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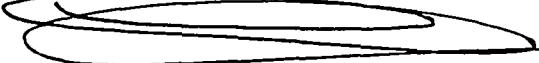
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July 21, 2015 LTR 2694C O R
20-4668756 201412 67
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PANTHERA CORPORATION
8 WEST 40TH STREET 18TH FLOOR
NEW YORK NY 10018

DECLARATION

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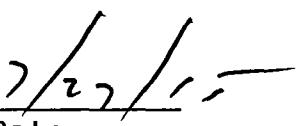
Under penalties of perjury, I declare that I have examined the return identified in this letter, including any accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. I understand that this declaration will become a permanent part of that return.



Signature of officer or trustee



CFC



Date

Form 990 – Part I, Line 1:

Panthera's mission is to ensure the future of wild cats through scientific leadership and global conservation action.

Form 990 – Part III, Line 1:

Panthera Corporation ("Panthera") is a not-for-profit wildlife conservation organization incorporated in the State of Delaware. Panthera's mission is the conservation of the world's 38 wild cat species, many of which are endangered or threatened. Panthera develops, implements, and oversees wild cat conservation strategies on a global scale. Panthera's large scale initiatives with tigers, lions, jaguars, snow leopards, leopards and other species currently span four continents. Panthera conducts critical research, enacts effective conservation measures, works closely with the world's top cat biologists, various governments and related agencies, local and international non-government organizations ("NGO's"), assists and trains felid biologists, and educates the local and international populations as to felid conservation.

Field work is performed in North America, South America, Africa and Asia in numerous individual countries.

Form 990 – Part III, Line 4D:

Lions - Panthera combines an understanding of lion ecology in human dominated landscapes with techniques that provide local communities with the ability and incentive to avoid conflict with lions. In addition, Panthera also works to curtail widespread wire-snare poaching which is pervasive in many key lion landscapes, including Kafue (Zambia), Niassa (Mozambique) and Hwange (Zimbabwe). (\$862,148)

Snow Leopards - Panthera developed a state-of-the-art global range map and database of snow leopard habitat and helps delineate critical conservation units and identify prevailing threats. Using the database to target populations that require conservation, Panthera's efforts are geared towards a range-wide approach in conserving the snow leopards. (\$1,003,525)

Other Species - Panthera's signature leopards program seeks to reduce the widespread traditional use of leopard skins by the Shembe Nazareth Church in southern Africa. In addition, Panthera has established a network of surveillance sites across South Africa and neighboring countries to monitor changes in key leopard populations. Our cougar program encompasses the California and Teton Mountain landscapes with a view of securing landscapes, safe travel corridors, and developing workable solutions for cougar-human conflict.

Our Iranian Cheetah program focuses on the mitigation of immediate threats to cheetahs and their prey of the critically endangered cheetah population in the Islamic Republic of Iran, which is the only remaining cheetah population in the entire Asiatic range. (\$726,040)

Communications - Panthera is working to inspire and inform local communities, the general public, and decision makers throughout the world by communicating practical international and local solutions that are needed to save wild cats. As part of this process, we utilize various written, pictorial and electronic media to document the wild cats in their environment and utilize such data to communicate to the

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Cat No. 51056K

Schedule O (Form 990 or 990-EZ) (2014)

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scientific, political and other concerned individuals the current state and future needs of the conservation effort to save the wild cats. (\$647,640)

Special Projects - Panthera, in conjunction with the American Museum of Natural History, is developing a global felid genetic database to understand the impact of large scale genetic issues impacting felids. In addition, Panthera's Geographic Identification System ("GIS") Lab undertakes sophisticated geographic and mapping analysis across the entire geographic range in four continents utilized by the major wild cat species. (\$350,000)

Total \$3,589,353

Form 990 – Part V, line 7H:

Vehicles were donated in Costa Rica to Panthera Costa Rica. Accordingly, form 1098-C and 8283 were not completed.

Form 990 – Part VI, Section A, line 2:

Dr. Thomas Kaplan, Panthera's Chairman of the Board of Directors, is the owner of Tigris Financial Group Ltd, the holder of the primary lease, from whom Panthera subleases its office space on terms substantially identical to the primary lease. During 2014, Dr. Alan Rabinowitz (member of Panthera's Board of Directors and CEO) served on an advisory board of an entity controlled by Dr. Thomas Kaplan.

Form 990 – Part VI, Section A, Line 4:

During 2014, Panthera Corporation changed Article III Section 1. Powers and Number of its by-laws to increase the allowable maximum of Directors from ten (10) to twenty (20).

From 990 – Part VI, Section B, line 11B:

Copies of the Form 990 are provided to the Board of Directors. The Finance Committee of the Board of Directors reviews the Form 990 in its entirety in detail with the CFO and approves filing with IRS on behalf of the Board of Directors after the review process.

Form 990 – Part VI, Section B, line 12A-C:

Policy: Panthera Corporation ("Panthera") requires that the Board of Directors, Officers and Key Employees: (a) make decisions solely on the basis of a desire to promote the best interests of Panthera; and, (b) avoid potential or actual conflicts of interest when acting on behalf of Panthera. Similarly, Panthera's Directors, Officers and Key Employees are prohibited from using their respective positions with Panthera or information obtained relating to Panthera in order to achieve a direct or indirect personal benefit, financial or otherwise. "Potential conflict of interest" will be deemed to occur when a Director's, Officer's or Key Employee's personal or private interests might lead an independent observer to reasonably question whether the individual's actions or decisions on behalf of Panthera are influenced by personal considerations, financial or otherwise. The perception by an independent observer does not mean that the conflict of interest exists but only that there is a possibility that a conflict of interest may exist.

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An "actual conflict of interest" will be deemed to occur where it reasonably appears that decisions made on behalf of Panthera by a Director, Officer or Key Employee were influenced by the individual's: (a) direct or indirect personal or financial interest in or by an individual or entity that transacts business with or competes against Panthera; (b) direct or indirect personal or financial interest in or by an individual or entity because of the Director's, Officer's or Key Employee's relationship with Panthera; or (c) receipt of gifts, entertainment or other favors from any individual or entity that does business with or competes against Panthera.

A "Key Employee" is one who is, or is perceived by others to be, in a position to influence business decisions (such as decisions to make grants or awards, purchase goods or services, or make decisions that affect/may affect the course of a business transaction including program expenditure approval) or the affairs of Panthera or any of its affiliates must make the same disclosures, at the same frequency, as the Directors and Officers.

This policy is intended to supplement but not replace any applicable laws governing conflicts of interest for directors of nonprofit corporations. In the event this policy and statutes are inconsistent, the statutes will control.

Disclosure of Potential Conflicts of Interest:

Directors, Officers and Key Employees have a duty to disclose the existence of any material facts about any personal relationship having a personal or financial interest in a proposed transaction, contract or compensation arrangement with Panthera or based on the Director's, Officer's or Key Employee's relationship or position with Panthera. The potential conflict of interest must be disclosed before the transaction, contract or arrangement is reviewed, authorized, approved or ratified. The personal interest may arise because the Director, Officer or Key Employee or an immediate family member of the Director, Officer or Key Employee has a relationship or personal financial interest in a proposed transaction, contract or compensation arrangement. ("Immediate family" means the Director's, Officer's or Key Employee's spouse or children, or individual(s) residing in the Director's, Officer's or Key Employee's home).

Compliance Review:

Panthera's Corporate Secretary is responsible for circulating disclosure forms to Directors, Officers and Key Employees confirming on an annual basis that the forms are kept up-to-date and informing the Board of Directors of actual or potential conflicts of interest.

Enforcement of Conflicts Policy:

Following any disclosure of a potential conflict of interest by a Director, Officer or Key Employee, the Board of Directors Compensation Committee will review the disclosure and determine whether an actual conflict exists. The Board of Directors Compensation Committee then may or may not authorize or approve the proposed transaction or other matter as fair and reasonable by a vote without counting the vote or votes of such interested person or persons.

The person with a conflict may be present for, or participate in, the discussion of the proposed transaction or other matter if deemed

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20-4668756**appropriate by the Chairperson of the meeting or by the Board of Directors Compensation Committee.****Potential conflicts of interest of other than Key Employees will be reviewed by the Executive Committee which consists of the Panthera Executive Officers in a manner similar to that utilized by the Board of Directors Compensation Committee.****Violations of the Conflicts of Interest Policy:****If the Board of Directors has reasonable cause to believe that a Director, Officer or Key Employee has failed to disclose a potential/actual conflict of interest, it will inform the individual of the basis for the belief and afford the individual the opportunity to explain the failure to disclose. The Board of Directors may take whatever follow-up action it deems necessary and, at its option, may void a transaction, contract or arrangement where a potential/actual conflict of interest exists that has not been disclosed.****If the Executive Committee has reasonable cause to believe that an employee has failed to disclose a potential/actual conflict of interest, it will inform the individual of the basis for the belief and afford the individual the opportunity to explain the failure to disclose. The Executive Committee may take whatever follow-up action it deems necessary and, at its option, may void a transaction, contract or arrangement where a potential/actual conflict of interest exists that has not been disclosed.****Annual Statements:****Each Director, Officer and Key Employee will annually sign the disclosure form and the certification form that affirms that the Director, Officer or Key Employee has:****A. Received a copy of Panthera's Board of Directors, Officers and Key Employees Conflicts of Interest Policy;****B. Read and understands the Policy;****C. Agrees to comply with the Policy;****D. Understands that Panthera is a charitable organization and that in order to maintain its tax exemption, it must engage primarily in activities that accomplish one or more of its tax exempt purposes; and,****E. Is in compliance with the Policy other than actual or potential conflicts of interest that may exist and have been disclosed to the Corporate Secretary or the Board of Directors.****Any Director, Officer or Key Employee who finds or suspects a violation of this policy must immediately report the conduct to Chairman of the Board of Directors and/or the Corporate Secretary.****Any employee or agent may report conduct that may be in violation of this policy to the Chairman of the Board of Directors, Corporate Secretary, Officers or his or her supervisor.****Form 990 – Part VI, Section B, line 15A-B:****Panthera's Compensation Committee of the Board of Directors evaluates each Officer's or Key Employee's individual duties,**

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responsibilities, educational background, work experience and past performance (if applicable) to set fair rates of compensation. Panthera seeks to provide compensation that is fairly consistent with prevailing rates at similar nonprofit organizations for comparable job functions consistent with the annual budget approved by the Board of Directors. Under Panthera's bylaws, Board of Director members shall not receive compensation for any services rendered in such capacity, but may be reimbursed for reasonable and customary expenses incurred in connection therewith. A compensation arrangement for the CEO is based on a written employment contract established by the CEO in conjunction with the Board of Directors at the time of initial employment. All Officers' and Key Employees' compensation is established annually based on salaries paid by comparable tax exempt organizations, based on publicly available information, including other organization's Form 990 filings, independent salary survey studies and such other information as deemed appropriate. The Compensation Committee, after the review of such information, establishes the Officers and Key Employees salary levels annually and documents the process in the Compensation Committee minutes.

Form 990 – Part VI Section C, line 17:**List of states where Panthera Corporation Form 990 is required filing:**

Alaska	Mississippi
Alabama	New Hampshire
Arizona	New Jersey
Arkansas	New Mexico
California	New York
Colorado	North Carolina
Connecticut	North Dakota
District of Columbia	Ohio
Florida	Oklahoma
Georgia	Oregon
Hawaii	Pennsylvania
Illinois	Rhode Island
Kansas	South Carolina
Kentucky	Tennessee
Maine	Utah
Maryland	Virginia

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Massachusetts **Washington**Michigan **West Virginia**Minnesota **Wisconsin****Form 990 – Part VI, Section C, line 19:**

Audited financial statements and Form 990 returns (excluding Schedule B) are available at Panthera's business office and available upon

written request. In addition, audited financial statements and Form 990's (excluding Schedule B) are available on Panthera's website. The

governing documents are not made available to the public except if requested in writing. The Conflicts of Interest Policy is included within

the Form 990 which is available to the public.

Form 990 – Part XI, line 9:

Changes in accumulated foreign currency translation adjustments for 2014 aggregated \$4,871 and are recorded as direct adjustments of

unrestricted net assets.