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Extended to November 16, 2015  
Return of Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>STEPHANIE &amp; LAWRENCE FLINN JR.CHARITABLE TRUST</b>		A Employer identification number <b>26-6135172</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>555 THEODORE FREMD AVENUE, SUITE C-207</b>	Room/suite	B Telephone number <b>914-417-6960</b>
City or town, state or province, country, and ZIP or foreign postal code <b>RYE, NY 10580</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <b>\$ 23,739,973.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		99,502.	98,446.		Statement 2
4 Dividends and interest from securities		212,153.	209,690.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,667,187.			Statement 1
b Gross sales price for all assets on line 6a <b>18,696,651.</b>					
7 Capital gain net income (from Part IV, line 2)			4,597,070.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		15,220.	238,790.		Statement 4
12 Total. Add lines 1 through 11		4,994,062.	5,143,996.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 5		14,698.	7,349.		7,349.
c Other professional fees Stmt 6		125,331.	62,666.		62,665.
17 Interest					
18 Taxes Stmt 7		4,588.	3,134.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 8		426,715.	421,658.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		571,332.	494,807.		70,014.
25 Contributions, gifts, grants paid		987,705.			987,705.
26 Total expenses and disbursements. Add lines 24 and 25		1,559,037.	494,807.		1,057,719.
27 Subtract line 26 from line 12		3,435,025.			
a Excess of revenue over expenses and disbursements			4,649,189.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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			3,246,850.	8,096,120.	8,096,120.
	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					
	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					
	b Investments - corporate stock Stmt 9			2,001,011.	2,586,269.	3,778,917.
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis					
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other Stmt 10			11,252,674.	9,590,793.	11,864,936.	
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			16,500,535.	20,273,182.	23,739,973.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>				
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds			19,930,060.	19,930,060.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			-3,429,525.	343,122.	
	30 Total net assets or fund balances			16,500,535.	20,273,182.	
	31 Total liabilities and net assets/fund balances			16,500,535.	20,273,182.	

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	16,500,535.
2 Enter amount from Part I, line 27a	2	3,435,025.
3 Other increases not included in line 2 (itemize) BASIS ADJUSTMENT	3	337,622.
4 Add lines 1, 2, and 3	4	20,273,182.
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	20,273,182.

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**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT ATTACHED	P	Various	Various
b SEE STATEMENT ATTACHED	P	Various	Various
c KKR & CO.	P	Various	Various
d KKR FINANCIAL HOLDINGS LLC	P	Various	Various
e STARWOOD WAYPOINT RESIDENTIAL MERGER	P	Various	Various
f FIDELITY NATIONAL FINANCIAL-CIL	P	Various	07/24/14
g ISHARES MSCI EMRG MKTS-OPEN SHORT SALE	P	12/31/14	10/01/14
h ISHARES RUSSELL-OPEN SHORT SALE	P	12/31/14	10/22/14
i SOUTHWEST AIRLINES CO.	P	12/31/14	10/01/14
j KKR & CO. L.P.-BASIS ADJ.	P	04/30/14	11/10/14
k D.E. SHAW COMPOSITE FUND LLC	P	Various	12/31/14
l SHORT-TERM CAPITAL GAINS THRU K-1S	P	Various	Various
m ENERGY TRANSFER EQUITY-BASIS ADJ.	P	Various	Various
n LONG-TERM CAPITAL GAINS THRU K-1S	P	Various	Various
o NET SECTION 1231 GAINS THRU K-1S	P	Various	Various

(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 6,745,598.		6,672,877.	72,721.
b 5,979,368.		2,713,819.	3,265,549.
c 1,578,196.		1,578,196.	0.
d 1,559,972.		1,353,659.	206,313.
e 25,826.		25,826.	0.
f 15.			15.
g 409,977.		409,977.	0.
h 553,446.		553,446.	0.
i 721,239.		721,239.	0.
j 13,915.			13,915.
k		425.	-425.
l 313,667.			313,667.
m 33,984.			33,984.
n 668,167.			668,167.
o 1,444.			1,444.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			72,721.
b			3,265,549.
c			0.
d			206,313.
e			0.
f			15.
g			0.
h			0.
i			0.
j			13,915.
k			-425.
l			313,667.
m			33,984.
n			668,167.
o			1,444.

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 }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)  
If (loss), enter "-0-" in Part I, line 8

2

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SEC. 1256 GAIN THRU K-1S	P	Various	Various
b	SEC. 1256 GAIN THRU K-1S	P	Various	Various
c	SHORT-TERM CAPITAL GAINS THRU K-1S-UBTI	P	Various	Various
d	LONG-TERM CAPITAL GAINS THRU K-1S-UBTI	P	Various	Various
e	NET SECTION 1231 GAINS THRU K-1S-UBTI	P	Various	Various
f	FROM FORM 8621 KING STREET CAPITAL- SEC. 1291 GAI	P	Various	12/31/14
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

(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 6,708.			6,708.
b 10,063.			10,063.
c 24,119.		24,119.	0.
d 45,012.		45,012.	0.
e 986.		986.	0.
f 4,666.			4,666.
g 283.			283.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,708.
b			10,063.
c			0.
d			0.
e			0.
f			4,666.
g			283.
h			
i			
j			
k			
l			
m			
n			
o			

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	4,597,070.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**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.)
<b>1a</b>			
<b>b</b> See Attached Statements			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 18,696,651.		14,099,581.	4,597,070.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			4,597,070.

<b>2</b> 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 }	<b>2</b>	4,597,070.
<b>3</b> 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) If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,098,845.	22,523,048.	.048788
2012	843,811.	15,306,489.	.055128
2011	844,778.	16,129,565.	.052375
2010	873,654.	15,874,723.	.055034
2009	744,843.	13,476,256.	.055271

<b>2</b> Total of line 1, column (d)	<b>2</b>	.266596
<b>3</b> 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	<b>3</b>	.053319
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	<b>4</b>	26,300,649.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,402,324.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	46,492.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,448,816.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,057,719.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	92,984.
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			
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	92,984.
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	92,984.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	440,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	440,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	589.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	346,427.	
11 Enter the amount of line 10 to be credited to 2015 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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.		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ PRIVET CAPITAL, LLC Telephone no ▶ 914-417-6960 Located at ▶ 555 THEODORE FREMD AVE, RYE, NY ZIP+4 ▶ 10580			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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? 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 ▶	16	Yes	No X

**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)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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 ▶		
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) N/A	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 ▶		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X



**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

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?

N/A

☐ 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

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

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?

N/A

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.

(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
LAWRENCE FLINN, JR	TRUSTEE			
160 GOMEZ ROAD				
HOBE SOUND, FL 33455	0.25	0.	0.	0.
STEPHANIE FLINN	TRUSTEE			
160 GOMEZ ROAD				
HOBE SOUND, FL 33455	0.25	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	24,206,606.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,494,561.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	26,701,167.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	26,701,167.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	400,518.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	26,300,649.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	1,315,032.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,315,032.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	92,984.
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI)	<b>2b</b>	5,702.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	98,686.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,216,346.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	250.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,216,596.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,216,596.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,057,719.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,057,719.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,057,719.

**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.

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**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				1,216,596.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	82,792.			
b From 2010	107,784.			
c From 2011	38,404.			
d From 2012	91,674.			
e From 2013	8,556.			
f Total of lines 3a through e	329,210.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,057,719.				
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				1,057,719.
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))	158,877.			158,877.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	170,333.			
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 instr			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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	170,333.			
10 Analysis of line 9				
a Excess from 2010	31,699.			
b Excess from 2011	38,404.			
c Excess from 2012	91,674.			
d Excess from 2013	8,556.			
e Excess from 2014				



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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ATLANTIC SALMON FEDERATION PO BOX 807 CALAIS, ME 04619	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
AUDUBON OF MARTIN COUNTY 621 S.E. PALM BEACH RD STUART, FL 34994	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
BETTY FORD ALPINE GARDENS 183 GORE CREEK DR VAIL, CO 81657	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100,000.
BOYS & GIRLS CLUB OF GREENWICH 4 HORSENECK LANE GREENWICH, CT 06830	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,200.
BOYS & GIRLS CLUB OF MARTIN COUNTY PO BOX 910 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	102,600.
BRAVO VAIL VALLEY MUSIC FESTIVAL 2271 N FRONTAGE RD W STE C VAIL, CO 81657	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
CHRIST MEMORIAL CHAPEL 52 S BEACH RD HOBE SOUND, FL 33455	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,500.
COLUMBIA BUSINESS SCHOOL 380 LEXINGTON AVENUE, SUITE 1700 NEW YORK, NY 10168	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
CONVENT OF THE SACRED HEART 1177 KING ST GREENWICH, CT 06831	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	71,667.
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
Total from continuation sheets				927,219.

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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	200.
EAGLE HILL SCHOOL 214 MAIN STREET SOUTHPORT, CT 06890	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,500.
EAST HAMPTON HEALTHCARE FOUNDATION 200 PANTIGO PL EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE S NEW YORK, NY 10010	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	15,000.
ETHEL WALKER SCHOOL 230 BUSHY HILL RD SIMSBURY, CT 06070	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
EVERGLADES FOUNDATION 18001 OLD CUTLER RD STE 625 PALMETTO BAY, FL 33157	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	20,000.
FAIRNESS AND ACCURACY IN REPORTING 104 W 27TH ST 10B NEW YORK, NY 10001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
FOOD & WATER WATCH 1616 P ST NW STE 300 WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
FOUR CORNERS EQUINE RESCUE 22 CR 3334 AZTEC, NM 87410	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GARDEN CLUB OF EAST HAMPTON INC P.O. BOX 879 EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	300.
GREATER LOUISVILLE MEDICAL SOCIETY FOUNDATION INC 101 W CHESTNUT ST LOUISVILLE, KY 40202	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
GREENWICH COUNTRY DAY SCHOOL PO BOX 623 GREENWICH, CT 06836	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
GUILD HALL 158 MAIN STREET EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	300.
HELP US HELP THEM 7400 OLD MOUNT HOLLY RD UNIT 550 PAW CREEK, NC 28130	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
HOBE SOUND COMMUNITY CHEST, INC 11450 SE DIXIE HIGHWAY, SUITE 106 HOBE SOUND, FL 33455	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
HOBE SOUND NATURE CENTER PO BOX 217 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
HOPE WORLDWIDE 1285 DRUMMERS LANE, SUITE 105 WAYNE, PA 19087	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
JUPITER ISLAND GARDEN CLUB INC P.O. BOX 1410 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	150.
Total from continuation sheets				



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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUPITER ISLAND MEDICAL CLINIC 100 ESTRADA SQ HOBE SOUND, FL 33455	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
JUPITER MEDICAL CENTER FOUNDATION 1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	32,600.
JUSTIN R. JOHNSON SR. COLLEGE & SCHOLARSHIP FUND P.O. BOX 9012 STUART, FL 34995	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
LADIES VILLAGE IMPROVEMENT SOCIETY 95 MAIN STREET EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
LAHEY HOSPITAL & MEDICAL CENTER 41 MALL ROAD BURLINGTON, MA 01805	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	50,000.
LIFE SUPPORTIVE LIVING PROGRAM 400 W. CUMMINGS PARK, STE 6100 WOBURN, MA 01801	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
MALTZ JUPITER THEATRE, INC 1001 EAST INDIANTOWN RD JUPITER, FL 33477	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,001.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10021	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
NATIONAL COUNCIL ON ALCOHOLISM & DRUG DEPENDENCE 4626 NORTH GRAND AVENUE COVINA, GA 91724	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
NATIONAL KIDNEY FOUNDATION 30 E. 33RD STREET NEW YORK, NY 10016	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
Total from continuation sheets				

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**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL PARK FOUNDATION 1110 VERMONT AV. NW, STE 200 WASHINGTON, DC 20005	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW WASHINGTON, DC 20001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
NEGATIVE POPULATION GROWTH, INC 2861 DUKE STRETT, SUITE 36 ALEXANDRIA, VA 22314	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
NEW YORK BOTANICAL GARDEN 200TH STREET KAZIMIROFF BLVD BRONX, NY 10458	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,700.
OLDFIELDS SCHOOL 1500 GLENCOE RD GLENCOE, MD 21152	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
PARALYZED VETERANS OF AMERICA 801 18TH ST, NW WASHINGTON, DC 20006	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100,000.
PLANNED PARENTHOOD OF SOUTH FLORIDA 2300 N FLORIDA MANGO RD WEST PALM BEACH, FL 33409	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,250.
PRESERVE OUR CHILDREN'S SERVICES COUNCIL 101 S.E. CENTRAL PKWY STUART, FL 34994	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
Total from continuation sheets				

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**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RIPPOWAM CISQUA SCHOOL PO BOX 488 BEDFORD, NY 10506	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	4,000.
ROUND HILL SCHOLARSHIP FOUNDATION 1700 E PUTNAM AVE SUITE 406 OLD GREENWICH, CT 06870	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE LN SOUTHAMPTON, NY 11968	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
STEADMAN PHILIPPON RESEARCH INSTITUTE 181 W MEADOW DR STE 1000 VAIL, CO 81657	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
TALL TIMBERS FOUNDATION, INC. 13093 HENRY BEADEL DRIVE TALLAHASSEE, FL 32312	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	25,000.
TAX FOUNDATION 529 14TH STREET NW, SUITE 420 WASHINGTON, DC 20045	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,000.
THE GARDEN CONSERVANCY PO BOX 219 COLD SPRING, NY 10516	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,500.
THE GUARDIANS OF MARTIN COUNTY PO BOX 1489 HOBE SOUND, FL 33475	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
THE HERITAGE FOUNDATION PO BOX 2966 THOMASVILLE, GA 31799	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HOTCHKISS SCHOOL FUND 11 INTERLAKEN ROAD LAKEVILLE, CT 06039	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100,000.
THE LEUKEMIA & LYMPHOMA SOCIETY, INC. 1972 INNERBELT BUSINESS CENTER DR. ST. LOUIS, MO 63114	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE ROLLINS FUND 1000 HOLT AVENUE WINTER PARK, FL 32789	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	500.
THE SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES ROAD TPC 2 LA JOLLA, CA 92037	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
THE SIERRA CLUB FOUNDATION 85 SECOND ST STE 750 SAN FRANCISCO, CA 94105	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE SMILE TRAIN 41 MADISON AVENUE, 28TH FLOOR NEW YORK, NY 10010	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE SOCIETY OF THE FOUR ARTS FOUR ARTS PLAZA PALM BEACH, FL 33480	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
THE VILLAGE PRESERVATION SOCIETY PO BOX 2015 EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	250.
THE WILDERNESS SOCIETY 1615 M ST NW WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	100.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THRU ATLAS ENERGY LP EIN: 43-2094238 1000 COMMERCE DRIVE, SUITE 400 PITTSBURGH, PA 15275	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	51.
THRU ATLAS RESOURCE PARTNERS, L.P. EIN: 45-3591625 1000 COMMERCE DRIVE, SUITE 400 PITTSBURGH, PA 15275	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5.
THRU D.E. SHAW COMPOSITE FUND, L.L.C. EIN: 13-4152431 1166 AVENUE OF THE AMERICAS, 9TH FLOOR NEW YORK, NY 10036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1.
THRU ENERGY TRANSFER EQUITY, L.P. EIN: 30-0108820 3738 OAK LAWN DALLAS, TX 75219	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	7.
THRU KING STREET CAPITAL, L.P. EIN: 13-3812174 65 EAST 55TH STREET, 30TH FLOOR NEW YORK, NY 10022	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	23.
THRU REGENCY ENERGY PARTNERS, LP EIN: 16-1731691 2001 BRYAN STREET, STE 3700 DALLAS, TX 75201	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	14.
TROUT UNLIMITED 1777 NORTH KENT STREET ARLINGTON, VA 22209	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
TRUSTEES FOR ALASKA 1026 W 4TH AVE STE 201 ANCHORAGE, AK 99501	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
USSGA MEMORIAL FUND 88 FIELD POINT RD GREENWICH, CT 06830	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
VAIL VALLEY FOUNDATION PO BOX 309 VAIL, CO 81658	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	35,000.
Total from continuation sheets				

STEPHANIE & LAWRENCE FLINN JR.CHARITABLE  
TRUST

26-6135172

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VAIL VALLEY MEDICAL CENTER PO BOX 40000 VAIL, CO 81658	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
WELLNESS FOUNDATION 65 DUNEMERE LANE EAST HAMPTON, NY 11937	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	20,000.
WORLD WILDLIFE FUND 1250 24TH ST NW WASHINGTON, DC 20037	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	10,000.
YALE ALUMNI FUND 157 CHURCH STREET NEW HAVEN, CT 06510	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
Total from continuation sheets				

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE, FL 32314	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	5,000.
AFRICAN WILDLIFE FOUNDATION 1400 16TH STR. NW, SUITE 120 WASHINGTON, DC 20036	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	51,486.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE 17TH FL CHICAGO, IL 60601	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	2,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
ANIMAL LEGAL DEFENSE FUND 170 EAST COTATI AVENUE COTATI, CA 94931	UNRELATED PUBLIC CHARITY		ALL CONTRIBUTIONS ARE FOR THE GENERAL SUPPORT OF THE 501(c)(3) NON-PROFIT ORGANIZATIONS.	1,000.
<b>Total</b>	<b>See continuation sheet(s)</b>			<b>987,705.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	523000	17.	14	98,446.	1,039.
4 Dividends and interest from securities	523000	2,463.	18	209,690.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	-184,029.	01	199,249.	
8 Gain or (loss) from sales of assets other than inventory	523000	70,117.	18	4,597,070.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		-111,432.		5,104,455.	1,039.
13 Total Add line 12, columns (b), (d), and (e)					

13 4,994,062.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



