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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2014Department of the Treasury
Internal Revenue Service► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning **08/01/14**, and ending **07/31/15**

		Name of foundation CONN MEMORIAL FOUNDATION		A Employer identification number 59-0978713			
		Number and street (or P O box number if mail is not delivered to street address) 3410 HENDERSON BOULEVARD		Room/suite 200			
		City or town, state or province, country, and ZIP or foreign postal code TAMPA FL 33609					
G Check all that apply		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
		<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return				
		<input type="checkbox"/> Address change	<input type="checkbox"/> Name change				
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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 22,891,268		J Accounting method	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)			
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)						
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B						
	3 Interest on savings and temporary cash investments						
	4 Dividends and interest from securities		324,736	324,736			
	5a Gross rents		48,852	48,852	E1-224	FEB 08 2016	10
	b Net rental income or (loss)	45,565					
	6a Net gain or (loss) from sale of assets not on line 10	STMT 1	641,368				
	b Gross sales price for all assets on line 6a	15,391,153					
	7 Capital gain net income (from Part IV, line 2)			641,368			
	8 Net short-term capital gain					0	
	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)	STMT 2	3,548	3,548				
12 Total. Add lines 1 through 11		1,018,504	1,018,504		0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc		148,569	2,971		145,598	
	14 Other employee salaries and wages		40,443			40,443	
	15 Pension plans, employee benefits		25,723	891		24,832	
	16a Legal fees (attach schedule)						
	b Accounting fees (attach schedule)	STMT 3	2,210	89		2,121	
	c Other professional fees (attach schedule)	STMT 4	71,923	69,923		2,000	
	17 Interest						
	18 Taxes (attach schedule) (see instructions)	STMT 5	3,333	3,333			
	19 Depreciation (attach schedule) and depletion	STMT 6	257	257			
	20 Occupancy		11,440	458		10,982	
	21 Travel, conferences, and meetings		2,155	87		2,068	
	22 Printing and publications						
	23 Other expenses (att. sch.)	STMT 7	16,597	628		15,969	
	24 Total operating and administrative expenses.						
	Add lines 13 through 23		322,650	78,637	0	244,013	
25 Contributions, gifts, grants paid		1,058,600			1,058,600		
26 Total expenses and disbursements. Add lines 24 and 25		1,381,250	78,637	0	1,302,613		
27 Subtract line 26 from line 12							
a Excess of revenue over expenses and disbursements		-362,746					
b Net investment income (if negative, enter -0)			939,867				
c Adjusted net income (if negative, enter -0)				0			

For Paperwork Reduction Act Notice, see instructions.

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Assets	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
			34,288	119,432	119,432
1	Cash – non-interest-bearing		121,014	799,273	799,273
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 (att. schedule) ►		0		
	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)	SEE STMT 8	15,820,568	10,149,240	11,369,078
c	Investments – corporate bonds (attach schedule)	SEE STMT 9		2,570,937	2,570,415
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	SEE STATEMENT 10	5,252,532	7,246,848	8,033,070
14	Land, buildings, and equipment basis ►	1,282	658	881	624
	Less accumulated depreciation (attach sch) ►	STMT 11			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		21,229,283	20,886,354	22,891,268
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)	0	0
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted	► <input checked="" type="checkbox"/>		
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	26,007,848	26,007,848	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-4,778,565	-5,121,494	
	30	Total net assets or fund balances (see instructions)	21,229,283	20,886,354	
	31	Total liabilities and net assets/fund balances (see instructions)	21,229,283	20,886,354	

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	21,229,283
2	Enter amount from Part I, line 27a	2	-362,746
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 12	3	19,817
4	Add lines 1, 2, and 3	4	20,886,354
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	20,886,354

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
b CAPITAL GAIN DISTRIBUTIONS					
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 15,262,261		14,749,785		512,476	
b 128,892				128,892	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a				512,476	
b				128,892	
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	641,368	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	512,476	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,205,640	24,163,497	0.049895
2012	1,238,814	21,467,803	0.057706
2011	1,237,634	21,480,554	0.057616
2010	982,353	21,959,095	0.044736
2009	964,400	20,405,320	0.047262

2 Total of line 1, column (d) 2 **0.257215**

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 **0.051443**

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 **23,154,573**

5 Multiply line 4 by line 3 5 **1,191,141**

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 **9,399**

7 Add lines 5 and 6 7 **1,200,540**

8 Enter qualifying distributions from Part XII, line 4 8 **1,302,613**

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

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

1a	Exempt operating foundation's described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.		
	Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	9,399
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	9,399
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	9,399
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,700
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,400
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	19,100
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	9
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	9,692
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	9,692	Refunded ►
		11	

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? Yes No 1a

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? Yes No 1b

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

1c Did the foundation file Form 1120-POL for this year? Yes No 1c

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

1e 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 Yes No 2

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 Yes No 3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? Yes No 4a

4b If "Yes," has it filed a tax return on Form 990-T for this year? Yes No 4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T Yes No 5

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? Yes No 6

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 Yes No 7

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **FL** Yes No 8a

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 Yes No 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 Yes No 9

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Yes No 10

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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **WWW.CONNFOUNDATION.ORG** 13

14 The books are in care of ► **SHEFFIELD CROWDER FOUNDATION ADDRESS**

Telephone no ► **813-554-1210**Located at ► **TAMPA****FL**ZIP+4 ► **33609**

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?

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 ►

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.

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 ► N/A

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?

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) N/A

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) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? N/A

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

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)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	5b
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	
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
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
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			7b
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	

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
SEE STATEMENT 13				

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**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 N/A**2****3****4****Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A**2**

All other program-related investments. See instructions

3**Total. Add lines 1 through 3**

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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	22,707,842
b	Average of monthly cash balances	1b	799,273
c	Fair market value of all other assets (see instructions)	1c	66
d	Total (add lines 1a, b, and c)	1d	23,507,181
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	23,507,181
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	352,608
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,154,573
6	Minimum investment return. Enter 5% of line 5	6	1,157,729

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	1,157,729
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,399
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,399
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,148,330
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,148,330
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,148,330

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	1,302,613
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	1,302,613
b	Cash distribution test (attach the required schedule)	5	9,399
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,293,214
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,148,330
2 Undistributed income, if any, as of the end of 2014:			24,487	
a Enter amount for 2013 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 1,302,613			24,487	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				1,148,330
e Remaining amount distributed out of corpus	129,796			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	129,796			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	129,796			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	129,796			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ►

b Check box to indicate whether the 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

	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	
2a					
b					
c					
d					
e					
3					
a					
(1)					
(2)					
b					
c					
(1)					
(2)					
(3)					
(4)					

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))
N/A

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.
N/A

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

BETH DOYLE 813-554-1210

3410 HENDERSON BLVD STE 200 TAMPA FL 33609

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

SEE STATEMENT 14

c Any submission deadlines

SEE STATEMENT 15

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

SEE STATEMENT 16

Form 990-PF (2014) CONN MEMORIAL FOUNDATION

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Page 11

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 ATTACHED SCHEDULE				1,058,600
Total			► 3a	1,058,600
b Approved for future payment N/A				
Total			► 3b	

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	
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				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory				
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	506,028	512,476
13	Total. Add line 12, columns (b), (d), and (e)			13	1,018,504

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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 or

- (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 solicitation

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions, and sharing arrangements
N/A			

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?

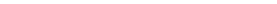
Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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	 Signature of officer or trustee	 Date	with the preparer shown below (see instructions)?	
			<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name SEAN M. JOHNSON	Preparer's signature 	Date 01/13/16	Check <input type="checkbox"/> if self-employed
	Firm's name ► BROYLES, ROOKS & JOHNSON CPAS, P.A.	PTIN P00485525		
	Firm's address ► 515 W BAY ST STE 101 TAMPA, FL 33606	Firm's EIN ► 20-3559613		
		Phone no 813-251-6603		

CONN MEMORIAL FOUNDATION, INC
 FYE 7/31/15 ATTACHMENT TO 990PF
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PART II BALANCE SHEETS

	BOOK VALUE	FMV VALUE
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PART 11, LINE 10b

Mutual Funds - Equity

DFA Emerg Mkts Core Equity	800,000.00	804,020.09
Dodge & Cox International	1,090,851.57	1,267,902.49
US Small Cap	1,308,892.89	1,313,766.28
Vanguard Dividend Appreciation	1,900,000.00	1,899,999.99
Vanguard Developed Markets	2,325,000.00	2,341,309.43
Vanguard 500 Index	2,219,188.68	3,236,773.12

Mutual Funds - Fixed Income

Vanguard Total Return II Fund	4,389.95	4,389.96
Vanguard Short Tm Bd Index	916.67	916.67
Vanguard Ultra Short Term Bond	<u>500,000.00</u>	<u>499,999.99</u>

TOTAL INVESTMENTS - STOCK

<u>10,149,239.76</u>	<u>11,369,078.02</u>
-----------------------------	-----------------------------

PART 11, LINE 10c

Government Issue	1,171,193.02	1,173,160.83
Corporate Bonds	<u>1,399,743.38</u>	<u>1,397,253.58</u>

TOTAL INVESTMENTS - BONDS

<u>2,570,936.40</u>	<u>2,570,414.41</u>
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PART 11, LINE 13b, 13c

Managers

Drake Capital Offshore	2,050,000.00	2,638,508.63
Ssga Real Asset Fund	1,000,000.00	1,000,000.00
Brandywine Global Fxd Inc Fund	1,000,000.00	1,003,826.73
Mondrian Global Opp Fd LP	1,085,668.28	945,629.97
EnTrust Capital Diversified	<u>2,081,952.69</u>	<u>2,445,038.62</u>

TOTAL PARTNERSHIPS/JT VENTURES

<u>7,217,620.97</u>	<u>8,033,003.95</u>
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**ATTACHMENT TO FORM 990 PR
PART IV, LINE 1a**

ATTACHMENT TO FORM 990 PF
PART IV, LINE 1a

Vanguard 500		Global RE		Mutual Funds - Fixed Equity		PIMCO		Vanguard Inflation		Vanguard Intern		Vanguard Bond Index		Mondrian Global Debt	
Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	1,115,255.44	1,189,913.18	674,356.37	833,197.36	-	-	-	-	-	-	1,358.00	1,424.21
400,000.00	278,292.20	-	-	1,387.97	1,354.65	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,308.00	1,425.88
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,268.00	1,426.81
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
750,000.00	521,752.90	821,186.54	738,951.40	1,60	1,66	-	-	332,997.46	339,703.26	225,000.00	225,655.85	-	-	-	-
-	-	-	-	-	-	-	-	-	-	879,355.81	881,022.08	2,271,403.88	2,324,187.08	-	-
-	-	-	-	-	-	-	-	332,997.46	339,703.26	1,104,355.81	1,106,677.93	2,271,403.88	2,324,187.08	-	-
1,150,000.00	800,045.10	821,186.54	738,951.40	1,116,645.01	1,191,269.49	674,356.37	833,197.36	(158,841)	(74,624)	(6,706)	(2,322)	(52,783)	(515)	5,168.00	5,682.61

ORGANIZATION	PAID	AREA
Program Grants:		
A Brighter Community	\$ 25,000	Underprivileged
Academy Prep	\$ 50,000	Underprivileged
Alpha House	\$ 15,000	Underprivileged
Big Brothers Big Sisters	\$ 15,000	Underprivileged
Boys & Girls Club	\$ 25,000	Underprivileged
Boys & Girls Club	\$ 70,000	Underprivileged
Cal Ripken	\$ 10,000	Underprivileged
Champions For Children	\$ 30,000	Underprivileged
Children's Home	\$ 10,000	Underprivileged
Community Tampa Bay	\$ 15,000	Underprivileged
Computer Mentors	\$ 15,000	Underprivileged
Computer Mentors	\$ 15,000	Underprivileged
Connected by 25	\$ 20,000	Underprivileged
Cornerstone Family Ministries	\$ 25,000	Underprivileged
Cornerstone Kids	\$ 5,000	Underprivileged
Cornerstone Kids	\$ 10,000	Underprivileged
Devereux	\$ 10,000	Underprivileged
District \ USF	\$ 30,000	Underprivileged
Dream Center	\$ 5,000	Underprivileged
Easter Seals	\$ 25,000	Underprivileged
Florida Nonprofit Alliance	\$ 5,000	Underprivileged
Florida Philanthropic Network	\$ 3,400	Underprivileged
Frameworks	\$ 30,000	Underprivileged
Friends of the Children's Board	\$ 50,000	Underprivileged
Girl Scouts	\$ 15,000	Underprivileged
Hillsborough Education Foundation	\$ 5,200	Underprivileged
I Matter Too	\$ 5,000	Underprivileged
Metropolitan Ministries	\$ 50,000	Underprivileged
Metropolitan Ministries	\$ 50,000	Underprivileged
Metropolitan Ministries	\$ 50,000	Underprivileged
Monterey High School	\$ 10,000	Underprivileged
Nonprofit Leadership Center	\$ 70,000	Underprivileged
Oasis	\$ 5,000	Underprivileged
Oasis	\$ 5,000	Underprivileged
PCAT	\$ 5,000	Underprivileged
Powerstories	\$ 10,000	Underprivileged
Powerstories	\$ 10,000	Underprivileged
Presbyterian Learning Centers	\$ 25,000	Underprivileged
Serve	\$ 5,000	Underprivileged
Skills Center	\$ 10,000	Underprivileged
St. Peter Claver	\$ 20,000	Underprivileged
Starting Right Now	\$ 10,000	Underprivileged
Sulphur Springs Community School	\$ 5,000	Underprivileged
United Cerebral Palsy	\$ 25,000	Underprivileged
Voices for Children	\$ 10,000	Underprivileged
Voices for Children	\$ 15,000	Underprivileged
YMCA	\$ 20,000	Underprivileged
YMCA	\$ 90,000	Underprivileged
Young Life	\$ 20,000	Underprivileged
Total	\$ 1,058,600	

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
TOTAL		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income		Adjusted Net Income
		\$ 548	\$ 548	
MISCELLANEOUS	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000
CONN - HAND FARM				
TOTAL	\$ 3,548	\$ 3,548	\$ 3,548	\$ 3,548

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment		Adjusted Net
		\$ 89	\$ 89	
ACCOUNTING FEES	\$ 2,210	\$ 2,210	\$ 2,210	\$ 2,210
TOTAL	\$ 2,210	\$ 2,210	\$ 2,210	\$ 2,210

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Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
INVESTMENT ADVISORY FEES	\$ 63,750	\$ 63,750	\$	\$ 2,000
PROFESSIONAL SERVICES	\$ 8,173	\$ 6,173	\$	\$ 2,000
TOTAL	\$ 71,923	\$ 69,923	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
ARKANSAS PROPERTY TAX	\$ 46	\$ 46	\$	\$
SEVERENCE LEASE TAX	\$ 3,287	\$ 3,287	\$	\$
TOTAL	\$ 3,333	\$ 3,333	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

	<u>Description</u>	<u>Date Acquired</u>	<u>Cost Basis</u>	<u>Prior Year Depreciation</u>	<u>Method</u>	<u>Life</u>	<u>Current Year Depreciation</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
IPAD	9/22/12	\$ 822	\$ 822	\$ 301	S/L	5	\$ 165	\$ 165	\$ 165
COMPUTER	6/24/13	\$ 460	\$ 460	\$ 100	S/L	5	\$ 92	\$ 92	\$ 92
TOTAL		\$ 1,282	\$ 1,282	\$ 401			\$ 257	\$ 257	\$ 0

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Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
EXPENSES				
AUTOMOBILE	408			408
INSURANCE D & O	1,935	77		1,858
INSURANCE P & C	1,938	78		1,860
COMMON AREA MAINTENANCE	6,372	256		6,116
COMPUTER EXPENSES	904	36		868
COPIER EXPENSES	300	12		288
LICENSE AND FEES	144	6		138
OFFICE SUPPLIES	416	16		400
PAYROLL SERVICE	516	21		495
POSTAGE	66	2		64
TELEPHONE	1,347	54		1,293
FUNDERS FORUM	365	15		350
FUNDRAISERS	500			500
MEALS & ENTERTAINMENT	847	34		813
MISCELLANEOUS	60	2		58
WEBSITE	479	19		460
TOTAL	<u>\$ 16,597</u>	<u>\$ 628</u>	<u>\$ 0</u>	<u>\$ 15,969</u>

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MUTUEL FUNDS - SEE ATTACHED STMT	<u>\$ 15,820,568</u>	<u>\$ 10,149,240</u>	<u>COST</u>	<u>\$ 11,369,078</u>
TOTAL	<u>\$ 15,820,568</u>	<u>\$ 10,149,240</u>		<u>\$ 11,369,078</u>

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Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FIXED INCOME - SEE ATTACHED	\$ 0	\$ 2,570,937	COST	\$ 2,570,415
TOTAL	\$ 0	\$ 2,570,937		\$ 2,570,415

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ARKANSAS LAND	\$ 29,161	\$ 66	COST	\$ 66
MISSISSIPPI MINERAL RIGHTS	\$ 5,223,305	\$ 29,161	COST	\$ 8,033,004
PARTNERSHIP/JT VENTURES - SEE STMT	\$ 5,252,532	\$ 7,217,621	COST	
TOTAL		\$ 7,246,848		\$ 8,033,070

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 881	\$ 1,282	\$ 658	\$ 0
TOTAL	\$ 881	\$ 1,282	\$ 658	\$ 0

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Statement 12 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
FEDERAL INCOME TAX REFUNDED	\$ 19,817
TOTAL	\$ 19,817

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Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
SHEFFIELD CROWDER FOUNDATION ADDRESS TAMPA FL 33603	PRESIDENT	0.00	148, 569	11, 903	0
BETH DOYLE FOUNDATION ADDRESS TAMPA FL 33603	GRANT DIRECT	0.00	40, 443	1, 213	0
DAVID KENNEDY FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
SCOTT PIEPER FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
PETER J GARDNER FOUNDATION ADDRESS TAMPA FL 33603	TREASURER	0.00	0	0	0
DR. MARIO HERNANDEZ FOUNDATION ADDRESS TAMPA FL 33603	VICE-CHAIR	0.00	0	0	0
NURI DELACRUZ AYRES FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
SONJA GARCIA FOUNDATION ADDRESS TAMPA FL 33603	SECRETARY	0.00	0	0	0
RON PETERSON FOUNDATION ADDRESS TAMPA FL 33603	CHAIR	0.00	0	0	0

Federal Statements**Statement 14 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

GRANT APPLICATION EXPLAINING PURPOSE OF GRANT AND AMOUNT REQUESTED. THE LATEST AUDITED FINANCIAL STATEMENT AND IRS EXEMPT LETTER SHOULD BE INCLUDED.

Statement 15 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

REQUESTS FOR MAY SHOULD BE RECEIVED BY JANUARY 1ST.
NOVEMBER REQUESTS SHOULD BE RECEIVED BY JUNE 1ST.

Statement 16 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

LIMITED TO HILLSBOROUGH COUNTY. DISADVANTAGED & TROUBLED YOUTH & SCHOLARSHIP PROGRAMS