SCANNED MAR 3 1 2015

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*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 11/1/2013 **, and ending** 10/31/2014

Name of foundation: E M Lynn Foundation

Number and street (or P O box number if mail is not delivered to street address): 1905 NW Corporate Blvd

Room/suite:

City or town: Boca Raton | State: FL | ZIP code: 33431

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 59-1788859

B Telephone number (see instructions): 561-994-1900

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 168,128,801

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	36	36		
	4	Dividends and interest from securities	3,549,868	3,549,868		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	18,433,457			
	b	Gross sales price for all assets on line 6a 254,892,671				
	7	Capital gain net income (from Part IV, line 2)		18,433,457		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	21,983,361	21,983,361	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	24,000			
	c	Other professional fees (attach schedule)	995,605	995,605		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	209,752			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	36,619	12,569		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,265,976	1,008,174	0	0
	25	Contributions, gifts, grants paid	9,246,809			9,246,809
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,512,785	1,008,174	0	9,246,809
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	11,470,576			
	b	**Net investment income** (if negative, enter -0-)		20,975,187		
	c	**Adjusted net income** (if negative, enter -0-)			0	

2

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	381,058	184,264	184,264
	2	Savings and temporary cash investments	2,463,382	92,388,024	92,388,024
	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)	141,153,247	70,743,232	72,131,193
	c	Investments—corporate bonds (attach schedule)	8,133,482	3,165,580	3,264,100
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,134,013	175,796	76,744
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Excise Tax Receivable)	7,228	84,476	84,476
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	155,272,410	166,741,372	168,128,801
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	155,272,410	166,741,372	
	30	**Total net assets or fund balances** (see instructions)	155,272,410	166,741,372	
	31	**Total liabilities and net assets/fund balances** (see instructions)	155,272,410	166,741,372	

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	155,272,410
2	Enter amount from Part I, line 27a	2	11,470,576
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	166,742,986
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO PRIOR YEARS INVESTMENT INCOME	5	1,614
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	166,741,372

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 Attached			
b	Capital Gain Distributions			
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	254,883,973		236,459,214	18,424,759
b	8,698			8,698
c				
d				
e				

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				18,424,759
b				8,698
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 — 18,433,457

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 — 0

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	8,256,478	168,865,381	0 048894
2011	7,820,904	162,804,194	0 048039
2010	9,443,176	188,211,949	0 050173
2009	7,803,611	173,753,998	0 044912
2008	9,026,750	163,744,363	0 055127

2	**Total** of line 1, column (d)	2	0 247145
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 049429
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	178,904,975
5	Multiply line 4 by line 3	5	8,843,094
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	209,752
7	Add lines 5 and 6	7	9,052,846
8	Enter qualifying distributions from Part XII, line 4	8	9,246,809

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	209,752
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	209,752
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	209,752
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 294,228		
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	294,228
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	84,476
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 84,476 **Refunded** ▶		11	0

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (**1**) On the foundation ▶ $ ______ (**2**) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
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?		13	X	
	Website address ▶ not applicable				
14	The books are in care of ▶ Christine E Lynn Telephone no ▶ 561-994-1900				
	Located at ▶ 1905 NW Corporate Blvd Boca Raton FL ZIP+4 ▶ 33431-7303				
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		X
	See the 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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ No			
	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	N/A	
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?	☐ Yes ☒ 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)*		3b	N/A	
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

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)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	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? ☐ 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*	**6b**		X
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?	**7b**	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 (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
Christine E Lynn 1905 NW Corporate Blvd, Boca Raton, FL 33431-7303	Trustee	0		

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

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

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

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
Aft Forsyth and Company, Inc 400 Royal Palm Way, Suite 410, Palm Beach , FL 33480-4117	Investment Management	995,605
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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	133,693,499
b	Average of monthly cash balances	1b	47,935,917
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	181,629,416
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	181,629,416
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,724,441
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	178,904,975
6	**Minimum investment return.** Enter 5% of line 5	6	8,945,249

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	8,945,249
2a	Tax on investment income for 2013 from Part VI, line 5	2a	209,752		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	209,752
3	Distributable amount before adjustments Subtract line 2c from line 1			3	8,735,497
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	8,735,497
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	8,735,497

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	9,246,809
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,246,809
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	209,752
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,037,057

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				8,735,497
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____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010 — 35,217				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e	35,217			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 9,246,809				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				8,735,497
e	Remaining amount distributed out of corpus	511,312			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	546,529			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
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)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	546,529			
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010 — 35,217				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013 — 511,312				

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

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

E M Lynn Estate of E M Lynn CE KM DaSilva Charitable Trust

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 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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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
a *Paid during the year*				
SCHEDULE ATTACHED				9,246,809
Total . . . . . ▶ **3a**				9,246,809
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36	
4 Dividends and interest from securities			14	3,549,868	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18,433,457	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		21,983,361	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 21,983,361

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

Christine B. Lynn 3/13-15 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
J Jeffrey Poirier		2/28/2015		P01077400
Firm's name ▶ J. Jeffrey Poirier CPA			Firm's EIN ▶	
Firm's address ▶ 5718 NW 50th Drive, Coral Springs, FL 33067			Phone no 561-994-1900	

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	254,892,671	236,459,214	18,433,457
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	See Statement Attached							254,883,973	236,459,214					18,424,759
2	X	Capital Gain Distributions							8,698						8,698
3															0
4															0
5															0
6															0
7															0
8															0

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		24,000	0	0	0
1	J Jeffrey Poirier, C P A	24,000			

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		995,605	995,605	0	0
1	Aft Forsyth and Company	995,605	995,605		

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		209,752	0	0	0
1	Excise Tax on investment income	209,752			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		36,619	12,569	0	0
1	Administrative Services	24,000			
2	Bank Charges	50			
3	BA Diversified Reat Estate Funds- Portfolio Expense	4,743	4,743		
4	BACAP Divesified Real Estate Fund - Portfoli Exp	7,826	7,826		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			141,153,247	70,743,232	167,281,736	72,131,193
1	ALPS TRUST ETF ALERIAN MLP	209,600	1,147,358	3,782,502	1,243,752	3,894,368
2	GUGGENHEIM ETF S&P 500 EQUAL WT IND	81,250	14,412,006	5,966,951	18,697,250	6,344,000
3	ISHARES CORE S&P ETF MIDCAP	27,500	20,528,295	3,814,127	26,286,430	3,893,450
4	ISHARES CORE S&P ETF SMALLCAP	22,500	14,601,715	2,481,741	19,485,245	2,508,975
5	ISHARES TR RUSSELL 2000	35,000		4,045,949		4,079,600
6	ISHARES IBOXX INVESTOP IBOXX $ INVES	47,500	5,678,289	5,678,289	5,472,000	5,668,650
7	ISHARES MSCI EMRG MKT FDEMERGING I	0	8,286,786		8,066,450	
8	ISHARES TR COHEN & STEERREALTY MAJ	0	7,788,329		7,961,018	
9	ISHARES TRUST IBOXX $ HIGH YIELD COR	125,000	7,215,535	11,714,954	7,240,825	11,566,250
10	MARKET VECTORS ETF HIGH YIELD MUNI	0	2,849,059		2,543,625	
11	POWERSHARES GLOBAL ETF FUNDAMEN	500,000	5,360,617	9,644,301	5,392,800	9,595,000
12	POWERSHARES S&P ETF 500 HIGH BETA F		2,017,552		2,596,230	
13	POWERSHS QQQ TRUST SER 1	35,000	15,880,285	3,183,805	19,451,511	3,549,000
14	S P D R S&P 500 ETF TR EXPIRING 01/22/2	25,000	17,805,372	4,693,327	21,973,750	5,041,500
15	SECTOR SPDR CONSUMER FD SHARES O	0	2,289,174		3,138,795	
16	SECTOR SPDR FINCL SELECTSHARES OF	0	1,877,001		2,467,800	
17	SECTOR SPDR TR CON STPLSSHARES OF	0	2,783,014		3,345,255	
18	SPDR BARCLAYS ETF HIGH YIELD VERY L	200,000	4,059,842	8,194,470	4,063,000	8,072,000
19	ISHARES TR S&P 100 ETF	0	6,573,018		7,856,000	
20	FIRST TRUST NASDAQ 100 FUND	80,000		3,020,006		3,303,200
21	VANGUARD MIDCAP	18,750		2,221,125		2,274,375
22	VANGUARD S&P 500 ETF NEW	8,750		1,572,085		1,618,138
23	VANGUARD SMALL CAP	6,250		729,600		722,687

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				8,133,482	3,165,580	8,062,733	3,264,100
1	American Movil 5.500% due 03/01/14	5 50%		542,040		508,100	
2	Boeing Co 5 000% due 03/15/14	5 00%		546,025		508,576	
3	Cisco Systems 4 950% due 02/15/19	4 95%		520,015	520,015	570,577	558,641
4	Citigroup Inc 5 500% due 10/15/14	5.50%		501,760		522,359	
5	ConocoPhillips 4 750% due 02/01/14	4 75%		144,882		135,392	
6	Credit Suisse 5 500% due 05/01/14	5.50%		546,870		512,444	
7	Hewlett Packard Co 4 750% due 06/02/14	4 48%		536,875		511,914	
8	IBM Corp 5 700% due 09/14/17	5 70%		551,820	551,820	581,306	561,923
9	JP Morgan Chase 4.650% due 06/01/14	4 65%		529,360		512,135	
10	Lilly Eli & Co 4 200% due 03/06/14	4 20%		534,220		506,064	
11	Oracle Corp 5 250% due 01/15/16	5 25%		553,295	553,295	549,549	527,954
12	Pfizer Inc 4 500% due 02/15/14	4 50%		537,965		506,026	
13	PNC Funding Corp 4 250% due 09/21/15	4.25%		502,125	502,125	531,606	516,099
14	Verizon Wireless 5.550% due 02/01/14	5 55%		547,905		505,000	
15	Wells Fargo Co 5.625% due 12/11/17	4 65%		522,670	522,670	577,199	559,759
16	Westpac Banking 4 200% due 02/27/15	4 20%		515,655	515,655	524,486	506,017
17	ACCRUED INTEREST ON ABOVE ITEMS						33,707

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			3,134,013	175,796	76,744
1	BACAP Multi Strategy Alpha Ser 8	FMV	210,270	175,796	76,744
2	BA Diversified Real Estate Fund	FMV	1,530,582	0	
3	BACAP Diversified Real Estate Fund	FMV	1,393,161	0	

Part II, Line 15 (990-PF) - Other Assets

		Book Value Beg of Year	Book Value End of Year	FMV End of Year
		7,228	84,476	84,476
	Asset Description			
1	Excise Tax Receivable	7,228	84,476	84,476

E M Lynn Foundation
Statement Attached to Form 990-PF
Fiscal Year Ending October 31, 2010

59-1788859

Ending October 31, 2014

Schedule of Capital Gains and Losses, Part 4, Line 1 A

Descnption	How Acquired	Date Acquired	Date Sold	Sales Pnce	Cost Basis	Gain/Loss
160000 Shares First Tr Nasdaq 100 Fund Equal Weighted Index Fd	P	03/05/14	10/15/14	5,859,062	6 192,524	-333,463
80000 Shares First Tr Nasdaq 100 Fund Equal Weighted Index Fd	P	06/23/14	10/16/14	2,938,374	3,055 208	-116,834
150000 Shares Guggenheim Etf S&P 500 Equal Wt Indx Fd	P	Vanous	01/27/14	10,337 925	8 843,253	1,494,672
15000 Shares Guggenheim Etf S&P 500 Equal Wt Indx Fd	P	06/23/14	10/01/14	1,120,783	1,150,445	-29 662
162500 Shares Guggenheim Etf S&P 500 Equal Wt Indx Fd	P	06/23/14	10/15/14	11,564 869	12 253,803	-688,934
81250 Shares Guggenheim Etf S&P 500 Equal Wt Indx Fd	P	03/05/14	10/16/14	5,774,180	5,989 868	-215,688
55000 Shares Ishares Core S&P Etf Midcap	P	03/05/14	10/15/14	7,014 360	7,735 747	-721,387
27500 Shares Ishares Core S&P Etf Midcap	P	03/05/14	10/16/14	3,531,831	3,814,128	-282 296
45000 Shares Ishares Core S&P Etf Smallcap	P	03/05/14	10/15/14	4 483,030	5 025,118	-542,087
22500 Shares Ishares Core S&P Etf Smallcap	P	06/06/14	10/16/14	2,283,031	2,488,590	-205 558
10000 Shares Ishares Tr Russell 2000 Etf	P	03/05/14	10/01/14	1,076 077	1,196 976	-120,899
70000 Shares Ishares Tr Russell 2000 Etf	P	06/23/14	10/15/14	7,284,268	8,361,475	-1,077,207
35000 Shares Ishares Tr Russell 2000 Etf	P	06/23/14	10/16/14	3,677,129	4 075,367	-398,239
70000 Shares Powershs Qqq Trust Ser 1	P	06/23/14	10/15/14	6 405,787	6,438,152	-32 365
35000 Shares Powershs Qqq Trust Ser 1	P	05/30/14	10/16/14	3,165,132	3,187 982	-22,850
87000 Shares S P D R S&P 500 Etf Tr Expinng 01/22/2118	P	09/14/12	01/27/14	15 607,693	14,603,318	1,004,376
5000 Shares S P D R S&P 500 Etf Tr Expinng 01/22/2118	P	05/30/14	10/01/14	970 675	962,445	8,230
50000 Shares S P D R S&P 500 Etf Tr Expinng 01/22/2118	P	05/30/14	10/15/14	9,245,852	9,600,669	-354 818
25000 Shares S P D R S&P 500 Etf Tr Expinng 01/22/2118	P	03/05/14	10/16/14	4,575,607	4,693,327	-117,719
37500 Shares Vanguard Mid Cap	P	06/23/14	10/15/14	4,059,955	4,442,251	-382,296
18750 Shares Vanguard Mid Cap	P	06/23/14	10/16/14	2,061,367	2 221 125	-159,758
17500 Shares Vanguard S&P 500 Etf New	P	06/23/14	10/15/14	2,966 965	3 144,170	-177,205
8750 Shares Vanguard S&P 500 Etf New	P	06/23/14	10/16/14	1,472,519	1,572,085	-99,566
12500 Shares Vanguard Small Cap	P	06/23/14	10/15/14	1,295 909	1,459,201	-163,292
6250 Shares Vanguard Small Cap	P	06/23/14	10/16/14	656,697	729,600	-72,904
500000 Par Val Amer Movil Sab D 5 5%14F Due 03/01/14 Amer Movil Sab De Cv	P	03/01/14	03/01/14	500,000	542,040	-42,040
500000 Par Val Citigroup Inc 5 5%14 Due 10/15/14	P	09/24/09	10/15/14	500 000	501,760	-1 760
134000 Par Val Conocophillips 4 75%14 Due 02/01/14	P	10/06/09	02/01/14	134,000	144 882	-10,882
500000 Par Val Credit Suisse Ag 5 5%Xxx **Matured** Credit Suisse Ag Ny	P	11/12/09	05/01/14	500,000	546,870	-46 870
500000 Par Val Eli Lilly & Co 4 2%14 Due 03/06/14	P	03/22/10	03/06/14	500 000	534,220	-34,220
90000 Shares Guggenheim Etf S&P 500 Equal Wt Indx Fd	P	03/14/12	02/04/14	6,120,029	4,699,521	1,420,508
85000 Shares Guggenheim Etf S&P 500 Equal Wt Indx Fd	P	03/14/12	02/05/14	5,770 448	4,427,262	1,343,186
500000 Par Val Hewlett-Packard 4 75%14 Due 06/02/14	P	09/29/09	06/02/14	500,000	536 875	-36,875
102000 Shares Ishares Core S&P Etf Midcap	P	Vanous	01/27/14	13,289,697	10,282,979	3,006,718
51500 Shares Ishares Core S&P Etf Midcap	P	Vanous	02/04/14	6,582 092	5,149,943	1,432 148
51000 Shares Ishares Core S&P Etf Midcap	P	Vanous	02/05/14	6,499,828	5 095,373	1,404,455
94000 Shares Ishares Core S&P Etf Smallcap	P	Vanous	01/27/14	9,911,263	7,360,486	2,550 778
47500 Shares Ishares Core S&P Etf Smallcap	P	Vanous	02/04/14	4,888,620	3,648,091	1 240,529
47000 Shares Ishares Core S&P Etf Smallcap	P	Vanous	02/05/14	4,783,568	3 593,139	1,190,429
190000 Shares Ishares Msci Emrg Mkt Fd Emerging Markets Etf	P	Vanous	01/16/14	7,620 625	8,286,786	-666 161
99950 Shares Ishares Tr Cohen & Steer Reit Etf	P	Vanous	01/16/14	7 726,551	7,788 330	-61,778
100000 Shares Ishares Tr S&P 100 Etf S & P 100	P	Vanous	01/27/14	7 977,852	6,573 018	1,404,834
500000 Par Val Jpmorgan Chase 4 65%14 Due 06/01/14	P	09/11/09	06/01/14	500,000	529 360	-29,360
87500 Shares Market Vectors Etf High Yield Muni Index	P	Vanous	01/16/14	2,530,368	2,849,059	-318,691
500000 Par Val Pfizer Inc 4 5%14 Due 02/15/14	P	11/20/09	02/15/14	500,000	537,965	-37 965
91000 Shares Powershares S&P Etf 500 High Beta Portfolio	P	Vanous	01/27/14	2,636,388	2,017 552	618,836
116950 Shares Powershs Qqq Trust Ser 1	P	Vanous	01/27/14	10,131,532	8,032,829	2,098,703
59000 Shares Powershs Qqq Trust Ser 1	P	Vanous	02/04/14	5,018 497	3,936,309	1,082,187
59000 Shares Powershs Qqq Trust Ser 1	P	Vanous	02/05/14	5 001,334	3,911 147	1,090,188
44000 Shares S P D R S&P 500 Etf Tr Expinng 01/22/2118	P	Vanous	02/04/14	7,718 337	6,237,655	1,480,682
44000 Shares S P D R S&P 500 Etf Tr Expinng 01/22/2118	P	Vanous	02/05/14	7 712 639	6,174 884	1,537,755
49500 Shares Sector Spdr Consumer Fd Shares Of Beneficial Int	P	Vanous	02/04/14	3,064,339	2,289 174	775,165
120000 Shares Sector Spdr Fincl Select Shares Of Beneficial Int	P	Vanous	02/04/14	2,498 012	1,877,002	621 010
79000 Shares Sector Spdr Tr Con Stpls Shares Of Beneficial Int	P	Vanous	02/04/14	3 165,039	2,783,014	382 026
500000 Par Val The Boeing Company 5%14 Due 03/15/14	P	11/20/09	03/15/14	500,000	546 025	-46,025
BA Diversified Real Estate Fund	P	06/20/07	08/29/14	0	28 087	-28 087
BACAP Diversified Real Estate Fund	P	06/28/06	08/29/14	0	478,064	-478,064
Venzon Wireless 5 55Xxx **Called** @100 809 Eff 11/29/13	P	04/16/10	11/29/13	504,045	547,905	-43,860
Capital Gain Distnbutions from BACAP Div RE Fund Partnership K-1	P		12/31/13	67 587		67,587
Capital Gain Distnbutions from BACAP Div RE Fund Partnership K-1	P		08/29/14	31,704		31,704
Capital Gain Distnbutions from BA Div RE Fund Partnership K-1	P		12/31/13	66,954		66 954
Capital Gain Distnbutions from BA Div RE Fund Partnership K-1	P		08/29/14		734,783	-734,783
Class ction Settlement Proceeds	P			3,547		3 547
				254,883,973	236,459 214	18 424,759

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	Chnstine E Lynn		1905 NW Corporate Blvd,	Boca Raton	FL	33431-7303		Trustee		0		

E M Lynn Foundation 59-1788859
Statement Attached to Form 990-PF
Fiscal Year Ending October 31, 2014

Contributions Paid, Page 11, Part XV,Line 3a

Date	Recipient Name and Address	Address	City	State	Zip Code	If Recipient is an Individual show any	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
11/20/13	Boca Raton Rotary Club	P O Box 272641	Boca Raton	FL	33486		Public	General	$750 00
11/25/13	Susan G Komen	340 Royal Poinciana Way Suite 317/310	Palm Beach	FL	33480		Public	General	$10,000 00
12/09/13	Next Generations	22603 Camino Del Mar	Boca Raton	FL	33433		Public	General	$1,500 00
12/10/13	Boys & Girls Clubs of Broward County	877 NW 61st Street	Fort Lauderdale	FL	33309		Public	General	$50,000 00
12/17/13	Boca Raton Regional Hospital Foundation	745 Meadows Road	Boca Raton	FL	33486		Foundation	Health & Wellness Institute	$25,000 00
12/31/13	Adolph & Rose Levis Jewish Commuity Center	9801 Donna Klein Blvd	Boca Raton	FL	33428		Public	General	$18,000 00
01/07/14	Kemper Museum of Contemporary Art	4420 Warwick Boulevard	Kansas City	MO	64111		Public	General	$2,500 00
01/08/14	Quantum House	901 45th Street	Wes Palm Beach	FL	33407		Public	General	$5,000 00
01/16/14	Lynn University	3601 N Military Trail	Boca Raton	FL	33431		University	General	$1,000 00
01/20/14	Boca Raton Rotary Club	P O Box 272641	Boca Raton	FL	33486		Public	Scholarship Fund	$50,000 00
01/21/14	SunSafe, Inc	2427 NW 49th Lane	Boca Raton	FL	33431		Public	Melanoma Cancer Research	$500 00
01/24/14	Tri County Humane Society	21287 Boca Rio Road	Boca Raton	FL	33433		Public	General	$5,000 00
01/27/14	National Society of Arts and Letters	c/o Dame Alyce Erickson 2314 Maya Palm Drive W	Boca Raton	FL	33432		Public	General	$1,200 00
02/11/14	Rotary Club Downtown Boca Raton	P O Box 880087	Boca Raton	FL	33488		Public	Scholarship Fund	$10,000 00
02/14/14	Lynn University	3601 N Military Trail	Boca Raton	FL	33431		University	General	$5,000 00
02/14/14	National Society of Arts and Letters	c/o Dame Alyce Erickson 2314 Maya Palm Drive W	Boca Raton	FL	33432		University	General	$6,000 00
02/27/14	Florida Atlantic University Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	Memory & Wellness Center	$50,000 00
03/03/14	Hillel of Broward and Palm Beach	Levine Weinberger Center 777 Glades Rd, Bldg LY-3A	Boca Raton	FL	33431		Public	General	$1,000 00
03/03/14	Spirit of Giving Network	261 NW 13th Street	Boca Raton	FL	33432		Public	General	$1,000 00
03/05/14	Center for Strategic Philanthropy and Civic Engagement (CSPCE)	P O Box 99	Boca Raton	FL	33429		Public	People with Disabilities Boating Bash	$2,500 00
03/05/14	Franciscan Foundation For The Holy Land	9924 Ceda Ridge Drive	Carmel	IN	46032		Foundation	Scholarship Fund	$12,000 00
03/05/14	Florida Atlantic University Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	Memory & Wellness Center	$5,000 00
03/06/14	American Humane Association	214 Brazilian Ave , Ste 80	Palm Beach	FL	33480		Public	General	$5,000 00
03/25/14	American Red Cross	335 SW 27th Avenue	Miami	FL	33135		Public	General	$5,000 00

E M Lynn Foundation 59-1788859
Statement Attached to Form 990-PF
Fiscal Year Ending October 31, 2014

Contributions Paid, Page 11, Part XV,Line 3a

Date	Recipient Name and Address	Address	City	State	Zip Code	If Recipient is an Individual show any	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
03/26/14	Florence Fuller Child Development Centers	200 NE 14th Street	Boca Raton	FL	33432		Public	General	$500 00
04/02/14	General Council Assemblies of God	1445 Boonville Avenue	Springfield	MO	65802		Public	Int'l Media Ministries	$500 00
04/10/14	Debbie's Dream Foundation	9110 West State Road 84	Davie	FL	33324		Foundation	General	$625 00
04/14/14	UW Foundation	Box 358045	Seattle	WA	98195		Foundation	Patient Care	$1,000 00
04/15/14	Palm Healthcare Foundation, Inc	700 S Dixie Highway, Ste 205	West Palm Beach	FL	33401		Foundation	General	$5,000 00
04/23/14	National Christian Foundation	5110 N Federal Highway, 2nd floor	Fort Lauderdale	FL	33308		Foundation	General	$200 00
04/24/14	American Heart Associaton	c/o Boca Raton Regional Hospital, 800 Meadows Rd	Boca Raton	FL	33486		Public	To benefit Lynn Heart & Vascular Inst At BRRH	$2,500 00
05/14/14	Florida Atlantic University Foundation c/o Mrs Joan Wargo	1717 Homewood Boulevard #158	Delray	FL	33445		Foundation	Memory & Wellness Center	$50 00
05/27/14	Peaceful Mind Peaceful Life, Inc	201 Plaza Real, Suite 140	Boca Raton	FL	33432		Public	General	$2,783 78
05/28/14	Florida Atlantic Unviersity Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	Memory & Wellness Center	$2,500 00
06/05/14	Boca Raton Regional Hospital Foundation	745 Meadows Road	Boca Raton	FL	33486		Foundation	Ron & Kathy Assaf Center for Nursing Excel	$10,000 00
07/18/14	The George Snow Scholarship Fund	201 Plaza Real, Suite 260	Boca Raton	FL	33432		Public	General	$400 00
07/23/14	World Federation of Ballroom Dancers, Inc	1077 Ponce De Leon Blvd	Coral Gabels	FL	33124		Public	General	$2,500 00
08/25/14	American College International Foundation	404 East Saannah Road	Lewes	DE	19958		Foundation	Annual Fund	$5,000 00
08/25/14	Boca Raton Regional Hospital Foundation	745 Meadows Road	Boca Raton	FL	33486		Foundaion	To benefit Lynn Health Inst Breast cancer programs	$100,000 00
08/26/14	Order of St John of Jerusalem Florida	c/o Commander Isabelle K Paul, 1771 Sabal Palm Dr	Boca Raton	FL	33432		Public	General	$15,000 00
08/26/14	Florida Atlantic University Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	Memory & Wellness Center	$25,000 00
09/26/14	Rotary Club Downtown Boca Raton	8185 Via Ancho Road	Boca Raton	FL	33488		Public	General	$5,000 00
10/15/14	Stetson University	421 N Woodland Boulevard	DeLand	FL	32723		Public	General	$500,000 00
10/15/14	Nat King Cole Generation Hope, Inc	555 S Federal Highway	Boca Raton	FL	33432		Public	General	$30,000 00
10/15/14	Florida Atlantic University Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	Peace Studies	$50,000 00
10/15/14	Boys & Girls Clubs of Broward County	877 NW 61st Street	Fort Lauderdale	FL	33309		Public	General	$50,000 00
10/15/14	Junior League of Boca Raton	261 NW 13th Street	Boca Raton	FL	33432		Public	General	$10,000 00

E M Lynn Foundation **59-1788859**
Statement Attached to Form 990-PF
Fiscal Year Ending October 31, 2014

Contributions Paid, Page 11, Part XV,Line 3a

Date	Recipient Name and Address	Address	City	State	Zip Code	If Recipient is an Individual show any	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
10/15/14	Stand Among Friends	777 Glades Rd NU84-120	Boca Raton	FL	33431		Public	General	$25,000 00
10/15/14	Stem Cell Cancer & Regenerative Med Research	10301 Hagen Rance Road	Boynton Beach	FL	33437		Public	Research	$100,000 00
10/15/14	Boca Raton Regional Hospital Foundation	745 Meadows Road	Boca Raton	FL	33486		Foundation	General	$100,000 00
10/15/14	Equine-Assisted Therapies of South Florida	P O Box 273542	Boca Raton	FL	33427		Public	Therapy	$20,000 00
10/15/14	Association for Community Counseling	4731 W Atlantic Avenue	Delray Beach	FL	33445		Public	General	$5,000 00
10/15/14	Boca Raton Champions Golf Charities, Inc c/o Allianz Championship	1141 South Rogers Circle Suite 1	Boca Raton	FL	33486		Public	CEL Womens Institute at BRRH	$100,000 00
10/15/14	Florence Fuller Child Development Centers	200 NE 14th Street	Boca Raton	FL	33432		Public	General	$15,000 00
10/15/14	Stetson University	421 N Woodland Boulevard	DeLand	FL	32723		Public	Scholarship Fund	$25,000 00
10/15/14	Lynn University	3601 N Military Trail	Boca Raton	FL	33431		Public	General	$30,000 00
10/15/14	Boca Helping Hands	1500 NW 1st Court	Boca Raton	FL	33432		Public	General	$25,000 00
10/15/14	American Heart Associaton	2300 Centrpark West Drive	West Palm Beach	FL	33409		Pubic	General	$100,000 00
10/15/14	HomeSafe	2840 Sixth Avenue South	Boca Raton	FL	33461		Public	General	$50,000 00
10/15/14	Centre for the Arts at Mizner Park, Inc	335 NE Mizner Boulevard	Boca Raton	FL	33432		Public	Generl	$10,000 00
10/15/14	Susan G Komen	340 Royal Poinciana Way Suite 317/310	Palm Beach	FL	33480		Public	General	$10,000 00
10/07/14	LIFE-Leaders in Furthering Education	1720 S Ocean Boulevard	Manalapan	FL	33462		Public	Benefit American Humane Assoc	$300 00
10/15/14	Boca Raton Regional Hospital Foundation	745 Meadows Road	Boca Raton	FL	33486		Foundation	General	$450,000 00
10/15/15	Florida Atlantic University Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	Faculty Retention Fund	$200,000 00
10/15/15	The Buoniconti Fund to Cure Paralysis	1095 NW 14th Terrace Rm 2-50 R48	Miami	FL	33316		Public	Rehabilitation Center	$6,500,000 00
10/14/15	Florida Atlantic University Foundation	777 Glades Road	Boca Raton	FL	33431		Foundation	CEL Nursing Assistance Program	$100,000 00
10/14/15	Florence Fuller Child Development Centers	200 NE 14th Street	Boca Raton	FL	33432		Public	Educational Enrichment Room-West Campus	$250,000 00
10/23/14	Spirit of Giving Network	261 NW 13th Street	Boca Raton	FL	33432		Public	Holiday Gift Drive	$10,000 00
10/23/14	National Parkinson Foundation	200 SE First Street, Ste 800	Miami	FL	33131		Foundation	Genral	$15,000 00
10/23/14	Boca Raton Historical Society	71 N Federal Highway	Boca Raton	FL	33432		Public	Annual Fund	$5,000 00
10/23/14	LIFE-Leaders in Furthering Education	1720 South Ocean Blvd	Manalapan	FL	33462		Public	American Humane Assoc	$10,000 00
									$9,246,808 78