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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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 | | A Employer identification number 59-0978713 |
| Number and street (or P O box number if mail is not delivered to street address) 3410 HENDERSON BOULEVARD | | B Telephone number (see instructions) 813-554-1210 |
| City or town, state, and ZIP code TAMPA FL 33609 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div> | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,982,249 | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | 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) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 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 | | | | |
| Operating and Administrative Expenses | 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) Stmt 2 | 2,450 | 98 | | 2,352 |
| | c Other professional fees (attach schedule) Stmt 3 | 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 | 251,207 |
| | 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 | 1,275,207 |
| | 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 | | |
| | | | | 0 | |
| | | | | | |

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Form 990-PF (2012) **CONN MEMORIAL FOUNDATION****59-0978713**Page **2**

| 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 (attach schedule) ▶ Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments – U.S. and state government obligations (attach schedule) Stmt 7 | 2,621,338 | | |
| | b | Investments – corporate stock (attach schedule) See Stmt 8 | 12,319,961 | 16,298,838 | 16,982,437 |
| | c | Investments – corporate bonds (attach schedule) See Stmt 9 | 3,902,711 | | |
| | 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 | 5,936,496 |
| | 14 | Land, buildings, and equipment basis ▶ 1,282 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 | 22,982,249 |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <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 |

Form **990-PF** (2012)

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) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|------------------------|--------------------------------------|---|--|
| a | | | 3,312,717 |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|---|---|----------|-----------|
| 2 Capital gain net income or (net capital loss) | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 | 1,275,207 |

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

| | | | |
|----|--|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 36,393 |
| 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 | 171 |
| 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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-------------------------------------|-------------------------------------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | <input checked="" type="checkbox"/> |
| b 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 | | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year? | | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 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 checked="" type="checkbox"/> |
| 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 checked="" type="checkbox"/> |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | <input checked="" type="checkbox"/> |
| 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. | | <input checked="" type="checkbox"/> |
| 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 checked="" type="checkbox"/> | |
| 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 checked="" type="checkbox"/> | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 | <input checked="" type="checkbox"/> | |
| 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 | | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | <input checked="" type="checkbox"/> |

N/A

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 | | 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 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.connfoundation.org | 13 | 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 | 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 | 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) | | |
| (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 | 1b |
| 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? | | 4a |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b |

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

| | | | |
|--|--|--|-----------------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(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)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here</p> <p>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?</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p>If "Yes" to 6b, file Form 8870</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A</p> | <p>5b</p> <p>6b</p> <p>7b</p> | <p>X</p> |
|--|--|--|-----------------|

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

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 ▶ | |

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 | | |
| a | Expenses, contributions, gifts, etc. — total from Part I column (d), line 26 | 1a | 1,275,207 |
| b | Program-related investments — total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,275,207 |
| 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 | 36,393 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,238,814 |

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 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 | | | | |
| a Enter amount for 2011 only | | | 268,045 | |
| 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 | | | | |
| a Applied to 2011, but not more than line 2a | | | 268,045 | |
| 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 | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test – enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test – enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the 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 other factors
See Statement 14

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 | | | | <p style="text-align: right;">1,024,000</p> |
| Total | | | ▶ 3a | 1,024,000 |
| b Approved for future payment N/A | | | | |
| Total | | | ▶ 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 459,219 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 66,796 | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 15 | 17,106 | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 3,312,717 | |
| 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 | | 3,855,838 | 0 |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 3,855,838 |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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 DeadlinesDescription

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 LimitationsDescription

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

2012Attachment
Sequence No **179**

▶ See separate instructions.

▶ Attach to your tax return.

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 | | |

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 | b | c |
| | Government Obligations | Mutuel Funds | 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 | b | c |
| | Government Obligations | Mutuel Funds | 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

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

ASSET DETAIL

| DESCRIPTION | SHARES/ FACE AMOUNT | MARKET PRICE/UNIT | FEDERAL TAX COST | UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD | ENDING ACCRUAL | 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 | 0.00 |
| Total Money Markets | 9,905.420 | 9,905.42 | 9,905.42 | .00 .00 | .00 | 0.00 |

Total Cash And Equivalents

| | | | | | | |
|--|-----------|----------|----------|------------|-----|------|
| | 9,905.420 | 9,905.42 | 9,905.42 | .00 .00 | .00 | 0.00 |
|--|-----------|----------|----------|------------|-----|------|

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 Strict Em Mfrkt 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 |
| F M I 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 | 2,532,205.31 65.6700 | 2,303,619.96 | 228,665.35 128,021.74 | .00 | 1.91 |

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CONN MEMORIAL-CONSOLIDATED
ACCOUNT 001050984342

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

ASSET DETAIL (continued)

| DESCRIPTION | SHARES/ FACE AMOUNT | MARKET PRICE/UNIT | FEDERAL TAX COST | UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD | ENDING ACCRUAL | YIELD ON MARKET |
|---|------------------------|--------------------------|---------------------|---|-------------------|--------------------|
| Ing Global Real Estate Fd I 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 I 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 | 305,261.108 | 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 I I 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 Totl 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

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

ASSET DETAIL (continued)

| DESCRIPTION | SHARES/ FACE AMOUNT | MARKET PRICE/UNIT | FEDERAL TAX COST | UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD | ENDING ACCRUAL | 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 *** 98MSCLSJ9 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 *** 98MSCQ9T7 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 | 5,697,008.28 | 239,422.18 -32,069.80 | .00 | 0.00 |

| <i>Account number</i> | <u>4741480</u> | <u>4716993</u> | <u>4716982</u> | <u>4717012</u> | <u>4732494</u> | <u>Total</u> | | | | |
|-----------------------|--------------------|-------------------|------------------|--------------------|------------------|------------------|------------------------|--------------------|---------------------|----------------------|
| <u>Manager</u> | <u>BRC Inv Mgt</u> | <u>FDN Greene</u> | <u>Cambiar</u> | <u>Cornerstone</u> | <u>CUPP</u> | <u>Siphron</u> | <u>Income Research</u> | <u>Riverbridge</u> | <u>Mutuel Funds</u> | <u>Total</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 | <u>2,171,623</u> | <u>1,422,206</u> | <u>2,117,672</u> | <u>2,495,677</u> | <u>1,763,798</u> | <u>2,702,600</u> | <u>7,527,914</u> | <u>1,244,015</u> | <u>2,986,482</u> | <u>\$ 24,431,986</u> |
| Gain (loss) | <u>328,310</u> | <u>54,501</u> | <u>102,263</u> | <u>473,238</u> | <u>128,828</u> | <u>725,915</u> | <u>629,830</u> | <u>560,162</u> | <u>309,669</u> | <u>3,312,717</u> |

CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2012 THROUGH JULY 31, 2013
59-0978713

ATTACHMENT TO 990 PF
PART IV, LINE 1 a

| | BRC Investment MGT | | FDN - Cambiar | | FDN - Cornerstone | | FDN - CUIP | | Gcience | | Income Research | | Ravelbridge | | Siphon | | Mutual Funds | |
|----------------|--------------------|--------------|---------------|--------------|-------------------|--------------|--------------|--------------|--------------|--------------|-----------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis | Proceeds | Cost Basis |
| August 2012 | 173,891 52 | 159,800 67 | 62,011 12 | 81,547 14 | 121,810 25 | 96,273 70 | 196,035 45 | 201,201 51 | 24,847 01 | 20,518 26 | 593,184 86 | 519,393 12 | 21,202 87 | 37,400 94 | 134,755 89 | 99,433 82 | - | - |
| September 2012 | 185,319 54 | 173,135 22 | 78,921 94 | 83,020 49 | 146,722 30 | 124,010 14 | 173,718 45 | 169,274 87 | 15,732 42 | 10,920 00 | 185,590 49 | 164,163 13 | 5,978 17 | 6,748 56 | 166,634 83 | 105,851 64 | - | - |
| October 2012 | 2,140,722 60 | 1,838,687 37 | 2,075,214 14 | 1,948,598 80 | 2,700,381 95 | 2,275,393 10 | 1,522,872 11 | 1,391,321 77 | 1,436,128 01 | 1,390,767 88 | 7,378,170 55 | 6,843,544 08 | 1,776,996 60 | 1,199,865 82 | 3,127,123 43 | 2,497,314 15 | - | - |
| November 2012 | - | - | 3,787 86 | 4,505 35 | - | - | - | - | - | - | 797 90 | 813 00 | - | - | - | - | - | - |
| December 2012 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 75,393 43 | - |
| January 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 200,008 56 | 191,925 25 |
| February 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| March 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| April 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 2,516,838 24 | 2,350,937 39 |
| May 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 2,550 14 | 98 88 |
| June 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 350,000 00 | 303,758 34 |
| July 2013 | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 151,361 00 | 139,762 24 |
| | 2,499,933 66 | 2,171,622 26 | 2,219,935 06 | 2,117,671 78 | 2,968,914 50 | 2,495,676 94 | 1,892,626 01 | 1,763,798 15 | 1,476,707 44 | 1,422,206 14 | 8,157,743 80 | 7,527,913 33 | 1,804,177 64 | 1,244,015 32 | 3,428,314 15 | 2,702,599 61 | 3,296,151 37 | 2,986,482 10 |
| Gain / (Loss) | 328,310 | | | 102,263 | | 473,238 | 128,828 | | | 54,501 | | 629,830 | | 560,162 | | 725,915 | 309,669 | |

Total Gain / (Loss) 3,312,717

Total Sales Price 27,744,703

Total Cost Basis 24,431,987

| 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 |
| Metropolitan Ministries | \$ 50,000 | Underprivileged |
| Metropolitan 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 | |

Federal Statements

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FYE: 7/31/2013

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 | \$ 17,106 | \$ 17,106 | \$ 0 |

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

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|-----------------|----------|-------------------|-----------------|-----------------------|
| ACCOUNTING FEES | \$ 2,450 | \$ 98 | \$ | \$ 2,352 |
| Total | \$ 2,450 | \$ 98 | \$ 0 | \$ 2,352 |

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

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------------|------------|-------------------|-----------------|-----------------------|
| INVESTMENT ADVISORY FEES | \$ 194,102 | \$ 194,102 | \$ | |
| MISC INVESTMENT FEES | 3,613 | 3,613 | | 1,847 |
| PROFESSIONAL SERVICES | 3,184 | 1,337 | | |
| Total | \$ 200,899 | \$ 199,052 | \$ 0 | \$ 1,847 |

Federal Statements

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

| Date Acquired | Description | Cost Basis | Prior Year Depreciation | Method | Life | Current Year Depreciation | Net Investment Income | Adjusted Net Income |
|---------------|-------------|------------|-------------------------|--------|------|---------------------------|-----------------------|---------------------|
| 9/22/12 | IPAD | \$ 822 | \$ | S/L | 5 | \$ 137 | \$ 6 | \$ |
| 6/24/13 | COMPUTER | 460 | | S/L | 5 | 8 | | |
| Total | | \$ 1,282 | \$ 0 | | | \$ 145 | \$ 6 | \$ 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 | 78 | | 2,042 |
| INSURANCE P & C | 2,127 | 85 | | 5,924 |
| COMMON AREA MAINTENANCE | 6,171 | 247 | | 3,787 |
| COMPUTER EXPENSES | 3,943 | 156 | | 292 |
| COPIER EXPENSES | 303 | 11 | | 59 |
| LICENSE AND FEES | 61 | 2 | | 171 |
| OFFICE SUPPLIES | 178 | 7 | | |

Federal Statements

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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 | \$ | 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 |

Federal Statements

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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 |
|------------------|----------------------|----------------|-----------------------|----------------------|
| GOVERNMENT BONDS | \$ 2,621,338 | \$ | Cost | \$ |
| Total | \$ 2,621,338 | \$ 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 |
|----------------------------------|----------------------|----------------|-----------------------|----------------------|
| CORPORATE STOCK | \$ 12,319,961 | \$ | | \$ |
| MUTUEL FUNDS - SEE ATTACHED STMT | | 16,298,838 | Cost | 16,982,437 |
| Total | \$ 12,319,961 | \$ 16,298,838 | | \$ 16,982,437 |

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 |
|-----------------|----------------------|----------------|-----------------------|----------------------|
| CORPORATE BONDS | \$ 3,902,711 | \$ | Cost | \$ |
| Total | \$ 3,902,711 | \$ 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 |
|------------------------------------|----------------------|----------------|-----------------------|----------------------|
| ARKANSAS LAND | \$ 66 | \$ 66 | Cost | \$ 66 |
| MISSISSIPPI MINERAL RIGHTS | 29,161 | 29,161 | Cost | |
| PARTNERSHIP/JT VENTURES - SEE STMT | | 5,697,008 | Cost | 5,936,430 |
| Total | \$ 29,227 | \$ 5,726,235 | | \$ 5,936,496 |

590978713 CONN MEMORIAL FOUNDATION

59-0978713

FYE: 7/31/2013

Federal Statements

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

| Name and Address | Title | Average Hours | Compensation | Benefits | Expenses |
|---|--------------|------------------|--------------|----------|----------|
| 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 |