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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning 12/01 , 2014, and ending 11/30, 2015

Name of foundation THE FLORENCE FOUNDATION	**A** Employer identification number 75-6008029
Number and street (or P O box number if mail is not delivered to street address) Room/suite BANK OF AMERICA, N.A. P.O. BOX 831041	**B** Telephone number (see instructions) 800-357-7094
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041	**C** If exemption application is pending, check here ▶ ☐

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)* ▶ $ 2,458,467.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

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				
	4	Dividends and interest from securities	51,755.	51,755.		STMT 1
	5a	Gross rents	800.	800.		
	b	Net rental income or (loss) -2,753.				
	6a	Net gain or (loss) from sale of assets not on line 10	91,923.			
	b	Gross sales price for all assets on line 6a 505,493.				
	7	Capital gain net income (from Part IV, line 2)		91,923.		
	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	144,478.	144,478.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	20,347.	12,208.		8,139.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	1,800.	NONE	NONE	1,800.
	c	Other professional fees (attach schedule) STMT 3	1,103.	1,103.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	2,363.	655.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	4,293.	NONE	NONE	4,293.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	3,554.	3,554.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,460.	17,520.	NONE	14,232.
	25	Contributions, gifts, grants paid	127,500.			127,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	160,960.	17,520.	NONE	141,732.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-16,482.			
	b	**Net investment income** (if negative, enter -0-)		126,958.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** 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			
	2	Savings and temporary cash investments	41,924.	114,545.	114,545.
	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 ▶ NONE			
	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) STMT 6	1,402,683.	1,417,360.	1,816,533.
	c	Investments - corporate bonds (attach schedule) STMT 11	314,662.	211,068.	215,389.
	11	Investments - land, buildings, and equipment basis ▶ 2,905.			
		Less accumulated depreciation (attach schedule) ▶	2,905.	2,905.	312,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,762,174.	1,745,878.	2,458,467.
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**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	1,762,174.	1,745,878.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,762,174.	1,745,878.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,762,174.	1,745,878.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,762,174.
2	Enter amount from Part I, line 27a	2	-16,482.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	425.
4	Add lines 1, 2, and 3	4	1,746,117.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	239.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,745,878.

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	PUBLICLY TRADED SECURITIES			
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	505,493.		413,570.	91,923.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				91,923.
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 91,923.

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

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	132,426.	2,541,664.	0.052102
2012	136,574.	2,446,354.	0.055828
2011	171,916.	2,371,793.	0.072484
2010	149,487.	2,468,987.	0.060546
2009	168,583.	2,430,234.	0.069369

2	**Total** of line 1, column (d)	2	0.310329
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	0.062066
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,531,576.
5	Multiply line 4 by line 3	5	157,125.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,270.
7	Add lines 5 and 6	7	158,395.
8	Enter qualifying distributions from Part XII, line 4	8	141,732.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	2,539.
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	
3	Add lines 1 and 2	3	2,539.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,539.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,124.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,124.
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	415.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶	10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (214)209-1830

Located at ▶ 901 MAIN ST, FL 19, DALLAS, TX ZIP+4 ▶ 75283-1041

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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

			Yes	No
	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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ▶ ________ , ________ , ________ , ________			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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**

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**

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 14		20,347.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Form **990-PF** (2014)

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	2,142,315.
b	Average of monthly cash balances			1b	115,813.
c	Fair market value of all other assets (see instructions)			1c	312,000.
d	**Total** (add lines 1a, b, and c)			1d	2,570,128.
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	NONE
3	Subtract line 2 from line 1d			3	2,570,128.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	38,552.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,531,576.
6	**Minimum investment return.** Enter 5% of line 5			6	126,579.

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	126,579.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,539.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,539.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	124,040.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	124,040.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	124,040.

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	141,732.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	141,732.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	141,732.

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					124,040.
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only				NONE	
b	Total for prior years 20 12 ,20______,20______			NONE		
3	Excess distributions carryover, if any, to 2014:					
a	From 2009	48,563.				
b	From 2010	28,600.				
c	From 2011	55,218.				
d	From 2012	16,794.				
e	From 2013	7,467.				
f	**Total** of lines 3a through e		156,642.			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 141,732.					
a	Applied to 2013, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2014 distributable amount					124,040.
e	Remaining amount distributed out of corpus		17,692.			
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		174,334.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					NONE
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)		NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		48,563.			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		125,771.			
10	Analysis of line 9.					
a	Excess from 2010	28,600.				
b	Excess from 2011	55,218.				
c	Excess from 2012	16,794.				
d	Excess from 2013	7,467.				
e	Excess from 2014	17,692.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part 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).)

NONE

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.

NONE

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:

SEE STATEMENT 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 25				127,500.
Total . . . . ▶ 3a				127,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,755.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property				-2,753.	
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	91,923.	
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)				140,925.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 140,925.

(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)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

Karen J Kiser | 12/17/2015 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

RENT AND ROYALTY INCOME

Taxpayer's Name THE FLORENCE FOUNDATION

Identifying Number 75-6008029

DESCRIPTION OF PROPERTY
48.646 AC WASHINGTON CO RR SVY HARRIS CO

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		
OTHER INCOME:		
OTHER RENTAL INCOME	800.	
TOTAL GROSS INCOME		800.
OTHER EXPENSES:		
INSURANCE	150.	
MANAGEMENT FEES	3,393.	
TAXES	10.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		3,553.
TOTAL RENT OR ROYALTY INCOME (LOSS)		-2,753.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-2,753.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
4E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	800.
	800.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	231.	231.
FOREIGN DIVIDENDS	5,684.	5,684.
DOMESTIC DIVIDENDS	23,606.	23,606.
OTHER INTEREST	7,513.	7,513.
NONQUALIFIED FOREIGN DIVIDENDS	1,104.	1,104.
NONQUALIFIED DOMESTIC DIVIDENDS	13,617.	13,617.
TOTAL	51,755.	51,755.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,800.			1,800.
TOTALS	1,800.	NONE	NONE	1,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	1,103.	1,103.
TOTALS	1,103.	1,103.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	18.	18.
EXCISE TAX ESTIMATES	1,708.	
FOREIGN TAXES ON QUALIFIED FOR	453.	453.
FOREIGN TAXES ON NONQUALIFIED	184.	184.
TOTALS	2,363.	655.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	3,553.	
MANAGEMENT FEES		3,393.
INSURANCE		150.
PROPERTY TAXES		10.
OTHER INVESTMENT FEE	1.	1.
TOTALS	3,554.	3,554.

THE FLORENCE FOUNDATION 75-6008029

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
713448108 PEPSICO INC	8,752.		
464286533 ISHARES MSCI EMERGIN	34,727.	34,727.	28,923.
464287176 ISHARES TIPS BOND ET	25,310.	25,310.	24,930.
464287473 ISHARES RUSSELL MID-	61,879.	61,879.	94,989.
464287655 ISHARES RUSSELL 2000	16,010.	16,010.	17,865.
269858304 EAGLE SM CAP GROWTH	12,685.		
277923751 PARAMETRIC EMERGING	77,430.	77,430.	94,309.
47103C795 JANUS ENTERPRISE FUN	37,260.	37,260.	95,579.
19765N245 COLUMBIA DIVIDEND IN	204,516.	146,103.	238,362.
19765Y688 COLUMBIA SELECT LARG	174,897.	130,804.	200,587.
277907200 EATON VANCE INCOME F	67,500.	67,500.	64,255.
315807552 FIDELITY ADVISOR FLO	50,000.	50,000.	46,724.
693390700 PIMCO TOTAL RETURN F	57,845.	57,711.	59,887.
74441R508 PRUDENTIAL SHORT-TER	50,000.	50,000.	48,856.
411511306 HARBOR INTERNATIONAL	40,367.	40,367.	62,196.
552983470 MFS SER TR I RESH IN	39,683.	39,683.	62,598.
197199813 COLUMBIA ACORN INTER	22,701.	22,701.	26,744.
72201F409 PIMCO EMERGING MKT C	14,906.		
20030N200 COMCAST CORP	2,659.	2,659.	5,310.
478366107 JOHNSON CTLS INC	2,728.	2,728.	3,404.
580135101 MCDONALDS CORP	3,215.		
654106103 NIKE INC	1,796.	1,029.	3,836.
741503403 PRICELINE COM INC	4,053.		
751212101 RALPH LAUREN CORP	4,440.		
855244109 STARBUCKS CORP	3,873.	1,683.	6,323.
872540109 TJX COS INC NEW	3,733.	6,229.	8,401.
87612E106 TARGET CORP	2,713.	2,713.	3,408.
126650100 CVS CAREMARK	3,355.	7,690.	9,315.
194162103 COLGATE PALMOLIVE CO	5,277.	5,277.	6,568.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
22160K105 COSTCO WHSL CORP	3,938.	2,466.	4,036.
25243Q205 DIAGEO PLC	1,260.		
370334104 GENERAL MLS INC	3,567.	3,567.	5,198.
518439104 LAUDER ESTEE COS	5,529.	6,738.	8,076.
544147101 LORILLARD INC	1,860.		
609207105 MONDELEZ INTL INC	6,551.	6,551.	10,347.
641069406 NESTLE S A	3,361.	3,361.	3,862.
718172109 PHILIP MORRIS INTL	5,007.	6,153.	8,389.
742718109 PROCTER & GAMBLE CO	5,626.		
30231G102 EXXON MOBIL CORP	3,489.		
674599105 OCCIDENTAL PETE CORP	7,120.	7,629.	6,803.
H0023R105 ACE LTD	1,710.	1,710.	3,446.
025816109 AMERICAN EXPRESS CO	6,201.	3,194.	2,866.
31620M106 FIDELITY NATL INFORM	3,043.	2,341.	3,120.
354613101 FRANKLIN RES INC	4,639.	4,639.	3,731.
38141G104 GOLDMAN SACHS GROUP	2,704.	4,593.	6,271.
46625H100 J P MORGAN CHASE & C	7,166.	6,535.	10,269.
59156R108 METLIFE INC	3,983.	3,983.	4,905.
631103108 NASDAQ OMX GROUP	2,661.	2,661.	4,045.
744320102 PRUDENTIAL FINL INC	1,557.	1,557.	2,164.
857477103 STATE STR CORP	6,151.	1,824.	2,177.
89417E109 TRAVELERS COS INC	4,430.	4,430.	7,218.
949746101 WELLS FARGO & CO	9,210.	9,210.	14,381.
002824100 ABBOTT LABS	9,441.	8,492.	11,814.
018490102 ALLERGAN INC	2,949.		
03073E105 AMERISOURCEBERGEN	2,091.	1,672.	4,340.
09062X103 BIOGEN IDEC INC	3,622.		
30219G108 EXPRESS SCRIPTS HLDG	2,823.		
375558103 GILEAD SCIENCES INC	5,872.	3,688.	6,464.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
478160104 JOHNSON & JOHNSON	4,200.	4,200.	6,277.
58155Q103 MCKESSON CORP	8,430.	4,986.	5,681.
717081103 PFIZER INC	3,580.	2,904.	4,948.
790849103 ST JUDE MED INC	1,437.		
883556102 THERMO FISHER SCIENT	8,722.	8,722.	12,318.
G27823106 DELPHI AUTOMOTIVE	2,305.	1,466.	3,691.
235851102 DANAHER CORP DEL	2,910.	4,604.	6,458.
369604103 GENERAL ELEC CO	5,874.		
438516106 HONEYWELL INTL INC	3,483.	10,060.	11,850.
539830109 LOCKHEED MARTIN CORP	1,513.		
88579Y101 3M CO	1,923.	1,311.	2,349.
911312106 UNITED PARCEL SVC IN	8,562.	7,250.	8,447.
913017109 UNITED TECHNOLOGIES	7,944.	3,981.	5,475.
G1151C101 ACCENTURE PLC	10,357.	9,938.	15,547.
38259P508 GOOGLE INC	5,120.		
459200101 IBM	1,267.	1,267.	1,673.
68389X105 ORACLE CORP	1,680.		
747525103 QUALCOMM INC	1,908.		
92826C839 VISA INC	5,049.	2,920.	9,323.
61166W101 MONSANTO CO	5,287.	3,224.	2,950.
693506107 PPG INDS INC	1,050.	6,821.	6,662.
92343V104 VERIZON COMMUNICATIO	6,456.	5,025.	4,772.
92646A815 VICTORY SMALL CO OPP	20,000.	20,000.	21,045.
722005667 PIMCO COMMODITY REAL	47,000.		
55273E640 MFS EMERGING MKTS DE	15,000.	15,000.	14,154.
031162100 AMGEN INC	3,591.	7,273.	7,411.
228368106 CROWN HLDGS INC	1,875.		
256746108 DOLLAR TREE INC	2,345.	7,783.	8,452.
26875P101 EOG RES INC	3,279.	3,279.	2,837.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
30303M102 FACEBOOK INC	2,596.	5,028.	6,984.
384802104 GRAINGER WW INC	4,358.		
452308109 ILLINOIS TOOL WKS	3,180.	3,180.	3,571.
453142101 IMPERIAL TOBACCO GR	1,792.		
58933Y105 MERCK & CO INC	5,131.	6,095.	5,460.
806857108 SCHLUMBERGER LTD	7,289.	4,615.	4,475.
882508104 TEXAS INSTRS INC	2,472.	3,230.	4,010.
887317303 TIME WARNER INC	4,302.	3,331.	3,359.
907818108 UNION PAC CORP	4,852.	3,955.	3,694.
931422109 WALGREEN CO	6,165.		
G0083B108 ACTAVIS PLC	3,490.		
G29183103 EATON CORP PLC	3,038.	1,739.	1,512.
233051200 DB X-TRACKERS MSCI E		24,944.	22,680.
464287648 ISHARES RUSSELL 2000		18,729.	19,814.
72201P175 PIMCO COMMODITIESPLU		25,000.	24,372.
592905509 METRO WEST T/R BD CL		100,000.	98,270.
02079K305 ALPHABET INC		6,485.	10,680.
039483102 ARCHER DANIELS MIDLA		2,840.	2,153.
143658300 CARNIVAL CORP		6,271.	6,670.
151020104 CELEGNE CORP		9,397.	8,756.
156782104 CERNER CORP		5,675.	4,887.
169656105 CHIPOTLE MEXICAN GRI		1,836.	1,739.
192446102 COGNIZANT TECHNOLOGY		6,121.	6,264.
256677105 DOLLAR GEN CORP		5,594.	4,840.
500754106 KRAFT HEINZ		3,699.	3,832.
57636Q104 MASTERCARD		5,015.	5,484.
61174X109 MONSTER BEVERAGE		2,358.	2,628.
666807102 NORTHRUP GRUMMAN		4,958.	5,964.
70450Y103 PAYPAYL HOLDINGS		2,965.	2,997.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
713448108 PEPSICO INC		8,752.	10,917.
902973304 US BANCORP		1,999.	1,975.
931427108 WALGREENS BOOTS		7,909.	9,243.
G0177J108 ALLERGAN PLC		9,134.	10,044.
G596OL103 MEDTRONIC PLC		4,649.	4,596.
G7SOOT104 PENTAIR PLC		1,108.	964.
G91442106 TYCO INTL PLC		2,118.	1,801.
693475105 PNC FINL SVCS GROUP		2,130.	2,287.
TOTALS	1,402,683.	1,417,360.	1,816,533.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00206RAW2 AT&T INC SR UNSECD N		51,506.	51,106.	50,471.
084664BQ3 BERKSHIRE HATHAWAY F		53,232.	52,886.	54,915.
46625HHP8 JPMORGAN CHASE & CO		52,140.		
585515AD1 MELLON FUNDING CORP		49,495.		
713448CB2 PEPSICO INC SR UNSEC		48,905.	48,905.	50,118.
36205K3K6 GOVERNMENT NATL MTG		2,718.	2,563.	2,614.
36206MBX4 GOVERNMENT NATL MTG		1,006.	941.	968.
36208UHA8 GOVERNMENT NATL MTG		1,016.	961.	1,051.
36209FDU0 GOVERNMENT NATL MTG		867.	572.	591.
36209KWN4 GOVERNMENT NATL MTG		490.		
36210NXK0 GOVERNMENT NATL MTG		1,071.	1,021.	1,165.
36211PFL2 GOVERNMENT NATL MTG		1,762.	1,701.	1,734.
36962G7K4 GENERAL ELEC CAP COR		50,454.	50,412.	51,762.
	TOTALS	314,662.	211,068.	215,389.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
Y/E SALES ADJUSTMENT		421.
ROUNDING		4.
	TOTAL	425.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROC ADJUSTMENT	155.
COST BASIS ADJUSTMENT - SALES	84.
TOTAL	239.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
===

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 20,347.

OFFICER NAME:
MRS. SANDRA C. FLORENCE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MR. DAVID L. FLORENCE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
BD CHAIRPERSON
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. HELEN L. FLORENCE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 14

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MR. PAUL W. HARRIS
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MRS. SHARON FLORENCE McCANDLESS
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. KATHERINE FLORENCE PARRISH
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. TERRY G. PRITCHETT
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MR. JOHN T. STUART
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MRS. DENISE A. WICKLINE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FND BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 20,347.

THE FLORENCE FOUNDATION 75-6008029
FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  BANK OF AMERICA, N.A. - DEBRA PHARES
ADDRESS:
  901 MAIN ST
  DALLAS, TX 75202-3714
RECIPIENT'S PHONE NUMBER: 214-209-1830
E-MAIL ADDRESS: N/A
FORM, INFORMATION AND MATERIALS:
  APPLICATION SHOULD INCLUDE, BUT NOT LIMITED TO THE FOLLOWING: A BRIEF NARRATIVE LETTER DESCRIBING THE PURPOSE OF THE ORGANIZATION, BACKGROUND OR HISTORY OF THE ORGANIZATION OR GROUP, NAMES OF BOARD
SUBMISSION DEADLINES:
  PRIOR TO AUGUST 1 FOR THE ANNUAL FALL MEETING
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  RESTRICTED TO EXEMPT PURPOSES AS DESCRIBED IN IRC SECTION 501(C)(3) WITH GEOGRAPHIC PREFERENCE TO BENEFIT THE RESIDENTS OF THE STATE OF TEXAS; THE FOUNDATION DOES NOT GRANT LOANS OR SCHOLARSHIPS.
FORM, INFORMATION AND MATERIALS:
  MEMBERS AND OPERATING PERSONNEL, THE AMOUNT REQUESTED AND THE PROPOSED USE OF THE FUNDS, IRS 501(C)(3) OR OTHER EXEMPTION CREDENTIALS, IF ANY, FROM WHATEVER OTHER SOURCES FUNDING IS EXPECTED.

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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GIVING HOPE, INC.
ADDRESS:
P.O. BOX 50946
DENTON, TX 76206
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
PRISON ENTREPRENEURSHIP PROGRAM
ADDRESS:
P.O. BOX 926274
HOUSTON, TX 77292
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EXPANSION OF TRAINING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DALLAS ARBORETUM & BOTANICAL SOCIETY
ADDRESS:
8617 GARLAND RD
DALLAS, TX 75218
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SUMMER INTERNSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
A.L.A.R.M. (AFRICAN LEADERSHIP
AND RECONCILAITON MINISTRIES)
ADDRESS:
14140 MIDWAY RD, STE 208
DALLAS, TX 75244
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HUNTING & FISHING FOR ALS RESEARCH
ADDRESS:
2525 FAIRMOUNT ST
DALLAS, TX 75201
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ALS RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HEALING HANDS MINISTRIES, INC.
ADDRESS:
P.O. BOX 741524
DALLAS, TX 75374
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL & DENTAL CARE FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CROSSROADS COMMUNITY SERVICES
C/O FIRST UNITED METHODIST
ADDRESS:
1822 YOUNG ST
DALLAS, TX 75201
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOOD DISTRIBUTION AT IN HOUSE PANTRY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE ARC OF DALLAS
ADDRESS:
12700 HILLCREST RD
DALLAS, TX 75230
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MI ESCUELITA PRESCHOOL, INC.
ADDRESS:
P.O. BOX 191487
DALLAS, TX 75219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EARLY CHILDHOOD EDUCATION ASSISTANCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

THE FLORENCE FOUNDATION 75-6008029
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
NORTH TEXAS FOOD BANK
ADDRESS:
4500 S COCKRELL HILL RD
DALLAS, TX 75236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT FOOD 4 KIDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TEXAS HEALTH RESOURCE FOUNDATION
ADDRESS:
612 E LAMAR
ARLINGTON, TX 76011
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SANE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NOTRE DAME OF DALLAS SCHOOLS, INC.
ADDRESS:
2018 ALLEN ST
DALLAS, TX 75204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HEARTS & HAMMER CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
VOGEL ALCOVE CHILDCARE CENTER
FOR THE HOMELESS
ADDRESS:
P.O. BOX 150948
DALLAS, TX 75315
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DALLAS CHILDREN'S ADVOCACY CENTER
ADDRESS:
5351 SAMUELL BLVD
DALLAS, TX 75228
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SUPPER THERAPY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HEARTLIGHT MINISTRIES, INC.
ADDRESS:
P.O. BOX 480
HALLSVILLE, TX 75750
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
AMY'S FRIENDS
ADDRESS:
P.O. BOX 192378
DALLAS, TX 75219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ASSISTANCE FOR WOMEN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FAITHFUL FRIEND MINISTRIES
ADDRESS:
2701 W 15TH ST, SUITE 553
PLANO, TX 75075
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
DENTON ASSISTANCE CENTER dba
SERVE DENTON
ADDRESS:
821 N ELM ST
DENTON, TX 75201
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FOUNDATION FOR THE CALLIER CENTER
ADDRESS:
1966 INWOOD RD
DALLAS, TX 75235
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT PEDIATRIC HEARING AID PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ACADEMY OF CAREERS & EXPLORATIONS
C/O ACE HIGH SCHOOL
ADDRESS:
P.O. BOX 249
HELENDALE, CA 92342-0249
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'COLLEGE TO CAREER' PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WOMEN HELPING WOMEN
ADDRESS:
1935 MAIN ST
WAILUKU, HI 96793
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

THE FLORENCE FOUNDATION 75-6008029
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
MAUI MEMORIAL MEDICAL CENTER
FOUNDATION
ADDRESS:
285 MAHALINI ST, STE 25
WAILUKU, HI 96793
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'SEED CAMPAIGN' CARDIOVASCULAR CTR
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
HUI NO'EAU VISUAL ARTS CENTER
ADDRESS:
2841 BALDWIN AVE
MAKAWAO, HI 96768
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT FOR 'ART AFFAIR 2014' BUILDING GRANT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 127,500.
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STATEMENT 25

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
48.646 AC WASHINGTON	800.		3,553.	-2,753.
TOTALS	800.		3,553.	-2,753.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

STATEMENT 1