Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

2949115326915 8 OMB No 1545-0052

interr	al Reven	ue Service	► Go to w	ww.irs.gov/Form990PF for	instructions and t	the lates	st informati	Off. Oper	to Public Inspection
For	calen	dar year 2017	7 or tax year be	ginning		, and	ending _		
Nan	ne of fou	indation					A Employer	identification number	
BEI	RNICE	S. TILTON IF	REVOCABLE T	RUST					
Nun	nber and	street (or P.O bo	x number if mail is no	ot delivered to street address)	Room	r/suite		59-7211279	
P.C). BOX	1908					B Telephone	number (see instruction	ns)
City	or town	, state or province	, country, and ZIP or	foreign postal code					
OR	LAND	0		<u>FL</u>	32802-19	08		(407) 237-563	7
For	eign cou	ntry name	Fore	gn province/state/county	Foreign post	al code	C If exempt	ion application is pendir	ng, check here 🕨 🔲
G	Check	all that apply:	Initial retu	m 🔲 Initial return	of a former public	charity	D 1. Foreigi	n organizations, check t	nere 🕨 🔲
			☐ Final retur			,	2. Foreigi	n organizations meeting	the 85% test.
			Address c	hange D Name chang	e	\bigcirc		here and attach compu	
H	Check	type of organ		ction 501(c)(3) exempt pr			E If private	foundation status was t	erminated under 👝
_				table trust 🗀 Other tax		tion	section 50)7(b)(1)(A), check here	▶ [
		arket value of		J Accounting method:		ccrual			
		f year (from Pa			L L Casii L F	CCIuai		idation is in a 60-month	. 🖂
		iyeai (iloliire 6) ▶ \$		Other (specify) (Part I, column (d) must be	on cach hacie /		under sec	tion 507(b)(1)(B), checl	спеге
					Ton cash basis.,		L		(d) Disbursements
	art I			kpenses (The total of	(a) Revenue and	(b) Ne	t investment	(c) Adjusted net	for chantable
				(d) may not necessanly (see instructions).)	expenses per books		ncome	income	purposes
				 			& * . *e ^ .	<u> </u>	(cash basis only)
	1		=	eived (attach schedule)			× ///// // '		
	2			ot required to attach Sch. B	10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	91, J. W. W.	**************************************	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	[# 1] Y #]
	3			orary cash investments		 -			
	4		d interest from s	ecurities	21,840		21,840		
İ	5a	Gross rents			Z6 797) (3 a . 12 . 5 . 1	*3	5 1 × **208		
	b		come or (loss)		* T. 3. (\$1. 14. 14. 14. 14. 14. 14. 14. 14. 14. 1	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1 N 7 N 1		
Revenue	6a	- ,	•	f assets not on line 10	26,687	100			
e.	_b		e for all assets on li		2 %^ `	1 1.0	4 T . '6'		3 % % 2
ev	7			Part IV, line 2)			26,687	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
œ	8					1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	9	Income modi				**************************************		*************	1 - 7 (- 4 , 1 % , 1)
	10a		s returns and allowa		25 1 Y 4 3 1 3	47,7	<u> </u>		
	b			. RECEIVED	**(% * % \)		<u> </u>		
	C			schedule)	 	13 20 3	-1. 18.91 M	 	* * * * * * * * * * * * * * * * * * * *
	11	Other income	(attach schedu	le)	<u> </u>	}		ļ <u>-</u>	M
	12	Total.UAddili	nes littrough 1	1 .0.5 . 1.8 . 2018 .	48,527		48,527		
es	13	•		ectors, trustees, etc.	19,167	<u> </u>	9,584		9,583
us	14	Other employ	vee salaries and	Wages	 	}		ļ	
cpenses	15	Pension plan	s employee ber ttach schedule)	erusyter · · · ·		 		 	
	16a					 			
Operating and Administrative E	Ь	_	•	dule)	2,500				2,500
Ę	_ C			ch schedule)	ļ 	}		 	
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ī.	18			instructions)	603		603	 	
풀	19			e) and depletion	}			ļ	
Þ	20				ļ	 		 	
7 0	21			etings		 		 	ļ
Ž	22					 		 	
9	23			dule)		 		ļ	
Ë	24			strative expenses.		[_	
ā					22,270		10,187	0	
þe	25			nid	40,861	 		 	40,861
0	26			ts. Add lines 24 and 25	63,131	<u> </u>	10,187	0	52,944
	27	Subtract line	26 from line 12:			.]		1	}
	a			s and disbursements	-14,604	1	<u></u>	1	
	ь			egative, enter -0-)		<u> </u>	38,340		
	C	Adjusted ne	t income (if neg	ative, enter -0-)				0	l

For Paperwork Reduction Act Notice, see instructions.

BERNICE S. TILTON IRREVOCABLE TRUST

Form 990-PF (2017)

Page 2 Attached schedules and amounts in the description column Beginning of year End of year Part II **Balance Sheets** should be for end-of-year amounts only. (See instructions) (a) Book Value (b) Book Value (c) Fair Market Value 1 1,122 2 Savings and temporary cash investments 13,847 40.447 40.447 Accounts receivable 3 Less: allowance for doubtful accounts Pledges receivable ▶ Less. allowance for doubtful accounts 5 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . Other notes and loans receivable (attach schedule) 7 Less: allowance for doubtful accounts 10a Investments—U.S. and state government obligations (attach schedule) b investments—corporate stock (attach schedule) Investments—corporate bonds (attach schedule) C Investments—land, buildings, and equipment: basis 11 Less: accumulated depreciation (attach schedule) 12 13 Investments—other (attach schedule) 1,022,600 981,355 Land, buildings, and equipment basis 14 Less: accumulated depreciation (attach schedule) 15 Other assets (describe > 16 Total assets (to be completed by all filers—see the 1.037.687 1.170.435 17 18 Liabilities 19 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable (attach schedule) . . . Other liabilities (describe
) 22 23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here ▶ □ Balances and complete lines 24 through 26, and lines 30 and 31. 24 25 26 Fund Foundations that do not follow SFAS 117, check here ▶ 🔀 and complete lines 27 through 31. ō 27 Capital stock, trust principal, or current funds 1.037.687 1,022,924 Assets 28 Paid-in or capital surplus, or land, bldg., and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 1,037,687 Total net assets or fund balances (see instructions) 1.022.924 ž 31 Total liabilities and net assets/fund balances (see 1,037,687 1,022,924 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 1,037,687 2 -14,604 3 Other increases not included in line 2 (itemize) ► See Attached Statement 3 1,255 4 1,024,338 Decreases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE 5 1,414 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . 6 1,022,924

Form 990-PF (2017)

59-7211279

Form 9	90-PF (2017) BERNICE S.	TILTON IRREVOCABLE TR	RUST			59-	7211279	Page 3
Part	V Capital Gains and L	osses for Tax on Investn	nent Income					
		of property sold (for example, real est or common stock, 200 shs. MLC Co)	ate,	(b) How acquired P—Purchase D—Donation	1	Date acquired o., day, yr.)	(d) Date (mo., da	
1a	See Attached Statement							
b								
c								
<u>d</u>				<u> </u>				
е_		 						
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		r other basis ense of sale			n or (loss) f) minus (g))	
a		 						
<u> </u>		 						
c					 			
<u>d</u>			ļ 		ļ			
е								
	Complete only for assets show	ng gain in column (h) and owned	1		ł		(h) gain minu	
	(I) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		ss of col (i) i. (j), if any			t less than -0-) rom col. (h))	or
<u>a</u>					<u> </u>			
<u> </u>			\ 					
<u>c</u>			ļ			 -		
<u>d</u> _			 					
<u>е</u>		C If main	alaa autar ia Da	-1 line 7 -				
2	Capital gain net income or (n		also enter in Pa), enter -0- in Pa		2			26,687
3	Net short-term capital gain or If gain, also enter in Part I, lin	· (loss) as defined in sections le 8, column (c). See instructi						
	Part I, line 8	<u> </u>	<u> </u>		3			0
Part	V Qualification Under	Section 4940(e) for Redu	ced Tax on N	let investment	Incor	ทอ		
Was t	tion 4940(d)(2) applies, leave t the foundation liable for the sec s," the foundation doesn't qual	ction 4942 tax on the distributify under section 4940(e). Do	not complete th	is part.			X Yes	☐ No
1		t in each column for each yea	ar; see the instru	ictions before ma	king a	ny entries.		
Cal	(a) Base penod years endar year (or tax year beginning in)	(b) Adjusted qualifying distribution	ns Net value	(c) of nonchantable-use a	ssets		(d) tribution ratio divided by col	(c))
	2016	4	4,484	1,05	9,386			.041990
	2015	5	9,129	1,11	3,767		0	.053089
	2014		0		0		0	.000000
	2013		0		0		0	.000000
	2012	<u> </u>	ol		0		0	.000000
2	Total of line 1, column (d) .					2	0	.095079
3	Average distribution ratio for	the 5-year base period—dividuation has been in existence				3		.019016
	·		•		- [.013010
4	Enter the net value of noncha	aritable-use assets for 2017 f	rom Part X, line	5		4		·
5	Multiply line 4 by line 3					5		
6	Enter 1% of net investment in	ncome (1% of Part I, line 27b)]	6		0
7	Add lines 5 and 6					7	- 	0
8	Enter qualifying distributions	from Part XII, line 4	<i></i>			8		0
		than line 7, check the box in				using a 1%	tax rate. Se	

Exit VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(b), or 4948—see Instructions) 1 Seemt postulation state meet the section 4940(a) return to Intermet NAT on line 1. Domestic foundations that meet the section 4940(a) requirements in Part V. check here □ and enter 1% of Part I, line 27D. 2 All other domestic foundations enter 2% of line 27D. Exempt foreign organizations, enter 4% of Part I, line 12, cot. (b). 3 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter 4% of Part I, line 12, cot. (b). 4 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter 4% of Part I, line 12, cot. (b). 5 Tax based on investment income. Subtract line 4 from line 3.1 feer or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3.1 feer or less, enter -0. 5 Tax based on investment income. Subtract line 4 from line 3.1 feer or less, enter -0. 5 Tax based on investment flore. 6 Credits/Payments: 2 2 10 Credits/Payments: 2 2 11 estimated tax payments and 2016 overpayment credited to 2017 8 Each provided the second of the control of the flore of the flor	Form 99	0-PF (2017) BERNICE S. TILTON IRREVOCABLE TRUST 59-7.	211279	F	age 4	
Dale of ruling or delemmation fetter. Domestic foundations that meet the section 4940(p) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b. All other domestic foundations and 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b). Part I, line 12, col. (c). Add lines I and 2 Add lines I and 3 Add lines I and 2 Add lin	Part \	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instruction	ons)			
Date of ruling or determination letter. Domestic foundations that meet the section 4940(p) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b. All other domestic foundations and the 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b). To X under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) Add lines 1 and 2 Add lines	1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.	~ ; ~		- 4	ĺ
here ▶ ☐ and enter 1% of Part I, line 27b. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b). Part I, line 12, col. (b). 3 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 4 Subtitle A (mocine) lax (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 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or 1ses, enter -0-) 6 Credits/Payments: 6 Tax based on investment and 2016 overpayment credited to 2017 6 Exempt foreign organizations—Law withheld at 50urce 6 Tax paid with application for extension of time to file (Form 8868) 6 Eal line 1ses and payments. Add lines 6a through 6d 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due, If the total of lines 5 and 8 is more than the lotal of lines 5 and 8, enter the amount overpaid 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of sites of the state of the state of the foundation and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Curry through 4 lines 1st th		Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)				j
c All other domestic foundations enter 2% of line 270, 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-) 3 Add lines 1 and 2 Subtitle A (moorne) 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 3.1 tzer or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Ta77 6 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on the 4 from line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on the 4 from line 4 from line 3.1 tzer or less, enter -0- 5 Tax based on the 4 from line 4 from line 5.1 tzer or line 4 from line 3.1 tzer or line 4 from line 3.	b	Domestic foundations that meet the section 4940(e) requirements in Part V, check		767		
Part I, line 12, cot. (b). Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 3 Add lines 1 and 2 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-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-) 6 Credits/Payments: 2 2017 estimated tax payments and 2016 overpayment credited to 2017 6 Exempt foreign organizations—tax withheld at source 6 Exempt foreign organizations—tax withheld at source 7 Tax due with application for extension of time to file (Form 8868) 8 Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached 8 Tax due. If the total of lines 5 and 6 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be Credited to 2018 estimated tax 12 Externer to the definition. 13 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 14 In a supervisit 'Yes' for the 10 Part 1120-PCL for this year? 15 Did it spend more than \$100 during the year (either directly or indirectly) for political expenditure tax imposed on foundation managers. \(\) S 16 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 16 Enter the reimbursem			A. 3-1	٠.	-2	ĺ
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 5 Tax based on investment Incomes. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on investment incomes. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on investment incomes. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on investment incomes. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on investment incomes. Subtract line 4 from line 3. if zero or less, enter -0- 5 Tax based on line 5 part line 6 from 1868. 6 Satisfied and policiation for extension of time to file (Form 8868). 6 Satisfied and philosophic for extension of time to file (Form 8868). 6 Satisfied and philosophic for extension of time to file (Form 8868). 7 Total credits and payments. Add lines 6 at through 6 Satisfied and 19 Satisfied 19 Satisfi	C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of		احشد	فتستقد	i
3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 5 Tax based on investment incomes. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: 2 2017 estimated tax payments and 2016 overpayment credited to 2017 6 Exempt foreign organizations—tax withheld at source 5 Exempt foreign organizations—tax withheld at source 6 Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6s through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpald ▶ 10 0 11 Enter the amount of line 10 to be: Credities to 2018 estimated tax 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpald ▶ 10 0 11 Enter the amount of line 10 to be: Credities to 2018 estimated tax 11 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 carmpaign? 1 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 1 If the answer is "Yes" to 11 or 10, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. 2 Did it spend more than \$100 during the year? 3 Has the foundation. Fe S (2) On foundation managers. Fe 3 Lif "Yes," statch a detailed description of the activities. 3 Has the foundation. Fe S (2) On foundation managers. Fe 4 Enter the amount (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. Fe 4 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year? 4 If "Yes," statch a detailed description of the activit		Part I, line 12, col. (b).				
4 Subtitle A (income) tax (domestic section 4947(a)(1) tusts and taxable foundations only, others, enter -0-) Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- Credits/Payments: a 2017 estimated tax payments and 2016 overpayment credited to 2017 b Exempt for longin organizations—tax withheld at source c Tax pard with application for extension of time to file (Form 8868) d Backup withholding erroeously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any senalty for underpayment of estimated tax. Check here	2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)				
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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		If "Yes," attach a detailed description of the activities.	\$ TO \$	X8		
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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? Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV 7 X 8a Enter the states to which the foundation reports or with which it is registered. See instructions. 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 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV. 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their	3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	1, 1			
b If "Yes," has it filed a tax return on Form 990-T for this year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. 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? 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. To be 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. 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. By X If the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their		of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X	
Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. 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? 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. Enter the states to which the foundation reports or with which it is registered. See instructions. FL 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. Sh X If "Yes," complete Part XIV. Joid any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their	4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X	
If "Yes," attach the statement required by General Instruction T. 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? 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. Enter the states to which the foundation reports or with which it is registered. See instructions. FL 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	b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A	L	_
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? 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	5		5	L	X	•
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? 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 Enter the states to which the foundation reports or with which it is registered. See instructions. FL 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 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their				, vš.	100	}
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	6	, , , , , , , , , , , , , , , , , , , ,	"	*	- 45	1
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]	,		
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				<u></u>		ļ
8a Enter the states to which the foundation reports or with which it is registered. See instructions. 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	_					-
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	_		7	X		ī
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	Вa	·	1 '	} ·	İ	
(or designate) of each state as required by General Instruction G? If "No," attach explanation			}	Ì		
ls the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	þ	• • • • • • • • • • • • • • • • • • • •		 		Ţ
or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	^		8p	 ^		Ţ
"Yes," complete Part XIV	9					1
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their				}	1	•
	40		9	 	├ ^	٠ -
	IU		10	[V	

Form 99	90-PF (2017) BERNICE S. TILTON IRREVOCABLE TRUST 59	-7211279	F	age 5
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 the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	Yes	No X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified			 ^ -
	person had advisory privileges? If "Yes," attach statement. See instructions	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14	The books are in care of ► SUNTRUST BANK Telephone no. ► 1-88	8-942-327	72	
	Located at ▶ PO BOX 1908, ORLANDO FL ZIP+4 ▶ 3280	2-1908		
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	 N/A		▶ ⊠
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority	,	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16		_X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\		
Pari	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.	123.	Yes	No
1a	During the year, did the foundation (either directly or indirectly):	14 1	1. 3. in.	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	No 🎄		X 9 1
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a		200	
	disqualified person?	2.0		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X	S 22-4		× 45
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	No 🌎	S STATES	6 N
	the benefit or use of a disqualified person)?	No 🎮	1 3 2	×*.,
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the	1.14.7	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
	foundation agreed to make a grant to or to employ the official for a period after		n) by	
	termination of government service, if terminating within 90 days.)	No 📜	4	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in	Z.	. P. S.	L'E
	Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions .	1b	ļ	X
			1,6	
C	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that	1	. <u> </u>	لتعتودا
2	were not corrected before the first day of the tax year beginning in 2017?	1c	L-17/37	× `` \
2	operating foundation defined in section 4942(j)(3) or 4942(j)(5)):	"- · · · ·	3	3
а	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and	1		. **
	6e, Part XIII) for tax year(s) beginning before 2017?	No -	7	
	If "Yes," list the years ▶ 20 , 20 , 20 , 20	- 1.7	1. The	-4
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)		,3. r	
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to	1	1	
	all years listed, answer "No" and attach statement—see instructions.)	2b	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.		, "	4
2-	▶ 20, 20, 20, 20 Did the foundation hold more than a 2% direct or indirect interest in any business enterprise	1	-	
3a	at any time during the year?	No	1	
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or	_	1	
~	disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the	1		
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse	1	1	
	of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the	1_		<u> </u>
	foundation had excess business holdings in 2017.)	3b	N/A	
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 chantable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		
	- Chamadia purposa man nau norbaan ramoyad ilom labbahuy balbia ma nist day di ina lax yaar badinning in 701//	4D		ΙX

Form 99	90-PF (2017)	BERNICE S. TILTON IRREVOC	ABLE	TRUST					59-72	211279	Page 6
Part	VII-B	Statements Regarding Activities for	or Wh	ich Form 47	720 Ma	y Be Req	uired (continue	d)		
5a		e year, did the foundation pay or incur ar on propaganda, or otherwise attempt to			(sectio	n 4945(e))	?	Yes	X No		-
		nce the outcome of any specific public el									;
		ly or indirectly, any voter registration drivi de a grant to an individual for travel, stud						∐ Yes	X No		
		te a grant to an organization other than a		-	-			□ .03	[<u>Z]</u> 110	, 3 , 3 , 3 , 3	
								Yes	X No		
		de for any purpose other than religious, c ses, or for the prevention of cruelty to ch						Yes	X No		
b		swer is "Yes" to 5a(1)–(5), did any of the ons section 53.4945 or in a current notice								5b	N/A
С	If the ans because	tions relying on a current notice regardin wer is "Yes" to question 5a(4), does the it maintained expenditure responsibility fo	founda	tion claim ex	emptior	n from the t	ax		► []	1 1 2 1 2 2	
6a	Did the fo	attach the statement required by Regulat bundation, during the year, receive any fundation during the year, receive any fundation.	ınds, d	rectly or indi	rectly, t	o pay prem		☐ Yes	⊠ No		
b		oundation, during the year, pay premiums o 6b, file Form 8870.	s, direc	tly or indirect	ly, on a	personal b	enefit c	contract?		6b ∠ ≥	X
		e during the tax year, was the foundation a pa did the foundation receive any proceeds						Yes		7b	N/A
b Par		nformation About Officers, Directo									
		and Contractors		· 							
1	List all o	fficers, directors, trustees, and found		nanagers an e, and average		mpensation		ee instru Contribution			
		(a) Name and address	hou	rs per week ted to position	(Hr	not paid, iter -0-)	emplo	ovee benefit	plans		ense account, allowances
SUNT	RUST BA	NK	TRUS		, ·		und don	<u> </u>	<u>oriou gori</u>		
P.O. I	3OX 1908	ORLANDO, FL 32802-1908	VARIO	ous		19,167					
					}						
						·					
2	Compen "NONE."	sation of five highest-paid employees	(other	than those	include	ed on line	1—see				enter
	(a) Name an	ed address of each employee paid more than \$50,000	0	(b) Title, and a hours per v devoted to p	week	(c) Comper	nsation	(d) Contrib employee plans and compen	benefit deferred	(e) Expe	ense account, allowances
NON	Ē										
							-				
Total	number of	f other employees paid over \$50,000 .		· · · · ·	· · ·	·	<u> </u>	· , , .	>		
									F	om 99	0-PF (2017)

Form	990-PF (2017) BERNICE S. TILTON IRREVOCABLE TRUST 59	9-7211279 Page 7
Pa	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid	l Employees,
	and Contractors (continued)	
3	Five highest-paid independent contractors for professional services. See instructions. If none, ente	r "NONE."
	(a) Name and address of each person paid more than \$50,000 (b) Type of service	(c) Compensation
ÃÕV	<u>E</u>	}
Fota	I number of others receiving over \$50,000 for professional services	•
Pa	rt IX-A Summary of Direct Charitable Activities	
	t the foundation's four largest direct chantable activities during the tax year. Include relevant statistical information such as the number of janizations and other beneficianes served, conferences convened, research papers produced, etc.	Expenses
1	NONE	
2		
	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	
3		
4	<del></del>	<del></del>
4		,
Pa	rt IX-B Summary of Program-Related Investments (see instructions)	
	scribe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	NONE	
	***************************************	
2		
All	other program-related investments. See instructions.	
3	NONE	
Tota	al. Add lines 1 through 3	.• (
		Form <b>990-PF</b> (2017

	(4PF (2017) BERNICE S. TILTON IRREVOCABLE TROST	59-7211279	Page 8
Part	Minimum Investment Return (All domestic foundations must complete this part. Foreign see instructions.)	n foundations,	
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:	11	
а	Average monthly fair market value of securities	1a	1,106,575
b	Average of monthly cash balances	1b	31,177
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,137,752
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,137,752
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see		
	instructions)	4	17,066
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,120,686
6	Minimum investment return. Enter 5% of line 5	6	56,034
Part		ons	
	and certain foreign organizations, check here   and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	56,034
2a	Tax on investment income for 2017 from Part VI, line 5	- · · · · · · · · · · · · · · · · · · ·	
b	Income tax for 2017. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	767
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,267
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	55,267
6	Deduction from distributable amount (see instructions)	6	<del></del>
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,	1 1	
	line 1	7	55,267
Part	XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	* ***	
а	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	52,944
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes ,	2	
3	Amounts set aside for specific charitable projects that satisfy the:	33.72	
а	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	52,944
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.	[ ]	
	Enter 1% of Part I, line 27b. See instructions	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	52,944
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating wi	nether the foun	dation
	qualifies for the section 4940(e) reduction of tax in those years.		

BERNICE S. TILTON IRREVOCABLE TRUST Form 990-PF (2017) 59-7211279 Page 9 Undistributed Income (see instructions) Part XIII (a) (c) Distributable amount for 2017 from Part XI. Corpus Years prior to 2016 2016 2017 55,267 2 Undistributed income, if any, as of the end of 2017: a Enter amount for 2016 only . . . . . . . . 40.860 20____, 20____, 20_ **b** Total for pnor years: Excess distributions carryover, if any, to 2017: a From 2012 . . . . . . . **b** From 2013 . . . . . . . c From 2014 . . . . . . . . f Total of lines 3a through e . . . . . . Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 52,944 a Applied to 2016, but not more than line 2a . . 40,860 **b** Applied to undistributed income of prior years (Election required—see instructions) . . . . c Treated as distributions out of corpus (Election 264.1. V. 444 TV 44 required—see instructions) . . . . . . . . *****, V. & * V. X d Applied to 2017 distributable amount . . . . Remaining amount distributed out of corpus . . . · 1.55 和自用物等 4 6- E 10 E W Excess distributions carryover applied to 2017. (If an amount appears in column (d), the same d by milk to amount must be shown in column (a).) Enter the net total of each column as de y a indicated below: 14 1 No. 16 a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 Pnor 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 2016. Subtract line 4a from line 2a. Taxable amount-see instructions . . . . . . . . . . . . f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 . . . . . . . . . . . . . . . 43,183 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) . . . . . . . . Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . . . 10 Analysis of line 9: a Excess from 2013 . . . . . **b** Excess from 2014 . . . . . Excess from 2015 . . . . . Excess from 2016 . . . . . .

e Excess from 2017 .

Form 9	BERNICE S. TILTON	RREVOCABLE T	RUST		59-72	11279 Page 10
Part	XIV Private Operating Foundation	ns (see instruct	tions and Part V	(II-A, question 9)		N/A
	If the foundation has received a ruling of				}	
	foundation, and the ruling is effective for				}	
b	Check box to indicate whether the foundation				4942(j)	(3) or 4942(j)(5)
	Enter the lesser of the adjusted net	Tax year	Γ	Prior 3 years		
	income from Part I or the minimum	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
	investment return from Part X for	(8) 2017	(0) 2010	(6) 2013	(4) 2014	<del></del>
	each year listed	<del></del>	<del> </del>	<del> </del>	<del> /</del>	0
	85% of line 2a		<del> </del>			0
C	Qualifying distributions from Part XII,	 	1			Į.
	line 4 for each year listed	<del></del>	<u> </u>	1	1	0
d	Amounts included in line 2c not used directly		}		1	<u> </u>
	for active conduct of exempt activities	<u> </u>				0
е	Qualifying distributions made directly		[			[
•	for active conduct of exempt activities.	3	1			
	Subtract line 2d from line 2c		· /		-	0
•	· · · · · · · · · · · · · · · · · · ·			<del></del>	<del> </del>	<del> </del>
3	Complete 3a, b, or c for the	*		}		i
	alternative test relied upon:		1 3/	}		Ì
а	"Assets" alternative test—enter:			1		ļ
	(1) Value of all assets			<del> </del>	<del> </del>	0
	(2) Value of assets qualifying under		1	1	1	}
	section 4942(j)(3)(B)(i)		<b>*</b>		1	0
b	"Endowment" alternative test—enter 2/3		,		Ţ	T
	of minimum investment return shown in Part X, line 6 for each year listed		Į.		[	0
С	"Support" alternative test—enter:				<del> </del>	
L	(1) Total support other than gross		1			}
	investment income (interest,		1		1	1
	dividends, rents, payments on		Ì			į
	securities loans (section		ļ			
	512(a)(5)), or royalties)		<del> </del>	<del></del>	<del>  \</del>	0
	(2) Support from géneral public and 5 or more exempt	1	}	1		
	organizations as provided in		l .			}
	section 4942(j)(3)(B)(iii)					0
	(3) Largest amount of support from					
	an exempt organization		1	}	`	1 0
<i></i>	(4) Gross investment income					0
Part		(Complete this	s part only if th	ne foundation ha	ad \$5,000 or mou	re in assets at
	any time during the year—				40,000 01 10.	· · · · · · · · · · · · · · · · · · ·
	Information Regarding Foundation N		5.1	<del></del>		
,	List any managers of the foundation wh		nd more than 2%	of the total contribu	itions received by t	he foundation
a	before the close of any tax year (but on					ne roundation
	· · · · · · · · · · · · · · · · · · ·	ily ii tiley have coi	in poted thole th	an \$5,000). (See S	ecuon 507(a)(2).)	
NON	<del></del>					<del></del>
b	List any managers of the foundation wh					rtion of the
	ownership of a partnership or other ent	ity) of which the fo	oundation has a 1	10% or greater inte	rest.	
NON	<b>.</b>					
2	Information Regarding Contribution,	Grant, Gift, Loa	n, Scholarship,	etc., Programs:		
	Check here ► X if the foundation on				nizations and does	not accept
	unsolicited requests for funds. If the for	indation makes gi	fts, grants, etc., t	o individuals or org	anizations under o	ther
	conditions, complete items 2a, b, c, and			•	•	
	The name, address, and telephone nur	<del></del>		n to whom conlicat	tions should be add	Iraccad:
a	mo name, address, and telephone flui	moet of ential add	iess of the beist	ii to wiloin applicat	10018 AG DIDOLIG ELION	11 5335U.
	<del></del>	<del></del>	<del></del>	<del></del>	<del> </del>	
b	The form in which applications should to	oe submitted and	intormation and r	naterials they shou	ila include:	
	<del></del>				<del></del>	
С	Any submission deadlines:					<del></del>
					_	
d	Any restrictions or limitations on award	s, such as by geo	graphical areas.	chantable fields. ki	nds of institutions.	or other
	factors:	-, -, -, -, -, -, -, -, -, -, -, -, -, -	_ ,			

BERNICE S. TILTON IRREVOCABLE TRUST Form 990-PF (2017) 59-7211279 Page **11** Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Purpose of grant or show any relationship to status of Amount any foundation manager contribution recipient Name and address (home or business) or substantial contributor a Paid during the year See Attached Statement 40,861 Total Approved for future payment NONE

**Total** 

Form 990-PF (2017)

7

Line No.

T

11 Other revenue: a

Not Applicable

1 Program service revenue:

BERNICE S. TILTON IRREVOCABLE TRUST

59-7211279 Page **12** Part XVI-A Analysis of Income-Producing Activities Enter gross amounts unless otherwise indicated. Unrelated business income Excluded by section 512, 513, or 514 (e) Related or exempt (a) (b) (c) (d) function income Business code Amount Amount Exclusion code (See instructions.) **q** 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 . . . . 21,840 WARREST RELAKTION 5 Net rental income or (loss) from real estate: W. That Total Debt-financed property . . . . . . . . . . Not debt-financed property . . . . . . . 6 Net rental income or (loss) from personal property 18 26,687 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 . . 12 Subtotal. Add columns (b), (d), and (e) . . . . 48.527 13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 48,527 (See worksheet in line 13 instructions to verify calculations.) Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

		ct, and complete Declaration of preparer (other than taxpayer			•	alowieuge i	ario Denei, ic	3 000	
Sign Here	G	ta-Chi	4/25/2018	TRUSTEE	neage		with		iss this return shown below? XYes No
	Sigi	nature of officer or trustee	Date	Title					V 169 C 110
Paid		Print/Type preparer's name	Preparer's signature		Date	1,	Check X	, PTIN	
_		SHAWN P. HANLON	2024D		4/25/20		self-employ		965923
Prepar		Firm's name PRICEWATERHOUS	SECOOPERS, LLP			Firm's E	IN ▶ 13	3-400832	24
Use O	nıy	Firm's address ▶ 600 GRANT STREE1	T, PITTSBURGH PA	15219		Phone n	o 41	2-355-6	000
						-	· · · · · · · · · · · · · · · · · · ·	Form S	990-PF (2017)

BERNICE S. TILTON IRREVOCABI				59-721		
Continuation of Part XV, Lin Recipient(s) paid during the year	e 3a (990-PF) -	Gran	ts and Con	tributions Paid	During the Yea	ar_
Name PINELLAS COMMUNITY FOUNDATION	N					
Street 5200 EAST BAY DR SUITE 202	<del></del>		<del></del>			
City CLEARWATER			Zip Code 33764	Foreign Count	ry	
Relationship NONE	Foundation Status		1331 04	<del></del>		
Purpose of grant/contribution GENERAL SUPPORT GRANT	<del>!                                    </del>				Amount 13.	620
Name					·	
TAMPA BAY RESEARCH INSTITUTE Street						
10900 ROOSEVELT BLVD City			Zip Code	Foreign Count	ry	
ST PETERSBURG Relationship NONE	Foundation Status	<u>FL</u>	33716		<del>-,-,-,-,-,-,-,-,-,-,-,-,-,-,-,-,-,-,-,</del>	
Purpose of grant/contribution GENERAL SUPPORT GRANT	IFO		<del></del>		Amount	914
Name			<del></del>		<u> </u>	<u> </u>
Street					<del> </del>	
6925 - 112TH CIR NO, STE 103 City			Zip Code	Foreign Count	try	
LARGO Relationship	Foundation Status	FL	33773		<del></del>	
NONE Purpose of grant/contribution GENERAL SUPPORT GRANT	IPC			<del>- ,- ,- ,- ,- ,- ,- ,- ,- ,- ,- ,- ,- ,-</del>	Amount	
Name	<del>-,-,,-,,</del>	<del></del>	<del></del>	<del>- , , , , , , , , , , , , , , , , , , ,</del>	<u>L.,.,.,,</u>	<u>327</u>
Street		<del></del>		<del></del>		
City		State	Zip Code	Foreign Count	try	
Relationship	Foundation Status		<del></del>	<b></b>		
Purpose of grant/contribution	<del></del>			<del></del>	Amount	
Name				<del></del>	·•	
Street	<del>, , , , , , , , , , , , , , , , , , , </del>	<del></del>		<del> </del>		
City		State	Zip Code	Foreign Count	try	
Relationship	Foundation Status		<del></del>	<del></del>	<del></del>	
Purpose of grant/contribution	<u> </u>			<del></del>	Amount	
Name					<del>•</del>	
Street	. <u> </u>				<del></del>	
City		State	Zip Code	Foreign Count	try	
Relationship	Foundation Status		<del></del>	<del></del>	<del></del>	
Purpose of grant/contribution			····		Amount	

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an i, Line 6 (990-rr) - 6	ain/Loss moni odi	O Asse	- Gain/Loss from Sale of Assets Other I han inventory	4				Totals	9	Gross	Cost or Other E	Cost or Other Basis, Expenses,	Net Gain	Sain
Lond Term CG Distrib	Amount 11 657	E					C	Candal Gains/I ocsas		240 238		and Adjustments	ort	26 687
Short Term CG Distributions	Ц	10		1				Other sales		0		0		0
		Check X		Check "X" if						:	Expense of Sale			9
Description		to include in Pert IV	Purchaser	Business	Acquisition	Date	Date Sold	Gross Sales Pnce	Cost or Other Basis	Valuation	and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1 JOHCM INTERNATIONAL SEL	L SEL 00770G847	×				6/15/2015	12/6/2017	1		Ĺ			0	55
3 BRANDES INTL S/C EQL	1	×				3/24/2014	2/6/2017	684		)			0	4
4 BRANDES INTL S/C EQU	1	×>				3/24/2014	5/15/2017	287		<u>-</u>			00	ð.
6 DOUBLELINE TOTL RET	- 1	××	,	_		11/19/2012	5/15/2017	5,094	5,432	,			00	-338
7 DOUBLELINE TOTL RET		×				8/6/2012	5/15/2017	3,778		1			0	-209
8 DOUBLELINE TOTL RET	1	××				8/6/2012 10/2/2018	12/6/2017	777	821	<u>.</u>			o c	<b>4</b> ~
10 EATON VANCE ATLANT	1 3	×	, , , , , , , , , , , , , , , , , , ,	1	,	3/4/2014	2/6/2017	169	-				0	22
11 EATON VANCE-ATLANT		×				5/15/2017	10/16/2017	1,842					0	153
12 EATON VANCE ATLANT	A SMI 277902698	×				5/15/2017	12/6/2017	2,183	1				0	216
14 ARREY CAP FITTIRES		×				2/8/2016	12/6/2017	1 500		2			0	150
15 T RWE OM US S/C GR E		×				9/4/2012	2/8/2017	1,072	635				0	437
16 TRWE OM US S/C GRE		×				9/4/2012	10/16/2017	334		2			0	159
17 T RWE OM US S/C GR EQ	ADKE 021075438	×××		_		9/4/2012	12/6/2017	3.880	264	<b>.</b>			0	250 12
19 VAN ECK EMERGING M.		×	,	<del>.</del>		6/16/2014	10/16/2017	3,844	Ē	0.10			0	559
20 VAN ECK EMERGING M.		×	,	<del></del> -		8/18/2014	12/6/2017	699				,	0	87
21 VANGUARD M/B SEC IN		×				7/18/2016	2/6/2017	2,831	2,900				0	69
22 VANGUARD M/B SEC IN	DX-A 92206C755	× ×	1			10/3/2016	2/6/2017	7 278	237	~~	-		0 6	
24 VANGUARD M/B SEC IN	DX-A 92206C755	×		-		2/23/2015	5/15/2017	9.454	8		1		0	06-
25 CAMBIAR SMALL CAP-II	4S 0075W0583	×				3/11/2013	2/8/2017	1,831					0	86
28 CAMBIAR SMALL CAP-II		×		-	+	3/11/2013	10/16/2017	7,681	8,054				0,0	-373
28 CAMBIAR SMALL CAPUR	15 0075W0593	×				2/8/2018	7102/91/01	2 147	1.58				0	36
29 CAMBIAR SMALL CAP-IN	IS 0075W0593	×				5/15/2017	10/16/2017	1,039	8			-	0	45
30 EDGEWOOD GROWTH	FUND 0075W0759	×				7/18/2016	2/6/2017	4,024	3				0	250
31 EDGEWOOD GROWTH	-UND 0075W0759	×				7/18/2016	5/15/2017	6,599	5				0	1,043
12 EDGEWOOD GROWTH	FUND 0075W0759	××				7/18/2016	10/16/2017	6,382	4,792				ō	1,570
34 CAMBIAR INT. FOURTY FUND	UND 00769G543	< ×	1			7/18/2016	2/6/2017	1.395	1.37				o o	747
35 CAMBIAR INTL EQUITY	-UND 00769G543	×	1 1111		_	7/18/2016	5/15/2017	1,499	1,37				0	128
36 CAMBIAR INTL EQUITY	FUND 00769G543	×	***		_	7/18/2016	10/16/2017	3,357	2,809				0	548
THE CAMBIAN INTL. EQUITY	CEL 007700847	××				7/18/2016	12/6/2017	1,453	1,220		: :		6	233
39 JOHCM INTERNATIONAL	SEL 00770G847	×	7			6/15/2015	10/16/2017	6.424	5.903			-	0	-23
40 FEDERATED STRAT VA		×			, ,	10/2/2016	5/15/2017	1,571			1 1	, ,	0,	S
41 FEDERATED STRAT VA		×				10/3/2016	10/16/2017	2,425					0	124
43 FEDERATED STRAT VA	314172560	××		-		2/6/2017	10/16/2017	1,983	1,812	,			0,0	171
44 GOTHAM NEUTRAL FUN		×				7/18/2016	2/6/2017	2,605					0	72
45 GOTHAM NEUTRAL FUN		×				2/8/2016	2/6/2017	174	166		The second second second second second second second		0	80
46 GOTHAM NEUTRAL FUN		×				2/8/2016	10/16/2017	42,208					0	1,830
48 GOTHAM NEUTRAL FUN		«×				5/15/2017	10/16/2017	2 165	2 126				0.0	3.5
49 ISHARES CORE S&P 500	1 - 1	×				7/18/2018	2/6/2017	7,832					0	432
50 ISHARES CORE S&P 50		×				7/18/2016	5/15/2017	6,269					0	610
51 ISHARES CORE S&P 50		××			+	10/16/2017	12/6/2017	6,368	6,164		1		0.	207
53 JOHN HANCOCK III-DISC	PLN 47803U840	<×				107/2013	2/8/2017	1739	1516		1	; 1 1 1	5-0	822
34 JOHN HANCOCK (II-DISC		×				3/4/2014	2/6/2017	1,176				1 1 1		83
55 JOHN HANCOCK (ILDIS)		×				10/19/2015	2/6/2017	289					0	22
SO JOHN HANCOCK III-DISCPLN	PLN 47803U640	××				5/15/2013	10/16/2017	6,123	4,822				0,0	1,301
58 JOHN HANCOCK III-DISC		×				3/11/2013	10/16/2017	962					0	279
59 JOHN HANCOCK III-DISC	1	×					12/6/2017	5,223	3,				0	1,623
60 NUVEEN SMALL CAP V	TUE- 670678200	××					12/6/2017	620					0	18
67 PINCO INVESTMENT CE		< ×					2/8/2017	41.0	45				510	940
63 PIMCO INVESTMENT GF	1	×				2/23/2015	12/6/2017	1.276						F-
64 ABBEY CAP FUTURES S	1	×				_	2/6/2017	138					0	-13
65 VANGUARD M/B SEC IN	0X-A 92206C755	× >			,	2/8/2016	5/15/2017	332					<del>-</del>	4
67 VANGUARD MAB SEC IN	1					10/27/2014	12/7/2017	294	116				5 0	419
68 OPPENHEIMER DEVELOPING	1 1	×	1 1		_	10/3/2016	5/15/2017	2,369	2,		1		0	227
69 OPPENHEIMER DEVELC	- 1	×		J	7	10/3/2016	10/16/2017	2,595	2,08		1 1 .	-:	0	512

Part I, Line 16b (990-PF) - Accounting Fees

	2,500	0	0	2,500
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREP FEES	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

	603	603	0	0
	Revenue			Disbursements
}	and Expenses	Net Investment	Adjusted	for Charitable
Description	per Books	Income	Net Income	Purposes
1 FOREIGN TAX WITHHELD	603	603		

Part II, Line 13 (990-PF) - Investments - Other

1,128,866	981,355			1 OTHER INVESTMENTS
End of Year	End of Year	Beg. of Year	Valuation	Asset Description
FMV	Book Value	Book Value	Basis of	
1,128,866	981,355	0		

## 

1,414

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions	Distributions	Amount 11,657	ıcı				c	c	240 554	000 34	c	c	•	, 44
Short Iem Cu	Dismonansia					196'977			Cost or Other	OSU,CT	N A A	Adjusted Basis	Excess of FMV	Gains Minus
re oritotrose C	- House	1 2 2 3	Acquisition	Date	Date	Gross Sales Pros	Depreciation	Admetmonte	Basis Plus Expense of Sela	Sala or Local	BS Of	as of	Over Admeted Besie	Excess FMV Over
1 JOHCM INTERNATIONAL SEL	TIONAL SEL	1-1	7	6/15/2015	12/6/2017	847	To the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of th	O	밁	55			erend parentar	<u>'L</u> .
2 BLACKSTONE AL	TMULTEST	- }		<b>-</b> [	12/6/2017	492	-		495	7	0	0		?
4 BRANDES INTL S	C EDUTY-	105262737			5/15/2017	287	-		271	16	1	0		16
5 BRANDES INTL S	C EQUITY-	1		_	12/6/2017	128		0	130	-2	0	Ö		-2
2 DOUBLELINE TO	T RET BND	258620103		11/19/2012	5/15/2017	3,094		Ö	3 987	-209	0 0	0	0 0	-208
8 DOUBLELINE TO	1. RET BND	1 1			12/6/2017			0	821	4			0,	4
9 EATON VANCE-A	TLANTA SM	1		10/3/2016	2/6/2017	480		0	478		0	0	0	2
10 EATON VANCE A	TANTA SM	ì			2/6/2017	1 842		0,0	147	2 5	0.0	0	0.0	22
12 EATON VANCE-A	TLANTA SM	1		5/15/2017	12/6/2017	2,183		0	1,967	216	0	0	0	216
13 EATON VANCE F	OATING RA	1 1		5/15/2017	12/6/2017	522		0	523	<u>+</u>	0	0		<b>٠</b>
14 ABBEY CAP FUT	MES STRAT	- 1		2/8/2016	12/6/2017	1,509		0	1,659	-150	0	0		-150
18 T RWE OM US S/	GA ED	ì		9/4/2012	10/16/2017	2/0,7			175	159	)   	200		159
17 T RWE OM US S/C GR EQ	GR EG	1		9/4/2012	12/6/2017	514		0	264	250	0	0	0	250
П	ING MARKE	921075438		8/18/2014	5/15/2017	3,880		0	3,868	12	0	0		12
19 VAN ECK EMERGING MARKE	ING MARKE	921075438		8/18/2014	10/16/2017	3,844		0	3,285	559		0		528
21 VANGUARD MR SEC INDXA	FC INDXA	- [		7/18/2016	2/6/2017	2 831			2 900	69-	-	G	-	69
22 VANGUARD MIB	SEC INDX-A			10/3/2016	2/6/2017	231		0	237	9	ō	0		9
23 VANGUARD MB SEC INDX-A	SEC INDX-A	92206C755		2/8/2016	2/6/2017	7,278	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	0	7,406	-128	0	0		-128
24 VANGUARD MB	SEC INDX-A	- 1		2/23/2015	5/15/2017	9,454		0.0	9,54	06-	6	0	0	06-
26 CAMBIAR SMALL	CAP-INS	1	-	3/11/2013	10/16/2017	7,581		0	8.054	373	50	00		373
27 CAMBIAR SMALL	CAP-INS	1 )		10/19/2015	10/18/2017	928		O	890	8	•	0	0	88
28 CAMBIAR SMALL	CAP-INS	1		2/8/2016	10/18/2017	2,147		0	1,583	284	0	0	0	584
29 CAMBIAR SMALL	CAP-INS	0075W0593		5/15/2017	10/16/2017	1,039		00	2384	250	ôc	0 0		250
31 EDGEWOOD GRO	WTH FUND	ı		7/18/2016	5/15/2017	6.599	-	0	5.556	1043	0	0	0	1,043
32 EDGEWOOD GRO	WITH FUND	1 1		7/18/2018	10/16/2017	6,362		0	4,792	1,570	0	0 0		1,570
33 EDGEWOOD GRO	WIH FUND	- 1		7/18/2016	12/6/2017	969		0	728	241	0	0		241
35 CAMBIAR INTLE	IIIV FLIND			7/18/2016	5/15/2017	1 499			1,371	128	Pic			128
36 CAMBIAR INTL EQUITY FUND	JUITY FUND	00769G543		7/18/2016	10/16/2017	3,357		0	2,809	548	0	0		548
	<b>DUITY FUND</b>	00769G543		7/18/2016	12/6/2017	1,453		0	1,220	233	0	0	0	233
38 JOHCM INTERNATIONAL SE	TIONAL SEL	1		6/15/2015	2/6/2017	473	;	0	498	- 25	0,0	5	1	25
40 FEDERATED STR	AT VAL DVI	-		10/3/2016	5/15/2017	1,571			1,536	35	5,0	0,,	0	176
41 FEDERATED STRAT VAL DVD	AT VAL DVD	314172560		10/3/2016	10/16/2017	2,425		0	2,301	124	-		0	124
42 FEDERATED STR	AT VAL DVI	1		2/6/2017	10/16/2017	1,983		0	1,812	121	0	6	0	171
AA GOTHAM NEI TE	AT VAL DVI	314172560		2/8/2016	10/16/2017	2,592		5.0	15,447	2,145	9 0	0.0	o c	2,145
45 GOTHAM NEUTR	L FUND-IN			2/8/2016	2/6/2017	174	many of many of the case of the company of	0	166		0	0		8
46 GOTHAM NEUTRA	L FUND-IN	1		2/8/2016	10/18/2017	42,208		O	40,378	1,830	0	0		1,830
49 COTHAM NEUTRAL FUND-IN	FUND-IN	360873111		5/15/2016	10/16/2017	1,173			1,120	23	0	0		23
49 ISHARES CORE S	&P 500 ETF			7/18/2016	2/6/2017	7,832			7,400	432	1		1	432
50 ISHARES CORE S	&P 500 ETH	11		7/18/2016	5/15/2017	6,269		Ö	5,659	910	0	0		610
52 ISHARES CORE SAP 500 ETH	ASURY BO	464287200		7/16/2016	12/6/2017	1 434		,	1.490	200	,		1	204
53 JOHN HANCOCK III-DISCPLN	II-DISCPLN	1 1		10/7/2013	2/6/2017	1,739		0	1,516	223	0	0		223
54 JOHN HANCOCK	II-DISCPLN			3/4/2014	2/6/2017	1,176		0	1,083	86	0,0	0	0	93
56 JOHN HANCOCK	I-DISCPLN	47803U640		3/11/2013	2/6/2017	6.123	•	5 0	4 822	1301	0	5 6		1.301
57 JOHN HANCOCK III-DISCPLN	II-DISCPLN	1 1	,	5/15/2017	10/16/2017	726	•	0	911	99	0	0		8
Se JOHN HANCOCK	N GOSCO	47803U640		3/11/2013	10/16/2017	962		0		279	0,0	0		279
60 NUVEEN SMALL (	AP VALUE	670678200		10/16/2017	12/6/2017	620	_	,	601	19	56	0	0	1,023 19
61 OPPENHEIMER D	EVELOPING	683974604		10/3/2016	2/6/2017	475		0	480	9	0	0		φ.
62 PIMCO INVESTME	2000	722005816		2/23/2015	12/6/2017	14 807		0 0	15,426	-619	0	0		-619
64 ABBEY CAP FUTL	RES STRAT	74925K367		2/8/2018	2/6/2017	138			151	13	5 6	0		1.
65 VANGUARD MB SEC INDX-A	EC INDX-A	1 1		2/8/2016	5/15/2017	332		0	336	4	0	0	0	4.
┰	EC INDX-A	92206C755		10/27/2014	5/15/2017	205	,	<u>a</u> ;	511	7,	0.0	0,	0	4
68 OPPENHEIMER D	TVEL OPING	683974604	, ,	10/3/2016	5/15/2017	2,369	i	5 6	237	222	5 6	5 6	0 0	27.5
69 OPPENHEIMER DEVELOPING	EVELOPING	683974604		10/3/2016	10/16/2017	2,595		6	2,083	512	0	0		512
	İ													

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

									19,167	0	0
Name	Check 'X'	Street	Č	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Ronofite	Expense
SUNTRUST BANK	×	P.O. BOX 1908	ORLANDO	교	32802-1908		TRUSTEE	VARIOUS	19,167	230000	Vecount

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date	Amount
1	Credit from prior year return	1	384
2	First quarter estimated tax payment	2	
3	Second quarter estimated tax payment	3	
	Third quarter estimated tax payment		
	Fourth quarter estimated tax payment		
	Other payments		0
	Total		384

art XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income  Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	1	40,860
	2	
	3	
	4	
	5	
	6	
	?	<del></del>
	8	
Total	9	40.860