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

OMB No. 1545-0052

2015

Open to Public Inspection

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

For calendar year 2015 or tax year beginning 08/01/15, and ending 07/31/16

Name of foundation

CONN MEMORIAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
3410 HENDERSON BOULEVARD RM/STE 200

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
TAMPA FL 33609G Check all that apply
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► \$ 22,342,433 (Part I, column (d) must be on cash basis)J Accounting method
 Cash Accrual
 Other (specify)

A Employer identification number

59-0978713

B Telephone number (see instructions)
813-554-1210

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ►

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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1 Contributions, gifts, grants, etc., received (attach schedule)			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities	317,512	317,512	
5a Gross rents	30,463	30,463	
b Net rental income or (loss) 28,908			
6a Net gain or (loss) from sale of assets not on line 10	892,239		
b Gross sales price for all assets on line 6a 29,003,780			
7 Capital gain net income (from Part IV, line 2)		892,239	
8 Net short-term capital gain			0
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule) STMT 1	2,371	2,371	
12 Total. Add lines 1 through 11	1,242,585	1,242,585	0
13 Compensation of officers, directors, trustees, etc	151,541	3,031	148,510
14 Other employee salaries and wages	41,251		41,251
15 Pension plans/employee benefits	26,721	928	25,793
16a Legal fees (attach schedule) STMT 2	5,855	234	5,621
b Accounting fees (attach schedule) STMT 3	113,862	111,920	1,942
17 Interest OGDEN, UT			
18 Taxes (attach schedule) (see instructions) STMT 4	11,978	1,578	
19 Depreciation (attach schedule) and depletion STMT 5	256	256	
20 Occupancy	18,969	759	18,210
21 Travel, conferences, and meetings	1,957	78	1,879
22 Printing and publications			
23 Other expenses (attach schedule) STMT 6	10,608	391	10,217
24 Total operating and administrative expenses.			
Add lines 13 through 23	382,998	119,175	0
25 Contributions, gifts, grants paid	809,769		809,769
26 Total expenses and disbursements. Add lines 24 and 25	1,192,767	119,175	0
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	49,818		
b Net investment income (if negative, enter -0-)		1,123,410	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

DAA

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing		119,432	125,773	125,773
2	Savings and temporary cash investments		799,273	622,532	622,532
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (att. schedule) ►	0			
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments – U S and state government obligations (attach schedule)				
b	Investments – corporate stock (attach schedule)	SEE STMT 7	10,149,240	9,299,910	10,185,356
c	Investments – corporate bonds (attach schedule)	SEE STMT 8	2,570,937	4,072,328	4,188,635
11	Investments – land, buildings and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	SEE STATEMENT 9	7,246,848	6,815,261	7,219,770
14	Land buildings and equipment basis ►	1,282			
	Less accumulated depreciation (attach sch) ►	STMT 10	914	624	368
15	Other assets (describe ►))			
16	Total assets (to be completed by all filers – see the instructions Also see page 1, item I)		20,886,354	20,936,172	22,342,433
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)		0	0	
Net Assets or Fund Balances					
24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
29	Capital stock, trust principal, or current funds		26,007,848	26,007,848	
30	Paid-in or capital surplus, or land, bldg, and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds		-5,121,494	-5,071,676	
32	Total net assets or fund balances (see instructions)		20,886,354	20,936,172	
33	Total liabilities and net assets/fund balances (see instructions)		20,886,354	20,936,172	

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	20,886,354
2	Enter amount from Part I, line 27a	2	49,818
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	20,936,172
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	20,936,172

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 US BANK SECURITY SALES			P	VARIOUS	VARIOUS
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 29,003,780		28,111,541	892,239		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any			
a					892,239
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	892,239	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	892,239	

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))
2014	1,293,214	23,154,573	0.055851
2013	1,205,640	24,163,497	0.049895
2012	1,238,814	21,467,803	0.057706
2011	1,237,634	21,480,554	0.057616
2010	982,353	21,959,095	0.044736

2 Total of line 1, column (d)

2 0.2658043 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 0.053161**

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4 21,410,822

5 Multiply line 4 by line 3

5 1,138,221

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

6 11,234

7 Add lines 5 and 6

7 1,149,455

8 Enter qualifying distributions from Part XII, line 4

8 1,063,192If 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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	22,468	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	22,468	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0	
3	Add lines 1 and 2	5	22,468	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	6	Credits/Payments	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	6a	2015 estimated tax payments and 2014 overpayment credited to 2015	9,692
6	Credits/Payments	6b	Exempt foreign organizations – tax withheld at source	
a		6c	Tax paid with application for extension of time to file (Form 8868)	19,625
b		6d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	7	29,317	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	298	
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	6,551	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax ►	11	Refunded ►	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes	No
1b		X	
c	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	Yes	No
c		X	
d	Did the foundation file Form 1120-POL for this year?	Yes	No
d		X	
(1)	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	Yes	No
(1)	On the foundation ► \$ _____	X	
(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 ► \$ _____	Yes	No
e		X	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2	If "Yes," attach a detailed description of the activities	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	Yes	No
3	X		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5	If "Yes," attach the statement required by General Instruction T	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes	No
6	• By language in the governing instrument, or	X	
	• 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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	Yes	No
7	X		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	N/A	
FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes	No
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	Yes	No
9	X		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10	X		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CONNFOUNDATION.ORG	13	X	
14	The books are in care of ► SHEFFIELD CROWDER FOUNDATION ADDRESS	Telephone no ► 813-554-1210		
Located at ► TAMPA		FL	ZIP+4 ► 33609	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 ► 		
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for FinCEN Form 114. 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► 		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	N/A 1c		
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	N/A 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 2015?	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		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 11				

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions) If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

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	20,861,333
b	Average of monthly cash balances	1b	875,476
c	Fair market value of all other assets (see instructions)	1c	66
d	Total (add lines 1a, b, and c)	1d	21,736,875
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	21,736,875
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	326,053
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,410,822
6	Minimum investment return. Enter 5% of line 5	6	1,070,541

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	1,070,541
2a	Tax on investment income for 2015 from Part VI, line 5	2a	22,468
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,468
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,048,073
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,048,073
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,048,073

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	1,063,192
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	1,063,192
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,063,192
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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

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				1,048,073
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014	129,796			
f Total of lines 3a through e	129,796			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,063,192				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2015 distributable amount				1,048,073
e Remaining amount distributed out of corpus	15,119			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below.	144,915			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	144,915			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014	129,796			
e Excess from 2015	15,119			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling				►																																																			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																							
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2015</th> <th>(b) 2014</th> <th>(c) 2013</th> <th>(d) 2012</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table>			Tax year	Prior 3 years			(e) Total	(a) 2015	(b) 2014	(c) 2013	(d) 2012																																								
Tax year	Prior 3 years			(e) Total																																																				
	(a) 2015	(b) 2014	(c) 2013					(d) 2012																																																
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))
N/A

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

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

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

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

BETH DOYLE 813-554-1210

3410 HENDERSON BLVD STE 200 TAMPA FL 33609

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 12

c Any submission deadlines

SEE STATEMENT 13

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

SEE STATEMENT 14

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				809,769
Total			► 3a	809,769
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(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					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		350,346	892,239
13	Total. Add line 12, columns (b), (d), and (e)				13	1,242,585

(See worksheet in line 13 instructions to verify calculations)

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

- b Other transactions**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

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

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

**Sign
Here**

Shaffer

13/15/17

PRESIDENT

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	SEAN M. JOHNSON		03/14/17	
	Firm's name ► BROYLES, ROOKS & JOHNSON CPAS, P.A.	PTIN P00485525		
Firm's address ► 515 W BAY ST STE 101 TAMPA, FL 33606	Firm's EIN ► 20-3559613			
	Phone no 813-251-6603			

CONN MEMORIAL FOUNDATION, INC
 FYE 7/31/16 ATTACHMENT TO 990PF
 59-0978713

PART II BALANCE SHEETS	2016	BOOK VALUE	FMV VALUE	
PART 11, LINE 10b				
Mutual Funds - Equity				
DFA Emerg Mkts Core Equity	820,618.99	829,289.02		
Dodge & Cox International	1,415,602.63	1,472,295.65		
US Small Cap	1,291,866.29	1,332,440.96		
Vanguard Dividend Appreciation	2,050,000.00	2,176,556.51		
Vanguard Developed Markets	1,495,941.97	1,406,059.26		
Vanguard 500 Index	1,675,646.63	2,417,555.37		
Mutual Funds - Fixed Income				
Vanguard Total Return II Fund	7.63	7.93		
Vanguard Short Tm Bd Index	0.72	0.73		
Vanguard Ultra Short Term Bond	<u>550,224.78</u>	<u>551,150.78</u>		
TOTAL INVESTMENTS - STOCK	<u>9,299,909.64</u>		<u>10,185,356.21</u>	
PART 11, LINE 10c				
Government Issue	4,072,328.28	4,188,634.80		
Corporate Bonds	<u>0.00</u>	<u>0.00</u>		
TOTAL INVESTMENTS - BONDS	<u>4,072,328.28</u>		<u>4,188,634.80</u>	
PART 11, LINE 13b, 13c				
Managers				
Drake Capital Offshore	0.00	0.00		
Ssga Real Asset Fund	998,131.45	1,044,129.13		
Brandywine Global Fxd Inc Fund	1,546,385.78	1,643,072.96		
Kiltearn Global	2,130,732.60	2,260,383.94		
Pimco	1,060,784.21	1,203,770.43		
Standard Life	1,050,000.00	1,039,186.30		
Mondrian Global Opp Fd LP	0.00	0.00		
EnTrust Capital Diversified	<u>0.00</u>	<u>0.00</u>		
TOTAL PARTNERSHIPS/JT VENTURES	<u>6,786,034.04</u>		<u>7,190,542.76</u>	

00019404
29-12-B-62-C-223-04
0401 -91-00646-04

CONN MEMORIAL-CONSOLIDATED
ACCOUNT 001050984342

SALES AND MATURITIES (continued)
Period from August 1, 2015 to July 31, 2016
Page 396 of 417

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	TRANSACTION PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
------	-------------	------------------------	------------	-------------------------	---------------------	-----------------------

Total Miscellaneous		- 2,503,146.366	.00	6,302,800.34	- 5,622,249.43	680,550.91
Total Sales And Maturities		- 22,589,794.393	125.72	29,003,780.38	- 28,111,542.15	892,238.23



Recap - Grant Award Summary
Conn Memorial Foundation
FEIN: 59-0978713
7/31/2016

ORGANIZATION	PAID	AREA
Program Grants:		
A Brighter Community	\$ 25,000.00	Underprivileged
Academy Prep	\$ 50,000.00	Underprivileged
Alpha House	\$ 20,000.00	Underprivileged
Big Brothers Big Sisters	\$ 15,000.00	Underprivileged
Boys & Girls Club	\$ 25,000.00	Underprivileged
Boys & Girls Club	\$ 50,000.00	Underprivileged
Champions for Children	\$ 30,000.00	Underprivileged
Children's Home	\$ 10,000.00	Underprivileged
Community Tampa Bay	\$ 15,000.00	Underprivileged
Computer Mentors	\$ 5,000.00	Underprivileged
Cornerstone Family Ministries	\$ 25,000.00	Underprivileged
Cornerstone Kids	\$ 5,000.00	Underprivileged
Cornerstone Kids	\$ 10,000.00	Underprivileged
Devereux	\$ 10,000.00	Underprivileged
Dream Center	\$ 5,000.00	Underprivileged
Easter Seals	\$ 25,000.00	Underprivileged
Florida Nonprofit Alliance	\$ 2,500.00	Underprivileged
Florida Philanthropic Network	\$ 3,400.00	Underprivileged
Frameworks	\$ 30,000.00	Underprivileged
Friends of the Children's Board	\$ (20,631.28)	Underprivileged
Girl Scouts	\$ 15,000.00	Underprivileged
Hillsborough Education Fnd.	\$ 5,000.00	Underprivileged
Metropolitan Ministries	\$ 50,000.00	Underprivileged
Monterey High School	\$ 10,000.00	Underprivileged
Nonprofit Leadership Center	\$ 75,000.00	Underprivileged
Oasis	\$ 5,000.00	Underprivileged
OASIS	\$ 10,000.00	Underprivileged
PACE Center for Girls	\$ 10,000.00	Underprivileged
PCAT Literacy Ministries	\$ 5,000.00	Underprivileged
Powerstories	\$ 10,000.00	Underprivileged
Powerstories	\$ 15,000.00	Underprivileged
Presbyterian Learning Centers	\$ 25,000.00	Underprivileged
Salesian Sisters of Tampa, Inc.	\$ 15,000.00	Underprivileged
Starting Right Now	\$ 15,000.00	Underprivileged
St. Peter Claver	\$ 22,500.00	Underprivileged
UCP	\$ 25,000.00	Underprivileged
Voices for Children	\$ 7,000.00	Underprivileged
YMCA	\$ 30,000.00	Underprivileged
YMCA	\$ 10,000.00	Underprivileged
YMCA	\$ 90,000.00	Underprivileged
Young Life	\$ 20,000.00	Underprivileged
Total	\$ 809,768.72	

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 2,011 360	\$ 2,011 360	\$ 0
CONN - HAND FARM			
TOTAL	\$ 2,371	\$ 2,371	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net
ACCOUNTING FEES	\$ 5,855	\$ 234	\$ 0
TOTAL	\$ 5,855	\$ 234	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net
INVESTMENT ADVISORY FEES	\$ 111,031	\$ 111,031	\$ 0
PROFESSIONAL SERVICES	\$ 2,831	\$ 889	
TOTAL	\$ 113,862	\$ 111,920	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net
ARKANSAS PROPERTY TAX	\$ 23	\$ 23	\$ 0
SEVERANCE LEASE TAX	\$ 1,555	\$ 1,555	
FEDERAL EXCISE TAX	\$ 10,400		
TOTAL	\$ 11,978	\$ 1,578	\$ 0

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

		Description		Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Date Acquired	Cost Basis								
IPAD	\$ 9/22/12	822	\$ 466	S/L			\$ 164	\$ 164	\$ 164
COMPUTER	\$ 6/24/13	460	\$ 192	S/L			\$ 92	\$ 92	\$ 92
TOTAL	\$ 1,282	\$ 658					\$ 256	\$ 256	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

		Description		Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				\$	\$	\$	\$
AUTOMOBILE				405	405	405	405
INSURANCE D & O				1,935	77	1,858	1,858
INSURANCE P & C				1,882	75	1,807	1,807
COMPUTER EXPENSES				679	27	652	652
COPIER EXPENSES				300	12	288	288
LICENSE AND FEES				61	2	59	59
OFFICE SUPPLIES				329	13	316	316
PAYROLL SERVICE				516	21	495	495
POSTAGE				53	2	51	51
TELEPHONE				1,332	53	1,279	1,279
FUNDERS FORUM				280	11	269	269
FUNDRAISERS				395		395	395
MEALS & ENTERTAINMENT				580	23	557	557
MISCELLANEOUS				63	3	60	60
WEBSITE				1,798	72	1,726	1,726
TOTAL				\$ 10,608	\$ 0	\$ 10,217	\$ 10,217

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
MUTUEL FUNDS - SEE ATTACHED STMT	\$ 10,149,240	\$ 9,299,910	COST	\$ 10,185,356
TOTAL	\$ 10,149,240	\$ 9,299,910		\$ 10,185,356

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
FIXED INCOME - SEE ATTACHED	\$ 2,570,937	\$ 4,072,328	COST	\$ 4,188,635
TOTAL	\$ 2,570,937	\$ 4,072,328		\$ 4,188,635

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ARKANSAS LAND	\$ 66	\$ 66	COST	\$ 66
MISSISSIPPI MINERAL RIGHTS	\$ 29,161	\$ 29,161	COST	\$ 29,161
PARTNERSHIP/JT VENTURES - SEE STMT	\$ 7,217,621	\$ 6,786,034	COST	\$ 7,190,543
TOTAL	\$ 7,246,848	\$ 6,815,261		\$ 7,219,770

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
	\$ 624	\$ 1,282	\$ 914	\$ 367
TOTAL	\$ 624	\$ 1,282	\$ 914	\$ 367

590978713 CONN MEMORIAL FOUNDATION
59-0978713
FYE: 7/31/2016

Federal Statements

3/14/2017 3:37 PM

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
<u>Etc.</u>					
SHEFFIELD CROWDER FOUNDATION ADDRESS TAMPA FL 33603	PRESIDENT	0.00	151,541	0	0
BETH DOYLE FOUNDATION ADDRESS TAMPA FL 33603	GRANT DIRECT	0.00	0	0	0
DAVID KENNEDY FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
SCOTT PIEPER FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
PETER J GARDNER FOUNDATION ADDRESS TAMPA FL 33603	TREASURER	0.00	0	0	0
DR. MARIO HERNANDEZ FOUNDATION ADDRESS TAMPA FL 33603	VICE-CHAIR	0.00	0	0	0
NURI DELACRUZ AYRES FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
SONJA GARCIA FOUNDATION ADDRESS TAMPA FL 33603	SECRETARY	0.00	0	0	0
RON PETERSON FOUNDATION ADDRESS TAMPA FL 33603	CHAIR	0.00	0	0	0

Federal Statements**Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

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

Statement 13 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

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

Statement 14 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

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