

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2005

Department of the Treasury
Internal Revenue Service

Note: *The organization may be able to use a copy of this return to satisfy state reporting requirements.*

For calendar year 2005, or tax year beginning _____, **2005, and ending** _____,

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization The Patton Charitable Foundation		A Employer identification number 65-6346631
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (772) 546-9891
	330 South Beach Road		
	City or town	State ZIP code	C If exemption application is pending, check here <input type="checkbox"/>
	Hobe Sound	FL 33455	D 1 Foreign organizations, check here <input type="checkbox"/>
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 2,217,274.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>				
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	1,000,000.			
2 Ck ▶ <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	49,589.	49,589.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	117,531.			
b Gross sales price for all assets on line 6a	1,224,461.			
7 Capital gain net income (from Part IV, line 2)		117,531.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11.	1,167,120.	167,120.		
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt.	2,000.			2,000.
c Other prof fees (attach sch) L-16c Stmt.	7,559.	7,559.		
17 Interest.				
18 Taxes (attach schedule) Excise Tax.	314.			314.
19 Depreciation (attach schedule) and depletion				
20 Occupancy.				
21 Travel, conferences, and meetings	402.			402.
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	10,275.	7,559.		2,716.
25 Contributions, gifts, grants paid	273,282.			273,282.
26 Total expenses and disbursements. Add lines 24 and 25	283,557.	7,559.		275,998.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	883,563.			
b Net investment income (if negative, enter -0)		159,561.		
c Adjusted net income (if negative, enter -0)				

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		
A s s e t s	1	Cash — non-interest-bearing		362.	261.	261.
	2	Savings and temporary cash investments		497,408.	491,286.	491,286.
	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 sch) ▶				
		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) L-10a. Stmt		233,633.	159,018.	155,407.
	b	Investments — corporate stock (attach schedule) . L-10b. Stmt		553,889.	1,518,289.	1,570,320.
	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)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		1,285,292.	2,168,854.	2,217,274.	
L i a b i l i t i e s	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)				
N e t A s s e t B a l a n c e s	Organizations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,500,000.	2,500,000.	
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds		-214,708.	-331,146.		
30	Total net assets or fund balances (see instructions)		1,285,292.	2,168,854.		
31	Total liabilities and net assets/fund balances (see instructions)		1,285,292.	2,168,854.		

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	1,285,292.
2	Enter amount from Part I, line 27a	2	883,563.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,168,855.
5	Decreases not included in line 2 (itemize) ▶ <u>Rounding</u>	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,168,854.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
P	Various	Various
P	Various	Various

1 a See schedule of short-term stock sales	P	Various	Various
b See schedule of long-term stock sales	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 390,601.		379,551.	11,050.
b 833,860.		727,379.	106,481.
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			11,050.
b			106,481.
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	117,531.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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 (column (b) divided by column (c))
2004	55,484.	921,408.	0.060217
2003	48,207.	825,567.	0.058393
2002	57,948.	861,511.	0.067263
2001	50,118.	963,246.	0.052030
2000	0.	0.	0.000000

2 Total of line 1, column (d)	2	0.237903
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047581
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5	4	1,883,868.
5 Multiply line 4 by line 3	5	89,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,596.
7 Add lines 5 and 6	7	91,232.
8 Enter qualifying distributions from Part XII, line 4	8	275,998.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary – see instructions)			
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,596.
c All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,596.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,596.
6 Credits/Payments:			
a 2005 estimated tax pmts and 2004 overpayment credited to 2005	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	18.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,614.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount on line 10 to be: Credited to 2006 estimated tax			
	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		X
<i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.</i>		
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization . . ▶ \$ <u>0.</u> (2) On organization managers . . . ▶ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers . . . ▶ \$ <u>0.</u>		
2 Has the organization engaged in any activities that have not previously been reported to the IRS?		X
<i>If 'Yes,' attach a detailed description of the activities.</i>		
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
<i>If 'Yes,' attach the statement required by 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?		
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FLORIDA</u>		
b If the answer is 'Yes' to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>		
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year?	X	
<i>If 'Yes,' attach a schedule listing their names and addresses.</i>		
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?		
Web site address ▶ <u>N/A</u>		
12 The books are in care of ▶ <u>Mary Ann Casey, Trustee</u> Telephone no. ▶ <u>(772) 546-9891</u> Located at ▶ <u>330 South Beach Road, Hobe Sound, FL</u> ZIP + 4 ▶ <u>33455</u>		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 13		

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.

Table with columns for question text, Yes/No checkboxes, and Yes/No columns. Rows include questions 1a through 6a regarding disqualifying acts, taxes, and business interests.

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Mary Ann B. Casey 330 S. Beach Rd., Hobe Sound, FL 33455	Trustee 1/2 Hour	0.	0.	0.
Edward B. Patton 73 Beals St., Brookline, MA 02446	Trustee 1/2 Hour	0.	0.	0.
Pamela W. Patton 12 E. 97 St., Apt. 6H, NY, NY 10029	Trustee 1/2 Hour	0.	0.	0.
See Part VIII, Line 1 Stmt		0.	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
N/A				

Total number of other employees paid over \$50,000 None

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
N/A		

Total number of others receiving over \$50,000 for professional services None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <u>N/A</u>	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	▶

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1 a	1,757,320.
b Average of monthly cash balances	1 b	155,236.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b and c)	1 d	1,912,556.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,912,556.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	28,688.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,883,868.
6 Minimum investment return. Enter 5% of line 5	6	94,193.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	94,193.
2a Tax on investment income for 2005 from Part VI, line 5	2 a	1,596.
b Income tax for 2005. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	1,596.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	92,597.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	92,597.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	92,597.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	275,998.
b Program-related investments — total from Part IX-B.	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	275,998.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,596.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	274,402.

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

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

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				92,597.
2 Undistributed income, if any, as of the end of 2004:				
a Enter amount for 2004 only			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2005:				
a From 2000	0.			
b From 2001	0.			
c From 2002	0.			
d From 2003	0.			
e From 2004	34,917.			
f Total of lines 3a through e	34,917.			
4 Qualifying distributions for 2005 from Part XII, line 4: ▶ \$ <u>275,998.</u>				
a Applied to 2004, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	218,318.			
d Applied to 2005 distributable amount				57,680.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2005 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	34,917.			34,917.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	218,318.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2004. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2005. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	218,318.			
10 Analysis of line 9:				
a Excess from 2001	0.			
b Excess from 2002	0.			
c Excess from 2003	0.			
d Excess from 2004	0.			
e Excess from 2005	218,318.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, enter the date of the ruling ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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).)
 Mary Ann B. Casey

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

a The name, address, and telephone number of the person to whom applications should be addressed:
 N/A

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

c Any submission deadlines:
 N/A

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Groton School Groton, MA	N/A	Public	Annual Fund Education	8,250.
Westminster School Simsbury, CT	N/A	Public	Annual Fund Education	5,000.
Caring from a Distance Brookline, MA	N/A	Public	Senior Citizen Welfare	31,000.
Miss Porter's School Farmington, CT	N/A	Public	Annual Fund Education	10,000.
Univ of Pennsylvania Law Philadelphia, PA	N/A	Public	Annual Fund Education	1,000.
Wharton School of Business Philadelphia, PA	N/A	Public	Annual Fund Education	500.
St. Ignatius Boston, MA	N/A	Public	Annual Fund Religious	100.
Unitarian Church of all Souls New York, NY	N/A	Public	Annual Fund Religious	1,250.
All Souls School New York, NY	N/A	Public	Annual Fund Education	250.
Allen Stevenson School New York, NY	N/A	Public	Annual Fund Education	1,500.
National Dance Institute New York, NY	N/A	Public	Annual Fund Performing Arts	500.
Russian Orphan Oppty Fund New York, NY	N/A	Public	Annual Fund Child Welfare	500.
Thomas Jefferson University Philadelphia, PA	N/A	Public	Annual Fund Medical Research	1,000.
Church of the Redeemer Chestnut Hill, MA	N/A	Public	Annual Fund Religious	1,500.
Deacon Marc Reeves Newton, MA	N/A	Public	Annual Fund Religious	200.
See Line 3a statement				210,732.
Total				3 a 273,282.
b Approved for future payment				
N/A				
Total				3 b

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting organization to a noncharitable exempt organization of:		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization 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

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

b If 'Yes,' complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

S I G N H E R E	_____ TRUSTEE Signature of officer or trustee Date Title	
	Preparer's signature _____ Date 04/15/06 Check if self-employed <input checked="" type="checkbox"/>	Preparer's SSN or PTIN (See instructions) _____ EIN _____ Phone no. _____
	Firm's name (or yours if self-employed), address, and ZIP code Larry P. King, CPA 14816 Hartford Run Dr. Orlando FL 32828	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No. 1545-0047

2005

Name of organization

The Patton Charitable Foundation

Employer identification number

65-6346631

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule – see instructions.)

General Rule –

- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test under Regulations sections 1.509(a)-3/1.170A-9(e) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2005)

Name of organization The Patton Charitable Foundation	Employer identification number 65-6346631
---	---

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Mary Ann B. Casey ----- 330 South Beach Road ----- Hobe Sound FL 33455 -----	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

2005

Name The Patton Charitable Foundation	Employer identification number 65-6346631
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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 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	1,596.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2 a		
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	2 b		
c Credit for Federal tax paid on fuels (see instructions)	2 c		
d Total. Add lines 2a through 2c	2 d		
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	1,596.
4 Enter the tax shown on the corporation's 2004 income tax return (see instructions). Caution: 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.		4	314.
5 Required Annual Payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	314.

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).

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

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990 – PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year.	9	05/15/05	06/15/05	09/15/05	12/15/05
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	77.	79.	79.	79.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11				
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13				
14 Add amounts on lines 16 and 17 of the preceding column	14		77.	156.	235.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15		0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		77.	156.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	77.	79.	79.	79.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

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.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i>	19 05/15/06	05/15/06	05/15/06	05/15/06
20 Number of days from due date of installment on line 9 to the date shown on line 19.	20 365	334	242	151
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005	21 138	107	15	
22 Underpayment on line 17 \times $\frac{\text{Number of days on line 21}}{365} \times 6\%$	22 2.	1.	0.	
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006	23 182	182	182	106
24 Underpayment on line 17 \times $\frac{\text{Number of days on line 23}}{365} \times 7\%$	24 3.	3.	3.	2.
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006	25 45	45	45	45
26 Underpayment on line 17 \times $\frac{\text{Number of days on line 25}}{365} \times 7\%$	26 1.	1.	1.	1.
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006	27			
28 Underpayment on line 17 \times $\frac{\text{Number of days on line 27}}{365} \times \%$	28			
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007	29			
30 Underpayment on line 17 \times $\frac{\text{Number of days on line 29}}{365} \times \%$	30			
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007	31			
32 Underpayment on line 17 \times $\frac{\text{Number of days on line 31}}{365} \times \%$	32			
33 Add lines 22, 24, 26, 28, 30, and 32	33 6.	5.	4.	3.
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120, line 33; Form 1120-A, line 29; or the comparable line for other income tax returns	34			18.

*For underpayments paid after March 31, 2006: For lines 26, 28, 30, and 32, 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. You can also call 1-800-829-4933 to get interest rate information.

Form 990-PF, Page 6, Part VIII, Compensation

Part VIII, Line 1 Stmt

(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
Richard R. Patton 1007 Lowell Rd., Concord, MA 01742	Trustee 1/2 Hour	0.	0.	0.
Jennifer P. Rabley Aubrigstrasse 8, 8002 Zurich, Switzerland	Trustee 1/2 Hour	0.	0.	0.
Total		<u>0.</u>	<u>0.</u>	<u>0.</u>

Form 990-PF, Page 10, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foun- dation status of re- cipient	Purpose of grant or contribution	Amount
a Paid during the year				
Brown Sports Foundation Providence, RI	N/A	Public	Sports Education	2,767.
Chestnut Hill School Boston, MA	N/A	Public	Annual Fund Education	1,860.
Concord Land Conservation Concord, MA	N/A	Public	Environmental Conservation	100.
Food Allergy & Anaphylaxis Network Foirfax, VA	N/A	Public	Health Research	100.
Miss Porter's School Farmington, CT	N/A	Public	Building Fund Education	200,000.
Double Decker School Kilchberg, Switzerland	N/A	Public	Annual Fund Education	1,000.
Charles River Water Assn. Weston, MA	N/A	Public	Environmental Conservation	300.
Nashoba Brooks School Concord, MA	N/A	Public	Annual Fund Education	500.
Childrens Meetinghouse Concord, MA	N/A	Public	Annual Fund Education	100.
Concord Free Library Concord, MA	N/A	Public	Public Library	25.
Concord Museum Concord, MA	N/A	Public	Public Museum	215.
Concord Art Association Concord, MA	N/A	Public	Art Appreciation	65.
Concord Carlisle Community Check Concord, MA	N/A	Public	Public Welfare	50.

Form 990-PF, Page 10, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
<u>Holy Family Catholic Church</u> <u>Concord, MA</u>	<u>N/A</u>	<u>Public</u>	<u>Annual Fund</u> <u>Religious</u>	<u>100.</u>
<u>Dickinson College</u> <u>Carlisle, PA</u>	<u>N/A</u>	<u>Public</u>	<u>Annual Fund</u> <u>Education</u>	<u>50.</u>
<u>School District of Philadelphia</u> <u>Philadelphia, PA</u>	<u>N/A</u>	<u>Public</u>	<u>Public</u> <u>Education</u>	<u>500.</u>
<u>Village Academies</u> <u>New York, NY</u>	<u>N/A</u>	<u>Public</u>	<u>Annual Fund</u> <u>Education</u>	<u>2,500.</u>
<u>Family Care International</u> <u>New York, NY</u>	<u>N/A</u>	<u>Public</u>	<u>Annual Fund</u> <u>Women's Health</u>	<u>500.</u>
Total				<u><u>210,732.</u></u>

Explanation Statement

Form/Line: Form 990-PF, Page 8, Part XIII Line 4c
Explanation of: Undistributed Income - Election to Treat Distribution as Out of Corpus

Pursuant to IRC Sec. 4942(h)(2) and the regulations thereunder, the
Patton Charitable Foundation hereby elects to treat the amount on
line 4(c), Part XIII, page 8, as being made out of corpus, but only
to the extent the current year's qualifying distributions exceed the
immediately preceding year's undistributed income.

Mary Ann B. Casey
SIGNATURE TRUSTEE

Form 990-PF, Page 1, Part I, Line 16b

L-16b Stmt

Line 16b - Accounting Fees: Name of Provider	Type of Service Provided	Amount Paid
<u>Larry P. King, CPA</u>	<u>Tax Return Preparation</u>	<u>2,000.</u>
Total		<u><u>2,000.</u></u>

Form 990-PF, Page 1, Part I, Line 16c

L-16c Stmt

Line 16c - Other Professional Fees:		
Name of Provider	Type of Service Provided	Amount Paid
SCS Financial Services	Investment Advisory Fees	6,743.
Investors Bank & Trust	Agency Fees	816.
Total		7,559.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year	
	Book Value	Fair Market Value
DODGE & COX INCOME FUND	159,018.	155,407.
Total	159,018.	155,407.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
JULIUS BAER INTL EQUITY FUND	108,327.	116,408.
MATTHEWS PACIFIC TIGER FUND	136,689.	160,861.
MERIDIAN GROWTH FUND	217,895.	223,553.
TORRAY INSTITUTIONAL FUND	113,090.	110,319.
WELLS FARGO C&B MID CAP VALUE FUND	185,657.	182,236.
STANDARD & POORS DEPOSITORY RECEIPTS	756,631.	776,943.
Total	1,518,289.	1,570,320.