

Return of Private Foundation

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

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/form990.

Open to Public Inspection

For calendar year 2014 or tax year beginning **JUL 1, 2014**, and ending **JUN 30, 2015**

Name of foundation THE PATTERSON FOUNDATION		A Employer identification number 65-6230256
Number and street (or P.O. box number if mail is not delivered to street address) 2 N. TAMiami TRAIL	Room/suite 206	B Telephone number (941) 952-1413
City or town, state or province, country, and ZIP or foreign postal code SARASOTA, FL 34236		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 234,214,009.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	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	4,805,926.	4,921,643.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,553,437.			
	b Gross sales price for all assets on line 6a 135,074,992.				
	7 Capital gain net income (from Part IV, line 2)		26,553,437.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	20,266.	1,232,008.		STATEMENT 2	
12 Total. Add lines 1 through 11	31,379,629.	32,707,088.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	919,337.	629,780.		289,557.
	14 Other employee salaries and wages	123,500.	0.		123,500.
	15 Pension plans, employee benefits	143,023.	10,906.		133,068.
	16a Legal fees STMT 3	26,239.	0.		26,239.
	b Accounting fees STMT 4	79,881.	0.		83,031.
	c Other professional fees STMT 5	1,044,527.	596,798.		814,550.
	17 Interest				
	18 Taxes STMT 6	270,126.	0.		0.
	19 Depreciation and depletion	9,663.	0.		
	20 Occupancy	180,700.	0.		180,982.
	21 Travel, conferences, and meetings	202,414.	0.		202,414.
	22 Printing and publications				
	23 Other expenses STMT 7	1,719,913.	0.		2,666,780.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,719,323.	1,237,484.		4,520,121.
	25 Contributions, gifts, grants paid	4,159,607.			5,516,540.
26 Total expenses and disbursements. Add lines 24 and 25	8,878,930.	1,237,484.		10,036,661.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	22,500,699.				
b Net investment income (if negative, enter -0-)		31,469,604.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	106,771.	173,392.	173,392.
	2 Savings and temporary cash investments	2,896,393.	1,799,799.	1,799,799.
	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			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	296,018.	498,306.	498,306.
	10a Investments - U.S. and state government obligations STMT 9	20,649,312.	8,262,050.	8,262,050.
	b Investments - corporate stock STMT 10	126,010,991.	120,613,477.	120,613,477.
	c Investments - corporate bonds STMT 11	30,350,311.	38,154,407.	38,154,407.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 12	62,373,603.	64,675,494.	64,675,494.	
14 Land, buildings, and equipment: basis	233,463.			
Less: accumulated depreciation	196,379.	46,747.	37,084.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	242,730,146.	234,214,009.	234,214,009.	
Liabilities	17 Accounts payable and accrued expenses	1,856,699.	237,886.	
	18 Grants payable	2,157,238.	1,090,884.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 13)	726,655.	192,917.	
23 Total liabilities (add lines 17 through 22)	4,740,592.	1,521,687.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	237,989,554.	232,692,322.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	237,989,554.	232,692,322.		
31 Total liabilities and net assets/fund balances	242,730,146.	234,214,009.		

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	237,989,554.
2 Enter amount from Part I, line 27a	2	22,500,699.
3 Other increases not included in line 2 (itemize) DEFERRED EXCISE TAX	3	501,488.
4 Add lines 1, 2, and 3	4	260,991,741.
5 Decreases not included in line 2 (itemize) UNREALIZED LOSS ON SECURITIES	5	28,299,419.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	232,692,322.

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 SEE ATTACHED	P	VARIOUS	12/31/14
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 135,074,992.		108,521,555.	26,553,437.
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) 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			26,553,437.
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	26,553,437.
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). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	11,665,385.	228,336,309.	.051089
2012	10,498,134.	219,728,986.	.047778
2011	10,837,252.	211,721,975.	.051186
2010	6,434,167.	217,898,706.	.029528
2009	2,288,046.	182,103,328.	.012565

2 Total of line 1, column (d)	2	.192146
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	.038429
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	231,020,351.
5 Multiply line 4 by line 3	5	8,877,881.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	314,696.
7 Add lines 5 and 6	7	9,192,577.
8 Enter qualifying distributions from Part XII, line 4	8	10,036,661.

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

Part VI		Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	314,696.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	314,696.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	314,696.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	649,636.	
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		O.R. OVERPAYMENT -347,260.	7
8 Enter any penalty for underpayment of estimated tax. Check here <input 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		SEE STATEMENT 14	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax		Refunded	11

Part VII-A		Statements Regarding Activities		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?				X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				X
1c	Did the foundation file Form 1120-POL for this year?				X
	d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>				X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>				X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X			
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	X			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>				X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?				X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	FL, IL				
8b	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? <i>If "No," attach explanation</i>	X			
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>				X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>				X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address WWW.THEPATTERSONFOUNDATION.ORG/				
14 The books are in care of THE PATTERSON FOUNDATION Telephone no. (941) 952-1413				
Located at 2 N. TAMiami TRAIL, SUITE 206, SARASOTA, FL ZIP+4 34236				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A				
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X				
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶				

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

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 checked="" type="checkbox"/> Yes <input 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)? 1b		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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. ▶ _____, _____, _____, _____		
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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) 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 2014? 4b		X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
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.

(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 16		919,337.	56,935.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NANCY HENRY - 2 N. TAMIAMI TRAIL, SUITE 206, SARASOTA, FL 34236	OFFICE MANAGER 40.00	61,750.	24,121.	0.
CAROL LIPP - 2 N. TAMIAMI TRAIL, SUITE 206, SARASOTA, FL 34236	INITIATIVE SUPPORT 40.00	61,750.	23,571.	0.

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. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes entries for WILLIS A. SMITH CONSTRUCTION, INC., MAGNIFY GOOD, THE CORLEY COMPANY, LLC, ERIKA NIES KELLY, and ACROBATIX WORLDWIDE.

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity (number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.) and Expenses. Includes entry 1 with N/A.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment (Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.) and Amount. Includes entry 1 with N/A and a total of 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	229,709,507.
b	Average of monthly cash balances	1b	4,828,920.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	234,538,427.
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	234,538,427.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,518,076.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	231,020,351.
6	Minimum investment return. Enter 5% of line 5	6	11,551,018.

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	11,551,018.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	314,696.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	443.
c	Add lines 2a and 2b	2c	315,139.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,235,879.
4	Recoveries of amounts treated as qualifying distributions	4	20,266.
5	Add lines 3 and 4	5	11,256,145.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,256,145.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	10,036,661.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,036,661.
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	5	314,696.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,721,965.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				11,256,145.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			9,948,158.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 10,036,661.				
a Applied to 2013, but not more than line 2a			9,948,158.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				88,503.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				11,167,642.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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	NONE	PC	SEE ATTACHED	5,516,540.
Total				3a 5,516,540.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues, 3 Interest on savings, 4 Dividends, 5 Net rental income, 6 Net rental income from personal property, 7 Other investment income, 8 Gain or loss from sales, 9 Net income from special events, 10 Gross profit from sales, 11 Other revenue (GRANT MONEY RECOVERY), 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Row 11: RECOVERY OF GRANT MONEY FROM PRIOR YEAR.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	4,805,926.	0.	4,805,926.	4,921,643.	
TO PART I, LINE 4	4,805,926.	0.	4,805,926.	4,921,643.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRANT MONEY RECOVERY	20,266.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,266.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	26,239.	0.		26,239.
TO FM 990-PF, PG 1, LN 16A	26,239.	0.		26,239.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	79,881.	0.		83,031.
TO FORM 990-PF, PG 1, LN 16B	79,881.	0.		83,031.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING	933,322.	0.		814,550.	
OTHER INVESTMENT FEES	111,205.	596,798.		0.	
TO FORM 990-PF, PG 1, LN 16C	1,044,527.	596,798.		814,550.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	270,126.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	270,126.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	36,340.	0.		36,274.	
POSTAGE	84,509.	0.		84,509.	
INTERNET/TELECOMMUNICATIONS	11,967.	0.		11,967.	
MISCELLANEOUS	107,589.	0.		102,208.	
COMPUTER EXPENSES	11,701.	0.		11,701.	
TEMPORARY HELP	8,795.	0.		8,795.	
PAYROLL PROCESSING	2,058.	0.		2,058.	
OFFICE SUPPLIES	10,059.	0.		10,059.	
MEMORIAL					
CONTRIBUTIONS/SPONSORSHIPS	11,225.	0.		13,725.	
INSURANCE	6,478.	0.		6,699.	
ADMINISTRATIVE MANAGEMENT	118,413.	0.		118,413.	
INITIATIVE EXPENSE	1,310,779.	0.		2,260,372.	
TO FORM 990-PF, PG 1, LN 23	1,719,913.	0.		2,666,780.	

FOOTNOTES

STATEMENT 8

PART VIII BREAK DOWN OF NORTHERN TRUST FEES

AS BOTH TRUSTEE AND INVESTMENT BROKER FOR TPF, NORTHERN TRUST RECEIVES BOTH CUSTODIAL FEES AND INVESTMENT FEES WHICH BREAK DOWN AS FOLLOWS:

CUSTODIAL FEES:	575,051.
INVESTMENT FEES:	596,798.
TOTAL FEES:	1,171,849.

DURING THE PREPARATION OF THE 2016 RETURN, INFORMATION SURFACED RELATED TO PAST UNDER-REPORTING OF K-1 INCOME FOR SOME OF THE HEDGE AND PRIVATE EQUITY INVESTMENTS. IT WAS DISCOVERED THAT SOME FUND MANAGERS HAVE OPTED NOT TO SEND OUT K-1'S, BUT RATHER, TO POST ONLINE THROUGH INVESTOR PORTALS. K-1 INCOME/LOSS REPORTING THROUGH THE ONLINE PORTALS WAS NOT CAPTURED IN YEARS PRIOR TO 2016. THE RETURNS FOR 2013, 2014 AND 2015 ARE BEING AMENDED TO REPORT THE PREVIOUSLY UNREPORTED INCOME. A DUAL-CONTROL SPREAD-SHEET SYSTEMS HAS BEEN DEVELOPED AND IMPLEMENTED TO ASSURE THAT ALL FUTURE K-1 INCOME FROM THE HEDGE FUNDS AND PRIVATE EQUITY FUNDS ARE CAPTURED IN FUTURE YEARS.

THE FOLLOWING ADJUSTMENTS WERE MADE TO PAGE 1, PART I, COLUMN B (NET INVESTMENT INCOME):

KNIGHTHEAD SPECIAL SITUATIONS REAL ESTATE LP LINE 11: OTHER INCOME	47,143.
VARADERO PARTNERS, LP LINE 11: OTHER INCOME	313,031.
FIRST STATE INVESTMENTS GLOBAL EMERGING MARKETS LEADERS FUND LINE 11: OTHER INCOME	918,977.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	X		8,262,050.	8,262,050.
TOTAL U.S. GOVERNMENT OBLIGATIONS			8,262,050.	8,262,050.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			8,262,050.	8,262,050.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	120,613,477.	120,613,477.
TOTAL TO FORM 990-PF, PART II, LINE 10B	120,613,477.	120,613,477.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	38,154,407.	38,154,407.
TOTAL TO FORM 990-PF, PART II, LINE 10C	38,154,407.	38,154,407.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	FMV	7,756,780.	7,756,780.
SEE ATTACHED SCHEDULE	FMV	5,921,797.	5,921,797.
SEE ATTACHED SCHEDULE	FMV	50,996,917.	50,996,917.
TOTAL TO FORM 990-PF, PART II, LINE 13		64,675,494.	64,675,494.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	726,655.	192,917.	
TOTAL TO FORM 990-PF, PART II, LINE 22	726,655.	192,917.	

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	14
TAX DUE FROM FORM 990-PF, PART VI		12,320.	
LATE PAYMENT INTEREST		1,332.	
TOTAL AMOUNT DUE		13,652.	

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT	15			
DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	11/15/15	12,320.	12,320.	.0300	137	140.
INTEREST RATE CHANGE	03/31/16	0.	12,460.	.0400	836	1,192.
DATE FILED	07/15/18		13,652.			
TOTAL LATE PAYMENT INTEREST						1,332.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN T. BERTEAU 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	CHAIRMAN OF THE DESIGNATIO 8.00	50,750.	5,075.	0.
RIC GREGORIA 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	DIRECTOR 3.00	0.	0.	0.
CHARLES D. BAILEY, JR. 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	DIRECTOR 3.00	0.	0.	0.
DEBRA JACOBS 2 N. TAMIAMI TRAIL, SUITE 206 SARASOTA, FL 34236	PRESIDENT & CEO 40.00	293,536.	51,860.	0.
NORTHERN TRUST 1515 RINGLING BLVD #200 SARASOTA, FL 34236	TRUSTEE 40.00	575,051.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		919,337.	56,935.	0.