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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

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▶ 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 RIVER BRANCH FOUNDATION		A Employer identification number 22-6054887	
Number and street (or P O box number if mail is not delivered to street address) 177 4TH AVENUE N 2ND FLOOR		B Telephone number (see instructions) (904) 396-5831	
City or town, state or province, country, and ZIP or foreign postal code JACKSONVILLE, FL 32250		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 22,469,635		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	314,737	314,737		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,459,980			
	b Gross sales price for all assets on line 6a 4,688,694				
	7 Capital gain net income (from Part IV, line 2) . . .		1,459,980		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,774,717	1,774,717		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	16,095	12,071		4,024
	c Other professional fees (attach schedule)	106,960	106,960		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	44,413	11,448		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,013	0		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	168,481	130,479		4,024
	25 Contributions, gifts, grants paid	797,000			797,000
	26 Total expenses and disbursements. Add lines 24 and 25	965,481	130,479		801,024
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	809,236			
	b Net investment income (if negative, enter -0-)		1,644,238		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	754,618	930,636	930,636
	3	Accounts receivable ▶ 62,150			
		Less allowance for doubtful accounts ▶	29,711	62,150	
	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)	14,748,333	15,415,212	21,538,999
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,532,662	16,407,998	22,469,635	
Liabilities	17	Accounts payable and accrued expenses	23,099	86,766	
	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 ▶)	5,516	7,949	
	23	Total liabilities (add lines 17 through 22)	28,615	94,715	
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	15,504,047	16,313,283	
	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)	15,504,047	16,313,283		
31	Total liabilities and net assets/fund balances (see instructions) . . .	15,532,662	16,407,998		

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	15,504,047
2	Enter amount from Part I, line 27a	2	809,236
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	16,313,283
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	16,313,283

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	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,135,535		3,228,714	906,821
b 553,159			553,159
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			906,821
b			553,159
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,459,980
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	1,067,564	19,611,839	0 054435
2012	1,135,320	17,436,272	0 065113
2011	747,791	17,256,157	0 043335
2010	718,918	16,101,103	0 044650
2009	1,614,626	15,910,037	0 101485

2	Total of line 1, column (d).	2	0 309018
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 061804
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	21,801,025
5	Multiply line 4 by line 3.	5	1,347,391
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,442
7	Add lines 5 and 6.	7	1,363,833
8	Enter qualifying distributions from Part XII, line 4.	8	801,024

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 <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	32,885
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	32,885
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	32,885
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	24,920	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	20,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	44,920
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	48
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. <input type="checkbox"/>		10	11,987
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 11,987 Refunded <input type="checkbox"/>		11	0

Part VII-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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL, NJ			
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 ▶RIVERBRANCHFOUNDATION.ORG				
14	The books are in care of ▶EDWARD P. SCHMITZER Telephone no ▶(904) 396-5831 Located at ▶5011 GATE PARKWAY BLDG 100 SUITE 300 JACKSONVILLE FL ZIP +4 ▶32256			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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	Yes	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 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
JENNIFER JOHNSON DUKE	DIRECTOR	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			
JUDITH LEROUX	TRUSTEE	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			
SIMON GREGG	TRUSTEE	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			
JASON GREGG	TRUSTEE	0	0	0
177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	0 00			

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
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	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 N/A	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	21,187,857
b	Average of monthly cash balances.	1b	945,163
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,133,020
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	22,133,020
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	331,995
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,801,025
6	Minimum investment return. Enter 5% of line 5.	6	1,090,051

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	1,090,051
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	32,885
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	32,885
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,057,166
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,057,166
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	1,057,166

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	801,024
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	801,024
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	801,024
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				1,057,166
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	820,678			
b From 2010.				
c From 2011.				
d From 2012.	287,500			
e From 2013.	111,875			
f Total of lines 3a through e.	1,220,053			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 801,024				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				801,024
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).)	256,142			256,142
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	963,911			
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				0
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). . . .	564,536			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	399,375			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .	287,500			
d Excess from 2013. . . .	111,875			
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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 e-mail address of the person to whom applications should be addressed

TRUSTEE THE RIVER BRANCH FOUNDATION

177 4TH AVENUE NORTH

JACKSONVILLE,FL 32250

(904) 396-5831

b

The form in which applications should be submitted and information and materials they should include

WRITTEN REQUESTS ACCEPTED FROM RECOGNIZED NONPROFIT ORGANIZATIONS NO PRESCRIBED APPLICATION FORMAT

c

Any submission deadlines

NONE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

ALL GRANTS ARE MADE TO ORGANIZATIONS RECOGNIZED BY IRS AS CHARITABLE ORGANIZATIONS MOST OF THESE ARE IN THE JACKSONVILLE AREA

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	797,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?			Yes	No
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				

[illegible]

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

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.

Sign Here	*****	2015-06-26	*****	<div style="border: 1px solid black; padding: 5px;"> May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name EDWARD P SCHMITZER	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00411157
	Firm's name <input checked="" type="checkbox"/> SMOAK DAVIS & NIXON LLP			Firm's EIN <input checked="" type="checkbox"/> 59-0602635	
	Firm's address <input checked="" type="checkbox"/> 5011 GATE PARKWAY BLDG 100 STE 300 JACKSONVILLE, FL 322560562			Phone no. (904) 396-5831	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONCORD ACADEMY 166 MAIN ST CONCORD,MA 01742	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	100,000
ECOFLIGHT 311K ASPEN AIRPORT BUSINESS CENTER ASPEN,CO 81611	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	20,000
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD PALMETTO BAY,FL 33157	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	125,000
THE NATURE CONSERVANCY INC 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 22203	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	150,000
PUBLIC TRUST ENVIRONMENTAL 2029 NORTH THIRD STREET JACKSONVILLE BEACH,FL 32250	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
ST JOHN'S RIVERKEEPER 2800 UNIVERSITY BLVD NORTH JACKSONVILLE,FL 32211	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
VERMONT STUDIO CENTER PO BOX 613 JOHNSON,VT 05656	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	100,000
HARBOR BRANCH FOUNDATION 5600 US 1 NORTH FT PIERCE,FL 34946	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	25,000
TIMICUAN TRAIL PARKS FOUNDATION INC 2029 NORTH THIRD STREET JACKSONVILLE BEACH,FL 32250	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	10,000
NORTH FLORIDA LAND TRUST 2038 GILMORE STREET JACKSONVILLE,FL 32204	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	36,000
AUDUBON FLORIDA 4500 BISCAYNE BLVD STE 205 MIAMI,FL 33137	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
MATANZAS RIVERKEEPER 201 OWENS AVENUE ST AUGUSTINE,FL 32080	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	25,000
ST JOHN'S RIVER ALIIANCE 2029 NORTH THIRD STREET JACKSONVILLE BEACH,FL 32250	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	36,000
TEWKSBURY LAND TRUST 1660 L STREET NW SUITE 1100 WASHINGTON,DC 20036	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	20,000
Total  3a				797,000

TY 2014 Accounting Fees Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	16,095	12,071		4,024

**TY 2014 Investments Corporate
Stock Schedule**

Name: RIVER BRANCH FOUNDATION
EIN: 22-6054887

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1436 SHS - 3M COMPANY	122,476	235,964
3150 SHS - ABBOTT LABS	80,506	141,813
1000 SHS - ACCENTURE LTD CL A	63,712	89,310
327 SHS - ACTAVIS PLC	87,667	84,173
2389 SHS - ADOBE SYSTEMS INC.	122,841	173,680
1759 SHS - AIR PRODUCTS & CHEMICALS, INC.	143,026	253,701
645 SHS - ALLERGAN, INC.	38,690	137,121
4385 SHS - ALTERA CORP COM	140,458	161,982
618 SHS - AMAZON.COM, INC.	123,714	191,796
4261 SHS - AMERICAN EXPRESS	226,012	396,443
688 SHS - AMGEN INC	112,989	109,592
1000 SHS - AMERISOURCEBERGEN CORP COM	37,588	90,160
1781 SHS - APPLE, INC.	90,231	196,587
166 SHS - ARISTA NETWORKS, INC.	7,148	10,086
1188 SHS - BECTON DICKINSON & CO.	92,432	165,322
14650 SHS - BERKSHIRE HATHAWAY CL B	673,929	2,199,698
432 SHS - BIOGEN IDEC, INC.	63,426	146,642
3732 SHS - CANADIAN NAT RES LTD	116,173	115,244
1186 SHS - CANADIAN PACIFIC LTD	100,045	228,530
1222 SHS - CARBO CERAMICS INC.	90,672	48,941
1574 SHS - CARMAX INC W/I COM	93,347	104,797
1682 SHS - CATERPILLAR INC. DEL	110,855	153,953
1778 SHS - CERNER CORP COM	116,537	114,965
1390 SHS - CHART INDUSTRIES INC	85,719	47,538
7596 SHS - CISCO SYSTEMS, INC.	162,816	211,283
3421 SHS - CIT GROUP INC	169,721	163,626
1800 SHS - COLGATE-PALMOLIVE CO.	70,023	124,542
3750 SHS - COMCAST CORP.	63,723	217,538
2080 SHS - COSTCO WHSL. CORP.	167,559	294,841
11104 SHS - DANONE	167,700	144,541

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2640 SHS - DISNEY (WALT) HOLDING CO.	89,373	248,662
1000 SHS - DOLLAR TREE STORES INC	63,559	70,380
3946 SHS - EBAY INC	180,471	221,450
2425 SHS - EMERSON ELEC CO	106,329	149,695
1500 SHS - ESTEE LAUDER COMPANIES INC C1 A	100,644	114,300
2135 SHS - FACEBOOK	101,788	166,573
1147 SHS - FEDEX CORP.	94,948	199,188
3500 SHS - GENERAL ELECTRIC CO	61,827	88,445
3159 SHS - J P MORGAN CHASE & CO., INC.	175,991	197,690
1700 SHS - GILEAD SCIENCES INC COM	106,131	160,242
469 SHS - GOOGLE, INC. CL A	160,121	248,879
243 SHS - GOOGLE, INC. CL C	67,696	127,915
2537 SHS - JOHNSON & JOHNSON	163,179	265,294
1744 SHS - MCGRAW HILL FINANCIAL INC	115,697	155,181
900 SHS - MCKESSON CORP	154,727	186,822
4539 SHS - MICROSOFT	137,582	210,837
4300 SHS - MONDELEZ INTERNATIONAL	96,428	156,198
3501 SHS - MONSANTO CO NEW COM	268,559	418,264
4180 SHS - NESTLE SA	196,518	304,931
2469 SHS - NIKE INC CL B	172,428	237,394
2650 SHS - NORWEGIAN CRUISE LINE HOLDINGS LTD	85,981	123,914
2212 SHS - NOVARTIS ADR	114,907	204,964
700 SHS - OCCIDENTAL PETROLEUM CORP.	50,060	56,427
2251 SHS - PACCAR INC.	129,893	153,091
3948 SHS - PEPSICO, INC.	270,491	373,323
7721 SHS - PETROLEW BRASILEIRO ADR	89,490	58,525
68 SHS - PRICELINE COM INC COM NEW	69,099	77,534
3766 SHS - PROCTER & GAMBLE CO.	244,605	343,045
6214 SHS - PROGRESSIVE CORP OHIO	107,882	167,716
650 SHS - QUALCOMM, INC.	27,956	48,315

Name of Stock	End of Year Book Value	End of Year Fair Market Value
492 SHS - RALPH LAUREN CORP	80,922	91,099
5938 SHS - ROCHE HOLDINGS LTD.	132,965	201,833
1200 SHS - SCHLUMBERGER LTD.	127,045	102,492
5013 SHS - SOUTHWESTERN ENERGY	189,699	136,805
1700 SHS - STARBUCKS CORP	96,954	139,485
1100 SHS - STATE STREET CORP	75,180	86,350
4815 SHS - TEXAS INSTRS INC.	121,862	257,434
1200 SHS - THERMO FISHER SCIENIFIC	143,495	150,348
1553 SHS - TIFFANY & CO.	96,876	165,954
1900 SHS - TJX COMPANIES, INC.	92,767	130,302
2936 SHS - UNION PACIFIC	174,216	349,766
1365 SHS - UNITEDHEALTH GROUP INC COM	140,499	137,988
1250 SHS - UNITED PARCEL SERVICES INC. CL B	86,704	138,963
400 SHS - UNITED TECHNOLOGIES CORP COM	43,240	46,000
3609 SHS - US BANCORP	88,060	162,225
713 SHS - VISA INC. CL A	92,209	186,949
1500 SHS - WALGREENS BOOTS ALLIANCE	99,226	114,300
5330 SHS - WELLS FARGO & CO NEW COM STK	158,053	292,191
1178 SHS - W W GRAINGER INC	165,807	300,260
2175 SHS - YUM BRANDS INC	163,056	158,449
77173 SHS - LONGLEAF PARTNERS INTERNATIONAL	2,144,000	2,347,613
41879 SHS - OAKMARK INTERNATIONAL FUND	681,789	977,455
31537 SHS - OAKMARK INTERNATIONAL SMALL CAP	562,385	466,434
39804 SHS - TWEEDY BROWNE GLOBAL VALUE	1,046,848	1,036,486
100583 SHS - VANGUARD S/T INVESTMENT GRADE	1,065,260	1,072,215

TY 2014 Other Expenses Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	175	0		0
MISCELLANEOUS	838	0		0

TY 2014 Other Liabilities Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXPENSES	5,516	7,949

TY 2014 Other Professional Fees Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	106,960	106,960		0

TY 2014 Taxes Schedule**Name:** RIVER BRANCH FOUNDATION**EIN:** 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	11,448	11,448		0
EXCISE TAXES	32,965	0		0