.6600	2,514,247.03	132,112.63 147,172.10	.00	1.93
Eaton Vance Strt Em Mkt I 277923751 Asset Minor Code 98 ACCOUNT 001050984340	63,035.945	899,522.94 14.2700	913,615.41	14,092.47 17,019.71	.00	1.54
FM Common Stock Fund 30249V109 Asset Minor Code 98 ACCOUNT 001050984340	34,149.496	953,453.93 27.9200	803,879.14	149,574.79 49,516.77	.00	0.30
Harbor International Fund #11 411511306 Asset Minor Code 98 ACCOUNT 001050984340	38,560.763	2,532,285.31 65.6700	2,303,619.96	228,665.35 128,021.74	.00	1.91

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CONN MEMORIAL-CONSOLIDATED
ACCOUNT 001050984342

ASSET DETAIL (continued)

Page 8 of 18
Period from July 1, 2013 to July 31, 2013

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD		ENDING ACCRUAL	YIELD ON MARKET
				UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD		
Ing Global Real Estate Fd 44980Q302 Asset Minor Code 98 ACCOUNT 001050984340	32,192.401	584,292.08 18.1500	571,201.26	13,090.82 1,332.34		.00	4.31
Van Eck Global Hard Assets 921075412 Asset Minor Code 98 ACCOUNT 001050984340	12,403.987	561,280.41 45.2500	559,461.32	1,819.09 30,017.65		.00	0.54
Vanguard Emerging Mkts Stk Index Fd 922042817 Asset Minor Code 98 ACCOUNT 001050984340	27,345.857	858,386.45 31.3900	921,846.82	- 63,460.37 8,477.21		.00	3.93
Vanguard 500 Idx Fd #1340 922908496 Asset Minor Code 98 ACCOUNT 001050984340	29,120.521	3,742,278.15 128.5100	3,170,330.09	571,948.06 181,129.64		.00	1.96
Total Mutual Funds-Equity	305,261.708	12,777,858.93	11,758,201.03	1,019,657.90 562,687.16		.00	1.97
Mutual Funds-Fixed Income							
PIMCO Total Return II Fund 693390551 Asset Minor Code 99 ACCOUNT 001050984340	104,725.387	1,074,482.47 10.2600	1,162,909.63	- 88,427.16 2,091.32		.00	2.35
Pimco Commodity Rr Strat Ins 722005667 Asset Minor Code 99 ACCOUNT 001050984340	81,826.848	463,958.23 5.6700	562,864.83	- 98,906.60 11,455.76		.00	2.57
Vanguard Toll Bd Mkt Indx Sig 921937868 Asset Minor Code 99 ACCOUNT 001050984340	100,830.281	1,075,859.10 10.6700	1,126,795.12	- 50,936.02 .00		.31	2.50

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CONN MEMORIAL-CONSOLIDATED
ACCOUNT 001050984342

ASSET DETAIL (continued)

Page 9 of 18
Period from July 1, 2013 to July 31, 2013

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	FEDERAL TAX COST	UNREALIZED GAIN (LOSS) SINCE INCEPTION CURRENT PERIOD	ENDING ACCRAUL	YIELD ON MARKET
Vanguard Inflation Prot Sec Adm Cl 922031737 Asset Minor Code 99 ACCOUNT 001050984340	19,368.006	512,671.12 26.4700	567,845.83	-55,174.71 4,842.00	.00	2.50
Vanguard Interm Term Treasury Adm 922031828 Asset Minor Code 99 ACCOUNT 001050984340	95,194.999	1,077,607.39 11.3200	1,120,222.04	-42,614.65 .00	.13	1.49
Total Mutual Funds-Fixed Income	401,945.521	4,204,578.31	4,540,637.45	-336,059.14 18,389.08	.44	2.21
Total Mutual Funds	707,206.629	16,982,437.24	16,298,838.48	683,598.76 581,076.24	.44	2.03
Miscellaneous						
Partnerships/Joint Ventures						
Mondrian Global Debt Oppor Fd LP *** 98MSCLJS9 Asset Minor Code 77 ACCOUNT 001050984341	70,145.930	1,013,086.03 14,4425	1,097,008.28	-83,922.25 9,203.98	.00	0.00
Drake Capital Offshore Ptnrs - Cca *** 98MSCLZX0 Asset Minor Code 77 ACCOUNT 001050984341	2,300,000.000	2,452,874.10 1.0665	2,300,000.00	152,874.10 -24,467.40	.00	0.00
Entrust Cap Div Fd - Series 1207 *** 98MSCLQ9T7 Asset Minor Code 77 ACCOUNT 001050984341	2,107.541	2,470,470.33 1,172,2050	2,300,000.00	170,470.33 -16,806.38	.00	0.00
Total Partnerships/Joint Ventures	2,372,253.471	5,936,430.46	5,697,008.23	239,422.18 -32,069.80	.00	0.00

CONN MEMORIAL FOUNDATION, INC.
 AUGUST 1, 2012 THROUGH JULY 31, 2013
 59-0978713
 PART IV, LINE 2
 ATTACHMENT TO: 990PPR

<u>Account number</u>	<u>4741480</u>	<u>4716993</u>	<u>FDN Greene</u>	<u>Camhiar</u>	<u>Cornerstone</u>	<u>CUPP</u>	<u>4716982</u>	<u>Siphron</u>	<u>4717012</u>	<u>Income Research</u>	<u>4732494</u>	<u>Riverbridge</u>	<u>Mutuel Funds</u>	<u>Total</u>
<u>Manager</u>	<u>BR/C Inv Mgt</u>													
Proceeds	\$ 2,499,934	\$ 1,476,707	\$ 2,219,935	\$ 2,968,915	\$ 1,892,626	\$ 3,428,514	\$ 8,157,744	\$ 1,804,178	\$ 3,296,151	\$ 27,744,703				
Cost	2,171,623	1,422,206	2,117,672	2,495,677	1,763,798	2,702,600	7,527,914	1,244,015	2,986,482	24,431,986				
Gain (loss)	328,310	54,501	102,263	473,238	128,828	725,915	629,830	560,162	309,669	3,312,717				

2012\13 Conn Memorial Foundation Grants		
ORGANIZATION	PAID	Comment
A Brighter Community	\$ 25,000	Underprivileged
Academy Prep	\$ 50,000	Underprivileged
Alpha House	\$ 15,000	Underprivileged
Big Brothers Big Sisters	\$ 10,000	Underprivileged
Boys & Girls Clubs	\$ 25,000	Underprivileged
Boys & Girls Club	\$ 70,000	Underprivileged
CDC of Tampa	\$ 10,000	Underprivileged
Centre	\$ 10,000	Underprivileged
Champions for Children	\$ 30,000	Underprivileged
Children's Home	\$ 10,000	Underprivileged
Community Tampa Bay	\$ 15,000	Underprivileged
Computer Mentors	\$ 15,000	Underprivileged
Connected by 25	\$ 25,000	Underprivileged
Cornerstone Family Minsitries	\$ 25,000	Underprivileged
Cornerstone Kids	\$ 5,000	Underprivileged
Cornerstone Kids	\$ 10,000	Underprivileged
Devereux	\$ 10,000	Underprivileged
Dream Center	\$ 10,000	Underprivileged
Easter Seals	\$ 25,000	Underprivileged
Florida Nonprofit Alliance	\$ 5,000	Underprivileged
Florida Philanthropic Network	\$ 3,000	Underprivileged
Frameworks	\$ 20,000	Underprivileged
Frameworks	\$ 5,000	Underprivileged
Girl Scouts	\$ 15,000	Underprivileged
Hillsborough County Public Schools	\$ 15,000	Underprivileged
Hillsborough Education Foundation	\$ 70,000	Underprivileged
Hillsborough Education Foundation	\$ 1,000	Underprivileged
I Matter Too	\$ 5,000	Underprivileged
Metropoitan Ministries	\$ 50,000	Underprivileged
Metropoitan Ministries	\$ 75,000	Underprivileged
Monterey High School	\$ 10,000	Underprivileged
Nonprofit Leadership Center	\$ 45,000	Underprivileged
Oasis	\$ 5,000	Underprivileged
Oasis	\$ 5,000	Underprivileged
PCAT Literacy Ministries	\$ 15,000	Underprivileged
Powerstories	\$ 10,000	Underprivileged
Powerstories	\$ 15,000	Underprivileged
Powerstories	\$ 5,000	Underprivileged
Presbyterian Learning Centers	\$ 25,000	Underprivileged
Redland Christian Migrant Association	\$ 20,000	Underprivileged

Seniors in Service	\$ 10,000	Underprivileged
Seniors in Service	\$ 10,000	Underprivileged
Skills Center	\$ 10,000	Underprivileged
Skills Center	\$ 15,000	Underprivileged
St. Peter Claver	\$ 15,000	Underprivileged
United Cerebral Palsy	\$ 15,000	Underprivileged
Voices for Children	\$ 30,000	Underprivileged
Voices for Children	\$ 10,000	Underprivileged
YMCA	\$ 70,000	Underprivileged
Young Life	\$ 25,000	Underprivileged
Total	\$ 1,024,000	

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 10,212	\$ 10,212	\$
CONN - HAND FARM	6,894	6,894	
Total	\$ <u>17,106</u>	\$ <u>17,106</u>	\$ <u>0</u>

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net
ACCOUNTING FEES	\$ 2,450	\$ 98	\$
Total	\$ <u>2,450</u>	\$ <u>98</u>	\$ <u>0</u>

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net
INVESTMENT ADVISORY FEES	\$ 194,102	\$ 194,102	\$
MISC INVESTMENT FEES	3,613	3,613	
PROFESSIONAL SERVICES	1,337	1,337	
Total	\$ <u>199,052</u>	\$ <u>199,052</u>	\$ <u>0</u>

Federal Statements

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Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 1,245	\$ 1,245	\$	\$
ARKANSAS PROPERTY TAX	16	16		
SEVERENCE LEASE TAX	3,985	3,985		
Total	\$ 5,246	\$ 5,246	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
IPAD	9/22/12	\$ 822	\$ 822	S/L	5	\$ 137	\$ 6	\$ 6
COMPUTER	6/24/13	460	460	S/L	5	\$ 8	\$ 6	\$ 6
Total	\$ 1,282	\$ 0	\$ 0			\$ 145	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
AMORTIZATION	10,671	10,671		400
AUTOMOBILE	400			1,882
INSURANCE D & O	1,960			2,042
INSURANCE P & C	2,127			5,924
COMMON AREA MAINTENANCE	6,171			3,787
COMPUTER EXPENSES	247			292
COPIER EXPENSES	156			59
LICENSE AND FEES	303			171
OFFICE SUPPLIES	61			
	178	7		

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Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL SERVICE	\$ 504	\$ 20	\$ 4	\$ 484
POSTAGE	88	4	84	
TELEPHONE	1,254	50	1,204	
TRAINING	1,750	25	1,725	
FUNDERS FORUM	280	11	269	
MEALS & ENTERTAINMENT	938	28	910	
MISCELLANEOUS	5,395	216	5,179	
WEBSITE	320	13	307	
Total	\$ 36,343	\$ 11,624	\$ 0	\$ 24,719

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Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
		Cost	Cost	\$
GOVERNMENT BONDS	\$ 2,621,338	\$ 2,621,338	\$ 2,621,338	\$ 0
Total	\$ 2,621,338	\$ 0	\$ 0	\$ 0

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
		Cost	Cost	\$
CORPORATE STOCK	\$ 12,319,961	\$ 16,298,838	\$ 16,298,838	\$ 16,982,437
MUTUEL FUNDS - SEE ATTACHED STMT	\$ 12,319,961	\$ 16,298,838	\$ 16,298,838	\$ 16,982,437
Total	\$ 12,319,961	\$ 0	\$ 0	\$ 0

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
		Cost	Cost	\$
CORPORATE BONDS	\$ 3,902,711	\$ 3,902,711	\$ 3,902,711	\$ 0
Total	\$ 3,902,711	\$ 0	\$ 0	\$ 0

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
		Cost	Cost	\$
ARKANSAS LAND	\$ 66	\$ 66	\$ 66	\$ 66
MISSISSIPPI MINERAL RIGHTS	\$ 29,161	\$ 29,161	\$ 29,161	\$ 29,161
PARTNERSHIP/JT VENTURES - SEE STMT	\$ 5,697,008	\$ 5,697,008	\$ 5,697,008	\$ 5,697,008
Total	\$ 29,227	\$ 5,726,235	\$ 5,726,235	\$ 5,726,235

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Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
<u>Etc.</u>		40.00	142,800	14,801	0
SHEFFIELD CROWDER FOUNDATION ADDRESS TAMPA FL 33603	PRESIDENT	40.00	142,800	14,801	0
BETH DOYLE FOUNDATION ADDRESS TAMPA FL 33603	GRANT DIRECT	20.00	38,872	1,166	0
DAVID KENNEDY FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
SCOTT PIEPER FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
PETER J GARDNER FOUNDATION ADDRESS TAMPA FL 33603	TREASURER	0.00	0	0	0
DR. MARIO HERNANDEZ FOUNDATION ADDRESS TAMPA FL 33603	VICE-CHAIR	0.00	0	0	0
NURI DELACRUZ AYRES FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
SONJA GARCIA FOUNDATION ADDRESS TAMPA FL 33603	SECRETARY	0.00	0	0	0
RON PETERSON FOUNDATION ADDRESS TAMPA FL 33603	CHAIR	0.00	0	0	0