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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

| | | | |
|---|--|--|--|
| Name of foundation FORREST C & FRANCES H LATTNER FOUNDATION | | A Employer identification number 20-3106502 | |
| Number and street (or P O box number if mail is not delivered to street address) 198 NE 6TH AVENUE | | B Telephone number (see instructions) (561) 266-9494 | |
| City or town, state or province, country, and ZIP or foreign postal code DELRAY BEACH, FL 33483 | | C If exemption application is pending, check here ▶ <input type="checkbox"/> | |
| 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 | | 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)▶ \$ 75,747,770 | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/> | |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | | |

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 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 | 27 | 27 | | |
| | 4 Dividends and interest from securities. | 100,442 | 100,442 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 6,644,517 | | | |
| | b Gross sales price for all assets on line 6a 17,282,526 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 6,644,517 | | |
| | 8 Net short-term capital gain | | | | |
| | 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) | 1,168,534 | 1,168,534 | | |
| | 12 Total. Add lines 1 through 11 | 7,913,520 | 7,913,520 | | |
| | 13 Compensation of officers, directors, trustees, etc | 93,545 | 18,709 | | 74,836 |
| | 14 Other employee salaries and wages | 89,230 | 22,308 | | 66,922 |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule). | | | | |
| | b Accounting fees (attach schedule). | 25,575 | 25,575 | | 0 |
| | c Other professional fees (attach schedule) | 523,797 | 523,797 | | 0 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 98,435 | 44,334 | | 2,864 |
| | 19 Depreciation (attach schedule) and depletion | 723 | 1,031 | | |
| | 20 Occupancy | 27,406 | 5,481 | | 21,925 |
| | 21 Travel, conferences, and meetings | 1,511 | 151 | | 1,360 |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule). | 18,777 | 4,694 | | 14,083 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 878,999 | 646,080 | | 181,990 |
| | 25 Contributions, gifts, grants paid | 4,359,900 | | | 4,359,900 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 5,238,899 | 646,080 | | 4,541,890 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 2,674,621 | | | |
| | b Net investment income (if negative, enter -0-) | | 7,267,440 | | |
| | c Adjusted net income (if negative, enter -0-) | | | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|-----------------------------|---|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 1 | | |
| | 2 | Savings and temporary cash investments | 11,649,250 | 11,500,773 | 11,500,773 |
| | 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) | | | |
| | b | Investments—corporate stock (attach schedule) | | | |
| | c | Investments—corporate bonds (attach schedule). | | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 56,172,316 | 58,426,833 | 63,191,007 |
| | 14 | Land, buildings, and equipment basis ▶ _____ 16,732 Less accumulated depreciation (attach schedule) ▶ 16,465 | 989 | 267 | 267 |
| 15 | Other assets (describe ▶ _____) | 486,419 | 1,055,723 | 1,055,723 | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 68,308,975 | 70,983,596 | 75,747,770 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | 0 | 0 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | 0 | 0 | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 68,308,975 | 70,983,596 | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 68,308,975 | 70,983,596 | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 68,308,975 | 70,983,596 | | |

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 | 68,308,975 |
| 2 | Enter amount from Part I, line 27a | 2 | 2,674,621 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 70,983,596 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 70,983,596 |

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 Additional Data Table | | | |
| 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 See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|---|--------------------------------------|---|--|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) 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 See Additional Data Table | | | |
| 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 | 6,644,517 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | } | 3 | |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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)) |
| 2012 | 4,131,208 | 74,695,915 | 0 055307 |
| 2011 | 4,992,518 | 74,882,323 | 0 066672 |
| 2010 | 4,534,064 | 81,429,963 | 0 055681 |
| 2009 | 3,885,191 | 72,403,299 | 0 053660 |
| 2008 | 4,989,338 | 82,479,689 | 0 060492 |

| | | | |
|---|--|---|------------|
| 2 | Total of line 1, column (d). | 2 | 0 291812 |
| 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 058362 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 75,781,476 |
| 5 | Multiply line 4 by line 3. | 5 | 4,422,759 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 72,674 |
| 7 | Add lines 5 and 6. | 7 | 4,495,433 |
| 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 | 4,541,890 |

| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions) | | | |
|--|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | 1 | 72,674 |
| 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 | | | |
| 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 | 72,674 |
| 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 | 72,674 |
| 6 Credits/Payments | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 112,226 | |
| 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 | 112,226 |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | 8 | 115 |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. | | 10 | 39,437 |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax 39,437 Refunded | | 11 | 0 |

| Part VII-A Statements Regarding Activities | | | |
|---|--|----|-----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | 1a | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | 1b | No |
| If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | | |
| c Did the foundation file Form 1120-POL for this year?. | | 1c | No |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0 | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0 | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | | 2 | No |
| If "Yes," attach a detailed description of the activities. | | | |
| 3 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 | | 3 | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. | | 4a | Yes |
| b If "Yes," has it filed a tax return on Form 990-T for this year?. | | 4b | Yes |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | 5 | No |
| If "Yes," attach the statement required by General Instruction T. | | | |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | | 6 | Yes |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. | | 7 | Yes |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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 . | | 8b | Yes |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV | | 9 | No |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. | | 10 | No |

Part VII-A

Statements Regarding Activities *(continued)*

| | | | | |
|---|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Yes | |
| Website address N/A | | | | |
| 14 | The books are in care of FORREST FRANCES LATTNER FOUNDATIO Telephone no (561) 266-9494 Located at 198 NE 6TH AVENUE DELRAY BEACH FL ZIP +4 33483 | | | |
| 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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country | | | | |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

| | | | | |
|---|--|------------------------------|--|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. | 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 2013? | 1c | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). | 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? | | | |
| b | If "Yes," did it have excess business holdings in 2013 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 2013.). | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

| | | | | |
|----|--|---|----|----|
| 5a | During the year did the foundation pay or incur any amount to | | | |
| | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)? | | 5b | |
| | Organizations relying on a current notice regarding disaster assistance check here. | <input checked="" type="checkbox"/> | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| | If "Yes," attach the statement required by Regulations section 53.4945–5(d). | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 6b | No |
| | If "Yes" to 6b, file Form 8870. | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | 7b | |

Part VIII

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

| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions). | | | | |
|--|---|---|---|---------------------------------------|
| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| DREW HOLLENBECK | TRUSTEE | 27,674 | 0 | 0 |
| 198 NE 6TH AVENUE DELRAY BEACH, FL 33483 | 10 00 | | | |
| DAVID W HOLLENBECK | TRUSTEE | 37,431 | 0 | 0 |
| 198 NE 6TH AVENUE DELRAY BEACH, FL 33483 | 10 00 | | | |
| DOUGLAS HOLLENBECK | TRUSTEE | 28,440 | 0 | 0 |
| 198 NE 6TH AVENUE DELRAY BEACH, FL 33483 | 10 00 | | | |
| SUSAN L LLOYD | CHAIRMAN | 0 | 0 | 0 |
| 198 NE 6TH AVENUE DELRAY BEACH, FL 33483 | 10 00 | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| SUE MANN | FUND MANAGER | 89,230 | 0 | 0 |
| 198 NE 6TH AVENUE DELRAY BEACH, FL 33483 | 40 00 | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000. | | | | 0 |

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". | | |
|--|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 0 |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 | |
| | |
| | |
| Total. Add lines 1 through 3. | 0 |

Part X

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

| | | | |
|---|--|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 64,116,964 |
| b | Average of monthly cash balances. | 1b | 12,046,846 |
| c | Fair market value of all other assets (see instructions). | 1c | 771,699 |
| d | Total (add lines 1a, b, and c). | 1d | 76,935,509 |
| 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 | 76,935,509 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 1,154,033 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 75,781,476 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 3,789,074 |

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 | 3,789,074 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 72,674 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | 1,476 |
| c | Add lines 2a and 2b. | 2c | 74,150 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 3,714,924 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 3,714,924 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 3,714,924 |

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 | 4,541,890 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 4,541,890 |
| 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 | 72,674 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 4,469,216 |
| 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 2012 | (c) 2012 | (d) 2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 3,714,924 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 0 | |
| b Total for prior years 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | | | | 972,874 |
| b From 2009. | | | | 270,556 |
| c From 2010. | | | | 469,625 |
| d From 2011. | | | | 1,323,588 |
| e From 2012. | | | | 447,649 |
| f Total of lines 3a through e. | 3,484,292 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,541,890 | | | | |
| a Applied to 2012, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2013 distributable amount. | | | | 3,714,924 |
| e Remaining amount distributed out of corpus | 826,966 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 4,311,258 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . | 972,874 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 3,338,384 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. . . . | | | | 270,556 |
| b Excess from 2010. . . . | | | | 469,625 |
| c Excess from 2011. . . . | | | | 1,323,588 |
| d Excess from 2012. . . . | | | | 447,649 |
| e Excess from 2013. . . . | | | | 826,966 |

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

| | | | | | | |
|----|--|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. | Tax year | Prior 3 years | | | (e) Total |
| | | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| | | | | | | |
| b | 85% of line 2a | | | | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed. | | | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities. | | | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c. | | | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a | "Assets" alternative test—enter | | | | | |
| | (1) Value of all assets | | | | | |
| | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c | "Support" alternative test—enter | | | | | |
| | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | |
| | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| | (3) Largest amount of support from an exempt organization | | | | | |
| | (4) Gross investment income | | | | | |

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines



d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other 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 <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | |  3a | 4,359,900 |
| b <i>Approved for future payment</i> NEED IN DEED 211 N 13TH ST STE 501 PHILADELPHIA, PA 19107 | NONE | 501(C)3 | SERVICE LEARNING WORK | 15,000 |
| | | | | |
| | | | | |
| Total | | |  3b | 15,000 |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

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

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| | | | |
| | | | |
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| | | | |

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2014-10-06

Date

Title

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

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

THOMAS A SMITH

CPA

Preparer's Signature

Date

2014-10-05

Check if self-employed

PTIN

P00954611

Firm's name

SMITH GRAHAM & ELLINGSWORTH PA

Firm's EIN

59-1498196

Firm's address

96 NE FOURTH AVENUE DELRAY BEACH, FL 33483

Phone no

(561) 276-7468

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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) |
|---|--|--|---|
| 16,000 SHS GLENROCK GLOBAL PARTNERS (BVI) INC | P | 2011-09-29 | 2013-03-28 |
| 154,500 SHS MFC ISHARES SILVER TR ISHARES | P | | 2013-06-16 |
| 38,650 SHS MFC SPDR GOLD TR GOLD SHARES | P | | 2013-06-13 |
| 703 241 SHS CONATUS CAPITAL OVERSEAS LTD | P | 2011-06-30 | 2013-10-01 |
| 215,040 62 SHS ABERDEEN EMERGING MARKETS FD | P | 2012-05-17 | 2013-11-25 |
| 997 71 SHS HIGHFIELDS CAPITAL LTD | P | 2011-06-27 | 2013-12-15 |
| CONATUS CAPITAL OVERSEAS LTD | P | | |
| DAVIDSON KEMPNER INSTITUTIONAL PTRS LP | P | | |
| FIR TREE INT'L VALUE FD II LTD | P | | |
| GLENROCK GLOBAL PARTNERS (BVI) INC | P | | |
| MASON CAPITAL LTD | P | | |
| SCOPIA PX INTL LTD | P | | |
| SILCHESTER INT'L VALUE EQUITY TRUST | P | | |
| VALINOR CAPITAL PARTNERS LP | P | | |
| METRO REAL ESTATE PARTERS IV LP | P | | |
| METRO REAL ESTATE PARTERS V LP | P | | |
| METRO REAL ESTATE PARTERS VI LP | P | | |
| PARK STREET CAPITAL PRIVATE EQUITY VII LP | P | | |
| PARK STREET CAPITAL PRIVATE EQUITY VIII LP | P | | |
| PARK STREET CAPITAL NATURAL RESOURCE FD | P | | |
| PARK STREET CAPITAL NATURAL RESOURCES CORP | P | | |
| NO TRUST - AGENCY | P | | |
| NO TRUST - NT-2-086843 | P | | |
| NO TRUST - OPERATING | P | | |


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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 1,395,053 | | 1,823,229 | -428,176 |
| 3,228,994 | | 1,899,721 | 1,329,273 |
| 5,150,599 | | 2,483,168 | 2,667,431 |
| 800,000 | | 848,518 | -48,518 |
| 3,204,105 | | 2,867,995 | 336,110 |
| 941,094 | | 715,378 | 225,716 |
| 495,841 | | | 495,841 |
| 119,229 | | | 119,229 |
| 229,471 | | | 229,471 |
| 73,896 | | | 73,896 |
| 21,384 | | | 21,384 |
| 109,768 | | | 109,768 |
| 602,450 | | | 602,450 |
| 136,509 | | | 136,509 |
| 9,864 | | | 9,864 |
| 39,821 | | | 39,821 |
| 89,331 | | | 89,331 |
| 50,799 | | | 50,799 |
| 71,308 | | | 71,308 |
| 49,702 | | | 49,702 |
| 8,246 | | | 8,246 |
| 173 | | | 173 |
| 454,057 | | | 454,057 |
| 832 | | | 832 |


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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) 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 | |
| | | | -428,176 |
| | | | 1,329,273 |
| | | | 2,667,431 |
| | | | -48,518 |
| | | | 336,110 |
| | | | 225,716 |
| | | | 495,841 |
| | | | 119,229 |
| | | | 229,471 |
| | | | 73,896 |
| | | | 21,384 |
| | | | 109,768 |
| | | | 602,450 |
| | | | 136,509 |
| | | | 9,864 |
| | | | 39,821 |
| | | | 89,331 |
| | | | 50,799 |
| | | | 71,308 |
| | | | 49,702 |
| | | | 8,246 |
| | | | 173 |
| | | | 454,057 |
| | | | 832 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| AMERICAN FOREST FOUNDATION 1111 NINETEENTH ST NW STE 780 WASHINGTON,DC 20036 | NONE | 501(C)3 | PROJECT LEARNING TREE ENVIRONMENTAL EDUCATION | 10,000 |
| THE ALLIANCE FOR NATURAL HEALTH 6931 ARLINGTON RD STE 304 BETHESDA,MD 20814 | NONE | 501(C)3 | PUBLIC EDUCATION PROJECTS | 30,000 |
| ATLANTA RONALD MCDONALD HOUSE 795 GATEWOOD RD NE ATLANTA,GA 30329 | NONE | 501(C)3 | OPEN HEARTS, OPEN DOORS CAPITAL CAMPAIGN | 10,000 |
| AUDUBON PENNSYLVANIA 1201 PAWLINGS RD AUDUBON,PA 19403 | NONE | 501(C)3 | EXPANSION OF COMMUNITY EDUCATION AND ENGAG | 50,000 |
| AYERSFOUNDATION 6 HAVERSHAM RD WESTERLY,RI 02891 | NONE | 501(C)3 | GENERAL SUPPORT | 10,000 |
| BNP PICTURES(WOMEN MAKE MOVIES) P O BOX 481 HAILEY,ID 83333 | NONE | 501(C)3 | OUTREACH TO ALTERNATIVE SCHOOL COMMUNITIES | 50,000 |
| BELLE CHILDREN'S SVS OF ST LOUIS ARC 1177 N WARSON RD ST LOUIS,MO 63132 | NONE | 501(C)3 | OUTREACH THERAPY PROGRAM | 10,000 |
| BETHESDA HOSPITAL FOUNDATION 2815 S SEACREST AVE BOYNTON BEACH,FL 33435 | NONE | 501(C)3 | INVESTIGATE PROCESS OF PROVIDING HEALTHY FOOD | 5,000 |
| BIONUTRIENT FOOD ASSOCIATION 24 HILLSVILLE RD N BROOKFIELD,MA 01535 | NONE | 501(C)3 | SCHOLARSHIPS FOR HIGH BIONUTRIENT CROP PRODUC | 30,000 |
| BOCA RATON SOCIETY FOR THE DISABLED 306 NW 35TH STREET BOCA RATON,FL 33431 | NONE | 501(C)3 | AHCA APPROVED LUNCH EXPENSES & PROGRAM CO | 40,000 |
| BOY SCOUTS - NARRAGANSETT COUNCIL #546 PO BOX 14777 E PROVIDENCE,RI 02914 | NONE | 501(C)3 | CAMP SCHOLARSHIPS | 5,000 |
| BRIGHT FUTURES 64 EDWIN PL NW ATLANTA,GA 30318 | NONE | 501(C)3 | PROGRAM SUPPORT | 35,000 |
| CANCER 101 304 PARK AVE S 11TH FL NEW YORK,NY 10010 | NONE | 501(C)3 | EXPAND FARMING & CULINARY INITIATIVES FOR MIDDLE | 25,000 |
| THE CENTER FOR AN AGRICULTURAL ECONOMY 41 S MAIN ST HARDWICK,VT 05843 | NONE | 501(C)3 | GENERAL SUPPORT | 25,000 |
| CHAMPLAIN COLLEGE PO BOX 670 BURLINGTON,VT 05402 | NONE | 501(C)3 | SCHOLARSHIP & EMERGENCY FUND | 20,000 |
| Total  3a | | | | 4,359,900 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|-----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| CHESTNUT HILL MEALS ON WHEELS 8765 STENTON AVE WYNDMOOR,PA 19038 | NONE | 501(C)3 | SUBSIDIZE CLIENTS & OPERATING COSTS | 5,000 |
| CHRISTIANS REACHING OUT TO SOCIETY 301 FIRST AVE SOUTH LAKE WORTH,FL 33460 | NONE | 501(C)3 | THE CARING KITCHEN-SHLEIVING, FLOORING, REPLACE | 40,000 |
| CLINICS CAN HELP 1550 LATHAM RD UNIT 10 WPALM BEACH,FL 33409 | NONE | 501(C)3 | GENERAL SUPPORT | 5,000 |
| COLORADO SKI & SNOWBOARD MUSEUM 231 S FRONTAGE RD E VAIL,CO 81657 | NONE | 501(C)3 | REPLACE OLYMPIC SIGNS IN THE MUSEUM | 5,000 |
| COMMITTEE ON TEMPORARY SHELTER PO BOX 1616 BURLINGTON,VT 05402 | NONE | 501(C)3 | GENERAL OPERATIONS & INITIATIVES THROUGH HOUSIN | 5,000 |
| COMMON ROOTS PO BOX 9335 S BURLINGTON,VT 05407 | NONE | 501(C)3 | SALARY FOR LOCAL FARMER TO PRODUCE FOODS FOR CS | 60,000 |
| THE COMPASS SCHOOL 537 OLD NORTH RD KINGSTON,RI 02881 | NONE | 501(C)3 | HISTORIC RENOVATION OF FARM | 75,000 |
| CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON,MA 02110 | NONE | 501(C)3 | ORGANIZATION-WIDE ADVOCACY & RI EFFORTS | 60,000 |
| CORNUCOPIA INSTITUTE PO BOX 126 CORNUCOPIA,WI 54827 | NONE | 501(C)3 | PROGRAM WORK | 50,000 |
| DRAGONFLY FOREST 1100 E HECTOR ST STE 333 CONSHOHOCKEN,PA 19428 | NONE | 501(C)3 | HELP ACCOMMODATE MOVE TO NEW FACILITY | 25,000 |
| EAGLE RIVER WATERSHED COUNCIL PO BOX 7688 AVON,CO 81620 | NONE | 501(C)3 | GENERAL SUPPORT | 5,000 |
| FAITH ALOUD PO BOX 430070 ST LOUIS,MO 63143 | NONE | 501(C)3 | COUNSELING SERVICES AND PROGRAMS | 20,000 |
| FAMILIES FIRST IN SOUTHERN VERMONT PO BOX 939 WILMINGTON,VT 05363 | NONE | 501(C)3 | WILD HOPES FARM | 10,000 |
| FAMILY RESOURCE CENTER 3309 S KINGSHIGHWAY ST LOUIS,MO 63139 | NONE | 501(C)3 | HIRE GRANT WRITER AND SPECIAL EVENTS CONSULTANT | 100,000 |
| FARM-BASED EDUCATION ASSOCIATION 1611 HARBOR RD SHELBURNE,VT 05482 | NONE | 501(C)3 | 2014 TRADITIONAL FOODS & HEALTH SYMPOSIUM | 85,000 |
| Total  3a | | | | 4,359,900 |


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| FARM-TO-CONSUMER FOUNDATION 2692 MADISON RD STE N1-371 CINCINNATI,OH 45208 | NONE | 501(C)3 | PROGRAM SUPPORT | 45,000 |
| FELLOWSHIP OF THE WHEEL 84 RICHMOND RD HINESBURG,VT 05461 | NONE | 501(C)3 | GENERAL SUPPORT | 4,000 |
| FLETCHER ALLEN HEALTH CARE 111 COLCHESTER AVENUE BURLINGTON,VT 05401 | NONE | 501(C)3 | SUSTAINABLE FOOD PRACTICES IN FOOD NUTRITION | 40,000 |
| FLORIDA COALITION FOR PRESERVATION 235 NE SIXTH AVE BLDG F DELRAY BEACH,FL 33483 | NONE | 501(C)3 | GENERAL SUPPORT | 5,000 |
| FLYNN CENTER FOR THE PERFORMING ARTS 153 MAIN STREET BURLINGTON,VT 05401 | NONE | 501(C)3 | SUBSIDIZED TICKETS-STUDENT MATINEE SERIES | 25,000 |
| GEORGIA ELITE C/O R MCABEE 10140 KINCROSS RD ROSWELL,GA 30076 | NONE | 501(C)3 | BASKETBALL PROGRAM | 15,000 |
| GOTTA HAVE SOLE FOUNDATION PO BOX 8379 CRANSTON,RI 02920 | NONE | 501(C)3 | GENERAL SUPPORT | 2,000 |
| GREATER WESTERLY CHAMBER FOUNDATION 1 CHAMBER WAY WESTERLY,RI 02891 | NONE | 501(C)3 | BRING BACK THE BEACH FUND | 25,000 |
| HEARTBEET LIFESHARING 218 TOWN FARM RD HARDWICK,VT 05843 | NONE | 501(C)3 | GENERAL SUPPORT | 3,000 |
| THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DR NEW HAVEN,CT 06511 | NONE | 501(C)3 | HOSPITAL OUTREACH PROGRAM, "HEALTHY NUTRITION | 100,000 |
| HORIZONS ATLANTA 805 MOUNT VERNON HWY NW ATLANTA,GA 30327 | NONE | 501(C)3 | GENERAL OPERATING SUPPORT | 40,000 |
| INTERVALE CENTER 180 INTERVALE ROAD BURLINGTON,VT 05401 | NONE | 501(C)3 | GENERAL SUPPORT | 45,000 |
| ISLAND PRESSCENTER FOR RES ECONOMICS 1718 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20009 | NONE | 501(C)3 | PROGRAM SUPPORT | 40,000 |
| JESSE LEWIS CHOOSE LOVE FOUNDATION PO BOX 605 NEWTOWN,CT 06470 | NONE | 501(C)3 | GENERAL SUPPORT | 3,000 |
| JONNYCAKE CENTER OF WESTERLY 23 INDUSTRIAL DR WESTERLY,RI 02891 | NONE | 501(C)3 | FOOD PANTRY, EMERGENCY FINANCIAL AID, EDUCATIO | 27,500 |
| Total  3a | | | | 4,359,900 |


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| KING STREET CENTER PO BOX 1615 BURLINGTON,VT 05402 | NONE | 501(C)3 | GENERAL SUPPORT | 3,000 |
| LAKE CHAMPLAIN WALDORF SCHOOL 359 TURTLE LN SHELBURNE,VT 05482 | NONE | 501(C)3 | EARLY CHILDHOOD EQUIPMENT, FOOD EDUCATION/FAR | 32,000 |
| THE LIONHEART SCHOOL 225 ROSWELL ST ALPHARETTA,GA 30009 | NONE | 501(C)3 | LIONHEART FOR LIFEPROGRAM | 50,000 |
| LITERACY VOLUNTEERS OF WASHINGTON CNTY 93 TOWER ST UNITS 25 26 WESTERLY,RI 02891 | NONE | 501(C)3 | ADMINISTRATIVE & INDIRECT COSTS FOR PROGRAM | 15,000 |
| LITTLE BELLAS (CATAMOUNT OUTDOOR FAMILY) 592 GOV CHITTENDEN RD WILLISTON,VT 05695 | NONE | 501(C)3 | GENERAL SUPPORT | 3,000 |
| LUND PO BOX 4009 BURLINGTON,VT 05406 | NONE | 501(C)3 | GENERAL SUPPORT | 3,000 |
| MANNA PO BOX 30181 PHILADELPHIA,PA 19103 | NONE | 501(C)3 | COMPREHENSIVE NUTRITION SERVICES | 20,000 |
| MERCY CORPS 45 SWANKENY ST PORTLAND,OR 97204 | NONE | 501(C)3 | HELP SURVIVORS OF SUPER TYPHOON HAIYAN | 25,000 |
| NATIONAL VACCINE INFORMATION CENTER 21525 RIDGETOP CIR STE 100 STERLING,VA 20166 | NONE | 501(C)3 | GENERAL SUPPORT | 5,000 |
| NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH ST NEW YORK,NY 10011 | NONE | 501(C)3 | SUPPORT CAMPAIGN TO GET RID OF TRICLOSAN & TRI | 40,000 |
| THE NATURE CONSERVANCY IN RHODE ISLAND 159 WATERMAN ST PROVIDENCE,RI 02906 | NONE | 501(C)3 | ADVANCE INNOVATIVE MODELS, PILOT PROJECT | 250,000 |
| NEED IN DEED 211 N 13TH ST STE 501 PHILADELPHIA,PA 19107 | NONE | 501(C)3 | SERVICE LEARNING WORK - 2-YR GRANT | 15,000 |
| NEIGHBORHOOD GARDENS TRUST 100 NORTH 20TH ST5F PHILADELPHIA,PA 19103 | NONE | 501(C)3 | SUPPORT REBIRTH OF ORGANIZATION | 20,000 |
| NEW ENGLAND SCIENCE AND SAILING FDN 70 WATER ST PO BOX 733 STONINGTON,CT 06378 | NONE | 501(C)3 | INSTALLATION OF CEILING AND HVAC/LIGHTING, MARIN | 80,000 |
| NORTHEAST ORGANIC FARMING ASSOC P O BOX 697 RICHMOND,VT 05477 | NONE | 501(C)3 | PROGRAM SUPPORT | 50,000 |
| Total 3a | | | | 4,359,900 |


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| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| OCEAN COMMUNITY YMCA 95 HIGH STREET WESTERLY,RI 02891 | NONE | 501(C)3 | PURCHASE OF MOTOR BOAT/MOTOR, EQUIPMENT TO | 40,000 |
| ORGANIC CONSUMERS ASSOCIATION 6771 S SILVER HILL DR FINLAND,MN 55603 | NONE | 501(C)3 | GMO CAMPAIGN | 200,000 |
| ORGANIC FARMING RESEARCH FOUNDATION PO BOX 440 SANTA CRUZ,CA 95061 | NONE | 501(C)3 | GENERAL OPERATING SUPPORT | 85,000 |
| ORLANDO R SMITH TRUST (BABCOCK-SMITH) 124 GRANITE ST WESTERLY,RI 02891 | NONE | 501(C)3 | BUILDING FUND CAMPAIGN FOR CARRIAGE HOUSE | 15,000 |
| PAWCATUCK NEIGHBORHOOD CENTER 27 CHASE ST PAWCATUCK,RI 06379 | NONE | 501(C)3 | OPERATIONAL EXPENSES | 25,000 |
| PCI-MEDIA IMPACT 777 UNITED NATIONS PLAZA 5TH FLOOR NEWYORK,NY 10017 | NONE | 501(C)3 | PROGRAM WORK | 15,000 |
| PALM BEACH POST SEASON TO SHARE FUND 2751 S DIXIE HIGHWAY WEST PALM BEACH,FL 33405 | NONE | 501(C)3 | 2013 SEASON TO SHARE CAMPAIGN | 100,000 |
| PENNSYLVANIA HORTICULTURAL SOCIETY 100 N 20TH STREET 5TH FLOOR PHILADELPHIA,PA 19103 | NONE | 501(C)3 | CITY HARVEST PROGRAM | 5,000 |
| PENNYPACK FARM EDUCATION CTR 685 MANN ROAD HORSHAM,PA 19044 | NONE | 501(C)3 | EDUCATIONAL PROGRAMMING, PHASE 1 OF EDIBLE | 60,000 |
| PETS ARE LOVING SUPPORT (PALS) 2115 LIDDELL DR NE ATLANTA,GA 30324 | NONE | 501(C)3 | PET FOOD & BASIC VETERINARY CARE | 40,000 |
| PHILADELPHIA MURAL ARTS ADVOCATES 1727-29 MT VERNON ST PHILADELPHIA,PA 19130 | NONE | 501(C)3 | AFTER SCHOOL, WEEKEND & SUMMER ART EDUCATION | 75,000 |
| PUPPIES BEHIND BARS 263 W 38TH ST 4TH FL NEWYORK,NY 10016 | NONE | 501(C)3 | PROGRAM SUPPORT | 5,000 |
| RECOVERY YOGA 52 EUGENE ONEILL DR NEW LONDON,CT 06320 | NONE | 501(C)3 | YOGA PROGRAMS & MATCHING GRANT | 30,000 |
| RHODE ISLAND COMMUNITY FOOD BANK 200 NIAN TIC AVENUE PROVIDENCE,RI 02907 | NONE | 501(C)3 | FOOD ACQUISITION AND DISTRIBUTION | 25,000 |
| RONALD MCDONALD HOUSE CHARITIES OF DEN 1300 EAST 21ST AVE DENVER,CO 80205 | NONE | 501(C)3 | GENERAL SUPPORT | 25,000 |
| Total  3a | | | | 4,359,900 |


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| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| RONALD MCDONALD HOUSE OF PROVIDENCE 45 GAY ST PROVIDENCE,RI 02905 | NONE | 501(C)3 | GENERAL SUPPORT | 15,000 |
| ROUNDUP RIVER RANCH PO BOX 8589 AVON,CO 81620 | NONE | 501(C)3 | FALL FAMILY WEEKEND, SIBLING PROGRAM, OUTREA | 120,000 |
| RURAL VERMONT 15 BARRE STREET STE 2 MONTPELIER,VT 05602 | NONE | 501(C)3 | EDUCATIONAL AND GRASSROOTS OUTREACH, FUNDRAISI | 60,000 |
| RUSSELL BYERS CHARTER SCHOOL 210 WRITTENHOUSE SQ STE 400 PHILADELPHIA,PA 19103 | NONE | 501(C)3 | PLANNING & DEVELOPMENT OF IT'S YOUR HEALTH | 60,000 |
| SALT MARSH OPERA PO BOX 227 STONINGTON,CT 06378 | NONE | 501(C)3 | GIANNI SCHICCHI TO WESTERLY SCHOOLCHILDREN | 15,000 |
| THE SALVATION ARMY 701 N BROAD STREET PHILADELPHIA,PA 19123 | NONE | 501(C)3 | GENERAL OPERATING SUPPORT | 50,000 |
| SAVE THE BAY 100 SAVE THE BAY DRIVE PROVIDENCE,RI 02905 | NONE | 501(C)3 | SOUTH COUNTY COASTKEEPER & WESTERLY OFFICE | 90,000 |
| THE SHELBURNE CRAFT SCHOOL PO BOX 52 SHELBURNE,VT 05482 | NONE | 501(C)3 | GENERAL SUPPORT | 3,000 |
| SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE,VT 05842 | NONE | 501(C)3 | FOOD SYSTEMS & AGRICULTURE EDUCATION PROGRAM | 150,000 |
| SHELBURNE MUSEUM PO BOX 10 SHELBURNE,VT 05482 | NONE | 501(C)3 | GENERAL SUPPORT | 2,000 |
| THE SOUP KITCHEN INC 8645 W BOYNTON BEACH BLVD BOYNTON BEACH,FL 33474 | NONE | 501(C)3 | PROGRAM SUPPORT & FUNDING ANNUAL FINANCIAL AU | 75,000 |
| SOUTHEASTERN GUIDE DOGS 4210 77TH ST E PALMETTO,FL 34221 | NONE | 501(C)3 | PAWS FOR PATRIOTS PROGRAM | 5,000 |
| SPECIAL OPERATIONS WARRIOR FOUNDATION PO BOX 13483 TAMPA,FL 33681 | NONE | 501(C)3 | PROGRAM SUPPORT | 50,000 |
| SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE,CA 92674 | NONE | 501(C)3 | GLOBAL & CHAPTER SUPPORT, RISE ABOVE PLASTICS | 95,000 |
| TOMQUAG INDIAN MEMORIAL MUSEUM 390 A SUMMIT RD EXETER,RI 02822 | NONE | 501(C)3 | DEVELOP MASTER PLAN FOR PERMANENT HOME | 32,500 |
| Total  3a | | | | 4,359,900 |

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|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| TRINITY YARD SCHOOL PO BOX 319 BRISTOL,VT 05472 | NONE | 501(C)3 | SPONSOR GRADUATING STUDENTS IN APPRENTICESHIP | 10,000 |
| UNITED WAY OF RHODE ISLAND 50 VALLEY ST PROVIDENCE,RI 02909 | NONE | 501(C)3 | MAINTAIN TWO TECHNICAL STAFF POSITIONS FOR 2-1-1 | 10,000 |
| UNIVERSITY OF MIAMI 1500 NW 12TH AVE STE 1020E MIAMI,FL 33136 | NONE | 501(C)3 | LIVINGSTONE CHAIR IN SURGICAL ONCOLOGY | 5,000 |
| UNIVERSITY OF VERMONT & STATE AGRICULTURAL 340 WATERMAN BUILDING BURLINGTON,VT 05403 | NONE | 501(C)3 | GROWING NUTRIENT DENSE FORAGES PROJECT | 30,900 |
| US NATIONAL COMMITTEE FOR UN FUND FOR 1120 20TH ST NW STE 720 WASHINGTON,DC 20036 | NONE | 501(C)3 | STAFF AND GENERAL OPERATING EXPENSES | 25,000 |
| VAIL PET PARTNERS PO BOX 2427 EDWARDS,CO 81632 | NONE | 501(C)3 | GENERAL SUPPORT | 5,000 |
| VAIL VALLEY FOUNDATION PO BOX 3822 AVON,CO 81620 | NONE | 501(C)3 | STARS EDUCATIONAL OUTREACH & COMMUNITY | 50,000 |
| VAIL VALLEY FOUNDATION YOUTH FOUNDATION PO BOX 309 VAIL,CO 81628 | NONE | 501(C)3 | MAGIC BUS PROGRAM | 5,000 |
| VAIL VALLEY SALVATION ARMY PO BOX 2183 EDWARDS,CO 81632 | NONE | 501(C)3 | FOOD | 4,000 |
| VERMONT COMMUNITY GARDEN NETWORK 12 NORTH ST STE 5 BURLINGTON,VT 05401 | NONE | 501(C)3 | COMMUNITY TEACHING GARDEN | 10,000 |
| VERMONT FRESH NETWORK PO BOX 895 RICHMOND,VT 05477 | NONE | 501(C)3 | ANNUAL FARM-CHEF DINNER | 10,000 |
| VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER,VT 05602 | NONE | 501(C)3 | FARMLAND CONSERVATION | 100,000 |
| WARM (WESTERLY AREA REST MEALS) 56 SPRUCE STREET WESTERLY,RI 02891 | NONE | 501(C)3 | HARVEST HOMES PROGRAM | 25,000 |
| THE WATCH HILL CHAPEL SOCIETY PO BOX 173 WESTERLY,RI 02891 | NONE | 501(C)3 | GENERAL SUPPORT | 5,000 |
| WATCH HILL LIGHTHOUSE KEEPERS ASSN PO BOX 1511 WESTERLY,RI 02891 | NONE | 501(C)3 | GENERAL SUPPORT | 2,000 |
| Total  3a | | | | 4,359,900 |

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|--|---|--------------------------------|--|-----------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| WATCH HILL MEMORIAL LIBRARY & IMPROVEME PO BOX 1451 WESTERLY,RI 02891 | NONE | 501(C)3 | RESTORATION OF THE STATUE OF CHIEF NINIGRET | 5,000 |
| WAYSIDE HOUSE 378 NE SIXTH AVE DELRAY BEACH,FL 33483 | NONE | 501(C)3 | GENERAL SUPPORT | 25,000 |
| WESTERLY ARMORY RESTORATION PO BOX 614 WESTERLY,RI 02891 | NONE | 501(C)3 | OPEN BACK OF ARMORY FOR ACCESSIBLE ENTRANCE | 10,000 |
| THE WESTERLY LAND TRUST PO BOX 601 WESTERLY,RI 02891 | NONE | 501(C)3 | ACQUISITION OF AN AGRICULTURAL AND CONSERVATION | 205,000 |
| WESTON A PRICE FOUNDATION 4200 WISCONSIN AVENUE NW WASHINGTON,DC 20016 | NONE | 501(C)3 | RESEARCH, SCHOLARSHIPS,ONLINE RESTAURANT RATING | 125,000 |
| TOWN OF WESTERLY & RIVER CENTER STEERING 45 BROAD ST WESTERLY,RI 02891 | NONE | 501(C)3 | CONSTRUCTION OF PARK BUILDING USING EXISTING STO | 75,000 |
| WOODMERE ART MUSEUM 9201 GERMANTOWN AVENUE PHILADELPHIA,PA 19118 | NONE | 501(C)3 | CHILDREN'S COMPONENT OF PHILARTDELPHIA | 15,000 |
| THE WOOD-PAWCATUCK WATERSHED ASSN 203 ARCADIA ROAD HOPE VALLEY,RI 02832 | NONE | 501(C)3 | PROGRAM SUPPORT & RESTRUCTURING | 80,000 |
| ZENO MOUNTAIN FARM 950 ZENO RD LINCOLN,VT 05443 | NONE | 501(C)3 | SKI CAMP IN VT AND SPORTS CAMP IN FL | 20,000 |
| Total  3a | | | | 4,359,900 |

TY 2013 Accounting Fees Schedule

Name: FORREST C & FRANCES H LATTNER FOUNDATION

EIN: 20-3106502

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| ACCOUNTING FEES | 25,575 | 25,575 | | 0 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: FORREST C & FRANCES H LATTNER FOUNDATION

EIN: 20-3106502

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|--------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| FURNITURE | 2006-01-01 | 6,793 | 6,491 | 200DB | 7 0000000000000 | 302 | 0 | | |
| OFFICE EQUIPMENT | 2006-01-01 | 2,676 | 2,676 | 200DB | 5 0000000000000 | 0 | 0 | | |
| DESK & RETURN | 2007-02-22 | 1,721 | 1,491 | 200DB | 7 0000000000000 | 154 | 230 | | |
| LCD PROJECTOR | 2007-05-04 | 779 | 674 | 200DB | 7 0000000000000 | 70 | 105 | | |
| TRAVEL PROJECTOR & STAND | 2007-04-30 | 490 | 425 | 200DB | 7 0000000000000 | 44 | 65 | | |
| COMPUTER | 2008-09-26 | 1,917 | 903 | 200DB | 5 0000000000000 | 55 | 288 | | |
| POSTERS FOR OFFICE | 2008-05-08 | 150 | 58 | 200DB | 7 0000000000000 | 7 | 21 | | |
| FAX MACHINE | 2008-10-08 | 180 | 84 | 200DB | 5 0000000000000 | 5 | 27 | | |
| TOILET | 2008-10-17 | 300 | 116 | 200DB | 7 0000000000000 | 13 | 43 | | |
| TELEPHONE | 2008-11-07 | 102 | 39 | 200DB | 7 0000000000000 | 5 | 15 | | |
| PRINTER | 2008-11-07 | 224 | 106 | 200DB | 5 0000000000000 | 6 | 37 | | |
| HURRICANE SHUTTERS | 2008-09-16 | 1,400 | 543 | 200DB | 7 0000000000000 | 62 | 200 | | |

TY 2013 Investments - Other Schedule

Name: FORREST C & FRANCES H LATTNER FOUNDATION

EIN: 20-3106502

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------|-----------------------|------------|-------------------------------|
| OTHER INVESTMENTS | AT COST | 58,426,833 | 63,191,007 |

TY 2013 Land, Etc. Schedule**Name:** FORREST C & FRANCES H LATTNER FOUNDATION**EIN:** 20-3106502

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|--------------------------|--------------------|--------------------------|------------|-------------------------------|
| FURNITURE | 6,793 | 6,793 | 0 | |
| OFFICE EQUIPMENT | 2,676 | 2,676 | 0 | |
| DESK & RETURN | 1,721 | 1,645 | 76 | |
| LCD PROJECTOR | 779 | 744 | 35 | |
| TRAVEL PROJECTOR & STAND | 490 | 469 | 21 | |
| COMPUTER | 1,917 | 1,917 | 0 | |
| POSTERS FOR OFFICE | 150 | 140 | 10 | |
| FAX MACHINE | 180 | 179 | 1 | |
| TOILET | 300 | 279 | 21 | |
| TELEPHONE | 102 | 95 | 7 | |
| PRINTER | 224 | 224 | 0 | |
| HURRICANE SHUTTERS | 1,400 | 1,305 | 95 | |

TY 2013 Other Assets Schedule

Name: FORREST C & FRANCES H LATTNER FOUNDATION

EIN: 20-3106502

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|------------------------------|-----------------------------------|-----------------------------|------------------------------------|
| PREPAID FEDERAL INCOME TAX | 48,103 | 114,626 | 114,626 |
| A/R - DIVIDENDS | 18,894 | 3 | 3 |
| A/R - CAPITAL GAIN DIVIDENDS | 419,422 | 941,094 | 941,094 |

TY 2013 Other Expenses Schedule**Name:** FORREST C & FRANCES H LATTNER FOUNDATION**EIN:** 20-3106502

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|-----------------------------------|--------------------------|---------------------|--|
| BANK CHARGES | 75 | 19 | | 56 |
| INSURANCE | 3,520 | 880 | | 2,640 |
| OFFICE MAINTENANCE | 3,544 | 886 | | 2,658 |
| OFFICE EXPENSE | 1,578 | 395 | | 1,183 |
| COMPUTER SUPPLIES | 250 | 62 | | 188 |
| PAYROLL FEE | 1,790 | 448 | | 1,342 |
| POSTAGE | 721 | 180 | | 541 |
| EQUIPMENT RENT | 693 | 173 | | 520 |
| UTILITIES | 5,513 | 1,378 | | 4,135 |
| MEMBERSHIP FEES | 725 | 181 | | 544 |
| SUBSCRIPTIONS | 368 | 92 | | 276 |

TY 2013 Other Income Schedule**Name:** FORREST C & FRANCES H LATTNER FOUNDATION**EIN:** 20-3106502

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|--|-----------------------------------|--------------------------|---------------------|
| SILCHESTER INTL VALUE EQUITY TRUST | 410,758 | 410,758 | 410,758 |
| METROPOLITAN REAL ESTATE PARTNERS IV LP | 271 | 271 | 271 |
| METROPOLITAN REAL ESTATE PARTNERS V LP | 14,855 | 14,855 | 14,855 |
| PARK STREET CAPITAL PRIVATE EQUITY FD VII LP | 8,996 | 8,996 | 8,996 |
| PARK STREET CAPITAL PRIVATE EQUITY FD VIII LP | 10,972 | 10,972 | 10,972 |
| PARK STREET CAPITAL NATURAL RESOURCE FD III LP | 23,625 | 23,625 | 23,625 |
| METROPOLITAN REAL ESTATE PARTNERS VI LP | 53,263 | 53,263 | 53,263 |
| PARK STREET CAPITAL NATURAL RESOURCE FD III CORP | -1,813 | -1,813 | -1,813 |
| DAVIDSON KEMPNER INSTL PTRS LP | 77,676 | 77,676 | 77,676 |
| MASON CAPITAL, LTD | 527,781 | 527,781 | 527,781 |
| FIR TREE INTL VALUE FUND | 25,025 | 25,025 | 25,025 |
| VAN ECK INTL GOLD FD | 17,125 | 17,125 | 17,125 |

TY 2013 Other Professional Fees Schedule**Name:** FORREST C & FRANCES H LATTNER FOUNDATION**EIN:** 20-3106502

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------|--------------------------|------------------------|---|
| CONSULTANTS | 200,000 | 200,000 | | 0 |
| MANAGEMENT FEES | 323,797 | 323,797 | | 0 |

TY 2013 Taxes Schedule**Name:** FORREST C & FRANCES H LATTNER FOUNDATION**EIN:** 20-3106502

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------|--------------------------|------------------------|---|
| FOREIGN TAX PAID | 42,161 | 42,161 | | 0 |
| INCOME TAX | 51,237 | 0 | | 0 |
| PAYROLL TAX | 3,819 | 955 | | 2,864 |
| OTHER | 1,218 | 1,218 | | 0 |