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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052




2014



Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE ROGER AND ROSEMARY ENRICO FOUNDATION		A Employer identification number 75-2871636	
Number and street (or P O box number if mail is not delivered to street address) 3831 TURTLE CREEK BLVD 23B		B Telephone number (see instructions) (214) 526-2401	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75219		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,694,249		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,616,243			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33,025	32,539		
	4 Dividends and interest from securities.	574,685	562,268		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,222,004			
	b Gross sales price for all assets on line 6a 4,492,848				
	7 Capital gain net income (from Part IV, line 2) . . .		1,159,298		
	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)	748,575	651,916	0	
	12 Total. Add lines 1 through 11	7,194,532	2,406,021	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	138,763	130,620	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	92,650	26,782	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	406,715	367,892	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	638,128	525,294	0	0
	25 Contributions, gifts, grants paid	3,344,074			3,344,074
	26 Total expenses and disbursements. Add lines 24 and 25	3,982,202	525,294	0	3,344,074
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,212,330			
	b Net investment income (if negative, enter -0-)		1,880,727		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		2	2
	2	Savings and temporary cash investments	5,816,077	3,983,137	3,983,137
	3	Accounts receivable ▶ <u>2,635</u>			
		Less allowance for doubtful accounts ▶ _____	16,517	2,635	2,635
	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)	9,226,978	 11,680,929	14,535,712
	c	Investments—corporate bonds (attach schedule).	2,579,324	 3,368,510	3,307,906
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	15,477,768	 16,463,627	13,864,857	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	33,116,664	35,498,840	35,694,249	
Liabilities	17	Accounts payable and accrued expenses	95,000	95,000	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	95,000	95,000	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	33,021,664	35,403,840	
	30	Total net assets or fund balances (see instructions)	33,021,664	35,403,840	
	31	Total liabilities and net assets/fund balances (see instructions)	33,116,664	35,498,840	

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 33,021,664
2	Enter amount from Part I, line 27a	2 3,212,330
3	Other increases not included in line 2 (itemize) ▶ 	3 178
4	Add lines 1, 2, and 3	4 36,234,172
5	Decreases not included in line 2 (itemize) ▶ 	5 830,332
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 35,403,840

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	1,159,298
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	2,513,724	31,179,976	0 080620
2012	1,773,872	27,978,191	0 063402
2011	1,259,454	23,788,392	0 052944
2010	4,019,300	22,507,874	0 178573
2009	5,039,135	20,452,643	0 246381

2	Total of line 1, column (d).	2	0 621920
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 124384
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	34,274,528
5	Multiply line 4 by line 3.	5	4,263,203
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,807
7	Add lines 5 and 6.	7	4,282,010
8	Enter qualifying distributions from Part XII, line 4.	8	3,344,074

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	37,615
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	37,615
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	37,615
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	40,016	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	45,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	85,016
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
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	47,401
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 47,401 Refunded <input type="checkbox"/>		11	0

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of TERENCE C SULLIVAN CPA Telephone no (216) 491-3990 Located at 20820 CHAGRIN BLVD SUITE 300 SHAKER HEIGHTS OH ZIP +4 44122			
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		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)? Yes 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). Yes 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.	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes 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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROGER A ENRICO	DIRECTOR	0	0	0
3831 TURTLE CREEK BOULEVARD	0 00			
23B				
DALLAS, TX 75219				
ROSEMARY ENRICO	DIRECTOR	0	0	0
3831 TURTLE CREEK BOULEVARD	0 00			
23B				
DALLAS, TX 75219				
AARON J ENRICO	DIRECTOR	0	0	0
5330 PARK LANE	0 00			
DALLAS, TX 75220				
TERENCE C SULLIVAN	TREASURER	0	0	0
20820 CHAGRIN BLVD SUITE 300	0 00			
SHAKER HEIGHTS, OH 44122				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	


Part IX-B

Summary of Program-Related Investments (see instructions)


Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	16,738,931
b	Average of monthly cash balances.	1b	4,192,689
c	Fair market value of all other assets (see instructions).	1c	13,864,855
d	Total (add lines 1a, b, and c).	1d	34,796,475
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	2,582,868
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	34,796,475
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	521,947
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,274,528
6	Minimum investment return. Enter 5% of line 5.	6	1,713,726

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,713,726
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	37,615
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	34,713
c	Add lines 2a and 2b.	2c	72,328
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,641,398
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,641,398
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,641,398

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	3,344,074
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,344,074
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,344,074

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,641,398
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	4,013,483			
b From 2010.	2,918,246			
c From 2011.	88,098			
d From 2012.	390,729			
e From 2013.	1,009,797			
f Total of lines 3a through e.	8,420,353			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,344,074				
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.				1,641,398
e Remaining amount distributed out of corpus	1,702,676			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,123,029			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	4,013,483			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	6,109,546			
10 Analysis of line 9				
a Excess from 2010. . . .	2,918,246			
b Excess from 2011. . . .	88,098			
c Excess from 2012. . . .	390,729			
d Excess from 2013. . . .	1,009,797			
e Excess from 2014. . . .	1,702,676			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .				
c	"Support" alternative test—enter				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ROGER A ENRICO

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 email 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

Form 990-PF (2014)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,344,074
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here	*****	2015-11-16	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name H CHARLES KESSLER III	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00097088
	Firm's name <input checked="" type="checkbox"/> PARAGON ADVISORS INC			Firm's EIN <input checked="" type="checkbox"/> 34-1844573	
	Firm's address <input checked="" type="checkbox"/> 20820 CHAGRIN BLVD SUITE 300 SHAKER HTS, OH 44122			Phone no (216) 491-3990	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
JPM GABELLI			
JPM GABELLI			
JPM GABELLI			
JPM GABELLI			
JPM GABELLI - NET PTP ADJUSTMENT			
JPM 5000			
JPM 5000			
JPM 5000			
JPM 5000			
GS 19668-9			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
193			193
95,625		95,272	353
75,600		33,380	42,220
195,672		79,530	116,142
37			37
69,072			69,072
1,422,500		1,619,687	-197,187
259,840		199,904	59,936
652,835		630,607	12,461
166			166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			193
			353
			42,220
			116,142
			37
			69,072
			-197,187
			59,936
			12,461
			166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GS 20199-2			
GS 20199-2			
GS 99681-5			
GS 99681-5			
GS 99681-5			
T ROWE PRICE			
JPM 5000			
K-1 CIC II	P		
K-1 CIC II	P		
K-1 CIC II SEC 1231	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
66,117			66,117
136,765		124,906	11,859
16			16
134,837		108,028	26,809
328,108		290,647	37,490
42,981			42,981
94,463			94,463
		8,352	-8,352
66,450			66,450
13,940			13,940

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			66,117
			11,859
			16
			26,809
			37,490
			42,981
			94,463
			-8,352
			66,450
			13,940

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
K-1 ELIF	P		
K-1 ELIF	P		
K-1 ELIF SEC 1231	P		
K-1 KAEP	P		
K-1 KAEP SEC 1231	P		
K-1 KAEP 2006	P		
K-1 KAEP 2006 SEC 1231	P		
K-1 PECP 2005	P		
K-1 PECP 2008	P		
K-1 PECP 2008	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		30,038	-30,038
11,122			11,122
2			2
		18,517	-18,517
		5	-5
		827	-827
54,783			54,783
31,439			31,439
231			231
8,410			8,410

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-30,038
			11,122
			2
			-18,517
			-5
			-827
			54,783
			31,439
			231
			8,410

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
K-1 PCIF	P		
K-1 PCIF	P		
K-1 RECF	P		
K-1 RECF SEC 1231	P		
K-1 RECF 2005	P		
K-1 RECF 2005 SEC 1231	P		
K-1 RECF 2006	P		
K-1 RECF 2006 SEC 1231	P		
K-1 RECF 2008	P		
K-1 RECF 2008	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
276			276
886			886
40			40
		157	-157
		14,638	-14,638
17,503			17,503
4,176			4,176
12,037			12,037
473			473
42,003			42,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			276
			886
			40
			-157
			-14,638
			17,503
			4,176
			12,037
			473
			42,003

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
K-1 RECF 2008 SEC 1231	P		
K-1 HSF NQP	P		
K-1 HSF NQP	P		
K-1 HSF NQP SEC 1231	P		
K-1 ISF	P		
K-1 ISF	P		
K-1 KAMPL	P		
K-1 KAMPL	P		
K-1 KAMPL SEC 1231	P		
K-1 KA ENERGY VI	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
55,903			55,903
16,059			16,059
67,005			67,005
298			298
21,122			21,122
94,115			94,115
71,357			71,357
265,789			265,789
		3,277	-3,277
		1,146	-1,146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			55,903
			16,059
			67,005
			298
			21,122
			94,115
			71,357
			265,789
			-3,277
			-1,146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
K-1 KA ENERGY VI	P		
K-1 KA ENERGY VI SEC 1231	P		
K-1 TEMF	P		
K-1 TEMF	P		
K-1 TEMF SEC 1231	P		
K-1 STCG (UBIT)	P		
K-1 LTCG (UBIT)	P		
K-1 SEC 1231 (UBIT)	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		2,179	-2,179
659			659
10,153			10,153
51,790			51,790
		9	-9
		1,555	-1,555
		21,922	-21,922
		39,229	-39,229


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,179
			659
			10,153
			51,790
			-9
			-1,555
			-21,922
			-39,229

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN PRAIRIE RESERVE PO BOX 908 BOZEMAN,MT 59771	NONE	501(C)(3)	GENERAL	250,000
BABSON COLLEGE 231 FOREST STREET BABSON PARK,MA 02457	NONE	501(C)(3)	GENERAL	483,667
CATHOLIC CHARITIES OF DALLAS 9461 LBJ FREEWAY SUITE 128 DALLAS,TX 75243	NONE	501(C)(3)	GENERAL	100,000
CATHOLIC DIOCESE OF DALLAS 3725 BLACKBURN STREET DALLAS,TX 75219	NONE	501(C)(3)	GENERAL	500,000
CROSS CATHOLIC OUTREACH 2700 N MILITARY TRAIL SUITE 240 BOCA RATON,FL 33427	NONE	501(C)(3)	GENERAL	200,000
DISTANCE LEARNING CENTER 1324 WEST CLEARFIELD STREET PHILADELPHIA,PA 19132	NONE	501(C)(3)	GENERAL	100,000
FLOW THROUGH FROM K-1 CIC III 500 CRESCENT CT STE 250 DALLAS,TX 75201	NONE	501(C)(3)	GENERAL	1
FLOW THROUGH FROM K-1 HSF NQP 20820 CHAGRIN BLVD STE300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	7
FLOW THROUGH FROM K-1 KAEP 2006 20820 CHAGRIN BLVD STE300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	20
FLOW THROUGH FROM K-1 KAMLP 1800 AVE OF THE STARS 3RD LOS ANGELES,CA 90067	NONE	501(C)(3)	GENERAL	111
FLOW THROUGH FROM K-1 RECF 2006 20820 CHAGRIN BLVD STE300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	225
FLOW THROUGH FROM K-1 RECF 2008 20820 CHAGRIN BLVD STE300 SHAKER HEIGHTS,OH 44122	NONE	501(C)(3)	GENERAL	81
GREENHILL SCHOOL 4141 SPRING VALLEY RD ADDISON,TX 75001	NONE	501(C)(3)	GENERAL	50,000
LIVINGSTON HEALTHCARE FOUNDATION 320 ALPENGLOW LANE LIVINGSTON,MT 59047	NONE	501(C)(3)	GENERAL	250,000
MAYO CLINIC 4500 SAN PABLO ROAD JACKSONVILLE,FL 32224	NONE	501(C)(3)	GENERAL	200,000
Total  3a				3,344,074

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL GEOGRAPHIC 1145 17TH STREET NW WASHINGTON,DC 20036	NONE	501(C)(3)	GENERAL	400,000
NATIONAL MATH & SCIENCE INITIATIVE 8350 NORTH CENTRAL EXPRWY DALLAS,TX 75206	NONE	501(C)(3)	GENERAL	190,227
ST VINCENT DEPAUL SOCIETY 3052 W NORTHWEST HIGHWAY DALLAS,TX 75220	NONE	501(C)(3)	GENERAL	250,000
UNICEF 125 MAIDEN LANE NEW YORK,NY 10038	NONE	501(C)(3)	GENERAL	333,000
WARRIORS AND QUIET WATERS FOUNDATION 1087 STONERIDGE DRIVE SUITE 1 BOZEMAN,MT 59771	NONE	501(C)(3)	GENERAL	36,735
Total  3a				3,344,074

TY 2014 General Explanation Attachment

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

EIN: 75-2871636

Identifier	Return Reference	Explanation
PART X, LINE 1E DETAILED EXPLANATION	FORM 990-PF, PART X, LINE 1E	<p>ASSET DESCRIPTION REDUCTION CLAIMED EXPLANATION HEDGE FUNDS HEDGE STRATEGY FUND NQP, LLC, \$3,147,472 \$314,747 SEE ITEM 1 INTERNATIONAL STRATEGIES FUND, 2,431,164 243,116 SEE ITEM 1 KAYNE ANDERSON MLP FUND, LP 4,415,814 441,581 SEE ITEM 1 TOWER EAST MAVERICK, LLC 1,891,615 189,162 SEE ITEM 1CAPITAL GROUP OPPOR FUND 954,049 95,405 SEE ITEM 1GSO SPECIAL SITUATIONS FUND 480,624 48,062 SEE ITEM 1 TOTAL ITEM 1 HEDGE FUNDS 13,320,738 1,332,074 BREP ASIA PRIVATE INVESTORS 84,273 33,709 SEE ITEM 2CAP IV PRIVATE INVESTORS 75,680 30,272 SEE ITEM 2CD&R FUND IX 295,341 118,136 SEE ITEM 2CIC PARTNERS II 217,421 86,968 SEE ITEM 2CIC PARTNERS III 168,967 67,587 SEE ITEM 2DALE EAST TEXAS MINERALS 2008 38,808 15,523 SEE ITEM 2 DARIEN ROWAYTON BANK 250,000 100,000 SEE ITEM 2EVERCORE-LEXINGTON INVES FUND 53,670 21,468 SEE ITEM 2 KAYNE ANDERSON ENERGY PART 24,285 9,714 SEE ITEM 2 KAYNE ANDERSON ENERGY PART 2006 116,830 46,732 SEE ITEM 2KAYNE ANDERSON ENERGY FUND VI 100,989 40,396 SEE ITEM 2PRIVATE EQUITY CAP FUND 2005 193,114 77,246 SEE ITEM 2 PRIVATE EQUITY CAP FUND 2008 315,468 126,187 SEE ITEM 2PRIVATE CREDIT INVESTMENT FUND 286,970 114,788 SEE ITEM 2REAL ESTATE CAPITAL FUND, LLC 19,853 7,941 SEE ITEM 2 REAL ESTATE CAPITAL FUND 2005 91,229 36,492 SEE ITEM 2 REAL ESTATE CAPITAL FUND 2006 138,407 55,363 SEE ITEM 2 REAL ESTATE CAPITAL FUND 2008 516,186 206,474 SEE ITEM 2SILVER LAKE PARTNERS IV 139,494 55,798 SEE ITEM 2 TOTAL ITEM 2 PRIVATE EQUITY 3,126,985 1,250,794 TOTALS 16,447,723 2,582,868EXPLANATIONS 1 - PARTNERSHIPS DESIGNATED WITH A 1 ABOVE ARE PRIVATE INVESTMENT PARTNERSHIPS THAT RESTRICT THE ABILITY TO WITHDRAW FUNDS AS WELL AS THE ABILITY TO SELL INTERESTS TO OUTSIDE PARTIES THEREFORE THESE INVESTMENTS ARE NOT LIQUID ON A DAILY BASIS, AND AS SUCH A 10% DISCOUNT FROM 'NET ASSET VALUE' HAS BEEN REFLECTED ABOVE 2 - PARTNERSHIPS DESIGNATED WITH A 2 ABOVE ARE STAGED PAY-IN INVESTMENTS, WHERE EACH PARTNER COMMITS TO AN AMOUNT WHICH WILL BE FUNDED OVER A PERIOD OF APPROXIMATELY 3-8 YEARS WHEN THE PARTNERSHIP MANAGER ISSUES A "CAPITAL CALL", PARTNERS ARE REQUIRED TO FUND THEIR PRO RATA SHARE OF THE CALL, UNTIL OVER TIME THEIR ENTIRE COMMITMENT IS FUNDED INVESTORS HAVE NO RIGHT TO REQUEST A WITHDRAWAL FROM THESE PARTNERSHIPS WHEN CASH IS GENERATED, THE MANAGING MEMBER OF THE PARTNERSHIP WILL DISTRIBUTE IT AT HIS SOLE DISCRETION THESE ARE PRIVATE INVESTMENT PARTNERSHIPS WHICH RESTRICT THE SALE OF INTERESTS TO OUTSIDE PARTIES AS SUCH, THERE IS NO SECONDARY MARKET FOR THESE INVESTMENTS GIVEN THE LIMITATIONS ON LIQUIDITY, CONTROL, AND MARKETABILITY, A 40% DISCOUNT FROM MARKET VALUE HAS BEEN REFLECTED ABOVE</p>

**TY 2014 Investments Corporate
Bonds Schedule****Name:** THE ROGER AND ROSEMARY ENRICO FOUNDATION**EIN:** 75-2871636

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS (MAIN ACCOUNT)	584,466	580,747
JP MORGAN - MAIN BROKERAGE (BONDS)	2,784,044	2,727,159

**TY 2014 Investments Corporate
Stock Schedule****Name:** THE ROGER AND ROSEMARY ENRICO FOUNDATION**EIN:** 75-2871636

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN - GABELLI	2,441,103	5,186,450
JP MORGAN - GABELLI - RYMAN HOSPITAL	41,440	73,836
T ROWE PRICE	1,391,568	1,132,215
JP MORGAN - MAIN BROKERAGE (STOCK)	4,647,996	5,041,905
GOLDMAN SACHS - VULCAN (#96815)	530,430	601,003
GOLDMAN SACHS EQUITY (#20199)	2,628,392	2,500,303
LIN MEDIA	0	0

TY 2014 Investments - Other Schedule

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION
EIN: 75-2871636

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL GROUP OPPORTUNISTIC FUND	AT COST	954,049	858,644
CIC II LP	AT COST	217,420	130,453
CIC III LP	AT COST	168,968	101,380
DALE EAST TEXAS MINERALS 2008	AT COST	38,808	23,285
EVERCORE LEXINGTON	AT COST	53,669	32,202
HEDGE STRATEGY FUND NPQ	AT COST	3,147,472	2,832,725
INTERNATIONAL STRATEGIES FUND	AT COST	2,431,164	2,188,048
KA ENERGY PARTNERS	AT COST	24,286	14,571
KA ENERGY PARTNERS 2006	AT COST	116,825	70,098
KAYNE ANDERSON MLP FUND	AT COST	4,415,814	3,974,233
KAYNE ANDERSON ENERGY FUND VI	AT COST	100,989	60,593
PRIVATE EQUITY CAPITAL PARTNERS 2005	AT COST	193,114	115,868
PRIVATE EQUITY CAPITAL PARTNERS 2008	AT COST	315,468	189,281
PRIVATE CREDIT INVESTMENT FUND	AT COST	286,970	172,182
REAL ESTATE CAPITAL FUND, LLC	AT COST	19,870	11,912
REAL ESTATE CAPITAL FUND 2005	AT COST	91,230	54,737
REAL ESTATE CAPITAL FUND 2006	AT COST	138,410	83,044
REAL ESTATE CAPITAL FUND 2008	AT COST	516,182	309,712
SILVER LAKE PARTNERS IV	AT COST	113,120	83,696
TOWER EAST MAVERICK FUND, LLC	AT COST	1,891,614	1,702,454
BREP ASIA PRIVATE INVESTORS	AT COST	87,029	50,564
CAP IV PRIAVTE INVESTORS OFFSHORE	AT COST	90,050	45,408
CD&R FUND IX PRIVATE INVESTORS	AT COST	301,106	177,205
GGO SPECIAL SITUATIONS OVERSEAS	AT COST	500,000	432,562
DARIAN ROWAYTON BANK PREFERRED	AT COST	250,000	150,000

TY 2014 Other Decreases Schedule

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

EIN: 75-2871636

Description	Amount
M-1: K-1 UNREALIZED G/L	604,497
M-1: K-1 BOOK/TAX DIFFERENCE	225,835

TY 2014 Other Expenses Schedule**Name:** THE ROGER AND ROSEMARY ENRICO FOUNDATION**EIN:** 75-2871636

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 INTEREST EXPENSE	141,164	131,814	0	0
K-1 OTHER DEDUCTIONS	12,767	12,767	0	0
K-1 PORTFOLIO DEDUCTIONS	154,671	138,356	0	0
K-1 ROYALTY DEDUCTIONS	785	785	0	0
K-1 SEC 179 EXPENSE	1,641	1,641	0	0
K-1 SEC 59E EXPENSE	79,453	67,210	0	0
K-1 OTHER PORTFOLIO DEDUCTIONS	380	380	0	0
BOND PREMIUM AMORTIZATION	6,012	6,012	0	0
INTEREST EXPENSE	6	0	0	0
K-1 RENTAL RE INCOME	9,804	8,927	0	0
PASSTHROUGH CHARITABLE DEDUCTION RELATED TO UBTI	32	0	0	0

TY 2014 Other Income Schedule**Name:** THE ROGER AND ROSEMARY ENRICO FOUNDATION**EIN:** 75-2871636

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 ROYALTY INCOME	4,341	4,341	
K-1 ORDINARY INCOME	466,564	375,091	
K-1 OTHER PORTFOLIO INCOME	1,276	-376	
JPM 5000 - ORDINARY INCOME	9,767	9,767	
K-1 SEC 1256	53,734	53,734	
K-1 OTHER INCOME	15,127	11,592	
K-1 OTHER RENTAL INCOME	94	95	
MORGAN KEEGAN SETTLEMENT	197,566	197,566	
COUNTRYWIDE FINANCIAL SECURITY LITIGATION	106	106	

TY 2014 Other Increases Schedule

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

EIN: 75-2871636

Description	Amount
M-1: NON-DIVIDEND DISTRIBUTIONS	178

TY 2014 Other Professional Fees Schedule

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

EIN: 75-2871636

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GABELLI INVESTMENT FEES	7,249	7,249	0	0
PARAGON ADVISORS	11,576	3,433	0	0
GOLDMAN SACHS 20199-2 MANAGEMENT FEES	6,614	6,614	0	0
GOLDMAN SACHS DEPOSITARY FEES	0	0	0	0
SILVER LAKE IV FEES/EXPENSES	455	455	0	0
GOLDMAN SACHS 99681-5 MANAGEMENT FEES	10,693	10,693	0	0
BREP ASIE FEES/EXPENSES	13,453	13,453	0	0
CAP IV PRIV INV FEES/EXPENSES	13,236	13,236	0	0
CD&R FUND IX PRIV INV FEES/EXPENSES	10,857	10,857	0	0
GSO SPECIAL SITUATIONS FUND FEES/EXPENSES	7,500	7,500	0	0
GABELLI MANAGEMENT FEES	57,130	57,130	0	0

TY 2014 Reduction Explanation Statement

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

EIN: 75-2871636

Explanation: THE OTHER ASSETS REPRESENT PARTNERSHIP INTERESTS. THESE INVESTMENTS ARE RESTRICTED IN THEIR ABILITY TO WITHDRAW FUNDS OR TO SELL INTERESTS TO OUTSIDE PARTIES. GIVEN THE LIMITATIONS ON LIQUIDITY, CONTROL, AND MARKETABILITY, DISCOUNTS FROM THE MARKET VALUES HAVE BEEN REFLECTED ABOVE.

TY 2014 Taxes Schedule**Name:** THE ROGER AND ROSEMARY ENRICO FOUNDATION**EIN:** 75-2871636

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE WITHHOLDING	13,092	13,092	0	0
FOREIGN TAX	13,694	13,690	0	0
ESTIMATED FEDERAL TAX PAYMENTS	65,000	0	0	0
K-1 BACKUP WITHHOLDING	864	0	0	0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>THE ROGER AND ROSEMARY ENRICO FOUNDATION</div>	<div>Employer identification number</div> <div>75-2871636</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE ROGER AND ROSEMARY ENRICO FOUNDATION	Employer identification number 75-2871636
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	GOLDMAN SACHS GROUP INC FLOATING RATE NOTE	<u>\$ 85,161</u>	<u>2014-04-25</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	44,290 81 SHARES OF OAKMARK INTERNATIONAL CLASS I STOCK (OAKIX)	<u>\$ 1,200,723</u>	<u>2014-06-20</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>3</u>	6,000 SHARES OF VANGIARD TOTAL STOCK MARKET (VTI)	<u>\$ 614,640</u>	<u>2014-07-07</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>4</u>	41,118 421 SHARES OF EIC VALUE INSTITUTIONAL (EICIX)	<u>\$ 571,135</u>	<u>2014-07-01</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>7</u>	2,621 SHARES OF ISAHRES CORE S&P MID-CAP ETF (IJH)	<u>\$ 382,011</u>	<u>2014-12-22</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>8</u>	2,000 SHARES OF WALK DISNEY COMPANY (DIS) AND 1,430 SHARES OF LENNAR CORP (LEN)	<u>\$ 252,573</u>	<u>2014-12-01</u>

Name of organization	Employer identification number
THE ROGER AND ROSEMARY ENRICO FOUNDATION	75-2871636

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

Additional Data

Software ID:

Software Version:

EIN: 75-2871636

Name: THE ROGER AND ROSEMARY ENRICO FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<div>1</div>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	<div>\$ 85,161</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>2</div>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	<div>\$ 1,200,723</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>3</div>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	<div>\$ 614,640</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>4</div>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	<div>\$ 571,135</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>5</div>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	<div>\$ 200,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<div>6</div>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	<div>\$ 1,310,000</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	\$ <u>382,011</u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>
<u>8</u>	<div>ROGER A ENRICO</div> <div>3831 TURTLE CREEK BLVD 23B</div> <div>DALLAS, TX75219</div>	\$ <u>252,573</u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II for noncash contribution)</div>