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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

A Employer identification number
13-3097502

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

Room/suite

B Telephone number (see instructions)
(212) 372-1000

City or town, state or province, country, and ZIP or foreign postal code
BOCA RATON, FL 33432

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 85,368,836

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

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

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	644	644		
	4	Dividends and interest from securities	2,602,217	2,602,217		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,534,728			
	b	Gross sales price for all assets on line 6a 10,906,951				
	7	Capital gain net income (from Part IV, line 2)		3,534,728		
	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)	43,137	43,137		
	12	**Total.** Add lines 1 through 11	6,180,726	6,180,726		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	161,904	16,190		145,714
	14	Other employee salaries and wages	900	0		900
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,071	0		1,071
	b	Accounting fees (attach schedule)	5,100	2,550		2,550
	c	Other professional fees (attach schedule)	165,924	132,739		33,185
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	116,829	1,829		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	11,347	5,673		5,674
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,079	490		2,589
	24	**Total operating and administrative expenses.** Add lines 13 through 23	466,154	159,471		191,683
	25	Contributions, gifts, grants paid	3,535,000			3,535,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,001,154	159,471		3,726,683
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,179,572			
	b	**Net investment income** (if negative, enter -0-)		6,021,255		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	846,380	309,709	309,709
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)	39,908,789	44,010,742	75,656,030
c	Investments—corporate bonds (attach schedule)	1,504,625	1,504,625	1,678,990
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	7,543,993	6,144,794	6,644,295
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	574,963	588,452	1,079,812
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	50,378,750	52,558,322	85,368,836
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	50,378,750	52,558,322	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	**Total net assets or fund balances** (see instructions)	50,378,750	52,558,322	
31	**Total liabilities and net assets/fund balances** (see instructions)	50,378,750	52,558,322	

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	50,378,750
2	Enter amount from Part I, line 27a	2	2,179,572
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	52,558,322
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,558,322

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)
1 a	FIDUCIARY TRUST - PUBLICLY TRADED SECURITIES		2012-12-31	2014-12-31
b	FIDUCIARY TRUST - PUBLICLY TRADED SECURITIES		2014-12-31	2014-12-31
c	CAPITAL GAINS DIVIDENDS	P		
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	389,405		395,311	-5,906
b	10,382,709		6,976,912	3,405,797
c	134,837			134,837
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				-5,906
b				3,405,797
c				134,837
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,534,728
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2013	2,181,940	76,286,306	0 028602
2012	2,242,540	68,992,768	0 032504
2011	1,959,141	65,393,427	0 029959
2010	5,084,872	60,841,983	0 083575
2009	3,916,790	55,277,643	0 070857

2	**Total** of line 1, column (d)	2	0 245497
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 049099
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	83,760,218
5	Multiply line 4 by line 3	5	4,112,543
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	60,213
7	Add lines 5 and 6	7	4,172,756
8	Enter qualifying distributions from Part XII, line 4	8	3,726,683

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 page 18 of the 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	120,425
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	120,425
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	120,425
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	136,662		
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	136,662
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	16,237
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 16,237 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MCGLADREY LLP Telephone no ▶(212) 372-1000

Located at ▶1185 AVENUE OF AMERICAS NEW YORK NY ZIP+4 ▶100362602

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 | |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		No
	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 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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		
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 2014 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 2014.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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 4945(d)(4)(A)? (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**		
	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?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD M ADER 7 AVENUE DE LA MER 606 PALM COAST, FL 32137	TRUSTEE 20 00	0	0	0
JOSEPH ERDMAN 550 SE MIZNER BLVD BOCA RATON, FL 33432	TRUSTEE 20 00	161,904	0	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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
FIDUCIARY TRUST COMPANY 175 FEDERAL STREET BOSTON, MA 02110	CUSTODY FEES	165,924
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	0
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 NOT APPLICABLE	0
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	82,893,779
b	Average of monthly cash balances		1b	1,068,907
c	Fair market value of all other assets (see instructions)		1c	1,073,068
d	**Total** (add lines 1a, b, and c)		1d	85,035,754
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	85,035,754
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,275,536
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	83,760,218
6	**Minimum investment return.** Enter 5% of line 5		6	4,188,011

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	4,188,011
2a	Tax on investment income for 2014 from Part VI, line 5	2a 120,425		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	120,425
3	Distributable amount before adjustments Subtract line 2c from line 1		3	4,067,586
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	4,067,586
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	4,067,586

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	3,726,683
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,726,683
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,726,683

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				4,067,586
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			3,723,352	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 3,726,683				
a Applied to 2013, but not more than line 2a			3,723,352	
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 2014 distributable amount.				3,331
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				4,064,255
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			**(e) Total**
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

a The name, address, and telephone number or email 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* See Additional Data Table				
Total . . . . ▶ **3a**				3,535,000
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	644	
4 Dividends and interest from securities. . . .			14	2,602,217	
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	3,534,728	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a PERMISSIONS AND LICENSES			01	43,137	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		6,180,726	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 6,180,726

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

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

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

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

******	2015-06-02	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARTIN GREIF				P00029738

Firm's name ▶ MCGLADREY LLP

Firm's EIN ▶ 42-0714325

Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 100362602

Phone no (212) 372-1000

Form 990PF Part XV Line 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*				
FOCUSED ULTRASOUND SURGERY FOUNDATION 1230 CEDARS COURT SUITE F CHARLOTTESVILLE, VA 22903	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	75,000
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PARKWAY CHARLOTTESVILLE, VA 22911	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	50,000
MARTHA JEFFERSON HOSPITAL 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	500,000
MILLER CENTER FOUNDATION 2333 OLD IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	125,000
MONTPELIER FOUNDATION 11407 CONSTITUTION HWY MONTPELIER STATION, VA 22957	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	500,000
PRESERVATION VIRGINIA 204 WEST FRANKLIN STREET RICHMOND, VA 232205012	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	10,000
ST BARTHOLOMEWS CONSERVANCY INC 325 PARK AVENUE NEW YORK, NY 10022	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	50,000
THOMAS JEFFERSON FOUNDATION INC PO BOX 217 CHARLOTTESVILLE, VA 22902	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	500,000
UNIVERSITY OF VIRGINIA 155 RUGBY ROAD CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	100,000
UNIVERSITY OF VIRGINIA - COLLEGE FOUNDATION 155 RUGBY ROAD CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	50,000
UNIVERSITY OF VIRGINIA - VIRGINIA FILM FESTIVAL 155 RUGBY ROAD CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	75,000
UNIVERSITY OF VIRGINIA PRESIDENT'S SPEAKER SERIES FOR THE ARTS 155 RUGBY ROAD CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	50,000
UVA ART MUSEUM 155 RUGBY ROAD CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	1,050,000
UVA HERITAGE THEATRE 155 RUGBY ROAD CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	25,000
VIRGINIA FOUNDATION FOR THE HUMANITIES & PUBLIC POLICY 145 EDNAM PLACE CHARLOTTESVILLE, VA 22903	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	125,000
Total . . . . ▶ **3a**				3,535,000

Form 990PF Part XV Line 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*				
WNET 825 EIGHTH AVENUE NEW YORK, NY 10019	NONE	PC	GRANT IS FOR DONEE'S EXEMPT PURPOSE	250,000
Total . . . . ▶ **3a**				3,535,000

TY 2014 Accounting Fees Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCGLADREY LLP	5,100	2,550		2,550

TY 2014 Investments Corporate Bonds Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Name of Bond	End of Year Book Value	End of Year Fair Market Value
400,000 AT&T INC	395,296	441,556
250,000 BANK OF AMERICA CORP	249,974	275,663
100,000 BARCLAYS BANK PLC	99,748	112,123
400,000 JP MORGAN CHASE & CO	369,145	405,704
400,000 VERIZON COMMUNICATIONS	390,462	443,944

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TY 2014 Investments Corporate Stock Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Name of Stock	End of Year Book Value	End of Year Fair Market Value
20,000 ABBOTT LABORATORIES	588,809	900,400
20,000 ABBVIE INC	710,063	1,308,800
25,000 ALLIANT ENERGY GROUP	591,203	1,660,500
15,000 AMERICAN ELECTRIC POWER CO	447,273	910,800
10,000 APPLE INC	752,690	1,103,800
20,000 AT&T INC	494,624	671,800
13,000 ATMOS ENERGY CORP	331,155	724,620
20,000 BHP BILLITON LTD	878,111	946,400
20,000 BRISTOL-MYERS SQUIBB CO	272,774	1,180,600
25,000 CHEVRON CORP	1,143,845	2,804,500
50,000 CISCO SYSTEMS INC	894,772	1,390,750
20,000 COCA-COLA CO COM	706,056	844,400
10,000 COLGATE PALMOLIVE	358,902	691,900
20,000 CONOCOPHILLIPS COM	1,240,805	1,381,200
15,000 EQT CORP	331,361	1,135,500
13,000 EQUITY RESIDENTIAL SH BEN INT	865,521	933,920
30,000 EXXON MOBIL CORP	2,410,311	2,773,500
45,000 GENERAL ELECTRIC CO	1,042,071	1,137,150
18,000 GENERAL MILLS	583,130	959,940
5,000 GILEAD SCIENCES INC	413,200	471,300
1,000 GOOGLE INC CLASS A	330,892	530,660
1,000 GOOGLE INC CLASS C	331,758	526,400
5,000 GRAINGER (W.W.) INC	1,196,501	1,274,450
15,000 HONEYWELL INTL INC	547,273	1,498,800
20,000 HORMEL FOODS CORP	129,132	1,042,000
20,000 JOHNSON AND JOHNSON COM	1,099,841	2,091,400
9,000 KELLOGG CO	484,826	588,960
10,000 KIMBERLY CLARK	613,913	1,155,400
20,000 MARATHON OIL CORP	123,129	565,800
10,000 MARATHON PETROLEUM CORP	83,290	902,600

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,000 MCDONALDS CORP	581,345	937,000
25,000 MDU RESOURCES GRP INC	113,066	587,500
35,000 MERCK & CO INC	1,317,160	1,987,650
50,000 MICROSOFT CORP	1,288,252	2,322,500
20,000 NEW JERSEY RESOURCE CORP	162,069	1,224,000
13,000 NEXTERA ENERGY INC	183,856	1,381,770
10,000 NOVARTIS AG SPONSORED	942,271	926,600
15,000 PEPSICO INC	811,735	1,418,400
45,000 PFIZER INC	983,106	1,401,750
4,000 PHILLIPS 66	133,436	286,800
40,000 PLUM CREEK TIMBER CO INC	1,442,443	1,711,600
10,000 PPG INDUSTRIES INC SHS	444,507	2,311,500
16,000 PUBLIC STORAGE	2,603,969	2,957,600
18,000 PROCTER & GAMBLE CO	970,994	1,639,620
50,000 QEP RESOURCES INC	207,161	1,011,000
50,000 QUESTAR CORP	106,244	1,264,000
15,000 SCANA CORP NEW	279,600	906,000
10,000 SEMPRA ENERGY	194,025	1,113,600
16,000 SIMON PROPERTY GROUP INC	2,518,355	2,913,760
5,000 SOUTH JERSEY INDUSTRIES	47,707	294,650
20,000 SOUTHERN COMPANY	545,741	982,200
20,000 SOUTHWEST GAS CORP	273,980	1,236,200
25,000 SPECTRA ENERGY CORP	285,773	907,500
20,000 TECO ENERGY INC	379,050	409,800
65,000 TORTOISE MLP FUND	1,587,569	1,815,450
50,000 TORTOISE ENERGY INTRASTRUCTURE	2,334,856	2,188,500
4,000 VANGUARD TELECOM SERVICE	250,948	338,880
40,000 VERIZON COMMUNICATIONS	1,495,982	1,871,200
5,000 WALT DISNEY HOLDING CO	252,966	470,950
10,000 WESTAR ENERGY INC	180,411	412,400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,000 WGL HOLDINGS INC	115,626	546,200
15,000 XCEL ENERGY INC	269,192	538,800
7,500 3M COMPANY	710,116	1,232,400

TY 2014 Investments - Other Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
21,361 ALLIANZGI CONVERTIBLE & INCOME FUND	FMV	204,796	201,221
30,000 ALLIANCEBERNSTEIN GLOBAL	FMV	407,993	372,900
260,761 DNP SELECT INCOME FD INC	FMV	2,370,903	2,753,636
44,304 J HANCOCK JOHN PREMIUM DIV FUND	FMV	493,661	609,180
10,000 INVESCO VAN KAMPEN BOND FUND	FMV	169,724	184,000
63,616 MORGAN STANLEY INCOME SEC	FMV	1,039,138	1,140,635
72,502 PUTNAM HIGH INCOME SECS	FMV	536,153	587,991
110,533 TEMPLETON GLOBAL INCOME	FMV	922,426	794,732

TY 2014 Legal Fees Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROSKAUER ROSE LLP	1,071	0		1,071

TY 2014 Other Assets Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED ASSETS	541,440	541,440	1,032,800
DUE FROM BROKER	33,523	47,012	47,012

TY 2014 Other Expenses Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FILING FEE	1,500	0		1,500
BANK FEE	490	490		0
OFFICE SUPPLIES	1,089	0		1,089

TY 2014 Other Income Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PERMISSIONS AND LICENSES	43,137	43,137	43,137

TY 2014 Other Professional Fees Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FIDUCIARY TRUST CUSTODY FEE	165,924	132,739		33,185

TY 2014 Taxes Schedule

Name: THE JOSEPH AND ROBERT CORNELL MEMORIAL FOUNDATION

EIN: 13-3097502

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	115,000	0		0
FOREIGN TAX PAID	1,829	1,829		0