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Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>STEPHANIE &amp; LAWRENCE FLINN JR. CHARITABLE TRUST</b>		A Employer identification number <b>26-6135172</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>555 THEODORE FREMD AVE, NO. C-207</b>		B Telephone number <b>914 417-6960</b>
City or town, state or province, country, and ZIP or foreign postal code <b>RYE, NY 10580</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ <b>21,564,255.</b>	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		280,067.	279,376.		Statement 2
4 Dividends and interest from securities		238,456.	223,425.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		761,264.			Statement 1
b Gross sales price for all assets on line 6a <b>4,587,591.</b>					
7 Capital gain net income (from Part IV, line 2)			991,942.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-7,065.	459,409.		Statement 4
12 Total Add lines 1 through 11		1,272,722.	1,954,152.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		32,036.	3,525.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		640,387.	636,701.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		672,423.	640,226.		0.
25 Contributions, gifts, grants paid		1,098,845.			1,098,845.
26 Total expenses and disbursements. Add lines 24 and 25		1,771,268.	640,226.		1,098,845.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-498,546.			
b Net investment income (if negative, enter -0-)			1,313,926.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

ENVELOPE NOV 14 2014  
POSTMARK DATE

SCANNED NOV 25 2014

**STEPHANIE & LAWRENCE FLINN JR. CHARITABLE TRUST**

Form 990-PF (2013)

26-6135172 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	4,141,511.	3,246,850.	3,246,850.	
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock Stmt 7	1,354,053.	2,001,011.	4,127,348.	
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other Stmt 8		11,503,518.	11,252,674.	14,190,057.	
14 Land, buildings, and equipment: basis ▶					
Less accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		16,999,082.	16,500,535.	21,564,255.	
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				
	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	19,930,060.	19,930,060.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	-2,930,978.	-3,429,525.		
30 Total net assets or fund balances	16,999,082.	16,500,535.			
31 Total liabilities and net assets/fund balances	16,999,082.	16,500,535.			

**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)	16,999,082.
2 Enter amount from Part I, line 27a	-498,546.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	16,500,536.
5 Decreases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	16,500,535.

**STEPHANIE & LAWRENCE FLINN JR. CHARITABLE TRUST**

Form 990-PF (2013)

26-6135172 Page 3

**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			
b See Attached Statement			
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			
b			
c			
d			
e 4,587,591.		3,595,649.	991,942.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			991,942.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	991,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

**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))
2012	843,811.	15,306,489.	.055128
2011	844,778.	16,129,565.	.052375
2010	873,654.	15,874,723.	.055034
2009	744,843.	13,476,256.	.055271
2008	973,522.	12,939,819.	.075235

2 Total of line 1, column (d)	2	.293043
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	.058609
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,523,048.
5 Multiply line 4 by line 3	5	1,320,053.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,139.
7 Add lines 5 and 6	7	1,333,192.
8 Enter qualifying distributions from Part XII, line 4	8	1,098,845.

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.

## STEPHANIE &amp; LAWRENCE FLINN JR. CHARITABLE

Form 990-PF (2013)

TRUST

26-6135172

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	26,279.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	26,279.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	26,279.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	25,463.	
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	25,463.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	10.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	826.	
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 2014 estimated tax <input type="checkbox"/> Refunded <input 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?		X
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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
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	X	
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	X	
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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

**STEPHANIE & LAWRENCE FLINN JR. CHARITABLE TRUST**

Form 990-PF (2013)

26-6135172

Page 5

**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 ► N/A	13	X	
14	The books are in care of ► PRIVET CAPITAL, LLC Telephone no. ► 914-417-6960 Located at ► 555 THEODORE FREMD AVE, RYE, NY ZIP+4 ► 10580			
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 N/A			
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? 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 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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. ►		
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 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

**STEPHANIE & LAWRENCE FLINN JR. CHARITABLE TRUST**

Form 990-PF (2013)

26-6135172 Page 6

**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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A  
Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ 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? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

**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.

(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
LAWRENCE FLINN, JR 160 GOMEZ ROAD HOBE SOUND, FL 33455	TRUSTEE 0.25	0.	0.	0.
STEPHANIE FLINN 160 GOMEZ ROAD HOBE SOUND, FL 33455	TRUSTEE 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2013)

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

0.

Form 990-PF (2013)



**STEPHANIE & LAWRENCE FLINN JR. CHARITABLE  
TRUST**

Form 990-PF (2013)

26-6135172 Page 8

**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	20,154,980.
b	Average of monthly cash balances	1b	2,711,059.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	22,866,039.
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	22,866,039.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	342,991.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,523,048.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,126,152.

**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	1,126,152.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	26,279.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	9,584.
c	Add lines 2a and 2b	2c	35,863.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,090,289.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,090,289.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,090,289.

**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	1,098,845.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,098,845.
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	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,098,845.

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

Form 990-PF (2013)

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

Form 990-PF (2013)

26-6135172 Page 9

**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				1,090,289.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	326,531.			
b From 2009	82,792.			
c From 2010	107,784.			
d From 2011	38,404.			
e From 2012	91,674.			
f Total of lines 3a through e	647,185.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,098,845.			
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				1,090,289.
e Remaining amount distributed out of corpus	8,556.			
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:	655,741.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	326,531.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	329,210.			
10 Analysis of line 9:				
a Excess from 2009	82,792.			
b Excess from 2010	107,784.			
c Excess from 2011	38,404.			
d Excess from 2012	91,674.			
e Excess from 2013	8,556.			

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 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).)

None

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.

None

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

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

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

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:

## STEPHANIE &amp; LAWRENCE FLINN JR. CHARITABLE

Form 990-PF (2013)

TRUST

26-6135172 Page 11

**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				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE 17TH FL CHICAGO, IL 60601	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
AMERICAN RED CROSS - MARTIN COUNTY CHAPTER 2025 E ST. WASHINGTON, DC 20006	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
ANIMAL LEGAL DEFENSE FUND 170 EAST COTATI AVENUE COTATI, CA 94931	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
ANN & ROBERT H. LURIE CHILDREN'S HOSPITAL 225 E CHICAGO AVE PR DPT BOX 269 CHICAGO, IL 60611	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
Total	See continuation sheet(s)			1,098,845.
b Approved for future payment				
None				
Total				0.





**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 STATEMENT A ATTACHED	P	Various	Various
b	SEE STATEMENT A ATTACHED	P	Various	Various
c	ENERGY TRANSFER EQUITY-BASIS ADJ.	P	12/31/12	Various
d	ENERGY TRANSFER EQUITY-BASIS ADJ.	P	Various	03/04/13
e	KKR FINANCIAL HOLDINGS-BASIS ADJ.	P	04/19/11	12/17/13
f	EV ENERGY PARTNERS-BASIS ADJ.	P	12/18/12	05/13/13
g	SHORT-TERM CAPITAL GAINS THRU K-1S	P	Various	Various
h	LONG-TERM CAPITAL GAINS THRU K-1S	P	Various	Various
i	NET SECTION 1231 LOSSES THRU K-1S	P	Various	Various
j	SEC. 1256 GAIN THRU K-1S	P	Various	Various
k	SEC. 1256 GAIN THRU K-1S	P	Various	Various
l	SHORT-TERM CAPITAL GAINS THRU K-1S-UBTI	P	Various	Various
m	LONG-TERM CAPITAL GAINS THRU K-1S-UBTI	P	Various	Various
n	ISHARES TRUST MSCI - OPEN SHORT SALES	P	Various	Various
o	CALL MPC 01/18/14-OPEN AT 12/31/13	P	Various	11/14/13

(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 2,955,338.		2,714,593.	240,745.
b 704,537.		324,926.	379,611.
c 19,942.			19,942.
d 65,425.			65,425.
e		87,171.	-87,171.
f 8,596.			8,596.
g 109,267.			109,267.
h 275,985.			275,985.
i		5,795.	-5,795.
j		5,865.	-5,865.
k		8,798.	-8,798.
l			0.
m			0.
n 429,478.		429,478.	0.
o 19,023.		19,023.	0.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			240,745.
b			379,611.
c			19,942.
d			65,425.
e			-87,171.
f			8,596.
g			109,267.
h			275,985.
i			-5,795.
j			-5,865.
k			-8,798.
l			0.
m			0.
n			0.
o			0.

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	991,942.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)					
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)					
ATLANTIC SALMON FEDERATION PO BOX 807 CALAIS, ME 04619		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
AUDUBON OF MARTIN COUNTY 621 S.E. PALM BEACH RD STUART, FL 34994		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	200.
BETTY FORD ALPINE GARDENS 183 GORE CREEK DR VAIL, CO 81657		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
BOYS & GIRLS CLUB OF GREENWICH 4 HORSENECK LANE GREENWICH, CT 06830		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,300.
BOYS & GIRLS CLUB OF MARTIN COUNTY PO BOX 910 HOBE SOUND, FL 33475		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	101,570.
BRAVO VAIL VALLEY MUSIC FESTIVAL 2271 N FRONTAGE RD W STE C VAIL, CO 81657		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
CHRIST MEMORIAL CHAPEL 52 S BEACH RD HOBE SOUND, FL 33455		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,000.
COLD SPRING HARBOR LABORATORY PO BOX 100 COLD SPRING HARBOR, NY 11724		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
COLUMBIA BUSINESS SCHOOL 380 LEXINGTON AVENUE, SUITE 1700 NEW YORK, NY 10168		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	347,063.
CONVENT OF THE SACRED HEART 1177 KING ST GREENWICH, CT 06831		UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
Total from continuation sheets					1,081,845.



**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
DAMON RUNYON CANCER RESEARCH FUND 55 BROADWAY, SUITE 302 NEW YORK, NY 10006	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	441.
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
EAGLE HILL SCHOOL 214 MAIN STREET SOUTHPORT, CT 06890	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,750.
EAST HAMPTON HEALTHCARE FOUNDATION 200 PANTIGO PL EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE S NEW YORK, NY 10010	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	30,000.
ETHEL WALKER SCHOOL 230 BUSHY HILL RD SIMSBURY, CT 06070	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
EVERGLADES FOUNDATION 18001 OLD CUTLER RD STE 625 PALMETTO BAY, FL 33157	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
FAIRNESS AND ACCURACY IN REPORTING 104 W 27TH ST 10B NEW YORK, NY 10001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
<b>Total from continuation sheets</b>				

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
FAMILY CENTERS, INC. PO BOX 7550 GREENWICH, CT 06836	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	4,600.
FOOD & WATER WATCH 1616 P ST NW STE 300 WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
GREENWICH COUNTRY DAY SCHOOL PO BOX 623 GREENWICH, CT 06836	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	8,530.
GREENWICH HISTORICAL SOCIETY 39 STRICKLAND RD COS COB, CT 06807	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,400.
GREENWICH LAND TRUST 2 EAST SUITE D COS COB, NY 06807	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	790.
GUILD HALL 158 MAIN STREET EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	225.
HELP US HELP THEM 7400 OLD MOUNT HOLLY RD UNIT 550 PAW CREEK, NC 28130	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	200.
HOBE SOUND COMMUNITY CHEST, INC 11450 SE DIXIE HIGHWAY, SUITE 106 HOBE SOUND, FL 33455	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
HOBE SOUND NATURE CENTER PO BOX 217 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
HOOK POND ASSOCIATES 767 5TH AVE 46TH FL NEW YORK, NY 10153	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	250.
<b>Total from continuation sheets</b>				

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
HOPE WORLDWIDE 1285 DRUMMERS LANE, SUITE 105 WAYNE, PA 19087	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE L. LEVY PLACE, BOX 1049 NEW YORK, NY 10029	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,500.
JUPITER ISLAND MEDICAL CLINIC 100 ESTRADA SQ HOBE SOUND, FL 33455	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	15,000.
JUPITER MEDICAL CENTER FOUNDATION 1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,100.
LADIES VILLAGE IMPROVEMENT SOCIETY 95 MAIN STREET EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
MALTZ JUPITER THEATRE, INC 1001 EAST INDIANTOWN RD JUPITER, FL 33477	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,001.
MARTIN COUNTY TAXPAYERS ASSOCIATION PO BOX 741 STUART, FL 34995	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100,000.
NATIONAL COUNCIL ON ALCOHOLISM & DRUG DEPENDENCE 4626 NORTH GRAND AVENUE COVINA, GA 91724	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
NATIONAL KIDNEY FOUNDATION 30 E. 33RD STREET NEW YORK, NY 10016	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
<b>Total from continuation sheets</b>				

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
NATIVES HELPING NATIVES, INC. PO BOX 301 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
NEGATIVE POPULATION GROWTH, INC 2861 DUKE STRRET, SUITE 36 ALEXANDRIA, VA 22314	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
OLDFIELDS SCHOOL 1500 GLENCOE RD GLENCOE, MD 21152	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
PARALYZED VETERANS OF AMERICA 801 18TH ST, NW WASHINGTON, DC 20006	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100,000.
PLANNED PARENTHOOD OF SOUTH FLORIDA 2300 N FLORIDA MANGO RD WEST PALM BEACH, FL 33409	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	250.
RIPPOWAM CISQUA SCHOOL PO BOX 488 BEDFORD, NY 10506	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	4,000.
ROUND HILL SCHOLARSHIP FOUNDATION 1700 E PUTNAM AVE SUITE 406 OLD GREENWICH, CT 06870	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE LN SOUTHAMPTON, NY 11968	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
<b>Total from continuation sheets</b>				

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

<b>3 Grants and Contributions Paid During the Year (Continuation)</b>				
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)				
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 W MEADOW DR STE 1000 VAIL, CO 81657	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
TALL TIMBERS FOUNDATION, INC. 13093 HENRY BEADEL DRIVE TALLAHASSEE, FL 32312	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	3,000.
TALL TIMBERS RESEARCH STATION 13093 HENRY BEADEL DRIVE TALLAHASSEE, FL 32312	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	20,000.
TAX FOUNDATION 529 14TH STREET NW, SUITE 420 WASHINGTON, DC 20045	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,000.
THE GARDEN CONSERVANCY PO BOX 219 COLD SPRING, NY 10516	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,500.
THE GUARDIANS OF MARTIN COUNTY PO BOX 1489 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,000.
THE HERITAGE FOUNDATION PO BOX 2966 THOMASVILLE, GA 31799	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE HOTCHKISS SCHOOL FUND 11 INTERLAKEN ROAD LAKEVILLE, CT 06039	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100,000.
THE HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW WASHINGTON, DC 20037	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
<b>Total from continuation sheets</b>				

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST**

26-6135172

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
THE ROLLINS FUND 1000 HOLT AVENUE WINTER PARK, FL 32789	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
THE SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES ROAD TPC 2 LA JOLLA, CA 92037	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
THE SIERRA CLUB FOUNDATION 85 SECOND ST STE 750 SAN FRANCISCO, CA 94105	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE SOCIETY OF THE FOUR ARTS FOUR ARTS PLAZA PALM BEACH, FL 33480	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE VILLAGE PRESERVATION SOCIETY PO BOX 2015 EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	250.
THE WILDERNESS SOCIETY 1615 M ST NW WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
THRU ATLAS ENERGY LP EIN: 43-2094238 1000 COMMERCE DRIVE, SUITE 400 PITTSBURGH, PA 15275	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	90.
THRU ATLAS RESOURCE PARTNERS, L.P. EIN: 45-3591625 1000 COMMERCE DRIVE, SUITE 400 PITTSBURGH, PA 15275	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	6.
THRU D.E. SHAW COMPOSITE FUND, L.L.C. EIN: 13-4152431 1166 AVENUE OF THE AMERICAS, 9TH FLOOR NEW YORK, NY 10036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5.
<b>Total from continuation sheets</b>				

**STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
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26-6135172

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
THRU ENERGY TRANSFER EQUITY, L.P. EIN: 30-0108820 3738 OAK LAWN DALLAS, TX 75219	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	13.
THRU KING STREET CAPITAL, L.P. EIN: 13-3812174 65 EAST 55TH STREET, 30TH FLOOR NEW YORK, NY 10022	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	38.
THRU REGENCY ENERGY PARTNERS, LP EIN: 16-1731691 2001 BRYAN STREET, STE 3700 DALLAS, TX 75201	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	17.
THRU S.A.C. CAPITAL MANAGEMENT, L.P. EIN: 13-3860204 72 CUMMINGS POINT ROAD STAMFORD, CT 06902	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	6.
TODAY AND TOMORROW EDUCATION FOUNDATION 20 ARCHBISHOP MAY DR ST. LOUIS, MO 63119	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
TROUT UNLIMITED 1777 NORTH KENT STREET ARLINGTON, VA 22209	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
TRUSTEES FOR ALASKA 1026 W 4TH AVE STE 201 ANCHORAGE, AK 99501	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
USSGA MEMORIAL FUND 88 FIELD POINT RD GREENWICH, CT 06830	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
VAIL VALLEY FOUNDATION PO BOX 309 VAIL, CO 81658	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	35,000.
VAIL VALLEY MEDICAL CENTER PO BOX 40000 VAIL, CO 81658	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
<b>Total from continuation sheets</b>				

26-6135172

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**



Form 990-PF                      Gain or (Loss) from Sale of Assets                      Statement      1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SEE STATEMENT A ATTACHED			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
2,955,338.	2,714,593.	0.	0.		240,745.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SEE STATEMENT A ATTACHED			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
704,537.	324,926.	0.	0.		379,611.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ENERGY TRANSFER EQUITY-BASIS ADJ.			Purchased	12/31/12	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
19,942.	0.	0.	0.		19,942.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ENERGY TRANSFER EQUITY-BASIS ADJ.			Purchased	Various	03/04/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
65,425.	0.	0.	0.	65,425.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
KKR FINANCIAL HOLDINGS-BASIS ADJ.			Purchased	04/19/11	12/17/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	87,171.	0.	0.	-87,171.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
EV ENERGY PARTNERS-BASIS ADJ.			Purchased	12/18/12	05/13/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
8,596.	0.	0.	0.	8,596.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SHORT-TERM CAPITAL GAINS THRU K-1S			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
109,267.	0.	0.	0.	109,267.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
LONG-TERM CAPITAL GAINS THRU K-1S			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
275,985.	0.	0.	0.	275,985.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
NET SECTION 1231 LOSSES THRU K-1S			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	5,795.	0.	0.	-5,795.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SEC. 1256 GAIN THRU K-1S			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	5,865.	0.	0.	-5,865.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SEC. 1256 GAIN THRU K-1S			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	8,798.	0.	0.	-8,798.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
SHORT-TERM CAPITAL GAINS THRU K-1S-UBTI			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	100,643.	0.	0.	-100,643.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
LONG-TERM CAPITAL GAINS THRU K-1S-UBTI			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	130,035.	0.	0.	-130,035.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ISHARES TRUST MSCI - OPEN SHORT SALES			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
429,478.	429,478.	0.	0.	0.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
CALL MPC 01/18/14-OPEN AT 12/31/13			Purchased	Various	11/14/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
19,023.	19,023.	0.	0.	0.	

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	761,264.

## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
ATLAS ENERGY, L.P.	4,628.	4,628.	
ATLAS RESOURCE PARTNERS, L.P.	5.	5.	
BARCLAYS	-1,061.	-1,061.	
CUSHING RENAISSANCE OPPORTUNITY FUND LP	1.	1.	
D.E. SHAW COMPOSITE FUND, LLC	747.	747.	
ENERGY TRANSFER EQUITY, LP	9,395.	9,395.	
ENSO GLOBAL EQUITIES PARTNERSHIP, LP	209.	209.	
ENSO GLOBAL EQUITIES PARTNERSHIP, LP-UBTI	1.	0.	
KING STREET CAPITAL, LP	29,076.	29,076.	
KING STREET CAPITAL, LP-T/E INTEREST	663.	0.	
KKR FINANCIAL HOLDINGS LLC	232,475.	232,475.	
MAGELLAN MIDSTREAM PARTNERS, LP	15.	15.	
NEW MOUNTAIN VANTAGE, L.P.	18.	18.	
REGENCY ENERGY PARTNERS, LP	144.	144.	
S.A.C. CAPITAL MANAGEMENT, LP	2,922.	2,922.	
THE OVERLOOK PARTNERS FUND L.P.	57.	57.	
VIKING GLOBAL EQUITIES LP	745.	745.	
VIKING GLOBAL EQUITIES LP-UBTI	27.	0.	
Total to Part I, line 3	280,067.	279,376.	

Form 990-PF		Dividends and Interest from Securities			Statement	3
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	
BARCLAYS CUSHING RENAISSANCE OPPORTUNITY FUND	95,047.	0.	95,047.	95,047.		
D.E. SHAW COMPOSITE FUND, LLC	5,830.	0.	5,830.	5,830.		
ENERGY TRANSFER EQUITY, LP	2.	0.	2.	2.		
ENERGY TRANSFER EQUITY, LP-UBTI	11,274.	0.	11,274.	11,274.		
KING STREET CAPITAL, LP	14,506.	0.	14,506.	0.		
KKR FINANCIAL HOLDINGS LLC	2,324.	0.	2,324.	2,324.		
MAGELLAN MIDSTREAM PARTNERS, LP	59,628.	0.	59,628.	59,628.		
NEW MOUNTAIN VANTAGE, L.P.	3.	0.	3.	3.		
THE OVERLOOK PARTNERS FUND L.P.	4,829.	0.	4,829.	4,829.		
VIKING GLOBAL EQUITIES LP	29,919.	0.	29,919.	29,919.		
VIKING GLOBAL EQUITIES LP-UBTI	14,569.	0.	14,569.	14,569.		
	525.	0.	525.	0.		
To Part I, line 4	238,456.	0.	238,456.	223,425.		

Form 990-PF	Other Income		Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
ORDINARY BUSINESS INCOME	42,066.	42,066.		
SWAP INCOME	-8,624.	-8,624.		
OTHER PORTFOLIO INCOME	25,933.	25,933.		
SECTION 475F-ORDINARY GAIN	218,123.	218,123.		
ROYALTIES	16,380.	16,380.		
GUARANTEED PAYMENTS	22.	22.		
SECTION 988 INCOME	25,566.	25,566.		
OTHER INCOME	1,829.	1,829.		
RENTAL INCOME	432.	432.		
PAL C/O TO 2014	0.	1,127.		
OTHER RENTAL INCOME	-4,245.	-4,245.		
ORDINARY BUSINESS INCOME-UBTI	-324,620.	0.		
RENTAL INCOME-UBTI	-591.	0.		
OTHER RENTAL INCOME-UBTI	81.	0.		
SWAP INCOME-UBTI	-85.	0.		
OTHER INCOME-UBTI	5.	0.		
SECTION 988 INCOME-UBTI	663.	0.		
PTP PAL C/O TO 2014	0.	140,800.		
Total to Form 990-PF, Part I, line 11	-7,065.	459,409.		

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	3,554.	3,525.		0.
FEDERAL TAX - 2012 FORM 990-T	13,482.	0.		0.
FEDERAL TAX - 2013 FORM 990-T EST. PMT	15,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	32,036.	3,525.		0.



Form 990-PF

Other Expenses

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OTHER EXPENSES	69,988.	69,256.		0.
COST DEPLETION	71,344.	71,344.		0.
NONDEDUCTIBLE EXPENSES	2,208.	0.		0.
PORTFOLIO DEDUCTIONS	143,596.	143,542.		0.
SECTION 59(E)(2) EXPENSE	174,744.	174,737.		0.
ROYALTY DEDUCTIONS	4,307.	4,307.		0.
INTEREST EXPENSE/SHORT DIVIDENDS	174,200.	173,515.		0.
To Form 990-PF, Pg 1, ln 23	640,387.	636,701.		0.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
TARGA RESOURCES CORP	1,354,053.	3,431,312.
MPC 1/18/14 80 CALL	-19,023.	-104,400.
ISHARES MSCI EMERGING MARKETS	-429,477.	-447,774.
CABOT OIL & GAS CORP	146,514.	155,040.
FIDELITY NATIONAL	78,190.	97,350.
SEALED AIR CORP	150,569.	170,250.
MARATHON PETE CORP	720,185.	825,570.
Total to Form 990-PF, Part II, line 10b	2,001,011.	4,127,348.

Form 990-PF

Other Investments

Statement 8

Description	Valuation Method	Book Value	Fair Market Value
D.E. SHAW COMPOSITE FUND, L.L.C.	COST	339,738.	204,391.
ENSO GLOBAL EQUITIES PARTNERSHIP, LP	COST	478,787.	480,097.
NEW MOUNTAIN VANTAGE, L.P.	COST	819,439.	1,023,256.
KING STREET CAPITAL, L.P.	COST	1,317,664.	1,782,827.
MAGELLAN MIDSTREAM PARTNERS LP	COST	120,389.	120,389.
VIKING GLOBAL EQUITIES LP	COST	1,615,964.	1,870,987.
ENERGY TRANSFER EQUITY, L.P.	COST	110,108.	792,298.
S.A.C. CAPITAL MANAGEMENT, L.P.	COST	-77,885.	95,883.
KKR FINANCIAL HOLDINGS LLC	COST	1,278,674.	1,340,404.
ATLAS ENERGY LP	COST	725,266.	1,396,780.
THE OVERLOOK PARTNERS FUND L.P.	COST	1,124,272.	1,362,937.
TYRUS CAPITAL	COST	1,000,000.	1,208,515.
ATLAS RESOURCE PARTNERS, L.P.	COST	9,059.	9,007.
EV ENERGY PARTNERS, L.P.	COST	0.	0.
REGENCY ENERGY PARTNERS, LP	COST	387,032.	387,032.
CUSHING RENAISSANCE OPPORTUNITY FUND LP	COST	1,004,167.	1,117,256.
SHEFFIELD INTERNATIONAL	COST	1,000,000.	997,998.
Total to Form 990-PF, Part II, line 13		11,252,674.	14,190,057.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>STEPHANIE &amp; LAWRENCE FLINN JR.CHARITABLE TRUST</b>	Employer identification number (EIN) or <b>26-6135172</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>555 THEODORE FREMD AVE, NO. C-207</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>RYE, NY 10580</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**PRIVET CAPITAL, LLC**

- The books are in the care of **555 THEODORE FREMD AVE - RYE, NY 10580**

Telephone No. **914-417-6960**

Fax No. **914-417-6961**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

**4** I request an additional 3-month extension of time until **November 15, 2014.**

**5** For calendar year **2013**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

**7** State in detail why you need the extension

**ADDITIONAL INFORMATION IS NEEDED FROM OUTSIDE THIRD PARTIES IN ORDER TO COMPLETE THIS TAX RETURN.**

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>25,463.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title **CPA**

Date ☐

Form **8868** (Rev. 1-2014)