

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2016

Open to Public Inspection

► 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 2016 or tax year beginning 08/01/16, and ending 07/31/17

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

A Employer identification number

59-0978713

B Telephone number (see instructions)

813-554-1210

City or town, state or province, country, and ZIP or foreign postal code

TAMPA

FL 33609

1707

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 foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► \$ 23,708,826J Accounting method Cash Accrual Other (specify)

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

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► Part I Analysis of Revenue and Expenses (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	418,914	418,914		
5a	Gross rents	68,638	68,638		
b	Net rental income or (loss)	61,997			
6a	Net gain or (loss) from sale of assets not on line 10	161,311			
b	Gross sales price for all assets on line 6a	5,791,087			
7	Capital gain net income (from Part IV, line 2)		161,311		
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	29,865	29,865	
12	Total. Add lines 1 through 11		678,728	678,728	0
13	Compensation of officers, directors, trustees, etc		154,571	3,091	151,480
14	Other employee salaries and wages		42,077		42,077
15	Pension plans, employee benefits		26,909	934	25,975
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	STMT 2	1,933	77	1,856
c	Other professional fees (attach schedule)	STMT 3	130,397	129,519	878
17	Interest				
18	Taxes (attach schedule) (see instructions)	STMT 4	43,015	6,666	
19	Depreciation (attach schedule) and depletion	STMT 5	2,016	2,016	
20	Occupancy		18,508	741	17,767
21	Travel, conferences, and meetings		2,346	94	2,252
22	Printing and publications				
23	Other expenses (att sch)	STMT 6	15,794	588	15,206
24	Total operating and administrative expenses.				
	Add lines 13 through 23		437,566	143,726	0 257,491
25	Contributions, gifts, grants paid		806,400		806,400
26	Total expenses and disbursements. Add lines 24 and 25		1,243,966	143,726	0 1,063,891
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements		-565,238		
b	Net investment income (if negative, enter -0-)			535,002	
c	Adjusted net income (if negative, enter -0-)				0

For Paperwork Reduction Act Notice, see instructions.

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		End of year	
			(a) Book Value		(b) Book Value	
			(c) Fair Market Value			
1	Cash – non-interest-bearing		125,773		53,834	53,834
2	Savings and temporary cash investments		622,532		430,455	430,455
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	9,299,910		9,016,741	11,275,165
c	Investments – corporate bonds (attach schedule)	SEE STMT 8	4,072,328		4,289,542	4,279,322
11	Investments – land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach sch) ►					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)	SEE STATEMENT 9	6,815,261		6,579,892	7,669,580
14	Land, buildings, and equipment basis ►	3,400				
	Less accumulated depreciation (attach sch) ►	STMT 10	2,930		368	470
15	Other assets (describe ►))				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		20,936,172		20,370,934	23,708,826
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		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
24	Unrestricted					
25	Temporarily restricted					
26	Permanently restricted					
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		► <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds		26,007,848		26,007,848	
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds		-5,071,676		-5,636,914	
30	Total net assets or fund balances (see instructions)		20,936,172		20,370,934	
31	Total liabilities and net assets/fund balances (see instructions)		20,936,172		20,370,934	

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	20,936,172
2	Enter amount from Part I, line 27a	2	-565,238
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	20,370,934
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	20,370,934

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 5,791,087		5,629,776	161,311		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			161,311		
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	161,311	
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	161,311	

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))
2015	1,063,192	21,410,822	0.049657
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

2 Total of line 1, column (d) **2 0.270725**

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 0.054145**

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 **4 22,398,710**

5 Multiply line 4 by line 3 **5 1,212,778**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6 5,350**

7 Add lines 5 and 6 **7 1,218,128**

8 Enter qualifying distributions from Part XII, line 4 **8 1,063,891**

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

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

1a	Exempt operating 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	10,700
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	10,700
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	10,700
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	23,426	
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	23,426	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	12,726	
11	Enter the amount of line 10 to be. Credited to 2017 estimated tax ► 12,726	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)?

		X
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If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c Did the foundation file Form 1120-POL for this year?

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

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1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

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2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

		X
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If "Yes," attach a detailed description of the activities.

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

		X
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4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

		X
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4b If "Yes," has it filed a tax return on Form 990-T for this year?

		X
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

		X
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If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

		X
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● By language in the governing instrument, or

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● 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?

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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

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8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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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

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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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

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2

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)

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)

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

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

Telephone no. ► **813-554-1210**

	Yes	No
11		X
12		X
13	X	

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

16 At any time during calendar year 2016, 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 ►

► **15** □

	Yes	No
16	X	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here **N/A**

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? **N/A**

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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
If "Yes," list the years ► 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) **N/A**

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20 **2b**

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 2016 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 2016) **N/A**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **3b**

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 2016? **4a** Yes No **4b**

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

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

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

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	22,244,131
b	Average of monthly cash balances	1b	495,610
c	Fair market value of all other assets (see instructions)	1c	66
d	Total (add lines 1a, b, and c)	1d	22,739,807
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	22,739,807
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	341,097
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,398,710
6	Minimum investment return. Enter 5% of line 5	6	1,119,936

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	1,119,936
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,700
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,700
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,109,236
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,109,236
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	1,109,236

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,063,891
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	1,063,891
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	1,063,891
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,109,236
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2016.				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	129,796	144,915		
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ <u>1,063,891</u>				
a Applied to 2015, 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 2016 distributable amount				1,063,891
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	45,345			45,345
6 Enter the net total of each column as indicated below:	99,570			
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	99,570			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014	84,451			
d Excess from 2015	15,119			
e Excess from 2016				

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 2016, 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							
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

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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 ATTACHED SCHEDULE				806,400
Total			► 3a	806,400
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		517,417	161,311
13	Total. Add line 12, columns (b), (d), and (e)					678,728

(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 or

- (1) Cash
- (2) Other assets

b Other transactions

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

Shoff C

8

PRESIDENT

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date
	SEAN M. JOHNSON			12/08/17
	Firm's name ► BROYLES, ROOKS & JOHNSON CPAS, P.A.		PTIN	P00485525
Firm's address ► 1009 W CLEVELAND ST TAMPA, FL 33606		Firm's EIN ►	20-3559613	
		Phone no.	813-251-6603	
		Check <input type="checkbox"/> if self-employed		

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	\$ 26,865	\$ 26,865	\$ 0
CONN - HAND FARM	3,000	3,000	
TOTAL	\$ 29,865	\$ 29,865	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 1,933	\$ 77	\$ 0	\$ 1,856
TOTAL	\$ 1,933	\$ 77	\$ 0	\$ 1,856

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISORY FEES	\$ 128,627	\$ 128,627	\$ 0	\$ 0
PROFESSIONAL SERVICES	1,770	892		878
TOTAL	\$ 130,397	\$ 129,519	\$ 0	\$ 878

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ARKANSAS PROPERTY TAX	\$ 25	\$ 25	\$ 0	\$ 0
SEVERENCE LEASE TAX	6,641	6,641		
FEDERAL EXCISE TAX	36,349			
TOTAL	\$ 43,015	\$ 6,666	\$ 0	\$ 0

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

	Description							
	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
IPAD	9/22/12	\$ 822	\$ 630	S/L	5	\$ 165	\$ 165	\$ 165
COMPUTER	6/24/13	460	284	S/L	5	92	92	92
TWO LASER PRINTERS				200DB	5	539	539	539
11/16/16				200DB	7	1,220	1,220	1,220
DESK	2/09/17	\$ 1,220	\$ 914					
TOTAL		\$ 3,400						
						\$ 0	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				\$
AUTOMOBILE	417			417
INSURANCE D & O	1,935			1,858
INSURANCE P & C	1,953			1,875
COMPUTER EXPENSES	3,454			3,316
COPIER EXPENSES	75			72
LICENSE AND FEES	124			119
OFFICE SUPPLIES	783			752
PAYROLL SERVICE	516			495
POSTAGE	61			59
TELEPHONE	1,167			1,120
FUNDERS FORUM	180			173
FUNDRAISERS	643			643
MEALS & ENTERTAINMENT	982			943
MISCELLANEOUS	2,305			2,213
WEBSITE	1,199			1,151
TOTAL	\$ 15,794	\$ 588	\$ 0	\$ 15,206

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUEL FUNDS - SEE ATTACHED STMT	\$ 9,299,910	\$ 9,016,741	COST	\$ <u>11,275,165</u>
TOTAL	\$ 9,299,910	\$ 9,016,741		\$ <u>11,275,165</u>

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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	\$ 4,072,328	\$ 4,289,542	COST	\$ 4,279,322
TOTAL	\$ 4,072,328	\$ 4,289,542		\$ 4,279,322

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	\$ 29,161	\$ 29,161	COST	\$ 66
MISSISSIPPI MINERAL RIGHTS	6,786,034	6,550,665	COST	7,669,514
PARTNERSHIP/JT VENTURES - SEE STMT			COST	
TOTAL	\$ 6,815,261	\$ 6,579,892		\$ 7,669,580

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>
	\$ 368	\$ 3,400	\$ 2,930	\$ 470
TOTAL	\$ 368	\$ 3,400	\$ 2,930	\$ 470

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>
SHEFFIELD CROWDER FOUNDATION ADDRESS TAMPA FL 33603	PRESIDENT	0.00	154,571	0	0
BETH DOYLE	GRANT DIRECT	0.00	0	0	0

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

Etc. (continued)

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
FOUNDATION ADDRESS TAMPA FL 33603	VICE CHAIR	0.00	0	0	0
DAVID KENNEDY FOUNDATION ADDRESS TAMPA FL 33603	CHAIR	0.00	0	0	0
SCOTT PIEPER FOUNDATION ADDRESS TAMPA FL 33603	TREASURER	0.00	0	0	0
PETER J GARDNER FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
DR. MARIO HERNANDEZ FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
BOB BUESING FOUNDATION ADDRESS TAMPA FL 33603	SECRETARY	0.00	0	0	0
SONJA GARCIA FOUNDATION ADDRESS TAMPA FL 33603	DIRECTOR	0.00	0	0	0
CATHY VALDEZ FOUNDATION ADDRESS TAMPA FL 33603					

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

CONN MEMORIAL FOUNDATION, INC
FYE 7/31/17 ATTACHMENT TO 990PF
59-0978713

PART II BALANCE SHEETS

	2017	BOOK VALUE	FMV VALUE
PART 11, LINE 10b			
Mutual Funds - Equity			
DFA Emerg Mkts Core Equity		834,291.58	1,005,731.19
Dodge & Cox International		1,282,849.56	1,657,611.74
US Small Cap		1,202,875.61	1,415,499.38
Vanguard Dividend Appreciation		2,050,000.00	2,386,583.38
Vanguard Developed Markets		1,495,941.97	1,621,005.82
Vanguard 500 Index		1,584,776.30	2,621,744.39
Mutual Funds - Fixed Income			
Vanguard Total Return II Fund		0.00	0.00
Vanguard Short Tm Bd Index		0.00	0.00
Vanguard Ultra Short Term Bond		<u>566,003.32</u>	<u>566,988.67</u>
TOTAL INVESTMENTS - STOCK		<u>9,016,738.34</u>	<u>11,275,164.57</u>
PART 11, LINE 10c			
Government Issue		4,289,541.71	4,279,322.07
Corporate Bonds		<u>0.00</u>	<u>0.00</u>
TOTAL INVESTMENTS - BONDS		<u>4,289,541.71</u>	<u>4,279,322.07</u>
PART 11, LINE 13b, 13c			
Managers			
Drake Capital Offshore		0.00	0.00
Ssga Real Asset Fund		995,312.28	1,082,152.84
Brandywine Global Fxd Inc Fund		1,539,436.26	1,717,087.34
Kiltarn Global		1,923,571.24	2,536,520.06
Pimco		1,042,345.48	1,252,522.01
Standard Life		1,050,000.00	1,081,231.43
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>6,550,665.26</u>	<u>7,669,513.68</u>