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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

**2017**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

BERNICE S. TILTON IRREVOCABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

59-7211279

P.O. BOX 1908

B Telephone number (see instructions)

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

ORLANDO

FL

32802-1908

(407) 237-5637

Foreign country name

Foreign province/state/country

Foreign postal code

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐H Check type of organization: ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$

1,170,435

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) \_\_\_\_\_

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,840	21,840		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,687			
	b Gross sales price for all assets on line 6a	240,238			
	7 Capital gain net income (from Part IV, line 2)		26,687		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	48,527	48,527	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	19,167	9,584		9,583
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	603	603		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	22,270	10,187	0	12,083
	25 Contributions, gifts, grants paid	40,861			40,861
26 Total expenses and disbursements. Add lines 24 and 25	63,131	10,187	0	52,944	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-14,604				
b Net investment income (if negative, enter -0-)		38,340			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

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16

Form 990-PF (2017) BERNICE S. TILTON IRREVOCABLE TRUST

59-7211279

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing . . . . .		1,240	1,122	1,122	
	2	Savings and temporary cash investments . . . . .		13,847	40,447	40,447	
	3	Accounts receivable ▶ . . . . .					
		Less: allowance for doubtful accounts ▶ . . . . .					
	4	Pledges receivable ▶ . . . . .					
		Less: allowance for doubtful accounts ▶ . . . . .					
	5	Grants receivable . . . . .					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .					
		Less: allowance for doubtful accounts ▶ . . . . .					
	8	Inventories for sale or use . . . . .					
	9	Prepaid expenses and deferred charges . . . . .					
	10a	Investments—U.S. and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) . . . . .					
	c	Investments—corporate bonds (attach schedule) . . . . .					
	11	Investments—land, buildings, and equipment: basis ▶ . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .						
12	Investments—mortgage loans . . . . .						
13	Investments—other (attach schedule) . . . . .			1,022,600	981,355	1,128,866	
14	Land, buildings, and equipment: basis ▶ . . . . .						
	Less: accumulated depreciation (attach schedule) ▶ . . . . .						
15	Other assets (describe ▶ . . . . .)						
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .			1,037,687	1,022,924	1,170,435	
Liabilities	17	Accounts payable and accrued expenses . . . . .					
	18	Grants payable . . . . .					
	19	Deferred revenue . . . . .					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule) . . . . .					
	22	Other liabilities (describe ▶ . . . . .)					
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here . . . . .</b> <input type="checkbox"/>					
		<b>and complete lines 24 through 26, and lines 30 and 31.</b>					
	24	Unrestricted . . . . .					
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
		<b>Foundations that do not follow SFAS 117, check here ▶</b> <input checked="" type="checkbox"/>					
		<b>and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds . . . . .			1,037,687	1,022,924	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .			1,037,687	1,022,924		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .			1,037,687	1,022,924		

**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	1,037,687
2	Enter amount from Part I, line 27a . . . . .	2	-14,604
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement . . . . .	3	1,255
4	Add lines 1, 2, and 3 . . . . .	4	1,024,338
5	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)

BERNICE S. TILTON IRREVOCABLE TRUST

59-7211279

Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income**

a) List and describe the kind(s) of property sold (for example, 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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	26,687
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6); If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }	<b>3</b>	0

**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 doesn't 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))
2016	44,484	1,059,386	0.041990
2015	59,129	1,113,767	0.053089
2014	0	0	0.000000
2013	0	0	0.000000
2012	0	0	0.000000

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.095079
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.019016
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	
<b>5</b> Multiply line 4 by line 3	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0
<b>7</b> Add lines 5 and 6	<b>7</b>	0
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	0

Form 990-PF (2017)

BERNICE S. TILTON IRREVOCABLE TRUST

59-7211279

Page 4

**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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	767	
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	767	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	767	
6	<b>Credits/Payments:</b>			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	384	
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	<b>Total credits and payments.</b> Add lines 6a through 6d . . . . .	7	384	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	383	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	0	
11	Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0	

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . .		X
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.		
c Did the foundation file <b>Form 1120-POL</b> 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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by <i>General Instruction T</i> .		
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? If "Yes," complete Part II, col. (c), and Part XV . . . . .	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 <i>General Instruction G</i> ? If "No," attach explanation . . . . .	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

Form 990-PF (2017)

**Part VII-A Statements Regarding Activities (continued)**

	Yes	No
<b>11</b> 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 . . . . .	<b>11</b>	X
<b>12</b> 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 . . . . .	<b>12</b>	X
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<b>13</b>	X
Website address ▶ N/A		
<b>14</b> The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ 1-888-942-3272		
Located at ▶ PO BOX 1908, ORLANDO FL ZIP+4 ▶ 32802-1908		
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here . . . . .	<b>15</b>	N/A
<b>16</b> At any time during calendar year 2017, 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? . . . . .	<b>16</b>	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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
<b>1a</b> 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>b</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 . . . . .	<b>1b</b>	X
Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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 2017? . . . . .	<b>1c</b>	X
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</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.) . . . . .	<b>2b</b>	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2017 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 2017.) . . . . .	<b>3b</b>	N/A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<b>4a</b>	X
<b>b</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 2017? . . . . .	<b>4b</b>	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. **5b** N/A

Organizations relying on a current notice regarding disaster assistance, check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P.O. BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE VARIOUS	19,167		

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	1,106,575
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	31,177
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	1,137,752
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	1,137,752
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	17,066
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,120,686
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	56,034

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	56,034
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	767
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	767
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	55,267
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	55,267
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	55,267

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	52,944
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	52,944
<b>5</b>	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 . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	52,944

**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.



Form 990-PF (2017)

BERNICE S. TILTON IRREVOCABLE TRUST

59-7211279

Page 9

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .				55,267
<b>2</b> Undistributed income, if any, as of the end of 2017:				
<b>a</b> Enter amount for 2016 only . . . . .			40,860	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017:				
<b>a</b> From 2012 . . . . .				
<b>b</b> From 2013 . . . . .				
<b>c</b> From 2014 . . . . .				
<b>d</b> From 2015 . . . . .				
<b>e</b> From 2016 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4: ► \$ 52,944				
<b>a</b> Applied to 2016, but not more than line 2a . . . . .			40,860	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2017 distributable amount . . . . .				12,084
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2017. (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 . . . . .				43,183
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2013 . . . . .				
<b>b</b> Excess from 2014 . . . . .				
<b>c</b> Excess from 2015 . . . . .				
<b>d</b> Excess from 2016 . . . . .				
<b>e</b> Excess from 2017 . . . . .				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	
				0
<b>b</b> 85% of line 2a . . . . .				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets . . . . .				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .				0
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				0
<b>(4)</b> Gross investment income . . . . .				0

**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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

- a** The name, address, and telephone number or email 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Attached Statement				
<b>Total</b> . . . . .			<b>3a</b>	40,861
<b>b</b> Approved for future payment NONE				
<b>Total</b> . . . . .			<b>3b</b>	0





BERNICE S. TILTON IRREVOCABLE TRUST

59-7211279 Page 1 of 1

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

PINELLAS COMMUNITY FOUNDATION

Street

5200 EAST BAY DR SUITE 202

City

CLEARWATER

State

FL

Zip Code

33764

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

13,620

Name

TAMPA BAY RESEARCH INSTITUTE

Street

10900 ROOSEVELT BLVD

City

ST PETERSBURG

State

FL

Zip Code

33716

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

24,914

Name

LIGHTHOUSE OF PINELLAS FDN INC

Street

6925 - 112TH CIR NO, STE 103

City

LARGO

State

FL

Zip Code

33773

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,327

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount		Totals															Net Gain or Loss	
Short Term CG Distributions		11,657		Capital Gains/Losses										240,238		213,551		26,687		
		0		Other sales										0		0		0		
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss						
1 JOHNM INTERNATIONAL SEL	00770G847	X				6/15/2015	12/6/2017	847	792					55						
2 BLACKSTONE ALT MULTI-STR	09257V201	X				10/16/2017	12/6/2017	492	485					-3						
3 BRANDES INTL SIC EQUITY-A	10526Z737	X				3/24/2014	2/6/2017	684	680					4						
4 BRANDES INTL SIC EQUITY-A	10526Z737	X				3/24/2014	5/15/2017	287	271					16						
5 BRANDES INTL SIC EQUITY-A	10526Z737	X				10/16/2017	12/6/2017	128	130					-2						
6 DOUBLELINE TOTL RET BND	256620103	X				11/19/2012	5/15/2017	5,084	5,432					-338						
7 DOUBLELINE TOTL RET BND	256620103	X				8/6/2012	5/15/2017	3,778	3,987					-209						
8 DOUBLELINE TOTL RET BND	256620103	X				8/6/2012	12/6/2017	777	821					-44						
9 EATON VANCE-ATLANTA SM	277802698	X				10/3/2016	2/6/2017	480	478					2						
10 EATON VANCE-ATLANTA SM	277802698	X				3/4/2014	2/6/2017	169	147					22						
11 EATON VANCE-ATLANTA SM	277802698	X				5/15/2017	10/16/2017	1,942	1,689					153						
12 EATON VANCE-ATLANTA SM	277802698	X				5/15/2017	12/6/2017	2,183	1,987					216						
13 EATON VANCE-ATLANTA SM	277802698	X				5/15/2017	12/6/2017	522	523					-1						
14 ABBEY CAP FUTURES STRA	74925K367	X				2/6/2017	12/6/2017	1,509	1,659					-150						
15 TRWE QM US SIC GR EQ	779917103	X				9/4/2012	2/6/2017	1,072	835					437						
16 TRWE QM US SIC GR EQ	779917103	X				9/4/2012	10/16/2017	334	175					159						
17 VAN ECK EMERGING MARKE	921075436	X				9/4/2012	12/6/2017	514	264					250						
18 VAN ECK EMERGING MARKE	921075436	X				8/18/2014	5/15/2017	3,880	3,868					12						
19 VAN ECK EMERGING MARKE	921075436	X				8/18/2014	10/16/2017	3,844	3,285					559						
20 VAN ECK EMERGING MARKE	921075436	X				8/18/2014	12/6/2017	669	582					87						
21 VANGUARD MB SEC INDX-A	92206C755	X				7/18/2016	2/6/2017	2,831	2,900					-69						
22 VANGUARD MB SEC INDX-A	92206C755	X				10/3/2016	2/6/2017	231	237					-6						
23 VANGUARD MB SEC INDX-A	92206C755	X				2/6/2016	2/6/2017	7,278	7,406					-128						
24 VANGUARD MB SEC INDX-A	92206C755	X				2/23/2015	5/15/2017	9,454	9,544					-90						
25 CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	2/6/2017	1,831	1,717					-88						
26 CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	10/16/2017	7,881	8,054					-373						
27 CAMBIAR SMALL CAP-INS	0075W0593	X				10/19/2015	10/16/2017	928	890					38						
28 CAMBIAR SMALL CAP-INS	0075W0593	X				2/6/2016	10/16/2017	2,147	1,583					564						
29 CAMBIAR SMALL CAP-INS	0075W0593	X				5/15/2017	10/16/2017	1,039	994					45						
30 EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	2/6/2017	4,024	3,774					250						
31 EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	5/15/2017	5,599	5,556					1,043						
32 EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	10/16/2017	6,362	4,792					1,570						
33 EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	12/6/2017	969	728					241						
34 CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	2/6/2017	1,395	1,371					24						
35 CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	5/15/2017	1,499	1,371					128						
36 CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	10/16/2017	3,357	2,809					548						
37 CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	12/6/2017	1,453	1,220					233						
38 JOHNM INTERNATIONAL SEL	00770G847	X				6/15/2015	2/6/2017	473	488					-25						
39 JOHNM INTERNATIONAL SEL	00770G847	X				10/16/2017	10/16/2017	6,424	5,903					521						
40 FEDERATED STRAT VAL DVC	314172560	X				10/3/2016	5/15/2017	1,571	1,536					35						
41 FEDERATED STRAT VAL DVC	314172560	X				10/3/2016	10/16/2017	2,425	2,301					124						
42 FEDERATED STRAT VAL DVC	314172560	X				2/6/2017	10/16/2017	1,983	1,812					171						
43 FEDERATED STRAT VAL DVC	314172560	X				2/6/2017	10/16/2017	17,592	15,447					2,145						
44 GOTHAM NEUTRAL FUND-IN	360873111	X				7/18/2016	2/6/2017	2,605	2,533					72						
45 GOTHAM NEUTRAL FUND-IN	360873111	X				2/6/2017	2/6/2017	174	166					8						
46 GOTHAM NEUTRAL FUND-IN	360873111	X				2/6/2016	10/16/2017	42,208	40,378					1,830						
47 GOTHAM NEUTRAL FUND-IN	360873111	X				10/3/2016	10/16/2017	1,173	1,120					53						
48 GOTHAM NEUTRAL FUND-IN	360873111	X				5/15/2017	10/16/2017	2,165	2,126					39						
49 ISHARES CORE SAP 500 ETF	464287200	X				7/18/2016	2/6/2017	7,832	7,400					432						
50 ISHARES CORE SAP 500 ETF	464287200	X				7/18/2016	5/15/2017	6,269	5,659					610						
51 ISHARES CORE SAP 500 ETF	464287200	X				10/16/2017	12/6/2017	6,368	6,164					204						
52 ISHARES U.S. TREASURY BC	464298267	X				7/18/2016	12/6/2017	1,434	1,490					-56						
53 JOHN HANCOCK II-DISCPN	47803U840	X				10/17/2013	2/6/2017	1,739	1,516					223						
54 JOHN HANCOCK II-DISCPN	47803U840	X				3/4/2014	2/6/2017	1,176	1,083					93						
55 JOHN HANCOCK II-DISCPN	47803U840	X				10/19/2015	2/6/2017	289	267					22						
56 JOHN HANCOCK II-DISCPN	47803U840	X				3/11/2013	2/6/2017	6,123	4,822					1,301						
57 JOHN HANCOCK II-DISCPN	47803U840	X				5/15/2017	10/16/2017	977	911					66						
58 JOHN HANCOCK II-DISCPN	47803U840	X				3/11/2013	10/16/2017	962	683					279						
59 JOHN HANCOCK II-DISCPN	47803U840	X				3/11/2013	12/6/2017	5,223	3,600					1,623						
60 NUVEEN SMALL CAP VALUE	470678200	X				10/16/2017	12/6/2017	620	601					19						
61 OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	2/6/2017	475	480					-5						
62 PIMCO INVESTMENT GRD CC	72205818	X				2/23/2015	2/6/2017	14,807	15,428					-619						
63 ABBEY CAP FUTURES STRA	74925K367	X				2/23/2015	12/6/2017	1,276	1,283					-7						
64 VANGUARD MB SEC INDX-A	92206C755	X				2/6/2016	2/6/2017	138	151					-13						
65 VANGUARD MB SEC INDX-A	92206C755	X				2/6/2016	5/15/2017	332	336					-4						
66 VANGUARD MB SEC INDX-A	92206C755	X				10/27/2014	5/15/2017	507	511					-4						
67 VANGUARD MB SEC INDX-A	92206C755	X				10/27/2014	12/17/2017	294	297					-3						
68 OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	10/16/2017	2,369	2,142					227						
69 OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	10/16/2017	2,595	2,083					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)
<b>1</b>	TAX PREP FEES	2,500			2,500



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

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

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

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

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

**Line 3 - Other increases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	4
2	MUTUAL FUND TIMING DIFFERENCE	2	898
3	FEDERAL EXCISE TAX REFUND	3	353
4	Total . . . . .	4	1,255

**Line 5 - Decreases not included in Part III, Line 2**

1	MUTUAL FUND TIMING DIFFERENCE	1	1,414
2	Total . . . . .	2	1,414

5

[illegible]



**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	
4 Third quarter estimated tax payment . . . . .	4	
5 Fourth quarter estimated tax payment . . . . .	5	
6 Other payments . . . . .	6	0
7 Total . . . . .	7	384

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	<b>1</b>	40,860
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	40,860