

Department of the Treasury Internal Revenue Service

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. Go to www.irs.gov/Form990PF for instructions and the latest information.

2023

Open to Public Inspection

For calendar year 2023 or tax year beginning 06/01/2023 and ending 05/31/2024

Name of foundation: JEROME & MILDRED PADDOCK FOUNDATION A Employer identification number: 59-6200844

Number and street (or P.O. box number if mail is not delivered to street address): PO BOX 919798 Room/suite: B Telephone number (see instructions): 844-382-3122

City or town, state or province, country, and ZIP or foreign postal code: ORLANDO, FL 32891-9798 C If exemption application is pending, check here: [ ]

G Check all that apply: Initial return [ ] Final return [ ] Address change [ ] Initial return of a former public charity [ ] Amended return [ ] Name change [ ] D 1. Foreign organizations, check here: [ ] 2. Foreign organizations meeting the 85% test, check here and attach computation: [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation [ ] E If private foundation status was terminated under section 507(b)(1)(A), check here: [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): \$ 6,095,514. J Accounting method: [X] 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).)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue items 1-12.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Operating and Administrative Expenses 13-26 and summary rows 27-29.

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash - non-interest-bearing . . . . .			
	<b>2</b>	Savings and temporary cash investments . . . . .	72,195.	49,098.	49,098.
	<b>3</b>	Accounts receivable _____ Less: allowance for doubtful accounts _____			
	<b>4</b>	Pledges receivable _____ Less: allowance for doubtful accounts _____			
	<b>5</b>	Grants receivable . . . . .			
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b>	Other notes and loans receivable (attach schedule) _____ Less: allowance for doubtful accounts _____ <b>NONE</b>			
	<b>8</b>	Inventories for sale or use . . . . .			
	<b>9</b>	Prepaid expenses and deferred charges . . . . .			
	<b>10a</b>	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	<b>b</b>	Investments - corporate stock (attach schedule) . . . . .			
	<b>c</b>	Investments - corporate bonds (attach schedule) <b>STMT 5</b> . . . . .	1,429,200.	1,116,974.	1,055,349.
	<b>11</b>	Investments - land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____			
	<b>12</b>	Investments - mortgage loans . . . . .			
	<b>13</b>	Investments - other (attach schedule) . . . . . <b>STMT 6</b> . . . . .	4,242,925.	4,346,676.	4,991,067.
	<b>14</b>	Land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____			
<b>15</b>	Other assets (describe <b>CORBIN MULTI STRATEGY FUND LLC</b> ) _____	20,804.			
<b>16</b>	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	5,765,124.	5,512,748.	6,095,514.	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .			
	<b>18</b>	Grants payable . . . . .			
	<b>19</b>	Deferred revenue . . . . .			
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b>	Other liabilities (describe _____)			
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		<b>NONE</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30</b> . . . . . <input type="checkbox"/>				
	<b>24</b>	Net assets without donor restrictions . . . . .			
	<b>25</b>	Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30</b> . . . . . <input checked="" type="checkbox"/>				
	<b>26</b>	Capital stock, trust principal, or current funds . . . . .	5,765,124.	5,512,748.	
	<b>27</b>	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	<b>28</b>	Retained earnings, accumulated income, endowment, or other funds . . . . .			
<b>29</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,765,124.	5,512,748.		
<b>30</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,765,124.	5,512,748.		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b>	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b> 5,765,124.
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b> -230,421.
<b>3</b>	Other increases not included in line 2 (itemize) <b>2022 TRANSACTION POSTED IN 2023</b> . . . . .	<b>3</b> 3,048.
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b> 5,537,751.
<b>5</b>	Decreases not included in line 2 (itemize) <b>SEE STATEMENT 7</b> . . . . .	<b>5</b> 25,003.
<b>6</b>	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 29 . . . . .	<b>6</b> 5,512,748.

**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>1 a PUBLICLY TRADED SECURITIES</b>				
<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> 811,710.		889,363.	-77,653.	
<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.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			-77,653.	
<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>	-77,653.
<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 . . . . .	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>3</b>	

**Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)**

<b>1a</b> 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>1</b>	1,730.
<b>b</b> All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b) . . . . .		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>2</b>	NONE
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	1,730.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	<b>4</b>	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,730.
<b>6</b> Credits/Payments:		
<b>a</b> 2023 estimated tax payments and 2022 overpayment credited to 2023 . . . . .	<b>6a</b>	682.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>	NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	NONE
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	682.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	48.
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	<b>9</b>	1,096.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: Credited to 2024 estimated tax NONE Refunded	<b>11</b>	

Part VI-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes?
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
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?
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?
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
4b If "Yes," has it filed a tax return on Form 990-T for this 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:
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8a Enter the states to which the foundation reports or with which it is registered.
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G?
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 2023 or the tax year beginning in 2023?
10 Did any persons become substantial contributors during the tax year?
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)?
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of TRUIST BANK Telephone no. (844) 382-3122
Located at PO BOX 919798, ORLANDO, FL ZIP+4 32891
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
16 At any time during calendar year 2023, 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?

**Part VI-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):		
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<b>1a(1)</b>	X
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<b>1a(2)</b>	X
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<b>1a(3)</b>	X
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<b>1a(4)</b>	X
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<b>1a(5)</b>	X
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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.) . . . . .	<b>1a(6)</b>	X
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here. . . . . <input type="checkbox"/>		
<b>d</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 2023? . . . . .	<b>1d</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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years . . . . .	<b>2a</b>	X
_____ , _____ , _____ , _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) . . . . .	<b>2b</b>	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. . . . .		
_____ , _____ , _____ , _____		
<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? . . . . .	<b>3a</b>	X
<b>b</b> If "Yes," did it have excess business holdings in 2023 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969; <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.) . . . . .	<b>3b</b>	
<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 2023? . . . . .	<b>4b</b>	X

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

	Yes	No
<b>5a</b> 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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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.		
<b>c</b> Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
<b>d</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

**Part VII 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
TRUIST BANK PO BOX 919798, ORLANDO, FL 32891	TRUSTEE 1	22,537.	-0-	-0-

**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		NONE	NONE	NONE

**Total** number of other employees paid over \$50,000 . . . . . NONE

**Part VII 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		NONE

**Total** number of others receiving over \$50,000 for professional services . . . . . NONE

**Part VIII-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 VIII-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 . . . . .

**Part IX 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>	5,734,063.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	139,780.
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	5,873,843.
<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>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	5,873,843.
<b>4</b>	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	88,108.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 . . . . .	<b>5</b>	5,785,735.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% (0.05) of line 5 . . . . .	<b>6</b>	289,287.

**Part X 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 IX, line 6 . . . . .	<b>1</b>	289,287.
<b>2a</b>	Tax on investment income for 2022 from Part V, line 5 . . . . .	<b>2a</b>	1,730.
<b>b</b>	Income tax for 2022. (This does not include the tax from Part V.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,730.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	<b>3</b>	287,557.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	287,557.
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1 . . . . .	<b>7</b>	287,557.

**Part XI 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>	274,913.
<b>b</b>	Program-related investments - total from Part VIII-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>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part XII, line 4 . . . . .	<b>4</b>	274,913.



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

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
<b>1</b> Distributable amount for 2023 from Part X, line 7				287,557.
<b>2</b> Undistributed income, if any, as of the end of 2023:				
<b>a</b> Enter amount for 2022 only. . . . .			258,675.	
<b>b</b> Total for prior years: 20____,20____,20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2023:				
<b>a</b> From 2018 . . . . .	NONE			
<b>b</b> From 2019 . . . . .	NONE			
<b>c</b> From 2020 . . . . .	NONE			
<b>d</b> From 2021 . . . . .	NONE			
<b>e</b> From 2022 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2023 from Part XI, line 4: \$ <u>274,913.</u>				
<b>a</b> Applied to 2022, but not more than line 2a . . .			258,675.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2023 distributable amount . . . . .				16,238.
<b>e</b> Remaining amount distributed out of corpus . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2023 (If an amount appears in column (d), the same amount must be shown in column (a).) . . . . .	NONE			NONE
<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	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024. . . . .				271,319.
<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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2018 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2019 . . .	NONE			
<b>b</b> Excess from 2020 . . .	NONE			
<b>c</b> Excess from 2021 . . .	NONE			
<b>d</b> Excess from 2022 . . .	NONE			
<b>e</b> Excess from 2023 . . .	NONE			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, 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)

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

	Tax year		Prior 3 years		(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
<b>b</b> 85% (0.85) of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XI, line 4, for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<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 . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed. . . . .					
<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) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XIV** Supplementary Information *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SEE STATEMENT 14				262,500.
<b>Total</b> . . . . .			<b>3a</b>	262,500.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.

NOT APPLICABLE

**Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations**

		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash . . . . .	<b>1a(1)</b>	X
	(2) Other assets . . . . .	<b>1a(2)</b>	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization . . . . .	<b>1b(1)</b>	X
	(2) Purchases of assets from a noncharitable exempt organization . . . . .	<b>1b(2)</b>	X
	(3) Rental of facilities, equipment, or other assets . . . . .	<b>1b(3)</b>	X
	(4) Reimbursement arrangements . . . . .	<b>1b(4)</b>	X
	(5) Loans or loan guarantees . . . . .	<b>1b(5)</b>	X
	(6) Performance of services or membership or fundraising solicitations . . . . .	<b>1b(6)</b>	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	<b>1c</b>	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign Here** *Jennifer Averette* | 08/08/2024 | DIRECTOR  
 Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instructions.  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	RICHARD RALEIGH	<i>Richard Raleigh</i>	08/08/2024		P00382844
	Firm's name	Firm's EIN		34-6565596	
	Firm's address	Phone no.		401-457-3839	
	40 WESTMINSTER ST STE 800 PROVIDENCE, RI 02903				

Department of the Treasury  
Internal Revenue Service

Attach to the corporation's tax return.  
Go to [www.irs.gov/Form2220](http://www.irs.gov/Form2220) for instructions and the latest information.

**2023**

Name: **JEROME & MILDRED PADDOCK FOUNDATION**  
Employer identification number: **59-6200844**

**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

**Part I Required Annual Payment**

<b>1</b>	Total tax (see instructions) . . . . .	<b>1</b>	1,730.
<b>2a</b>	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	<b>2a</b>	
<b>b</b>	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method. . . . .	<b>2b</b>	
<b>c</b>	Credit for federal tax paid on fuels (see instructions) . . . . .	<b>2c</b>	
<b>d</b>	<b>Total.</b> Add lines 2a through 2c . . . . .	<b>2d</b>	
<b>3</b>	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty . . . . .	<b>3</b>	1,730.
<b>4</b>	Enter the tax shown on the corporation's 2022 income tax return. See instructions. <b>Caution:</b> If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 . . . . .	<b>4</b>	1,639.
<b>5</b>	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 . . . . .	<b>5</b>	1,639.

**Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty. See instructions.**

<b>6</b>	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
<b>7</b>	<input checked="" type="checkbox"/>	The corporation is using the annualized income installment method.
<b>8</b>	<input checked="" type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)
<b>9</b>	10/15/2023	11/15/2023	02/15/2024	05/15/2024
<b>10</b>	410.	272.	553.	495.
<b>11</b>		682.		
<b>12</b>				
<b>13</b>		682.		
<b>14</b>		410.		553.
<b>15</b>		272.		
<b>16</b>				
<b>17</b>	410.		553.	495.
<b>18</b>				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form **2220** (2023)

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions . . . . .				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 . . . . .				
<b>21</b> Number of days on line 20 after 4/15/2023 and before 7/1/2023				
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 7% (0.07)	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 6/30/2023 and before 10/1/2023				
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 7% (0.07)	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2023 and before 1/1/2024	SEE PENALTY COMPUTATION ATTACHMENT			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 8% (0.08)	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2023 and before 4/1/2024				
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{366}$ x 8% (0.08)	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2024 and before 7/1/2024				
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{366}$ x %	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2024 and before 10/1/2024				
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{366}$ x %	\$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2024 and before 1/1/2025				
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{366}$ x %	\$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2024 and before 3/16/2025				
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x %	\$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 . . . . .	\$	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns . . . . .				<b>38</b> \$ <u>48.</u>

\*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov) You can also call 800-829-4933 to get interest rate information.

**Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method**

See instructions.

**Form 1120-S filers:** For lines 1, 2, 3, and 21, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

**Part I Adjusted Seasonal Installment Method**

**Caution:** Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
<b>1</b>	Enter taxable income for the following periods.				
<b>a</b>	Tax year beginning in 2020 . . . . .	<b>1a</b>			
<b>b</b>	Tax year beginning in 2021 . . . . .	<b>1b</b>			
<b>c</b>	Tax year beginning in 2022 . . . . .	<b>1c</b>			
<b>2</b>	Enter taxable income for each period for the tax year beginning in 2023. See the instructions for the treatment of extraordinary items . . . . .	<b>2</b>			
<b>3</b>	Enter taxable income for the following periods.	First 4 months	First 6 months	First 9 months	Entire year
<b>a</b>	Tax year beginning in 2020 . . . . .	<b>3a</b>			
<b>b</b>	Tax year beginning in 2021 . . . . .	<b>3b</b>			
<b>c</b>	Tax year beginning in 2022 . . . . .	<b>3c</b>			
<b>4</b>	Divide the amount in each column on line 1a by the amount in column (d) on line 3a	<b>4</b>			
<b>5</b>	Divide the amount in each column on line 1b by the amount in column (d) on line 3b	<b>5</b>			
<b>6</b>	Divide the amount in each column on line 1c by the amount in column (d) on line 3c	<b>6</b>			
<b>7</b>	Add lines 4 through 6 . . . . .	<b>7</b>			
<b>8</b>	Divide line 7 by 3.0 . . . . .	<b>8</b>			
<b>9a</b>	Divide line 2 by line 8 . . . . .	<b>9a</b>			
<b>b</b>	Extraordinary items (see instructions) . . . . .	<b>9b</b>			
<b>c</b>	Add lines 9a and 9b . . . . .	<b>9c</b>			
<b>10</b>	Figure the tax on the amount on line 9c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return . . . . .	<b>10</b>			
<b>11a</b>	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a . . . . .	<b>11a</b>			
<b>b</b>	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b . . . . .	<b>11b</b>			
<b>c</b>	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c . . . . .	<b>11c</b>			
<b>12</b>	Add lines 11a through 11c . . . . .	<b>12</b>			
<b>13</b>	Divide line 12 by 3.0 . . . . .	<b>13</b>			
<b>14</b>	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d) . . . . .	<b>14</b>			
<b>15</b>	Enter any alternative minimum tax (trusts only) for each payment period. See instructions . . . . .	<b>15</b>			
<b>16</b>	Enter any other taxes for each payment period. See instructions . . . . .	<b>16</b>			
<b>17</b>	Add lines 14 through 16 . . . . .	<b>17</b>			
<b>18</b>	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions . . . . .	<b>18</b>			
<b>19</b>	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0- . . . . .	<b>19</b>			



**Part II Annualized Income Installment Method**

	(a)	(b)	(c)	(d)
	First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
<b>20</b> Annualization periods (see instructions) . . .	<b>20</b>			
<b>21</b> Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items . . . . .	<b>21</b> 21,189.	24,533.	59,202.	97,043.
<b>22</b> Annualization amounts (see instructions) . . .	<b>22</b> 6.00000	4.00000	2.00000	1.33333
<b>23a</b> Annualized taxable income. Multiply line 21 by line 22 . . . . .	<b>23a</b> 127,134.	98,132.	118,404.	129,390.
<b>b</b> Extraordinary items (see instructions) . . . . .	<b>23b</b> NONE	NONE	NONE	NONE
<b>c</b> Add lines 23a and 23b . . . . .	<b>23c</b> 127,134.	98,132.	118,404.	129,390.
<b>24</b> Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 1, or comparable line of corporation's return . . .	<b>24</b> 1,767.	1,364.	1,646.	1,799.
<b>25</b> Enter any alternative minimum tax (trusts only) for each payment period. See instructions . . . . .	<b>25</b>			
<b>26</b> Enter any other taxes for each payment period. See instructions . . . . .	<b>26</b> NONE	NONE	NONE	NONE
<b>27</b> Total tax. Add lines 24 through 26 . . . . .	<b>27</b> 1,767.	1,364.	1,646.	1,799.
<b>28</b> For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions . . . . .	<b>28</b> NONE	NONE	NONE	NONE
<b>29</b> Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- . . . . .	<b>29</b> 1,767.	1,364.	1,646.	1,799.
<b>30</b> Applicable percentage . . . . .	<b>30</b> 25%	50%	75%	100%
<b>31</b> Multiply line 29 by line 30 . . . . .	<b>31</b> 442.	682.	1,235.	1,799.

**Part III Required Installments**

	1st installment	2nd installment	3rd installment	4th installment
<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.				
<b>32</b> If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 . . . . .	<b>32</b> 442.	682.	1,235.	1,799.
<b>33</b> Add the amounts in all preceding columns of line 38. See instructions . . . . .	<b>33</b>	410.	682.	1,235.
<b>34</b> <b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- . . . . .	<b>34</b> 442.	272.	553.	564.
<b>35</b> Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter . . . . .	<b>35</b> 410.	456.	433.	431.
<b>36</b> Subtract line 38 of the preceding column from line 37 of the preceding column . . . . .	<b>36</b>		184.	64.
<b>37</b> Add lines 35 and 36 . . . . .	<b>37</b> 410.	456.	617.	495.
<b>38</b> <b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions . . . . .	<b>38</b> 410.	272.	553.	495.

PENALTY COMPUTATION DETAIL - FORM 2220

=====

DATE PD	UNDERPAYMENT	BEG.DATE	END DATE	DAYS	%	PENALTY
-----	-----	-----	-----	----	--	-----
Quarter 1, Rate Period 1 (10/16/2023 - 10/15/2024)						
=====						
11/07/2023	410.	10/15/2023	11/07/2023	23	8	2.
TOTAL FOR QUARTER 1, RATE PERIOD 1						2.
=====						
Quarter 3, Rate Period 1 (02/16/2024 - 10/15/2024)						
=====						
	553.	02/15/2024	10/15/2024	243	8	29.
TOTAL FOR QUARTER 3, RATE PERIOD 1						29.
=====						
Quarter 4, Rate Period 1 (05/16/2024 - 10/15/2024)						
=====						
	495.	05/15/2024	10/15/2024	153	8	17.
TOTAL FOR QUARTER 4, RATE PERIOD 1						17.
=====						
TOTAL UNDERPAYMENT PENALTY						48.
=====						

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	13,597.	13,597.
FOREIGN DIVIDENDS	8,174.	8,174.
DOMESTIC DIVIDENDS	38,482.	38,482.
US GOVERNMENT INTEREST REPORTED AS QUALI	118.	118.
NONQUALIFIED FOREIGN DIVIDENDS	363.	363.
NONQUALIFIED DOMESTIC DIVIDENDS	74,581.	74,581.
SECTION 199A DIVIDENDS	1,088.	1,088.
	-----	-----
TOTAL	136,403.	136,403.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CHECKING ACCT INT	95.	95.
TOTALS	----- 95. =====	----- 95. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,651.	
FEDERAL ESTIMATES - PRINCIPAL	682.	
FOREIGN TAXES ON QUALIFIED FOR	719.	719.
FOREIGN TAXES ON NONQUALIFIED	33.	33.
	-----	-----
TOTALS	3,085.	752.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
WEBSITE EXPENSES	1,144.	1,144.
TOTALS	----- 1,144. =====	----- 1,144. =====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
957663677 WESTERN ASSET CORE B	529,874.		
722005816 PIMCO INVESTMENT GRA	293,541.	353,641.	294,096.
464287226 ISHARES CORE US AGGR	605,785.	763,333.	761,253.
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TOTALS	1,429,200.	1,116,974.	1,055,349.
	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
256210105 DODGE & COX INCOME F	C	808,641.	998,441.	923,801.
277902235 EATON VANCE ATLANTA	C	137,836.	134,289.	154,434.
464287507 ISHARES CORE S&P MID	C	120,585.	117,497.	179,398.
922908710 VANGUARD 500 INDEX F	C	1,031,465.	1,001,752.	1,323,092.
04314H857 ARTISAN INTERNATIONA	C	280,812.	273,543.	295,193.
09250J734 BLACKROCK EVENT DRIV	C	212,843.	212,843.	215,661.
38147N269 GOLDMAN SACHS GQG PA	C	248,680.	241,468.	307,594.
41664T669 HARTFORD DIVIDEND &	C	206,489.	200,288.	248,272.
464287804 ISHARES CORE S&P SMA	C	171,335.	166,934.	187,173.
543488845 LOOMIS SAYLES GROWTH	C	265,122.	258,313.	280,903.
92206C672 VANGUARD RUSSELL 100	C	223,700.	217,809.	300,750.
92206C698 VANGUARD RUSSELL 100	C	237,545.	231,374.	251,080.
64128R608 NEUBERGER BERMAN LON	C	77,922.	77,922.	85,575.
921910501 VANGUARD INTERNATION	C	219,950.	214,203.	238,141.
		-----	-----	-----
TOTALS		4,242,925.	4,346,676.	4,991,067.
		=====	=====	=====



FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION -----	AMOUNT -----
2023 TRANSACTION POSTED IN 2024	1,809.
COST BASIS ADJUSTMENT	20,024.
IRS PENALTIES AND INTEREST PAYMENT	3,170.
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TOTAL	25,003.
	=====

AVERAGE MONTHLY FMV - 990PF, PART IX, LINES 1a-1c

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	5,854,426.	190,106.	
FEBRUARY	5,943,271.	191,196.	
MARCH	6,079,711.	201,306.	
APRIL	6,035,856.	209,806.	
MAY	5,989,200.	129,198.	
JUNE	5,526,127.	81,506.	
JULY	5,669,754.	89,397.	
AUGUST	5,673,928.	91,141.	
SEPTEMBER	5,510,256.	102,629.	
OCTOBER	5,331,503.	112,946.	
NOVEMBER	5,453,979.	120,268.	
DECEMBER	5,740,747.	157,857.	
TOTAL	68,808,758.	1,677,356.	
AVERAGE FMV	5,734,063.	139,780.	

RECIPIENT NAME:

PADDOCK FOUNDATION

ADDRESS:

1819 MAIN STREET #23

SARASOTA, FL 34236

RECIPIENT'S PHONE NUMBER: 941-364-9818

FORM, INFORMATION AND MATERIALS:

APPLICATION REQUIRED - REQUEST FROM FOUNDATION

SUBMISSION DEADLINES:

JANUARY 15TH

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SARASOTA COUNTY, DISADVANTAGED CHILDREN AND THE ELDERLY

=====

RECIPIENT NAME:

BOYS & GRILS CLUBS SARASOTA & DESOTO

ADDRESS:

3130 FRUITVILLE ROAD

SARASOTA, FL 34237

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

CHILDREN FIRST

ADDRESS:

1723 N ORANGE AVE

SARASOTA, FL 34234

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

CHILDREN'S GUARDIAN FUND

ADDRESS:

PO BOX 49722

SARASOTA, FL 34230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 7,500.

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RECIPIENT NAME:

THE HAVEN

ADDRESS:

4405 DESOTO ROAD  
SARASOTA, FL 34235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:

PARENTING MATTERS

ADDRESS:

602 THIRD ST EAST  
BRADENTON, FL 34208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

FAMILY PROMISE OF SOUTH SARASOTA COUNTY

ADDRESS:

850 COCKRILL ST  
VENICE, FL 34285

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
EASTER SEALS SOUTHWEST FLORIDA INC.  
ADDRESS:  
350 BRADEN AVENUE  
SARASOTA, FL 34243  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 35,000.

RECIPIENT NAME:  
SENIOR FRIENDSHIP CENTERS INC.  
ADDRESS:  
1888 BROTHER GREEN WAY  
SARASOTA, FL 34236  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SAFE PLACE AND RAPE CRISIS CENTER  
ADDRESS:  
2139 MAIN STREET  
SARASOTA, FL 34237  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

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RECIPIENT NAME:

FLORIDA CENTER FOR EARLY CHILDHOOD

ADDRESS:

4620 17TH STREET  
SARASOTA, FL 34235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

MANASOTA LIGHTHOUSE FOR THE BLIND INC

ADDRESS:

1506 BAYSHORE GARDENS PWY  
BRADENTON, FL 34207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:

SAMARITAN COUNSELING SERVICES  
OF THE GULF COAST INC.

ADDRESS:

3224 BEE RIDGE ROAD  
SARASOTA, FL 34239

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

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RECIPIENT NAME:

FORTY CARROTS FAMILY CENTER

ADDRESS:

1500 SOUTH TUTTLE AVE

SARASOTA, FL 34239

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID:

262,500.

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FEDERAL FOOTNOTES

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PART VII, LINE 1: OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHEST COMPENSATED EMPLOYEES AND CONTRACTORS: THE COMPENSATION REPORTED IN COLUMN (C) IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED ON AN HOURLY BASIS AND THE REFERENCE TO ONE HOUR PER WEEK IS AN ESTIMATE ONLY. CORPORATE TRUSTEE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, ADMINISTRATIVE SERVICES SUCH AS FIDUCIARY ACCOUNTING, CUSTODY OF ASSETS, COMPLYING WITH TAX FILING REQUIREMENTS, COMPLYING WITH DISTRIBUTION PROVISIONS, AND COMPLYING WITH FEDERAL AND STATE LAWS APPLICABLE TO PRIVATE FOUNDATIONS, PLUS ASSET MANAGEMENT SERVICES SUCH AS CREATING ASSET ALLOCATION STRATEGIES, INVESTMENTS REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY.