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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 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>SESAME FOUNDATION C-O JAN GORDON, CO-TRUSTEE</b>			A Employer identification number <b>65-6117530</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>3075 ROLLING WOODS DRIVE</b>			Room/suite	
City or town <b>PALM HARBOR</b>		State <b>FL</b>	ZIP code <b>34683</b>	
Foreign country name		Foreign province/state/county	Foreign postal code	
<b>G</b> 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				
<b>H</b> 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				
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>1,703,264</b>		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</b>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input 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	<b>57,402</b>	<b>57,402</b>		
	5a Gross rents				
	b Net rental income or (loss)	<b>1,524</b>			
	6a Net gain or (loss) from sale of assets not on line 10	<b>42,703</b>			
	b Gross sales price for all assets on line 6a	<b>532,319</b>			
	7 Capital gain net income (from Part IV, line 2)		<b>42,703</b>		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	<b>-300</b>	<b>-300</b>			
12 Total. Add lines 1 through 11	<b>99,805</b>	<b>99,805</b>	<b>0</b>		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	<b>16,000</b>			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	<b>2,500</b>	<b>2,500</b>		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	<b>553</b>	<b>553</b>		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<b>16,139</b>	<b>16,139</b>		
	24 Total operating and administrative expenses.				
Add lines 13 through 23	<b>35,192</b>	<b>19,192</b>	<b>0</b>	<b>0</b>	
25 Contributions, gifts, grants paid	<b>89,000</b>			<b>89,000</b>	
26 Total expenses and disbursements. Add lines 24 and 25	<b>124,192</b>	<b>19,192</b>	<b>0</b>	<b>89,000</b>	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	<b>-24,387</b>				
b Net investment income (if negative, enter -0-)		<b>80,613</b>			
c Adjusted net income (if negative, enter -0-)			<b>0</b>		

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	148,580	153,716	153,716
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,564,164	1,568,730	1,476,918
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	109,605	109,605	72,058
	14	Land, buildings, and equipment basis ►			
Net Assets or Fund Balances		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► ESTIMATED TAXES PAID )	825	572	572
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,823,174	1,832,623	1,703,264
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► )			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,823,174	1,832,623	
Part III	30	Total net assets or fund balances (see instructions)	1,823,174	1,832,623	
	31	Total liabilities and net assets/fund balances (see instructions)	1,823,174	1,832,623	

## 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	1,823,174
2	Enter amount from Part I, line 27a	2	-24,387
3	Other increases not included in line 2 (itemize) ► INCREASES IN BOOK VALUE	3	33,836
4	Add lines 1, 2, and 3	4	1,832,623
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,832,623

**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 SCHEDULE 1-STCG BOX A</b>		P	6/30/2014	12/31/2014
<b>b SCHEDULE 2-LTCG BOX D</b>		P	1/1/2013	12/31/2014
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
a 360,550		347,445	13,105	
b 155,842		142,171	13,671	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(I) FMV as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>		
a			13,105	
b			13,671	
c				
d				
e				
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>42,703</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).</b> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	<b>13,105</b>

**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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes  No

<b>1 Enter the appropriate amount in each column for each year, see the instructions before making any entries</b>			
<b>(a) Base period years Calendar year (or tax year beginning in)</b>	<b>(b) Adjusted qualifying distributions</b>	<b>(c) Net value of noncharitable-use assets</b>	<b>(d) Distribution ratio (col (b) divided by col (c))</b>
2013	85,000	0	0.000000
2012	0	1,750,490	0.000000
2011	0	1,111,344	0.000000
2010	0	1,693,630	0.000000
2009	223,933	1,668,408	0.134220
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.134220
<b>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</b>			<b>3</b> 0.026844
<b>4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5</b>			<b>4</b>
<b>5 Multiply line 4 by line 3</b>			<b>5</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 0
<b>7 Add lines 5 and 6</b>			<b>7</b> 0
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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			<b>8</b> 0

**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 ►  and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

1 1,612

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

3 1,612

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 572

b Exempt foreign organizations—tax withheld at source 6b

c Tax paid with application for extension of time to file (Form 8868) 6c 995

d Backup withholding erroneously withheld 6d

7 Total credits and payments Add lines 6a through 6d 7 1,567

8 Enter any **penalty** for underpayment of estimated tax Check here  if Form 2220 is attached 8 16

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 9 61

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 0

11 Enter the amount of line 10 to be. Credited to 2015 estimated tax ► Refunded ► 11 0

1	1,612
2	0
3	1,612
4	
5	1,612
6a	572
6b	
6c	995
6d	
7	1,567
8	16
9	61
10	0
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 X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

c Did the foundation file Form 1120-POL for this year? 1c Yes X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

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*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
● By language in the governing instrument, or  
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 Yes 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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 7 Yes X

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* 8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* 9 Yes X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* 10 Yes X

**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 ► BROYHILL ASSET MANAGEMENT Located at ► 800 GOLFVIEW PARK LENOIR NC	Telephone no. ► (828) 758-6100 ZIP+4 ► 28645	
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	► <input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>

**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
1b	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 ► <input type="checkbox"/>	N/A	
1c	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?		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? If "Yes," list the years ► 20 12 , 20 , 20 , 20	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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)		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		X
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	N/A
c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
JAN E GORDON 3975 ROLLING WOODS DR PALM HARBOR, FL 34683	CO-TRUSTEE 1 00	8,000		
HARVEY F GORTNER 800 SNUG ISLAND CLEARWATER FL, FL 33767	CO-TRUSTEE 1 00	8,000		

**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				
<b>Total number of other employees paid over \$50,000</b>				►

**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**

## 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.

Organizations and other beneficiaries served; conferences convened; research papers produced, etc	
1	N/A
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.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
<b>Total. Add lines 1 through 3</b>		► 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 1,493,908
b	Average of monthly cash balances	1b 190,445
c	Fair market value of all other assets (see instructions)	1c 72,058
d	<b>Total</b> (add lines 1a, b, and c)	1d 1,756,411
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,756,411
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 26,346
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,730,065
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 86,503

**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 86,503
2a	Tax on investment income for 2014 from Part VI, line 5	2a 1,612
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,612
3	Distributable amount before adjustments Subtract line 2c from line 1	3 84,891
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 84,891
6	Deduction from distributable amount (see instructions)	6
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 84,891

**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 89,000
b	Program-related investments—total from Part IX-B	1b
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 89,000
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
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 89,000

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**

1 Distributable amount for 2014 from Part XI, line 7

2 Undistributed income, if any, as of the end of 2014:

- Enter amount for 2013 only
- Total for prior years 20 10, 20 11, 20 12
- Excess distributions carryover, if any, to 2014.

3 From 2009

4 From 2010

5 From 2011

6 From 2012

7 From 2013

8 Total of lines 3a through e

9 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 89,000

- Applied to 2013, but not more than line 2a
- Applied to undistributed income of prior years (Election required—see instructions)
- Treated as distributions out of corpus (Election required—see instructions)
- Applied to 2014 distributable amount
- Remaining amount distributed out of corpus
- Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)
- Enter the net total of each column as indicated below:

- Corpus. Add lines 3f, 4c, and 4e. Subtract line 5
- Prior years' undistributed income. Subtract line 4b from line 2b
- 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
- Subtract line 6c from line 6b. Taxable amount—see instructions
- Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions
- Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015
- 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)
- Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)
- Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a
- Analysis of line 9
  - Excess from 2010
  - Excess from 2011
  - Excess from 2012
  - Excess from 2013
  - Excess from 2014

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

NA

**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 foundation is a private operating foundation described in section

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
- 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

**Part XV      Supplementary Information (Complete this part only if the foundation 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
- b The form in which applications should be submitted and information and materials they should include.
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	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>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
PALM HARBOR UNIVERSITY 1900 OMAHA ST PALM HARBOR, FL 34683		PC	CAT 5 MUSIC PROGRAM-GEN'L SUPPORT	15,000
CLOTHES TO KIDS 1059 N HERCULES AVE CLEARWATER, FL 33765		PC	GENERAL SUPPORT	5,000
NATURE CONSERVANCY 222 S WESTMONTE DR, SUITE 300 ALTAMONTE SPRINGS, FL 32714		PC	GENERAL SUPPORT	10,000
WHEELCHAIRS 4 KIDS 19756 S PINELLAS AVE TARPON SPRINGS, FL 34689		PC	GENERAL SUPPORT	10,000
MUSEUM OF FINE ARTS 255 BEACH DR ST PETERSBURG, FL 33701		PC	GENERAL SUPPORT	20,000
GLENVILLE-CASHIERS RESCUE SQUAD, INC. PO BOX 919 CASHIERS, NC 28717		PC	GENERAL SUPPORT	4,000
FISHES AND LOAVES FOOD PANTRY, INC PO BOX 865 CASHIERS, NC 28717		PC	GENERAL SUPPORT	2,000
BREC BOOSTER CLUB PO BOX 893 CASHIERS, NC 28717		PC	GENERAL SUPPORT	4,000
CASHIERS-GLENVILLE VOLUNTEER FIRE DEPT PO BOX 886 CASHIERS, NC 28717		PC	GENERAL SUPPORT	4,000
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675		PC	GENERAL SUPPORT	10,000
PAUL B STEPHENS SCHOOL 2935 CR 193 CLEARWATER, FL 33759		PC	GENERAL SUPPORT	5,000
<b>Total</b>			► 3a	89,000
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

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 (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion 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						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate				14	57,402	
a Debt-financed property						
b Not debt-financed property				16	1,524	
6 Net rental income or (loss) from personal property						
7 Other investment income				01	-2,344	
8 Gain or (loss) from sales of assets other than inventory				18		
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)			0		56,582	0
13 Total. Add line 12, columns (b), (d), and (e)				13		56,582

(See worksheet in line 13 instructions to verify calculations )

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

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
<b>1a(1)</b>	X	
<b>1a(2)</b>	X	
<b>1b(1)</b>	X	
<b>1b(2)</b>	X	
<b>1b(3)</b>	X	
<b>1b(4)</b>	X	
<b>1b(5)</b>	X	
<b>1b(6)</b>	X	
<b>1c</b>	X	

**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

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

**Sign  
Here**

Date

Tide

<b>Paid Preparer Use Only</b>	Firm/Type preparer's name <b>WILBER G VAN SCOIK</b>	Preparer's signature 	Date <b>11/5/2015</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P00044492</b>
	Firm's name ► <b>WILBER G VAN SCOIK, CPA</b>	Firm's EIN ► <b>26-3269804</b>			
	Firm's address ► <b>PO Box 4995, Clearwater, FL 33758</b>	Phone no <b>(727) 580-1481</b>			

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Amount													
Long Term CG Distributions		15,927											
Short Term CG Distributions													

**Part I, Line 11 (990-PF) - Other Income**

		-300	-300	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ORDINARY LOSS, CEDAR FAIR - FORM 1065	-2,014	-2,014	
2	ORDINARY INCOME, NORTHERN TIER - FORM 1065	1,719	1,719	
3	CEDAR FAIR NET 1231 LOSS	-5	-5	
4	PB REALTY CANCELLATION OF DEBT		0	

**Part I, Line 16a (990-PF) - Legal Fees**

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	BRONSTEIN, CARLSON, GLEIM, SHASTEEN				

**Part I, Line 16b (990-PF) - Accounting Fees**

		2,500	2,500	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	WILBER VAN SCOIK, CPA	2,500	2,500		

**Part I, Line 16c (990-PF) - Other Professional Fees**

		0	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	FIDELITY ACCOUNT FEES				

**Part I, Line 18 (990-PF) - Taxes**

		553	553	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	SEVERANCE TAXES				
2	Tax on investment income-FOREIGN TAX PAID	553	553		
3	Income tax				

**Part I, Line 23 (990-PF) - Other Expenses**

		16,139	16,139	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT EXPENSES	16,139	16,139		

**Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations**

Description	Num Shares/ Face Value	Book Value		FMV		State/Local Obligation
		Beg. of Year	End of Year	Beg. of Year	End of Year	
1 FIDELITY US GOVT RESERVES (FGRXX)	0					

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	BMC FUND	29,776	624,105	624,105	535,968	535,968
2		3,277	55,116	55,116	57,610	49,515
3	BLACKROCK MUNIYIELD - MQY	4,170	58,449	58,449	58,630	63,968
4	CEDAR FAIR - FUN	720	28,279	28,279	35,698	34,438
5	COACH - COH	272	14,513	14,513	15,267	
6	DANONE - DANOV	2,015	29,407	29,407	29,157	
7	KINDER MORGAN - KMI	416	13,736	13,736	14,976	
8	LAB CORP - LH	103	27,572	27,572	27,685	11,114
9	MICROSOFT - MSFT	910	28,601	28,601	34,043	
10	NESTLE - NSRGY	430	28,240	28,240	31,572	31,569
11	NORTHERN TIER ENERGY - NTI	1,173	23,211	23,211	28,856	25,970
12	NUVEEN - NUV	6,310	55,393	55,393	57,042	
13	OAKTREE - OAK	1,188	28,786	28,786	60,466	32,480
14	PFIZER - PFE	957	14,148	14,148	27,816	15,468
15	PHILIP MORRIS - PM	160	13,747	13,747	13,941	
16	PIMCO - PDI	3,762	110,155	110,155	109,587	
17	P&G - PG	185	14,199	14,199	15,061	16,852
18	SANOFI - SNY	285	14,145	14,145	15,285	
19	ARCOS DORADOS - ARCO	2,472	0	16,053	0	13,374
20	AWILCO - AWLCF	1,677	0	29,074	0	18,102
21	KENNEDY WILSON - KWERF	1,591	0	30,070	0	26,172
22	FIAT - FCAU	1,457	0	16,340	0	16,872
23	ARES CAP - ARCC	1,731	5,767	5,767	29,302	0
24	CDK GLOBAL - CDK	438	0	11,179	0	17,853
25	COCA-COLA - KOF	148	0	14,230	0	12,805
26	EBAY - EBAY	548	0	28,199	0	30,754
27	GEN'L MOTORS - GM	848	0	30,097	0	29,604
28	IRSA INVERSIONES - IRS	1,000	0	13,836	0	15,370
29	POST HOLDINGS - POST	277	0	12,116	0	11,604
30	SEAWORLD - SEAS	1,547	0	28,493	0	27,691
31	TIME WARNER	646	0	52,331	0	55,181
32	TESCO ADR	837	13,765	13,765	13,905	
33	WISDOMTREE	600	29,734	29,734	39,595	
34	OPTIONS & MUTUAL FUNDS-FIDELITY		291,339	313,138	286,931	300,299
35	TWO HRBRS - TWO	1,443	14,587	14,587	13,391	
36	APPLE - AAPL	61	27,170	27,170	34,222	
37	GREEN REIT - GREEF	8,681		15,018		13,446

**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

Description	Interest Rate	Maturity Date	Book Value		FMV	
			Beg of Year	End of Year	Beg of Year	End of Year
1 MFB NORTHERN HIGH YIELD FIXED INC F	9.90%					0

**Part II, Line 13 (990-PF) - Investments - Other**

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	INVST IN PB REALTY, LLC		109,605	109,605	72,058

**Part II, Line 15 (990-PF) - Other Assets**

	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	ESTIMATED TAXES PAID	825	572	572

**Part IV (990-PF) Capital Gains and Losses for Tax on Investment Income**

		Amount											
				Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/13	Adjusted Basis as of 12/31/13	Excess of FMV Over Adj Basis
Description of Property Sold		CUSIP #	Acquisition Method										
1 SCHEDULE 1-STCG BOX A		P	6630/2014	12/31/2014		360,550			347,445	13,105	0	0	13,105
2 SCHEDULE 2-STCG BOX D		P	11/1/2013	12/31/2014		155,842			142,171	13,671	0	0	13,671

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

								16,000	0	0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	JAN E GORDON		3975 ROLLING WOODS DR	PALM HARBOR	FL	34683		CO-TRUSTEE	100	8,000		
2	HARVEY F GORTNER		800 SNUG ISLAND	CLEARWATER FL	FL	33767		CO-TRUSTEE	100	8,000		