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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation RIVER BRANCH FOUNDATION		A Employer identification number 22-6054887	
Number and street (or P O box number if mail is not delivered to street address) 177 4TH AVENUE N 2ND FLOOR		B Telephone number (see instructions) (904) 396-5831	
City or town, state or province, country, and ZIP or foreign postal code JACKSONVILLE, FL 32250		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,905,944		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (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	303,457	303,457		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	897,597			
	b Gross sales price for all assets on line 6a 4,236,493				
	7 Capital gain net income (from Part IV, line 2) . . .		897,597		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	1,201,054	1,201,054		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	13,870	10,403		3,476
	c Other professional fees (attach schedule)	110,424	110,424		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	20,140	9,375		0
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	992	0		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	145,426	130,202		3,476
	25 Contributions, gifts, grants paid	1,200,000			1,200,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,345,426	130,202		1,203,476
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-144,372			
	b Net investment income (if negative, enter -0-)		1,070,852		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	930,636	552,923	552,923
	3	Accounts receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____	62,150		
	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		22,220	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,415,212	15,593,768	20,353,021
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
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)	16,407,998	16,168,911	20,905,944	
Liabilities	17	Accounts payable and accrued expenses	86,766		
	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 ▶ _____)	7,949	0	
	23	Total liabilities(add lines 17 through 22)	94,715	0	
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	16,313,283	16,168,911	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances(see instructions)	16,313,283	16,168,911	
31	Total liabilities and net assets/fund balances(see instructions)	16,407,998	16,168,911		

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	16,313,283
2	Enter amount from Part I, line 27a	2	-144,372
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	16,168,911
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,168,911

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 4,046,151		3,338,896	707,255
b 190,342			190,342
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			707,255
b			190,342
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	897,597
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 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))
2014	801,024	21,801,025	0 036742
2013	1,067,564	19,611,839	0 054435
2012	1,135,320	17,436,272	0 065113
2011	747,791	17,256,157	0 043335
2010	718,918	16,101,103	0 044650

2	Total of line 1, column (d).	2	0 244275
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 048855
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	21,944,826
5	Multiply line 4 by line 3.	5	1,072,114
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,709
7	Add lines 5 and 6.	7	1,082,823
8	Enter qualifying distributions from Part XII, line 4.	8	1,203,476

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

Part VI

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ 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

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

10,709

4

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

4

0

5

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

5

10,709

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

32,920

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

32,920

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

10

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

10

22,211

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 22,211 **Refunded** ☒

11

0

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

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

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ☒ \$ _____ 0 **(2)** On foundation managers ☒ \$ _____ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____ 0

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

No

3

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

3

No

4a

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

4a

No

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

No

6

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

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
☒ FL, ☒ NJ

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

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

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

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶RIVERBRANCHFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶EDWARD P SCHMITZER Telephone no ▶(904) 396-5831 Located at ▶5011 GATE PARKWAY BLDG 100 SUITE 300 JACKSONVILLE FL ZIP+4 ▶32256			
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 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JENNIFER JOHNSON DUKE 177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	DIRECTOR 0 00	0	0	0
JUDITH LEROUX 177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	TRUSTEE 0 00	0	0	0
SIMON GREGG 177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	TRUSTEE 0 00	0	0	0
JASON GREGG 177 4TH AVENUE NORTH JACKSONVILLE, FL 32250	TRUSTEE 0 00	0	0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total

number of other employees paid over \$50,000.

0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
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	21,299,044
b	Average of monthly cash balances.	1b	979,967
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,279,011
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	22,279,011
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	334,185
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,944,826
6	Minimum investment return. Enter 5% of line 5.	6	1,097,241

Part XI

Distributable Amount

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

1	Minimum investment return from Part X, line 6.	1	1,097,241
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	10,709
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,709
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,086,532
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,086,532
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,086,532

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	1,203,476
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,203,476
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	10,709
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,192,767

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,086,532
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				287,500
d From 2013.				111,875
e From 2014.				
f Total of lines 3a through e.	399,375			
4 Qualifying distributions for 2015 from Part XII, line 4				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				1,086,532
e Remaining amount distributed out of corpus	116,944			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	516,319			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	516,319			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				287,500
c Excess from 2013.				111,875
d Excess from 2014.				
e Excess from 2015.				116,944

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

		Tax year	Prior 3 years			(e) Total
		(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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

TRUSTEE THE RIVER BRANCH FOUNDATION
177 4TH AVENUE NORTH
JACKSONVILLE, FL 32250
(904) 396-5831

b The form in which applications should be submitted and information and materials they should include
WRITTEN REQUESTS ACCEPTED FROM RECOGNIZED NONPROFIT ORGANIZATIONS NO PRESCRIBED APPLICATION
FORMAT

c Any submission deadlines

NONE

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

ALL GRANTS ARE MADE TO ORGANIZATIONS RECOGNIZED BY IRS AS CHARITABLE ORGANIZATIONS MOST OF THESE ARE IN THE JACKSONVILLE AREA

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,200,000
b <i>Approved for future payment</i>				
Total			3b	0

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	303,457	
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	897,597	
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		1,201,054	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		1,201,054

[illegible]

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?

(1) Cash.

(2) Other assets.

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

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

(4) Reimbursement arrangements.

(5) Loans or loan guarantees.

(6) Performance of services or membership or fundraising solicitations.

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.

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

[illegible]

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.

***** 2016-07-01 ***** Signature of officer or trustee Date Title	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
---	--

Print/Type preparer's name EDWARD P SCHMITZER	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00411157
Firm's name ☒ SMOAK DAVIS & NIXON LLP			Firm's EIN ☒ 59-0602635	
Firm's address ☒ 5011 GATE PARKWAY BLDG 100 STE 300 JACKSONVILLE, FL 322560562			Phone no (904) 396-5831	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CONCORD ACADEMY 166 MAIN ST CONCORD,MA 01742	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	100,000
ECOFLIGHT 311K ASPEN AIRPORT BUSINESS CENTER ASPEN,CO 81611	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	25,000
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD PALMETTO BAY,FL 33157	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	100,000
1000 FRIENDS OF FLORIDA PO BOX 5948 TALLAHASSEE,FL 32314	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	10,000
THE NATURE CONSERVANCY INC 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 22203	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	150,000
PUBLIC TRUST ENVIRONMENTAL 2029 NORTH THIRD STREET JACKSONVILLE BEACH,FL 32250	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	75,000
ST JOHN'S RIVERKEEPER 2800 UNIVERSITY BLVD NORTH JACKSONVILLE,FL 32211	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	100,000
VERMONT STUDIO CENTER PO BOX 613 JOHNSON,VT 05656	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	500,000
AUDUBON FLORIDA 4500 BISCAYNE BLVD STE 205 MIAMI,FL 33137	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	100,000
MATANZAS RIVERKEEPER 201 OWENS AVENUE ST AUGUSTINE,FL 32080	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	25,000
RARITAN HEADWATERS 2121 LARGER CROSS RD BEDMINSTER,NJ 07934	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	10,000
BOB'S AUTO CAFE 11135 SW INDUSTRIAL WAY BUILDING 10 BAY 3 TUALATIN,OR 97062	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	5,000
Total			3a	1,200,000

TY 2015 Accounting Fees Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,870	10,403		3,476

TY 2015 Investments Corporate Stock Schedule

Name: RIVER BRANCH FOUNDATION
EIN: 22-6054887

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1324 SHS - 3M COMPANY	112,862	199,447
3050 SHS - ABBOTT LABS COM	77,016	136,976
1200 SHS - ACCENTURE LTD CL A	82,070	125,400
1800 SHS - ADOBE SYSTEMS INC.	78,587	169,092
1436 SHS - AIR PRODUCTS & CHEMICALS, INC.	116,763	186,838
568 SHS - ALLERGAN PLC	161,818	177,500
420 SHS - ALPHABET INC CL A	159,421	326,765
221 SHS - ALPHABET INC CL C	61,143	167,712
410 SHS - AMAZON.COM, INC.	70,250	277,115
2466 SHS - AMERICAN EXPRESS	103,635	171,510
809 SHS - AMGEN INC	127,466	131,325
800 SHS - AMERISOURCEBERGEN CORP COM	29,679	82,968
1611 SHS - APPLE, INC.	81,512	169,574
161 SHS - ARISTA NETWORKS, INC.	6,933	12,532
1023 SHS - BECTON DICKINSON & CO.	79,594	157,634
14650 SHS - BERKSHIRE HATHAWAY CL B	673,929	1,934,386
3011 SHS - BORGWARNER INC	133,854	130,166
4698 SHS - CANADIAN NAT RES LTD	137,752	102,557
1144 SHS - CANADIAN PACIFIC LTD	114,016	145,974
1525 SHS - CARMAX INC W/I COM	90,402	82,304
2300 SHS - CARNIVAL CORP CL A	108,978	125,304
1508 SHS - CATERPILLAR INC. DEL	96,251	102,484
1400 SHS - CELGENE CORP	164,045	167,664
4216 SHS - CERNER CORP COM	278,456	253,677
6884 SHS - CISCO SYSTEMS, INC.	145,349	186,935
1700 SHS - COGNIZANT TECH SOLUTIONS	107,051	102,034
1700 SHS - COLGATE-PALMOLIVE CO.	65,548	113,254
2857 SHS - COMCAST CORP.	48,548	161,221
900 SHS - CVS CAREMARK CORP COM STK	95,203	87,993
1582 SHS - COSTCO WHSL. CORP.	103,200	255,493

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10247 SHS - DANONE	154,450	139,462
1404 SHS - DISNEY (WALT) HOLDING CO.	47,293	147,532
1300 SHS - DOLLAR GENERAL CORP	97,875	93,431
2000 SHS - DOLLAR TREE STORES INC	136,641	154,440
1415 SHS - ECOLAB INC	159,391	161,848
1400 SHS - ESTEE LAUDER COMPANIES INC C1 A	93,846	123,284
2515 SHS - FACEBOOK	136,096	263,220
1053 SHS - FEDEX CORP.	87,155	156,886
3814 SHS - J P MORGAN CHASE & CO., INC.	214,830	251,838
1100 SHS - GILEAD SCIENCES INC COM	66,322	111,309
1400 SHS - HONEYWELL INTERNATIONAL INC.	140,681	144,998
2458 SHS - JOHNSON & JOHNSON	157,704	252,486
1300 SHS - KRAFT HEINZ COMPANY	93,610	94,588
1000 SHS - MASTERCARD CL A	89,631	97,360
1690 SHS - MCGRAW HILL FINANCIAL INC	112,043	166,600
509 SHS - MCKESSON CORP	84,090	100,390
3435 SHS - MICROSOFT	103,929	190,574
4100 SHS - MONDELEZ INTERNATIONAL	89,587	183,844
1521 SHS - MONSANTO CO NEW COM	107,544	149,849
300 SHS - MONSTER BEVERAGE CORP	41,355	44,688
3840 SHS - NESTLE SA	180,533	285,773
3718 SHS - NIKE INC CL B	123,724	232,375
2568 SHS - NORWEGIAN CRUISE LINE HOLDINGS LTD	83,320	150,485
1938 SHS - NOVARTIS ADR	100,673	166,746
700 SHS - OCCIDENTAL PETROLEUM CORP.	50,060	47,327
2912 SHS - PACCAR INC.	172,618	138,029
5423 SHS - PAYPAL HOLDINGS, INC.	161,958	196,313
3697 SHS - PEPSICO, INC.	252,213	369,404
1049 SHS - PROCTER & GAMBLE CO.	63,580	83,301
6022 SHS - PROGRESSIVE CORP OHIO	104,506	191,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1392 SHS - RALPH LAUREN CORP	180,521	155,180
5754 SHS - ROCHE HOLDINGS LTD.	126,203	198,340
1045 SHS - ROPER INDS INC NEW	183,008	198,331
2301 SHS - SCHLUMBERGER LTD.	199,616	160,495
10193 SHS - SOUTHWESTERN ENERGY	230,712	72,472
2000 SHS - STARBUCKS CORP	50,015	120,060
4665 SHS - TEXAS INSTRUMENTS, INC.	117,536	255,689
1100 SHS - THERMO FISHER SCIENIFIC	130,935	156,035
2062 SHS - TIFFANY & CO.	137,888	157,310
2100 SHS - TJX COMPANIES, INC.	106,422	148,911
2065 SHS - UNION PACIFIC CORP	97,220	161,483
1323 SHS - UNITEDHEALTH GROUP INC COM	136,173	155,638
1450 SHS - UNITED PARCEL SERVICES INC. CL B	118,516	139,534
4560 SHS - US BANCORP	131,153	194,575
2352 SHS - VISA INC. CL A	63,491	182,398
1900 SHS - WALGREENS BOOTS ALLIANCE	134,710	161,795
5377 SHS - WELLS FARGO & CO NEW COM STK	169,783	292,294
1176 SHS - WORKDAY INC	89,692	93,704
875 SHS - W W GRAINGER INC	90,839	177,266
1597 SHS - YUM BRANDS INC	118,865	116,661
81747 SHS - LONGLEAF PARTNERS INTERNATIONAL	2,267,270	2,205,536
44010 SHS - OAKMARK INTERNATIONAL FUND	727,035	940,058
33161 SHS - OAKMARK INTERNATIONAL SMALL CAP	585,000	469,886
41755 SHS - TWEEDY BROWNE GLOBAL VALUE	1,094,930	1,021,328
102683 SHS - VANGUARD S/T INVESTMENT GRADE	1,087,646	1,084,328

TY 2015 Other Expenses Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	200	0		0
MISCELLANEOUS	792	0		0

TY 2015 Other Liabilities Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED EXPENSES	7,949	0

TY 2015 Other Professional Fees Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	110,424	110,424		0

TY 2015 Taxes Schedule**Name:** RIVER BRANCH FOUNDATION**EIN:** 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,375	9,375		0
EXCISE TAXES	10,765	0		0