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## Form **990-PF**

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

Depa Intern	artment of the Treasury nal Revenue Service Information about For	rm 990-PF and its separate	instructions is at www.jr	s.aov/form990pf.	Ореп то Ривкс Inspectio
	calendar year 2014 or tax year beginning		, and ending		
P	me of foundation PHILLIP & PATRICIA FROST F OUND. INC. C/O FROST ADMI			A Employer identification 20-4128545	
	mber and street (or P O box number if mail is not delivered to street		Room/suite	B Telephone number	
_4	400 BISCAYNE BOULEVARD, 6	TH FLOOR		305-575-65	
_M	y or town, state or province, country, and ZIP or foreign p			C If exemption application is p	
G C	Check all that apply: Initial return Final return	Amended return	ormer public charity	D 1. Foreign organizations  2. Foreign organizations me	
H C	Address change  Check type of organization: X Section 501(c)(3) e		····	Foreign organizations me check here and attach co  E If private foundation states	
<u>L</u>		Other taxable private found		under section 507(b)(1)	(A), check here
		Other (specify)	Accrual	F If the foundation is in a ( under section 507(b)(1)	
	\$ 48,059,745. (Part I, coll	ımn (d) must be on cash	basis.)		
Pa	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	12,270,590.			
2015	2 Check fithe foundation is not required to attach Sch B			-	
7	3 Interest on savings and temporary cash investments 4 Dividends and interest from securities	85.	85.	85	STATEMENT 1
9	5a Gross rents	05.	05.	05.	DIAIEMENI .
Revenue	b Net rental income or (loss)				
O	6a Net gain or (loss) from sale of assets not on line 10	12,251,510.			
Revenue	b Gross sales price for all 12,259,208.			ENIE	
ě	7 Capital gain net income (from Part IV, line 2)		12,251,510.		700
-	8 Net short-term capital gain			12 MAY 202	15 (S)
	9 Income modifications Gross sales less returns			18 MAY 200	1013 101
	10a and allowances  b Less Cost of goods sold				<del>الد آن</del>
	c Gross profit or (loss)			OGDEN	
	11 Other income				
	12 Total. Add lines 1 through 11	24,522,185.	12,251,595.	85.	
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
S	15 Pension plans, employee benefits				
use	16a Legal fees b Accounting fees				
ž	c Other professional fees				
Ve	17 Interest				
rati	18 Taxes STMT 2	5,454.	0.	0.	
nist	19 Depreciation and depletion				
Ē	20 Occupancy				
ΑÞ	21 Travel, conferences, and meetings				
gan	22 Printing and publications 23 Other expenses STMT 3	6,625.	0.	0.	
Operating and Administrative Expenses	24 Total operating and administrative	0,023.	0.	-	
oera	expenses. Add lines 13 through 23	12,079.	o .	0.	
Õ	25 Contributions, gifts, grants paid	4,914,596.			4,914,59
	26 Total expenses and disbursements.				
	Add lines 24 and 25	4,926,675.	0.	0.	4,914,59
	27 Subtract line 26 from line 12;	10 505 510			
	a Excess of revenue over expenses and disbursements	19,595,510.	12,251,595		
	b Net investment income (if negative, enter -0-)  c Adjusted net income (if negative, enter -0-)		12,231,333	85.	
	- relation that the duty in telegrate, cuted -0-)		i	, 55.	1

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

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FOUND. INC. C/O FROST ADMIN. SVC., INC. 20-4128545 Page 2

<u> </u>	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	
<u></u>	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	383,275.	11,015,963.	11,015,963.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶		··· -	
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			<del> </del>
		Less; allowance for doubtful accounts			
s	8	Inventories for sale or use			<del></del>
Assets	9	Prepaid expenses and deferred charges			
As	10:	Investments - U.S. and state government obligations			
		Investments - corporate stock STMT 5	2,716,575.	2,716,575.	37,043,782.
		Investments - corporate bonds		27,20,000	
		Investments - land, buildings, and equipment, basis			
	' '				
	12	Less accumulated depreciation Investments - mortgage loans		<del></del>	
	13	Investments - other			
		Land, buildings, and equipment basis			
	17				
	45	Less accumulated depreciation  Other assets (describe )			
		Total assets (to be completed by all filers - see the			
	10	•	3,099,850.	13,732,538.	48,059,745.
_	47	Instructions. Also, see page 1, item I)	3,033,030.	13,732,330.	40,033,143.
		Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	19	Deferred revenue		3,300,000.	
≣	20	Loans from officers, directors, trustees, and other disqualified persons		3,300,000.	
Lial	21	Mortgages and other notes payable			
	22	Other liabilities (describe )		····	
	١.,	T. 1.11.111111 (1.11.1.1.1.1.1.1.1.1.1.1.	ا م	2 200 000	
_	23	Total liabilities (add lines 17 through 22)	0.	3,300,000.	
		Foundations that follow SFAS 117, check here			
ŵ	١	and complete lines 24 through 26 and lines 30 and 31.			
ည	ı	Unrestricted			
ala	25	Temporarily restricted			
P P	26	Permanently restricted			
Net Assets or Fund Balances	l	Foundations that do not follow SFAS 117, check here			
ř	١	and complete lines 27 through 31.	ا م	•	
ţ	27	Capital stock, trust principal, or current funds	0.	0.	; •
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ā	29	Retained earnings, accumulated income, endowment, or other funds	3,099,850.	10,432,538.	
Ž	30	Total net assets or fund balances	3,099,850.	10,432,538.	
			2 000 050	42 520 520	
_	31	Total liabilities and net assets/fund balances	3,099,850.	13,732,538.	· <u> </u>
P	art	III Analysis of Changes in Net Assets or Fund B	Balances		
_		····		····	
1		I net assets or fund balances at beginning of year - Part II, column (a), line	30		3 000 050
_	•	st agree with end-of-year figure reported on prior year's return)			3,099,850.
		r amount from Part I, line 27a	• •	. 2	19,595,510.
_		er increases not included in line 2 (itemize)		3	0.
4		lines 1, 2, and 3		T CTCCY 4	22,695,360.
		reases not included in line 2 (itemize) BASIS ADJUSTME			12,262,822.
6	Tota	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30	6	10,432,538.
					Form <b>990-PF</b> (2014)

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Part IV Capital Gains	and Losses for Tax on I	nvestment	Income			-			
(a) List and described 2-story brick wa	ribe the kind(s) of property sold (e. irehouse; or common stock, 200 sl	g., real estate, hs MLC Co.)		( <b>b)</b> Ho P - I D -	w acquired Purchase Donation		acquired day, yr.)	(d) Date sold (mo., day, yr.)	
1a TEVA PHARMACEU	a TEVA PHARMACEUTICALS INDS LTD ADR				D	12/1	0/87	12/08/14	
b TEVA PHARMACEU	TICALS INDS LTD	ADR			D	12/1	0/87	12/18/14	
C									
<u>d</u>									
<u>e</u>	(f) Depresenting allowed		t or other basis	Щ-		(b) (	Sain or (loss	<u> </u>	
(e) Gross sales price	(f) Deprectation allowed (or allowable)		xpense of sale				s (f) minus		
a 5,737,333.	<del></del>	<del></del>	3,56	4.				5,733,769.	
ь 6,521,875.			4,13	4.				6,517,741.	
<u>C</u>									
<u>d</u>	<u> </u>	<del>                                     </del>		-+					
Complete only for assets shown	ng gain in column (h) and owned by	v the foundation	on 12/31/69		<del></del> -	(I) Gains (f	Col. (h) gain	minus	
	(j) Adjusted basis		cess of col. (i)	$\dashv$		ol. (k), but	not less tha	n -0-) or	
(i) F.M.V. as of 12/31/69	as of 12/31/69		col. (j), if any	<u> </u>		Losses	(from col. (	(h))	
a								5,733,769.	
<u>b</u>								6,517,741.	
d		<del> </del>		$\dashv$					
e	<del></del>		<u> </u>	-					
	∫ If gain, also ent	er in Part I. line	7	╗	<u> </u>				
2 Capital gain net income or (net ca				<i>}</i> L	2		_1	2,251,510.	
3 Net short-term capital gain or (los	ss) as defined in sections 1222(5) a	and (6):							
If gain, also enter in Part I, line 8,	column (c).			$\mid \mid$				0	
If (loss), enter -0- in Part I, line 8  Part V   Qualification U	nder Section 4940(e) fo	r Reduced	Tax on Net	Inve	stment In	come		0.	
(For optional use by domestic private	<del></del>							<del></del>	
	·			,					
If section 4940(d)(2) applies, leave the	nis part diank.								
Was the foundation liable for the sec		, ,	•	10 <b>d?</b>				Yes X No	
If "Yes," the foundation does not qual	lify under section 4940(e). Do not c each column for each year; see the			ntries		<u> </u>			
(a)	(b)	msu uctions be	ore making any e	(c)		<u> </u>		(d) Oution ratio	
Base periód years Calendar year (or tax year beginni	و کامت این این ا	istributions	Net value of no		able-use asse	ts		oution ratio vided by col. (c))	
2013		2,365.		21,153,123				.000112	
2012		0.		156,389			.000000		
2011									
2010									
							]		
2 Total of line 1, column (d)						2		.000112	
•	5-year base period - divide the tota	I on line 2 by 5,	or by the number	of year	s				
the foundation has been in existe	nce if less than 5 years				•	3	ļ	.000056	
A Patarakha mataraha at asasahamtah	-la Da d	( las 5					2	0 262 024	
4 Enter the net value of noncharitat	ple-use assets for 2014 from Part X	K, line 5			•	4		8,363,934.	
5 Multiply line 4 by line 3						5		2,148.	
, , , , , , , , , , , , , , , , , , ,	•••••		•	•	•		<u> </u>		
6 Enter 1% of net investment incom	ne (1% of Part I, line 27b)					6		122,516.	
<b>-</b>								104 664	
7 Add lines 5 and 6						7	ļ	124,664.	
8 Enter qualifying distributions from	n Part XII, line 4					_ 8		4,914,596.	
If line 8 is equal to or greater than See the Part VI instructions.	n line 7, check the box in Part VI, lin	ne 1b, and comp	lete that part usin	g a 1%	tax rate.				

PHILLIP & PATRICIA FROST PHILANTHROPIC

Part VI   Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(c), or 4948 - see instructions)   1   Exempt persuaging foundations described in section 4940(c), check here   1   and an interview of the control of	Form		L28545		Page 4
Date of ruling or determination letter:    Cattach capy of letter in necessary-see instructions    1   122,516.			ee instru	ıctio	ns)
b Domestic foundations but meet the section 4940(e) requirements in Part V, check here ► IX and enter 1% of Part I, line 27D 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-) 3 Add lines 1 and 2 4 Subtritle A (income) bix (domestic section 4947(a)(1) trusts and taxable foundations only, Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based with applicants for scendation of them to line 6 from 8689) 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6 at brough 6d 6 Enter any penalty for undepsyment of estimated tax. Check here □ of Form 2220 is attached 7 Total credits and payments. Add lines 6 at brough 6d 6 Enter any penalty for undepsyment of estimated tax. Check here □ of Form 2220 is attached 7 Total credits and payments. Add lines 6 at brough 6d 7 Total credits and payments. Add lines 6 at brough 6d 7 Total credits and payments. Add lines 6 at through 6d 8 122, 541. 9 Total credits the bat of lines 5 and 8 is more than line 7, enter amount of weep 10 to the lines 5 and 8 is more than 10 to 10 total credits and 8 more than 10 total 10 tot	1a				
b Domestic foundations but meet the section 4940(e) requirements in Part V, check here ► IX and enter 1% of Part I, line 27D 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-) 3 Add lines 1 and 2 4 Subtritle A (income) bix (domestic section 4947(a)(1) trusts and taxable foundations only, Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3, if zero rises, enter -0- 5 Tax based with applicants for scendation of them to line 6 from 8689) 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6 at brough 6d 6 Enter any penalty for undepsyment of estimated tax. Check here □ of Form 2220 is attached 7 Total credits and payments. Add lines 6 at brough 6d 6 Enter any penalty for undepsyment of estimated tax. Check here □ of Form 2220 is attached 7 Total credits and payments. Add lines 6 at brough 6d 7 Total credits and payments. Add lines 6 at brough 6d 7 Total credits and payments. Add lines 6 at through 6d 8 122, 541. 9 Total credits the bat of lines 5 and 8 is more than line 7, enter amount of weep 10 to the lines 5 and 8 is more than 10 to 10 total credits and 8 more than 10 total 10 tot		Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			
c All other domestic Doundshones enter 2% of time 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 taxible foundations only. Others enter -0-)  3 Add lines 1 and 2  4 Subtitle A (income) bix (domestic section 4947(a)(1) trusts and taxible foundations only. Others enter -0-)  5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  6 Credition Psyments: 2 2014 estimated tax payments and 2013 overpayment credited to 2014  b Exempt foreign organizations - tax withheld at source c lax paid with application for extension of time to file (Form 8868)  6 Bect of the second payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source c lax paid with application for extension of time to file (Form 8868)  6 Enter any penalty for underpayment of estimated tax. Check here I of form 2220 is attached 7 Total credits and payments. Add lines 5 and 8 is more than his total of lines 5 and 8, enter the amount overpaid 1 Enter the betal of lines 5 and 8 is more than his total of lines 5 and 8, enter the amount overpaid 1 Enter the amount of line 10 to the Credited to 2015 estimated bax Payment I line 7 is more than the total of lines 5 and 8, enter the amount overpaid 1 Enter the amount of line 10 to the Credited to 2015 estimated bax Payment I line 7 is more than 500 during the year (either directly or indexectly) for political expenditures for the definition)?  6 If the arrawer is "Yes" to Tay or Tay, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in Commencion with the activities.  1 In the terman of the foundation in Commencion with the activities.  2 Dut the foundation have line 15 the 15 the foundation distribution of the activities.  3 As the foundation in engaged in any activities that have not previou	b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%	12	2,5	<u> 16.</u>
2 Tax under section \$11 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 4 Subtitis A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3.1 zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 zero or less, enter -0- 5 Tax deal. If line or payments and 2013 overpayment or destinated tax Desparent of the Subtract of the Subtract of the Subtract of Subtract of Subtract of Subtract of Subtract Oncome		of Part I, lihe 27b			
3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Cradists/Payments: 2 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source 1 Tax paid with application for extension of time to file (Form 8868) 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 5a through 64 8 Enter any penalty for underspayment of estimated tax. Check here ☐ if Form 2220 is attached 8 1225. 9 Tax due. If the fotal of lines 5 and 8 is more than line 7, enter amount of were 10 Overpayment films P is more than the fotal of lines 5 and 8, or the rea amount overpaid 11. Enter the amount of line 10 to bic. Credited to 2015 estimated tax ▶  Part VIIA Statements Regarding Activities 1a During the taxyear, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b Life answer is "Yes" to ** to	C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
4 Subtine A (income) but (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-\ 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. if zero or less, enter -0- 5 Cradits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foregon organizations - tax withheld at source c Tax pard with application for extension of time to file (Form 8868) d Backup withholding or renorously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the otal of lines 5 and 8 is more than inter 2, enter amount owed 9 Tax due. If the otal of lines 5 and 8 is more than inter 2, enter amount owed 9 Tax due. If the otal of lines 5 and 8 is more than inter 2, enter amount owed 9 Tax due. If the otal of lines 5 and 8 is more than inter 2, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount line 10 to be. Credited to 2015 estimated tax because the amount overpaid 12 Enter the amount of 10 bec. Credited to 2015 estimated tax 13 Tax due to the condition of the 10 bec. Credited to 2015 estimated tax because the amount overpaid 14 Enter the amount of the 3 of tax due to the condition of the definition? 15 If the answer is "Yes" to g or 1 <sub>th</sub> statch a defauled description of the activities and copies of any materials published or destributed by the foundation on connection with the activities. 2 but the foundation have melabed business gross on this the activities. 3 Has the foundation have melabed business gross on this the activities. 4 but the foundation have wereleaded business gross concerned 51,000 or more during the year?  10 Tyes, "attach the statement required by General Instruction T 2 As the requirements of action 506(e) (relating to sections 4941 through 4945) satisfed either: 2 by si	2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			<u>0.</u>
S Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter-0- 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - Eax withheld at source c Tax paid with application for extension of time to life form 8868) d Backup withholding erroneously withheld g Reflex and personeously withheld g Reflex and personeo	3	Add lines 1 and 2	12	<u>2,5</u>	<u> 16.</u>
6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8968) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here	4				0.
a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to life (Form 8868) d Backup withholding erroneously withheld T Total credits and payments. Add lines 6a through 6d Einter any penalty for underpayment of estimated tax. Check here of the form 2220 is attached Finite any penalty for underpayment of estimated tax. Check here of the form 2220 is attached T Total credits and payments. Add lines 5 and 8 is more than line 7, enter amount owed T Total credits and payments. Add lines 5 and 8 is more than line 7, enter amount owed T Total credits and penaltic form than the total of lines 5 and 8, enter the amount owerpaid T Coverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount owerpaid T Coverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid T Coverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid T Coverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid T Coverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid T Coverpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid T Coverpayment. If line 7 is more than 100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  If the answer is "Yes" to 1 a or 1 b, attach a detailed description of the activities.  If the answer is "Yes" to 1 a or 1 b, attach a detailed description of the activities.  It was not a contact on a detailed and expenditures (section 4955) imposed during the year.  If "Yes," attach a detailed description of the activities.  If "Yes," attach a detailed description of the activities.  Lefter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. S  Lefter the reimbursement of the section of the activities.  Le	5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	12	2,5	<u> 16.</u>
b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 5 and 8 strough 6d 8 Enter any penalty for underpayment of estimated tax. Check here	6	Credits/Payments:			
c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here					
d Backup withholding erroneously withhold 7 Total credits and payments. Add lines 6a through 64 8 Enter any penalty for undergayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 be £: Credited to 2015 estimated tax ▶ Refunded ▶ 10 12 Enter the amount of line 10 be £: Credited to 2015 estimated tax ▶ Refunded ▶ 11    Part VIII-A   Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  If the answer is "Yes" to 1 <sub>8</sub> or 1 <sub>b</sub> a statich 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. ▶ \$ 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 negaged in any activities that have not previously been reported to the IRS?  If "Yes," attach a defeated description of the activities.  4 Did the foundation mapaged in any activities that have not previously been reported to the IRS?  If "Yes," tatich a defeated description of the activities.  4 By a there a liquidation, termination, dissolution, or substantial contraction during the year?  If "Yes," that if the data tretum on Form 990-T for the year?  If "Yes," that the defeated description of the section 50(6) (relating to sections 4941 through 4945) sashed either:  • By language in the governing instrument?  7 Did the foundation have at least \$5,000 in assets at any time during the ye	b				
7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount owerpaid 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ▶ Refunded	C				
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	đ	Backup withholding erroneously withheld 6d			_
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The first the amount of line 10 to be: Credited to 2015 estimated tax	9		12	2,6	<u>41.</u>
Part VII-A   Statements Regarding Activities	10				
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?  b Did it spend more than \$100 during the year (either directly) or indirectly) for political purposes (see instructions for the definition)?  If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.  c Did the foundation file Form 1120-P0. for this year?  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. ► \$ 2 x  If "Yes," attach a detailed description of the activities.  3 Has the foundation made any changes, not previously reported to the IRS; in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes  4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  b If "Yes," has it filed a tax return on Form 990-T for this year?  If "Yes," attach the statement required by General Instruction T  6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  • 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, 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?  b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Altorney General (or designate) of each state as required by General					
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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  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 X	7		· -		-
F L  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  9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  9 X	•	bid the foundation have at least \$5,000 in assets at any time during the year. If Tes, Complete Fait II, Con. (c), and Fait NV	<u> </u>		
F L  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  9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  9 X	Ra	Foter the states to which the foundation reports or with which it is registered (see instructions).			1
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  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 X	00			1	
of each state as required by General Instruction G? If "No," attach explanation  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 X	h				
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 X			86	X	1
year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		1	<del>                                     </del>	$\vdash$
	٠		9		Х
	10			•	

PHILLIP & PATRICIA FROST PHILANTHROPIC FOUND. INC. C/O FROST ADMIN. SVC., INC. 20-4128545 Form 990-PF (2014) Page 5 Part VII-A | Statements Regarding Activities (continued) 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of X 11 section 512(b)(13)? If "Yes," attach schedule (see instructions) 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 12 X If "Yes," attach statement (see instructions) 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X N/A Website address 14 The books are in care of ► VERONICA MIRANDA Telephone no.  $\triangleright$  (305) 575 - 6511 Located at > 4400 BISCAYNE BLVD, 6TH FLOOR, MIAMI, ZIP+4 ▶33137 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A 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, 16 X securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 No Yes 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): Yes X No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) X Yes No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations X section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b 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 X 1c before the first day of the tax year beginning in 2014? 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 Yes X No before 2014? If "Yes." list the years ▶ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach N/A 2b statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

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3b

4a

4b

Х

 $\overline{\mathbf{x}}$ 

X

X Yes No

during the year?

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

Form 4720, to determine if the foundation had excess business holdings in 2014.)

had not been removed from jeopardy before the first day of the tax year beginning in 2014?

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form	990-PF	(2014)

n

(e) Expense account, other

allowances

(d) Contributions to employee benefit plans and deferred

compensation

(c) Compensation

(b) Title, and average

hours per week devoted to position

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

NONE

(a) Name and address of each employee paid more than \$50,000

FOUND. INC. C/O FROST ADMIN. SVC., INC. 20-4128545 Page 7

Part VIII Information About Officers, Directors, Trustees, Founda Paid Employees, and Contractors (continued)	tion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statist number of organizations and other beneficiaries served, conferences convened, research papers prod	ical information such as the luced, etc.	Expenses
1 <u>N/A</u>		
2		0.
3		
4		
Part IX-B Summary of Program-Related Investments  Describe the two largest program-related investments made by the foundation during the tax year on	lines 1 and 2.	Amount
1 NONE		
2		0.
All other program-related investments. See instructions. 3 NONE		<del></del>
V 470472		0.
Total. Add lines 1 through 3		0.
Total. Add lines 1 through 5		Form <b>990-DF</b> (2014)

FOUND. INC. C/O FROST ADMIN. SVC., INC. 20-4128545 Page 8 Form 990-PF (2014) Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 37,756,460. a Average monthly fair market value of securities 1a 1,191,696. b Average of monthly cash balances 1b c Fair market value of all other assets 1c 38,948,156. 1d d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 38.948 3 Subtract line 2 from line 1d 584,222. 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 38,363,934. 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 1,918,197 Minimum investment return. Enter 5% of line 5 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.) 1,918,197. Minimum investment return from Part X, line 6 122,516. Tax on investment income for 2014 from Part VI, line 5 2a b Income tax for 2014. (This does not include the tax from Part VI.) 122,516. Add lines 2a and 2b 2c 795,681. Distributable amount before adjustments. Subtract line 2c from line 1 3 4 Recoveries of amounts treated as qualifying distributions 795,681 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 1,795,681 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 4,914,596. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a b Program-related investments - total from Part IX-B 16 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the: 3a a Suitability test (prior IRS approval required) 3Ь **b** Cash distribution test (attach the required schedule) 4,914,596. 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 122,516.

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

Form **990-PF** (2014)

4,792,080.

5

income. Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

FOUND. INC. C/O FROST ADMIN. SVC.,

Page 9 Part XIII Undistributed Income (see instructions) (b) (d) Years prior to 2013 2013 2014 Corpus 1 Distributable amount for 2014 from Part XI, 1,795,681. line 7 2 Undistributed income, if any, as of the end of 2014 1,024,948 a Enter amount for 2013 only b Total for prior years: 0. 3 Excess distributions carryover, if any, to 2014: a From 2009 **b** From 2010 c From 2011 dFrom 2012 eFrom 2013 0. f Total of lines 3a through e 4 Qualifying distributions for 2014 from 4,914,596. Part XII, line 4: ►\$ 1,024,948 a Applied to 2013, but not more than line 2a b Applied to undistributed income of prior 0 years (Election required - see instructions) c Treated as distributions out of corpus 0 (Election required - see instructions) 1,795,681. d Applied to 2014 distributable amount 2,093,967. e Remaining amount distributed out of corpus 0. 0. Excess distributions carryover applied to 2014 (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: 2,093,967 a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract 0. line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously 0. assessed d Subtract line 6c from line 6b. Taxable 0 amount - see instructions e Undistributed income for 2013. Subtract line 0. 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must 0. be distributed in 2015 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election 0. may be required - see instructions) 8 Excess distributions carryover from 2009 0 not applied on line 5 or line 7 Excess distributions carryover to 2015. 2,093,967 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 b Excess from 2011 c Excess from 2012 dExcess from 2013

Form **990-PF** (2014)

e Excess from 2014

423581 11-24-14

2,093,967

20-4	11	2	8	5	4	5	
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Page	10

Part XIV Private Operating Fo		<del></del>	<del></del>	N/A	
1 a If the foundation has received a ruling or foundation, and the ruling is effective for 3					
b Check box to indicate whether the founda			section	4942(j)(3) or4	942(j)(5)
	Tax year	ly loundation described in	Prior 3 years	1 4342(])(3) 01 4	1
2 a Enter the lesser of the adjusted net	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
income from Part I or the minimum	(4)2014	(0)2010	(6) 20 12	(4)25	(0)
investment return from Part X for					
each year listed				<del> </del> -	<del> </del>
b 85% of line 2a				-	<u> </u>
c Qualifying distributions from Part XII,					
line 4 for each year listed				<u> </u>	
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.				1	
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				1	<del> </del>
2/3 of minimum investment return					
shown in Part X, line 6 for each year					
listed		<del>-</del>			<del> </del> -
c "Support" alternative test - enter:					
(1) Total support other than gross					
investment income (interest, dividends, rents, payments on					1
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					1.00
Part XV   Supplementary Infor	mation (Comple	te this part only	if the foundation	n had \$5,000 or m	ore in assets
at any time during th					
1 Information Regarding Foundation		•			***
a List any managers of the foundation who		than 2% of the total contr	ributions received by the	e foundation before the cl	nse of any tax
year (but only if they have contributed m			inductions received by the	c logitudition before the ci-	ose of any max
, , , ,					
HILLIP FROST, MD	400/		lar an agually large part	on of the oursership of a	nortnorobio or
b List any managers of the foundation who other entity) of which the foundation has			or an equally large port	ion of the ownership of a	partnership or
	a 1076 of greater intere	ou.			
IONE					
2 Information Regarding Contribution					
Check here ► X if the foundation or	nly makes contributions	to preselected charitable	organizations and does	not accept unsolicited rec	juests for funds. If
the foundation makes gifts, grants, etc. (					10 a.
a The name, address, and telephone numb	er or e-mail address of	the person to whom appli	cations should be addre	essed:	
I/A, N/A					
I/A, N/A					
b The form in which applications should be	e submitted and informa	ition and materials they sh	rould include:		
1/A		,			
c Any submission deadlines:					<del></del>
N/A					
d Any restrictions or limitations on awards	cuch as hy neographic	al areas charitable fields	kinds of institutions or	other factors:	· · ·
	, such as by geographic	ai ai 545, Ciidi ILADIE IIEIUS,	Kilius VI Ilisuluuviis, VI	ouidi lactors.	
1/A					

FOUND. INC. C/O FROST ADMIN. SVC., INC.

Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or Foundation show any relationship to Amount any foundation manager status of contribution Name, and address (home or business) or substantial contributor recipient a Paid during the year MUSEUM OF SCIENCE INC EDUCATIONAL 3280 SOUTH MIAMI AVENUE 3,300,000. MIAMI, FL 33129 EDUCATIONAL THE UNIVERSITY OF OXFORD ÞС UNIVERSITY OFFICES, WELLINGTON SQUARE, UNITED KINGDOM OXFORD OX1 793,588. 2JD ÞС RELIGIOUS TEMPLE EMANU-EI 1701 WASHINGTON AVE 821,008. MIAMI BEACH, FL 33139 ➤ 3a 4,914,596. Total **b** Approved for future payment NONE 0. Total

Unrelated business income

(e)

Excluded by section 512, 513, or 514

Form 990-PF (2014)

Enter gross amounts unless otherwise indicated.

Part XVI-A **Analysis of Income-Producing Activities** 

1 Program convice reviewes	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue:	Code		Code		Tanoadii iiloonii
a b	<del></del>	<del></del> -	+ +		-
			1		
<u> </u>	<del>                                     </del>	<u>.</u>	-		
0			+ +		
•			+		
g Fees and contracts from government agencies			<del>  </del>		
2 Membership dues and assessments	<del>  </del>	·	1	<del></del>	
3 Interest on savings and temporary cash	<del> </del>		<del>  -                                   </del>		<u> </u>
investments					
4 Dividends and interest from securities	<del></del>		+ +		85.
5 Net rental income or (loss) from real estate:			+ +		
a Debt-financed property	<del>                                     </del>		1 1		
b Not debt-financed property			+ +		<u> </u>
6 Net rental income or (loss) from personal	<b>-</b>		+ +		
property			1 1		
7 Other investment income	<del></del>	•	+		
8 Gain or (loss) from sales of assets other			1 1		
than inventory			1 1		12,251,510.
9 Net income or (loss) from special events			+ +		12,231,310.
10 Gross profit or (loss) from sales of inventory	<del> </del>		╁╌╌╁		
11 Other revenue:		- <del>-</del>	<del>     </del>	<del></del>	
a			1 1		
b			╁╌┤		
c			<del>  </del>		
d		<u> </u>	+ +		
е			1 1	<del></del>	
12 Subtotal. Add columns (b), (d), and (e)		0.	+ +	0.	12,251,595.
13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>		<u> </u>	13	12,251,595.
(See worksheet in line 13 instructions to verify calculations.)				"-	20,232,3331
Part XVI-B Relationship of Activities t	o the Accon	nplishment of E	xemp	t Purposes	
Line No. Explain below how each activity for which inco	me is reported in o	column (e) of Part XVI-A	\ contrib	uted importantly to the accord	nplishment of
the foundation's exempt purposes (other than				, ,	
1 NOT APPLICABLE					
	<u> </u>				
	· <del></del>				
•				<del> </del>	·
423621 11-24-14					Form <b>990-PF</b> (2014)

FOUND. INC. C/O FROST ADMIN. SVC., INC.

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Part XVII	Information Re Exempt Organ	egarding Transfers To izations	and Transactions a	ind Relationships With Noncha	ritable				
1 Did the or		rectly engage in any of the followi	ing with any other organizatio	in described in section 501(c) of	Ye	s No			
		)(3) organizations) or in section 5				1			
	•	ation to a noncharitable exempt o				i			
(1) Cash									
(2) Other assets									
<b>b</b> Other tran						1			
(1) Sales	of assets to a noncharital	ble exempt organization			15(1)	x			
• •		ncharitable exempt organization			1b(2)	Х			
	I of facilities, equipment,	· -			1b(3)	Х			
	oursement arrangements				1b(4)	X			
* -	or loan guarantees				1b(5)	X			
	=	mbership or fundraising solicitati	ions		1b(6)	X			
		iling lists, other assets, or paid er			1c	X			
-		-		ways show the fair market value of the goods,	other assets,				
				e in any transaction or sharing arrangement, s					
column (d	) the value of the goods,	other assets, or services received	<b>1.</b>						
(a)Line no	(b) Amount involved	(c) Name of noncharitab	le exempt organization	(d) Description of transfers, transactions, and	sharing arrangei	nents			
					•				
		<u> </u>							
	· · · · · · ·		··· = -						
					-				
2a Is the four	ndation directly or indirec	tly affiliated with, or related to, on	e or more tax-exempt organiz	zations described					
in section	501(c) of the Code (othe	r than section 501(c)(3)) or in se	ction 527?		Yes [	X No			
b If "Yes," co	implete the following sch	edule.							
	(a) Name of org	ganization	(b) Type of organization	(c) Description of relations	ship				
	N/A								
						_			
1				statements, and to the best of my knowledge nation of which preparer has any knowledge	y the IRS discus	s this			
Sign	eller, it is true too rect, and col	miplete Declaration of preparer (other ti	ian taxpayer) is based on all inform	sh	urn with the prep own below (see i	arer nstr)?			
Here	+ 11411	· /	5/11/15	President	X Yes	□No			
Sigi	nature of officer or trustee		Date	Title					
	Print/Type/preparer's na	ame Preparer's	Signature	Date Check if PTIN					
		1	/N/19	5/4/15 self-employed					
Paid -	ROBERT TAC			/ ·     PU	014931	6			
Preparer	Firm's name ▶ DEL	OITTE TAX LLP		Firm's EIN ▶ 86-1	065772				
Use Only									
		3 SOUTHEAST 2N	D AVENUE, STE						
	MI	AMI, FL 33131		Phone no. 305-3					
					orm <b>990-P</b>	F (2014)			

## Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service **Schedule of Contributors** 

➤ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and

its instructions is at <u>www.irs.gov/form990</u> ·

OMB No 1545-0047

2014

Name of the organization

PHILLIP & PATRICIA FROST PHILANTHROPIC FOUND. INC. C/O FROST ADMIN. SVC., INC.

Employer identification number

20-4128545

Organization type (check or	ne):
Filers of:	Section:
Form 990 or 990-EZ	501(c)( ) (enter number) organization
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	527 political organization
Form 990-PF	X 501(c)(3) exempt private foundation
	4947(a)(1) nonexempt charitable trust treated as a private foundation
	501(c)(3) taxable private foundation
	s covered by the <b>General Rule</b> or a <b>Special Rule</b> .  (7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.
General Rule	
Ü	n filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions
Special Rules	
sections 509(a)(1) any one contributo	n described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from or, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, line 1. Complete Parts I and II.
year, total contribu	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the utions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for cruelty to children or animals. Complete Parts I, II, and III
year, contributions is checked, enter l purpose Do not c	n described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the sectiusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box here the total contributions that were received during the year for an exclusively religious, charitable, etc., omplete any of the parts unless the <b>General Rule</b> applies to this organization because it received nonexclusively e, etc., contributions totaling \$5,000 or more during the year
but it must answer "No" or	hat is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), in Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
PHILLIP & PATRICIA FROST PHILANTHROPIC
FOUND. INC. C/O FROST ADMIN. SVC., INC.

Employer identification number

20-4128545

Part I Contributors (se	ee instructions) Use duplicat	te copies of Part I if additional s	pace is needed
-------------------------	-------------------------------	-------------------------------------	----------------

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DR. PHILLIP FROST MD  4400 BISCAYNE BLVD., 6TH FLOOR  MIAMI, FL 33137	\$6,536,020.	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	DR. PHILLIP FROST MD  4400 BISCAYNE BLVD., 6TH FLOOR  MIAMI, FL 33137	\$5,734,500.	Person Payroll Noncash X (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash  (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Complete Part II for noncash contributions.)

Name of organization
PHILLIP & PATRICIA FROST PHILANTHROPIC

FOUND. INC. C/O FROST ADMIN. SVC., INC.

Employer identification number

20-4128545

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

116,000 SHARES TEVA PHARMACEUTICAL   1	Part II	Noncash Property (see instructions) Use duplicate copies of Part I	I if additional space is needed.	
INDUSTRIES LIMITED			FMV (or estimate)	(d) Date received
(a) No. pescription of noncash property given  2	_1			
No. 1 Description of noncash property given			\$ 6,536,020.	12/18/14
2 INDUSTRIES LIMITED  (a) (b) (c) FMV (or estimate) (see instructions)  (d) Date received  (a) No. (a) No. (b) Description of noncash property given  (a) No. (b) Description of noncash property given  (b) Co FMV (or estimate) (see instructions)  (d) Date received  (d) Date received  (e) FMV (or estimate) (see instructions)  (d) Date received  (e) FMV (or estimate) (see instructions)  (d) Date received  (e) FMV (or estimate) (see instructions)  (d) Date received  (e) FMV (or estimate) (see instructions)  (d) Date received  (e) FMV (or estimate) (see instructions)	No. rom		FMV (or estimate)	(d) Date received
(a) No. 10 Description of noncash property given	2		_	
No. (a) No. (b) (b) (c) FMV (or estimate) (see instructions)  (a) No. (b) (b) (see instructions)  (a) No. (b) (see instructions)  (b) (c) FMV (or estimate) (see instructions)  (c) FMV (or estimate) (see instructions)  (d) Date received  (a) No. (b) (b) (c) FMV (or estimate) (see instructions)  (a) No. (c) FMV (or estimate) (see instructions)  (a) No. (b) Description of noncash property given  (a) No. (c) FMV (or estimate) (see instructions)  (a) No. (b) Description of noncash property given  (b) FMV (or estimate) (see instructions)  (c) FMV (or estimate) (see instructions)  (d) Date received			sss	12/08/14
(a) No. from Description of noncash property given  (b) FMV (or estimate) (see instructions)  (a) No. from Description of noncash property given  (b) FMV (or estimate) (see instructions)  (d) Date received  (a) No. from Description of noncash property given  (a) No. from Description of noncash property given  (b) FMV (or estimate) (see instructions)  (c) FMV (or estimate) (see instructions)  (d) Date received  (d) Date received  (e) FMV (or estimate) (see instructions)	No. from		FMV (or estimate)	(d) Date received
(a) No. Pescription of noncash property given  (a) No. Inform Description of noncash property given  (b) FMV (or estimate) (see instructions)  (c) FMV (or estimate) (c) FMV (or estimate) (see instructions)  (d) Date received (see instructions)  (a) No. Inform Description of noncash property given  (a) No. Inform See instructions (see instructions)  (b) FMV (or estimate) (see instructions)  (c) FMV (or estimate) (see instructions)  (d) Date received (see instructions)			_ _ _	
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No. (b) FMV (or estimate) (d) from Description of noncash property given (see instructions)			\$	
	No. from		FMV (or estimate)	(d) Date received
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Name of orga				Employer identification number
	P & PATRICIA FROST PHIL			00 4100545
FOUND. Part III	INC. C/O FROST ADMIN.	SVC., INC.	d in section 501(c)(7) (8	20-4128545
rait III	Exclusively religious, charitable, etc., contr the year from any one contributor. Complete c	olumns (a) through (e) and the foll	owing line entry. For organia	rations
	completing Part III, enter the total of exclusively religious Use duplicate copies of Part III if additional		or less for the year (Enterthis info	once) • \$
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423454 11-05-14

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	TIES S	TATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	
NORTHERN TRUST	85.	0.	85.	85.	85.
TO PART I, LINE 4	85.	0.	85.	85.	85.

FORM 990-PF	TAX	ES	ST	PATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL & OTHER TAXES	5,454.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	5,454.	0.	0.	0.

FORM 990-PF	OTHER E	XPENSES	STATEMENT 3		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OPERATING EXPENSES NON DEDUCTIBLE EXPENSES	6,502. 123.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	6,625.	0.	0.	0.	

**FOOTNOTES** 

STATEMENT

"SUBSTANTIAL CONTRIBUTOR"

NAME:

DR. PHILLIP FROST MD

ADDRESS:

4400 BISCAYNE BLVD.,6TH FLOOR

MIAMI, FLORIDA, 33137

FORM 990-PF CORPORATE	STOCK	STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHROMADEX CORP OPKO HEALTH INC	1,501,500. 1,215,075.	8,554,000. 28,489,782.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,716,575.	37,043,782.