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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

OMB No 1545-0052

2014

Open to Public Inspection

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

For calendar year 2014 or tax year beginning**11/1/2014****, and ending****10/31/2015**

Name of foundation

E M Lynn Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

1905 NW Corporate Blvd

City or town

Boca Raton

State

FL

ZIP code

33431

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

59-1788859

B Telephone number (see instructions)

561-994-1900

G Check all that apply☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$

160,845,826

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐**D 1. Foreign organizations, check here** ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐**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))

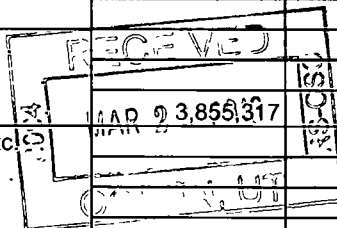
		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)			
	2	Check ☐ if the foundation is not required to attach Sch. B			
	3	Interest on savings and temporary cash investments	142	142	
	4	Dividends and interest from securities	3,940,525	3,940,525	
	5a	Gross rents			
	b	Net rental income or (loss)			
	6a	Net gain or (loss) from sale of assets not on line 10	-85,350		
	b	Gross sales price for all assets on line 6a 5,961,240			
	7	Capital gain net income (from Part IV, line 2)			
	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)			
	12	Total. Add lines 1 through 11	3,855,317	3,940,667	0
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.			
	14	Other employee salaries and wages			
	15	Pension plans, employee benefits			
	16a	Legal fees (attach schedule)			
	b	Accounting fees (attach schedule)	24,000		
	c	Other professional fees (attach schedule)	933,549	933,549	
	17	Interest			
	18	Taxes (attach schedule) (see instructions)	30,071		
	19	Depreciation (attach schedule) and depletion			
	20	Occupancy			
	21	Travel, conferences, and meetings			
	22	Printing and publications			
	23	Other expenses (attach schedule)	24,101		
	24	Total operating and administrative expenses. Add lines 13 through 23	1,011,721	933,549	0
	25	Contributions, gifts, grants paid	9,318,510		9,318,510
	26	Total expenses and disbursements. Add lines 24 and 25	10,330,231	933,549	0
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	-6,474,914		
	b	Net investment income (if negative, enter -0-)		3,007,118	
	c	Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2014)

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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		184,264	513,763	513,763
	2 Savings and temporary cash investments		92,388,024	629,301	629,301
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		70,743,232	156,741,393	157,409,864
	c Investments—corporate bonds (attach schedule)		3,165,580	2,147,800	2,167,706
	11 Investments—land, buildings, and equipment basis ▶				
Liabilities	Less: accumulated depreciation (attach schedule) ▶				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		175,796	175,796	66,787
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
	15 Other assets (describe ▶ See Attached Statement)		84,476	58,405	58,405
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		166,741,372	160,266,458	160,845,826
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		166,741,372	160,266,458	
	30 Total net assets or fund balances (see instructions)		166,741,372	160,266,458	
	31 Total liabilities and net assets/fund balances (see instructions)		166,741,372	160,266,458	

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	166,741,372
2 Enter amount from Part I, line 27a	2	-6,474,914
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	160,266,458
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	160,266,458

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				
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			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
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	0
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	If (loss), enter -0- in	0

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	9,037,057	178,904,975	0.050513
2012	8,256,478	168,865,381	0.048894
2011	7,820,904	162,804,194	0.048039
2010	9,443,176	188,211,949	0.050173
2009	7,803,611	173,753,998	0.044912

2 Total of line 1, column (d)	2 0.242531
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 0.048506
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 167,104,575
5 Multiply line 4 by line 3	5 8,105,575
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 30,071
7 Add lines 5 and 6	7 8,135,646
8 Enter qualifying distributions from Part XII, line 4 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	8 9,318,510

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	30,071	
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	30,071	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	30,071	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	84,476	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	84,476	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	54,405	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 54,405 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► not applicable	13	X	
14	The books are in care of ► Christine E. Lynn Telephone no ► 561-994-1900 Located at ► 1905 NW Corporate Blvd. Boca Raton FL ZIP+4 ► 33431-7303			
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 ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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	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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:				
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	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
Christine E. Lynn 1905 NW Corporate Blvd, Boca Raton, FL 33431-7303	Trustee	0		

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 ▶

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
Aft Forsyth and Company, Inc 400 Royal Palm Way, Suite 410, Palm Beach, FL 33480-4117	Investment Management	933,549

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	
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	160,452,016
b	Average of monthly cash balances	1b	9,197,299
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	169,649,315
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	169,649,315
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,544,740
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	167,104,575
6	Minimum investment return. Enter 5% of line 5	6	8,355,229

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	8,355,229
2a	Tax on investment income for 2014 from Part VI, line 5	2a	30,071
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	30,071
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,325,158
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,325,158
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	8,325,158

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	9,318,510
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,318,510
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	30,071
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,288,439

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				8,325,158
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____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010	35,217			
c From 2011				
d From 2012				
e From 2013	511,312			
f Total of lines 3a through e	546,529			
4 Qualifying distributions for 2014 from Part XII, line 4. ► \$ 9,318,510				
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				8,325,158
e Remaining amount distributed out of corpus	993,352			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,539,881			
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				
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			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)				
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	1,539,881			
10 Analysis of line 9				
a Excess from 2010	35,217			
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	511,312			
e Excess from 2014	993,352			

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

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	(d) 2011	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

E M Lynn

Estate of E M. Lynn

CE KM DaSilva Charitable Trust

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

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

c Any submission deadlines

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

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

Form **990-PF** (2014)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	142	
4	Dividends and interest from securities			14	3,940,525	
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			18	-85,350	
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		3,855,317	0
13	Total. Add line 12, columns (b), (d), and (e)				13	3,855,317

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|---|---|----|
| 1 | <p>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?</p> | |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | |
| | <p>(1) Cash</p> | 1a |
| | <p>(2) Other assets</p> | 1a |
| b | <p>Other transactions</p> | |
| | <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1b |
| | <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1b |
| | <p>(3) Rental of facilities, equipment, or other assets</p> | 1b |
| | <p>(4) Reimbursement arrangements</p> | 1b |
| | <p>(5) Loans or loan guarantees</p> | 1b |
| | <p>(6) Performance of services or membership or fundraising solicitations</p> | 1b |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | 1 |
| d | <p>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.</p> | |

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

[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

**Sign
Here**

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

**Paid
Preparer
Use Only**

Print/Type preparer's name JEFF POIRIER	Preparer's signature <i>Jeff Poirier</i>	Date 3/8/16	Check ☒ if self-employed	PTIN P01077400
Firm's name ▶ Jeff Poirier, CPA			Firm's EIN ▶	
Firm's address ▶ 5718 NW 50th Drive, Coral Springs, FL			Phone no 954-261-0381	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Boca Raton Police Foundation

Street

6800 Broken Sund Parkway Suite 200

City

Boca Raton

State

FL

Zip Code

33487

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

500

Name

Quantum House

Street

901 45th Street

City

West Palm Beach

State

FL

Zip Code

33407

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

500

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Memory & Wellness Center

Amount

5,000

Name

American Disabilities Foundation, Inc

Street

P.O. Box 99

City

Boca Raton

State

FL

Zip Code

33429

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

5,000

Name

Florence Fuller Child Development Centers

Street

200 NE 14th Street

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

5,000

Name

Tri County Animal Rescue

Street

21287 Boca Rio Road

City

Boca Raton

State

FL

Zip Code

33433

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Boca Raton Regional Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,000

Name

Franciscan Foundation For The Holy Land

Street

9924 Cedar Ridge Drive

City

Carmel

State

IN

Zip Code

46032

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Scholarships

Amount

12,000

Name

National Society of Arts and Letters

Street

1675 North Military Trail

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Scholarships

Amount

5,000

Name

Lynn University

Street

3601 North Military Trail

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

5,000

Name

Lynn University

Street

3601 North Military Trail

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,000

Name

Stetson University

Street

421 N Woodland Boulevard

City

Deland

State

FL

Zip Code

32723

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

25,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

Palm Healthcare Foundation

Street

700 S Dixie Highway

City

West Palm Beach

State

FL

Zip Code

33401

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

5,000

Name

Aid to Victims of Domestic Abuse Inc.

Street

P O Box 6161

City

Delray Beach

State

FL

Zip Code

33482

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

500

Name

Pine Crest School

Street

2700 St Andrews Blvd

City

Boca Raton

State

FL

Zip Code

33434

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

500

Name

FAU Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Memory & Wellness Center

Amount

100

Name

FAU Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

College of Medicine

Amount

2,010

Name

Order of St John Commandery of Florida

Street

1500 NW 1st Street

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Franklin Pierce University

Street

40 University Drive

City

Rindge

State

FL

Zip Code

33461-0060

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

500

Name

Boca Raton Regional Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Nursing Center

Amount

10,000

Name

FAU Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Memory and Wellness Center

Amount

25,000

Name

Boca Raton Historical Society

Street

71 N Federal Highway

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,750

Name

Rotary Club Downtown Boca Raton

Street

PO Box 272651

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

10,000

Name

Florence Fuller Child Developmet Centers

Street

200 NE 14th Street

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

15,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

The Buoniconti Fund to Cure Paralysis

Street

1095 NW 14th Terrace

City

Miami

State

FL

Zip Code

33136

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,000

Name

Boys & Girls Clubs of Broward County

Street

877 NW 61st Street

City

Ft. Lauderdale

State

FL

Zip Code

33309

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

4,600

Name

Soroptimist Int'l Boca Raton/Deerfield Beach

Street

PO Box 657

City

Boca Raton

State

FL

Zip Code

33429

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Women of Distinction Breakfast

Amount

1,500

Name

The HARID Conservatory

Street

2285 Potomac Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Rudolph Nureyev Endowment Fund

Amount

1,000

Name

Boca Raton Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Women's Health & Wellness

Amount

100,000

Name

Boca Raton Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Boys & Girls Clubs of Broward County

Street

877 NW 61st Street

City

Ft Lauderdale

State

FL

Zip Code

33309

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

50,000

Name

Grandfather Home for Children

Street

PO Box 98

City

Banner Elk

State

NC

Zip Code

28604

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,000

Name

Boca Raton Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,000

Name

Palm Beach County Impact 100

Street

261 NW 13th Street

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

1,000

Name

LIFE -Leaders in Furthering Education

Street

1720 S Ocean Blvd

City

Manalapan

State

FL

Zip Code

33462

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

300

Name

Stetson University

Street

421 N Woodland Boulevard

City

DeLand

State

FL

Zip Code

32723

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Welcome Center

Amount

500,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Lynn University

Street

3601 North Military Trail

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Theatre ArtsGuild

Amount

35,000

Name

Allianz Championship

Street

6450 E. Rogers Circle

City

Boca Raton

State

FL

Zip Code

33487

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

100,000

Name

American Heart Association

Street

2300 Centrepark West Drive

City

West Palm Beach

State

FL

Zip Code

33409

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Boca Raton Heart & Stroke Ball

Amount

100,000

Name

Susan G Komen

Street

340 Royal Poinciana Way

City

Palm Beach

State

FL

Zip Code

33480

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

10,000

Name

Nat King Cole Generation Hope, Inc

Street

555 S Federal Highway

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

President's Society Dinner

Amount

15,000

Name

Association for Community Counseling

Street

4731 W Atlantic Avenue

City

Delray Beach

State

FL

Zip Code

33445

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Sports Medicine Center

Amount

1,000,000

Name

Center for the Arts at Mizner Park

Street

225 NE Mizner Blvd.

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Arts Festival - Boca

Amount

10,000

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Faculty Retention-College of Nursing

Amount

300,000

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Nursing Assistance

Amount

50,000

Name

Lynn University

Street

3601 North Military Trail

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Student Center

Amount

2,500,000

Name

The Buoniconti Fund to Cure Paralysis

Street

1095 NW 14th Terrace

City

Miami

State

FL

Zip Code

33136-1060

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

4,200,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

The Buoniconti Fund to Cure Paralysis

Street

1095 NW 14th Terrace

City

Miami

State

FL

Zip Code

33136-1060

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

General

Amount

10,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
Totals														
Capital Gains/Losses														
Other sales														
1														0
2	10000 Shares First Tr Nas 100				12/4/2014		10/12/2015	423,105	433,499					-10,394
3	5000 Shares Spdr S&P 500 Etf				12/4/2014		10/12/2015	1,007,338	1,038,501					-31,163
4	5000 Shares Powershares Qqq				12/4/2014		10/12/2015	533,886	527,901					5,985
5	5000 Shares Ishares Core S&P				12/4/2014		10/12/2015	719,241	721,252					-2,011
6	5000 Shares Ishares Russell 20				12/4/2014		10/12/2015	577,585	585,573					-7,988
7	7500 Shares Ishares Core S&P				12/4/2014		10/12/2015	847,410	838,344					9,066
8	11000 Shares Guggenheim S&P				12/4/2014		10/12/2015	852,154	883,740					-31,586
9	500000 Par Value Pnc Funding				9/22/2009		9/21/2015	500,000	502,125					-2,125
10	500000 Par Value Westpac Bar				11/19/2009		2/27/2015	500,000	515,655					-15,655
11	Class Action Settlement Proceed				12/18/2013		12/18/2014	521						521

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

		24,000	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	J. Jeffrey Poirer, C P.A.	24,000			

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

		933,549	933,549	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Aft Forsyth and Company	933,549	933,549		

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

		30,071	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Excise Tax on investment income	30,071			

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

		24,101	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Services	24,000			
2	Bank Charges	101			
3	BA Diversified Real Estate Funds- Portfolio Expense				
4	BACAP Diversified Real Estate Fund - Portfolio Exp				

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

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	ALPS TRUST ETF ALERIAN MLP	209,600	3,782,502	3,782,503	3,894,368	2,848,464
2	GUGGENHEIM ETF S&P 500 EQUAL WT INC	330,000	5,966,951	25,665,545	6,344,000	25,971,000
3	ISHARES CORE S&P ETF MIDCAP	115,000	3,814,127	16,310,019	3,893,450	16,584,150
4	ISHARES CORE S&P ETF SMALLCAP	95,000	2,481,741	10,537,152	2,508,975	10,739,750
5	ISHARES TR RUSSELL 2000	105,000	4,045,949	12,178,440	4,079,600	12,110,700
6	ISHARES IBOXX INVESTOP IBOX \$ INVES	47,500	5,678,289	5,678,287	5,668,650	5,529,950
7	ISHARES TRUST IBOX \$ HIGH YIELD COR	125,000	11,714,954	11,714,954	11,566,250	10,696,250
8	POWERSHARES GLOBAL ETF FUNDAMENT	500,000	9,644,301	9,644,301	9,595,000	9,120,000
9	POWERSHS QQQ TRUST SER 1	125,000	3,183,805	12,480,592	3,549,000	14,166,250
10	SPDR S&P 500 ETF TR EXPIRING 01/22/2	120,000	4,693,327	24,139,992	5,041,500	24,951,600
11	SPDR BARCLAYS ETF HIGH YIELD VERY LI	200,000	8,194,470	8,194,470	8,072,000	7,294,000
12	FIRST TRUST NASDAQ 100 FUND	290,000	3,020,006	11,892,328	3,303,200	12,699,100
13	VANGUARD MIDCAP	18,750	2,221,125	2,221,125	2,274,375	2,318,250
14	VANGUARD S&P 500 ETF NEW	8,750	1,572,085	1,572,085	1,618,138	1,667,400
15	VANGUARD SMALL CAP	6,250	729,600	729,600	722,687	713,000
16						

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

		3,165,580		2,147,800		3,264,100		2,167,706	
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	Cisco Systems 4.950% due 02/15/19	4.95%	2/15/2019	520,015	520,015	558,641	550,489		
2	IBM Corp. 5.700% due 09/14/17	5.70%	9/14/2017	551,820	551,820	561,923	542,032		
3	Oracle Corp 5.250% due 01/15/16	5.25%	1/15/2016	553,295	553,295	527,954	504,851		
4	PNC Funding Corp 4.250% due 09/21/15	4.25%		502,125		516,099			
5	Wells Fargo Co 5.625% due 12/11/17	4.65%	12/11/2017	522,670	522,670	559,759	542,721		
6	Westpac Banking 4.200% due 02/27/15	4.20%		515,655		506,017			
7	ACCRUED INTEREST ON ABOVE ITEMS					33,707	27,613		

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

		175,796	175,796	66,787
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
	BACAP Multi Strategy Alpha Ser 8	FMV	175,796	66,787

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

		84,476	58,405	58,405
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Excise Tax Receivable	84,476	54,405	54,405
2	Deposit		4,000	4,000

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Christine E Lynn		1905 NW Corporate Blvd,	Boca Raton	FL	33431-7303		Trustee		0		