EXTENSION GRANTED TO 07/15/2012

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning SEP 1, 2010 , and ending AUG 31, 2011

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation: EDYTH BUSH CHARITABLE FOUNDATION, INC.

A Employer identification number: 23-7318041

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1967 Room/suite

B Telephone number: 407-647-4322

City or town, state, and ZIP code: WINTER PARK, FL 32790-1967

C If exemption application is pending, check here ▶ [ ]
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) ▶$ 71,612,000.

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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A = NOT APPLICABLE	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	67.	67.		STATEMENT 1
	4 Dividends and interest from securities	1,358,145.	1,231,282.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	931,119.			STATEMENT 3
	b Gross sales price for all assets on line 6a 55,710,799.				
	7 Capital gain net income (from Part IV, line 2)		1,390,643.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income		-159,394.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	2,289,331.	2,462,598.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	555,326.	167,226.		388,100.
	14 Other employee salaries and wages	90,250.	31,548.		58,703.
	15 Pension plans, employee benefits	348,443.	114,986.		233,457.
	16a Legal fees STMT 5	8,479.	848.		7,631.
	b Accounting fees STMT 6	37,255.	7,824.		29,431.
	c Other professional fees STMT 7	327,698.	327,698.		0.
	17 Interest				
	18 Taxes STMT 8	1,582.	0.		0.
	19 Depreciation and depletion	81,097.	0.		
	20 Occupancy	58,617.	24,619.		33,998.
	21 Travel, conferences, and meetings	31,237.	10,412.		20,825.
	22 Printing and publications	23,078.	7,693.		15,385.
	23 Other expenses STMT 9	180,535.	108,538.		71,996.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,743,597.	801,392.		859,526.
	25 Contributions, gifts, grants paid	3,057,488.			3,057,488.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,801,085.	801,392.		3,917,014.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-2,511,754.			
	b **Net investment income** (if negative, enter -0-)		1,661,206.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED JUL 11 2012

023501 12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

5 G14

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	348,099.	415,486.	415,486.
	2	Savings and temporary cash investments	70,172.	935,581.	935,581.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	32,717,170.	34,863,703.	38,827,780.
	c	Investments - corporate bonds STMT 11	8,354,223.	13,709,207.	13,970,540.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	26,969,499.	16,088,099.	16,898,832.
	14	Land, buildings, and equipment: basis ▶ 1,579,732.		STMT 14	
		Less accumulated depreciation ▶ 1,030,811.	613,589.	548,921.	548,921.
	15	Other assets (describe ▶ ARTWORK)	14,859.	14,860.	14,860.
	16	**Total assets** (to be completed by all filers)	69,087,611.	66,575,857.	71,612,000.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	69,087,611.	66,575,857.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	69,087,611.	66,575,857.	
	31	**Total liabilities and net assets/fund balances**	69,087,611.	66,575,857.	

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	69,087,611.
2	Enter amount from Part I, line 27a	2	-2,511,754.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	66,575,857.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,575,857.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	55,710,799.		54,320,156.	1,390,643.

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,390,643.

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	1,390,643.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	3,334,721.	68,320,172.	.048810
2008	2,205,171.	59,944,833.	.036787
2007	4,206,589.	85,851,500.	.048998
2006	4,705,821.	85,290,245.	.055174
2005	3,314,002.	79,408,414.	.041734

2 Total of line 1, column (d)	2	.231503
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	.046301
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	74,243,071.
5 Multiply line 4 by line 3	5	3,437,528.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,612.
7 Add lines 5 and 6	7	3,454,140.
8 Enter qualifying distributions from Part XII, line 4	8	3,933,444.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	16,612.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	16,612.
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	16,612.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 46,607.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	46,607.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	29,995.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	29,995. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.EDYTHBUSH.ORG

14 The books are in care of ▶ DAVID A. ODAHOWSKI Telephone no. ▶ 407-647-4322

Located at ▶ 199 E. WELBOURNE AVE, SUITE 100, WINTER PARK, FL ZIP+4 ▶ 32789-4365

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
				STMT 15
SEE STATEMENT 13		555,326.	15,717.	4,732.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUE ELLEN KABBOURIM - 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	EXECUTIVE ASSISTANT 35.00	50,250.	2,512.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FLAG CAPITAL MANAGEMENT STAMFORD, CT	INVESTMENT SERVICES	77,933.
THE BOGDAHN GROUP ORLANDO, FL	CONSULTING SERVICES	75,000.
Total number of others receiving over $50,000 for professional services ▶		0

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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	74,383,360.
b	Average of monthly cash balances		1b	990,316.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	75,373,676.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	75,373,676.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,130,605.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	74,243,071.
6	**Minimum investment return** Enter 5% of line 5		6	3,712,154.

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	3,712,154.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 16,612.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	16,612.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	3,695,542.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	3,695,542.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	3,695,542.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	3,917,014.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	16,430.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,933,444.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,612.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,916,832.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				3,695,542.
2 Undistributed income, if any as of the end of 2010				
a Enter amount for 2009 only			1,402,135.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ $ 3,933,444.				
a Applied to 2009, but not more than line 2a			1,402,135.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				2,531,309.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,164,233.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

DAVID ODAHOWSKI, PRESIDENT, 407-647-4322
199 E. WELBOURNE AVE, SUITE 100, WINTER PARK, FL 32789-4365

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

SEE ATTACHED GRANT REQUEST REQUIREMENTS - STATEMENT 16

c Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES.

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

SEE ATTACHED GRANT POLICIES AND PROCEDURES - STATEMENT 17

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				
SEE ATTACHED STATEMENT 18				3,057,488.
Total			▶ 3a	3,057,488.
b Approved for future payment				
SEE ATTACHED STATEMENT 19				1,138,868.
Total			▶ 3b	1,138,868.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	67.	
4 Dividends and interest from securities	900000	7,041.	14	1,351,103.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900000	3,555.	18	927,565.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		10,596.		2,278,735.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,289,331.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NONE

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 foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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 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
		N/A	

2a Is the foundation 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
N/A		

Sign Here

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

Daniel A. Ahlord, Pres. 6/28/12 ▶ PRESIDENT/CEO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LORI SIMS	LORI SIMS	06/18/12		

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶

Firm's address ▶ 420 SOUTH ORANGE AVENUE, SUITE 500 ORLANDO, FL 32801 — Phone no. 407-802-1200

023622 04-26-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PIMCO TOTAL RETURN FUND	P	VARIOUS	VARIOUS
b	PIMCO COMMODITY REAL RETURN STRATEGY FUND	P	VARIOUS	VARIOUS
c	PIMCO REAL RETURN BOND FUND	P	VARIOUS	VARIOUS
d	PIMCO DIVERSIFIED FUND	P	VARIOUS	VARIOUS
e	PIMCO SHORT-TERM FUND	P	VARIOUS	VARIOUS
f	DUFF & PHELPS REAL ESTATE INVESTMENT TRUST	P	VARIOUS	VARIOUS
g	TIFF REALTY & RESOURCES III	P	VARIOUS	VARIOUS
h	TIFF REALTY & RESOURCES 2008	P	VARIOUS	VARIOUS
i	WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	P	VARIOUS	VARIOUS
j	VANGUARD INSTITUTIONAL INDEX FUND	P	VARIOUS	VARIOUS
k	TIFF INTERNATIONAL EQUITY FUND	P	VARIOUS	VARIOUS
l	CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FD	P	VARIOUS	VARIOUS
m	MANNING & NAPIER OVERSEAS FUND	P	VARIOUS	VARIOUS
n	TIFF PRIVATE EQUITY PARTNERS 2007	P	VARIOUS	VARIOUS
o	FLAG PRIVATE EQUITY III	P	VARIOUS	VARIOUS

	(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	1,000,000.		960,253.	39,747.
b	2,186,728.		3,281,546.	-1,094,818.
c	4,572,303.		4,397,937.	174,366.
d	300,000.		301,838.	-1,838.
e	3,060,000.		3,059,031.	969.
f	3,126,131.		3,052,795.	73,336.
g			-3,938.	3,938.
h	17,686.		-5,444.	23,130.
i	750,000.		678,906.	71,094.
j	17,319,016.		17,607,069.	-288,053.
k	788,110.		724,017.	64,093.
l	1,750,000.		537,729.	1,212,271.
m			-110.	110.
n	56,001.		20,686.	35,315.
o	31,423.		-26,009.	57,432.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				39,747.
b				-1,094,818.
c				174,366.
d				-1,838.
e				969.
f				73,336.
g				3,938.
h				23,130.
i				71,094.
j				-288,053.
k				64,093.
l				1,212,271.
m				110.
n				35,315.
o				57,432.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FORTRESS PARTNERS OFFSHORE FUND	P	VARIOUS	VARIOUS
b	TIFF PRIVATE EQUITY PARTNERS 2008	P	VARIOUS	VARIOUS
c	COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	P	VARIOUS	VARIOUS
d	FLAG VENTURE PARTNERS VI	P	VARIOUS	VARIOUS
e	MERIDIAN SPECIAL INVESTMENT FUND	P	VARIOUS	VARIOUS
f	DEPRINCE, RACE & ZOLLO SMALL CAP VALUE FD.	P	VARIOUS	VARIOUS
g	GLOBAL RESOURCE RELATED STOCK PORTFOLIO	P	VARIOUS	VARIOUS
h	ATALANTA SOSNOFF LARGE CAP EQUITY	P	VARIOUS	VARIOUS
i	BROWN ADVISORY LARGE-CAP GROWTH	P	VARIOUS	VARIOUS
j	MOODY ALDRICH FOCUSED VALUE	P	VARIOUS	VARIOUS
k	DEPRINCE, RACE & ZOLLO LARGE CAP VALUE FD.	P	VARIOUS	VARIOUS
l	BANK OF AMERICA	P	VARIOUS	VARIOUS
m	MISCELLANEOUS	P	VARIOUS	VARIOUS
n	PARTNERSHIP CAPITAL GAINS ADJUSTMENT	P	VARIOUS	VARIOUS
o				

	(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	4,255,402.		3,877,897.	377,505.
b	27,127.		3,776.	23,351.
c			-32,812.	32,812.
d	73,875.		33,283.	40,592.
e	191,853.		177,490.	14,363.
f	3,243,984.		3,226,615.	17,369.
g	1,258,905.		1,647,144.	-388,239.
h	4,394,147.		4,474,183.	-80,036.
i	1,868,211.		1,767,793.	100,418.
j	2,137,421.		2,138,753.	-1,332.
k	3,302,476.		2,880,583.	421,893.
l			-404.	404.
m			-927.	927.
n			-459,524.	459,524.
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				377,505.
b				23,351.
c				32,812.
d				40,592.
e				14,363.
f				17,369.
g				-388,239.
h				-80,036.
i				100,418.
j				-1,332.
k				421,893.
l				404.
m				927.
n				459,524.
o				

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	1,390,643.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SALEM TRUST - ATALANTA SOSNOFF LARGE CAP EQUITY	17.
SALEM TRUST - BROWN ADVISORY LARGE CAP GROWTH	9.
SALEM TRUST - DEPRINCE, RACE, ZOLLO LARGE-CAP VALUE FUND	4.
SALEM TRUST - MOODY ALDRICH FOCUSED VALUE	18.
SALEM TRUST - RECEIPTS AND DISBURSEMENTS ACCOUNT	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	67.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3M COMPANY COMMON STOCK	43,000.	0.	43,000.
ATALANTA SOSNOFF LARGE CAP EQUITY	51,407.	0.	51,407.
BROWN ADVISORY LARGE-CAP GROWTH	28,504.	0.	28,504.
DEPRINCE, RACE, ZOLLO LARGE-CAP VALUE FUND	141,655.	0.	141,655.
DEPRINCE, RACE, ZOLLO SMALL-CAP VALUE FUND	14,292.	0.	14,292.
DUFF & PHELPS REAL ESTATE INVESTMENT TRUST	12,380.	0.	12,380.
GLOBAL RESOURCE RELATED PORTFOLIO	32,809.	0.	32,809.
MANNING & NAPIER OVERSEAS FUND	33,801.	0.	33,801.
MOODY ALDRICH FOCUSED VALUE	88,472.	0.	88,472.
PIMCO DIVERSIFIED FUND	118,913.	0.	118,913.
PIMCO REAL RETURN BD FD	2,018.	0.	2,018.
PIMCO SHORT-TERM FUND	25,786.	0.	25,786.
PIMCO TOTAL RETURN FUND	280,966.	0.	280,966.
TIFF INTERNATIONAL EQUITY FUND	154,152.	0.	154,152.
TIFF PRIVATE EQUITY PARTNERS 2007	16,172.	0.	16,172.
TIFF PRIVATE EQUITY PARTNERS 2008	1,723.	0.	1,723.
TIFF REALTY & RESOURCES 2008	919.	0.	919.
TIFF REALTY & RESOURCES III	4,776.	0.	4,776.
VANGUARD INSTITUTIONAL INDEX FUND	215,507.	0.	215,507.
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	90,893.	0.	90,893.
TOTAL TO FM 990-PF, PART I, LN 4	1,358,145.	0.	1,358,145.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO TOTAL RETURN FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,000,000.	960,253.	0.	0.	39,747.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO COMMODITY REAL RETURN STRATEGY FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,186,728.	3,281,546.	0.	0.	-1,094,818.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO REAL RETURN BOND FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,572,303.	4,397,937.	0.	0.	174,366.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO DIVERSIFIED FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300,000.	301,838.	0.	0.	-1,838.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO SHORT-TERM FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,060,000.	3,059,031.	0.	0.	969.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DUFF & PHELPS REAL ESTATE INVESTMENT TRUST	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,126,131.	3,052,795.	0.	0.	73,336.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF REALTY & RESOURCES III	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-3,938.	0.	0.	3,938.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF REALTY & RESOURCES 2008	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,686.	-5,444.	0.	0.	23,130.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
750,000.	678,906.	0.	0.	71,094.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD INSTITUTIONAL INDEX FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,319,016.	17,607,069.	0.	0.	-288,053.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF INTERNATIONAL EQUITY FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
788,110.	724,017.	0.	0.	64,093.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FD	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,750,000.	537,729.	0.	0.	1,212,271.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MANNING & NAPIER OVERSEAS FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-110.	0.	0.	110.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF PRIVATE EQUITY PARTNERS 2007	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,001.	20,686.	0.	0.	35,315.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG PRIVATE EQUITY III	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,423.	-26,009.	0.	0.	57,432.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FORTRESS PARTNERS OFFSHORE FUND		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,255,402.	3,877,897.	0.	0.	377,505.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF PRIVATE EQUITY PARTNERS 2008		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,127.	3,776.	0.	0.	23,351.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-32,812.	0.	0.	32,812.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG VENTURE PARTNERS VI		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,875.	33,283.	0.	0.	40,592.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERIDIAN SPECIAL INVESTMENT FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
191,853.	177,490.	0.	0.	14,363.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEPRINCE, RACE & ZOLLO SMALL CAP VALUE FD.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,243,984.	3,226,615.	0.	0.	17,369.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GLOBAL RESOURCE RELATED STOCK PORTFOLIO	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,258,905.	1,647,144.	0.	0.	-388,239.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATALANTA SOSNOFF LARGE CAP EQUITY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,394,147.	4,474,183.	0.	0.	-80,036.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN ADVISORY LARGE-CAP GROWTH	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,868,211.	1,767,793.	0.	0.	100,418.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MOODY ALDRICH FOCUSED VALUE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,137,421.	2,138,753.	0.	0.	-1,332.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEPRINCE, RACE & ZOLLO LARGE CAP VALUE FD.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,302,476.	2,880,583.	0.	0.	421,893.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BANK OF AMERICA	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-404.	0.	0.	404.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MISCELLANEOUS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	-927.	0.	0.	927.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP CAPITAL GAINS ADJUSTMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	931,119.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	0.	-18,639.	
TUCKERBROOK SB GLOBAL SPECIAL SITUATIONS FUND	0.	-40,138.	
TUCKERBROOK SB GLOBAL DISTRESSED FUND	0.	43,901.	
TUCKERBROOK REAL ASSETS FUND	0.	-90,822.	
TIFF REALTY & RESOURCES III	0.	-7,951.	
TIFF REALTY & RESOURCES 2008	0.	-14,092.	
TIFF PRIVATE EQUITY PARTNERS 2008	0.	-20,670.	
TIFF PRIVATE EQUITY PARTNERS 2007	0.	-16,136.	
PERENNIAL REAL ESTATE FUND	0.	-19,823.	
FLAG VENTURE PARTNERS VI	0.	-62,570.	
FLAG PRIVATE EQUITY III	0.	1,683.	
DUFF & PHELPS REAL ESTATE INVESTMENT TRUST	0.	46,566.	
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	0.	-25,501.	
CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FUND	0.	64,798.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-159,394.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,479.	848.		7,631.
TO FM 990-PF, PG 1, LN 16A	8,479.	848.		7,631.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,255.	7,824.		29,431.
TO FORM 990-PF, PG 1, LN 16B	37,255.	7,824.		29,431.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	327,698.	327,698.		0.
TO FORM 990-PF, PG 1, LN 16C	327,698.	327,698.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES AND FEES	1,582.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,582.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	3,562.	0.		3,562.
EDUCATIONAL TRAINING	2,870.	957.		1,913.
EQUIPMENT RENTAL & MAINTENANCE	12,458.	5,232.		7,226.
INFORMATION SERVICES	75,000.	75,000.		0.
INSURANCE	24,186.	8,062.		16,124.
LIBRARY MAINTENANCE	1,055.	0.		1,055.
OFFICE EXPENSES	21,324.	8,956.		12,368.
OTHER SERVICES	14,493.	4,831.		9,662.
POSTAGE	1,703.	568.		1,135.
TELEPHONE	10,911.	3,637.		7,274.
MISCELLANEOUS	12,973.	1,295.		11,677.
TO FORM 990-PF, PG 1, LN 23	180,535.	108,538.		71,996.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERIDIAN SPECIAL INVESTMENT FUND	393,316.	416,758.
TIFF INTERNATIONAL EQUITY FUND	2,847,097.	2,886,574.
3M COMPANY COMMON STOCK	219,875.	1,659,600.
VANGUARD INSTITUTIONAL INDEX FUND	6,091,385.	6,319,212.
CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FUND	1,236,484.	3,757,193.
MANNNING & NAPIER OVERSEAS FUND	3,340,298.	3,196,261.
ATALANTA SOSNOFF LARGE CAP EQUITY FUND	4,678,248.	4,678,870.
BROWN ADVISORY LARGE-CAP GROWTH FUND	5,130,324.	5,587,373.
MOODY ALDRICH FOCUSED VALUE FUND	5,205,032.	4,956,739.
DEPRINCE, RACE & ZOLLO LARGE-CAP VALUE FUND	5,721,644.	5,369,200.
TOTAL TO FORM 990-PF, PART II, LINE 10B	34,863,703.	38,827,780.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO DIVERSIFIED FUND	2,082,075.	2,067,765.
PIMCO TOTAL RETURN FUND	8,178,709.	8,470,313.
PIMCO SHORT-TERM FUND	3,448,423.	3,432,462.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,709,207.	13,970,540.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF PRIVATE EQUITY PARTNERS 2007	COST	1,213,316.	1,267,161.
FLAG PRIVATE EQUITY III	COST	1,267,394.	1,521,959.
FORTRESS PARTNERS OFFSHORE FUND	COST	1,122,103.	1,328,571.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	COST	882,598.	1,085,403.
TUCKERBROOK SB GLOBAL DISTRESSED FUND I	COST	2,244,511.	2,336,702.
FLAG VENTURE PARTNERS VI	COST	1,157,396.	1,561,536.
TIFF REALTY & RESOURCES III	COST	629,450.	632,756.
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	COST	1,332,316.	1,126,385.
PERENNIAL REAL ESTATE FUND	COST	2,730,006.	2,388,424.
TUCKERBROOK REAL ASSETS FUND	COST	2,112,828.	2,357,238.
TIFF REALTY & RESOURCES 2008	COST	475,451.	457,056.
TUCKERBROOK SB GLOBAL SPECIAL SITUATIONS FUND	COST	427,817.	321,629.
TIFF PRIVATE EQUITY PARTNERS 2008	COST	492,913.	514,012.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,088,099.	16,898,832.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GERALD F. HILBRICH 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	CHAIRMAN 5.00	12,500.	0.	0.
MARY GRETCHEN BELLOFF 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	VICE-CHAIRMAN 5.00	12,500.	0.	0.
HERBERT W. HOLM 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
DEBORAH C. GERMAN 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
MATTHEW W. CERTO 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
RICHARD J. WALSH 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
*DAVID A. ODAHOWSKI 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	PRESIDENT & DIRECTOR 45.00	246,750.	4,038.	4,732.
DEBORAH J. HESSLER 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	CORPORATE SECRETARY 45.00	92,122.	4,606.	0.
MARY ELLEN HUTCHESON, CPA 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	VICE PRESIDENT & TREASURER 45.00	141,454.	7,073.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		555,326.	15,717.	4,732.

*SEE ATTACHED STATEMENT 15 FOR EXPENSE ACCOUNT OF DAVID A. ODAHOWSKI.

EDYTH BUSH CHARITABLE FOUNDATION, INC.
FORM 990-PF, PART II, BALANCE SHEETS
LINE 14, COLUMN B
FYE: AUGUST 31, 2011

EIN 23-7318041

DESCRIPTION	COST	ACCUMULATED DEPRECIATION 8/31/10	CURRENT DEPRECIATION	DISPOSALS	ACCUMULATED DEPRECIATION 8/31/11
OFFICE CONDOMINIUM UNITS AND IMPROVEMENTS	1,299,325	756,760	56,767		813,527
FURNITURE, FIXTURES AND EQUIPMENT	280,407	212,075	24,328	(19,121)	217,282
	1,579,732	968,835	81,095	(19,121)	1,030,809

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
FORM 990 PF, PART VIII - OFFICERS' COMPENSATION
LINE 1, COLUMN (e)
FYE: AUGUST 31, 2011

Explanation of Foundation provided automobile as a fringe benefit:
Mr. Odahowski, President, was provided with a Foundation owned automobile for business and personal use for the entire fiscal year.
The automobile's annual lease value is $ 6,850 (using the IRS' Annual Lease Value Table) of which $ 4,732 is a taxable fringe benefit.

EDYTH BUSH
CHARITABLE FOUNDATION

OUTLINE OF GRANT REQUEST REQUIREMENTS

This Foundation asks that requests for grants be submitted in writing or through our online grant application Contact the Foundation office for details on how to access the online application form. Most applicants will use our online application to apply for funding We strongly encourage you to apply online as you will have immediate acknowledgment of the receipt of your application and it will be processed much faster However, if you wish to submit your request in writing, it should include the following.

1 Name, address, telephone number, and Federal Employer Identification Number (EIN) of the tax-exempt organization which will be the recipient of the grant

2. The amount requested, and a complete statement of why the grant is needed and what will be done with the money.

3. Name, contact information, and position or relationship to the organization of the individual signing the grant request

4 A signed statement that the grant request has been authorized by the governing board to be submitted on behalf of the requesting organization.

5 List of other funders (and amounts) you are approaching for this project

6. List specific goals you expected to accomplish with the grant funds.

7 How the project or operations will be financed after funds from this Foundation are expended.

8. Measurement tests by which the effectiveness of the grant, if made, should be judged when the grant funds have been expended

9 A detailed budget of the project or need, showing how the requested funds from this Foundation would be spent. (Three columns usually are effective Line Item, Total Project, and Foundation Funds.). Include the length of time funds will be needed.

10. A statement that the requesting organization will furnish a report showing how the funds were spent and that funds were spent solely for the purposes for which the grant is sought. Such reports must satisfy the requirements of the Edyth Bush Charitable Foundation, Inc , the Internal Revenue Service, and may be required to be certified by a Certified Public Accountant. If a grant is made by the Foundation to your organization, you will be expected to accept the General terms and Conditions "Exhibit A" available in the Grantee Tool Box at www edythbush org.

11. The names, occupations and business affiliations of each of the Board of Directors or the Trustees responsible for the management of the requesting organization

12. The application must furnish as attachments.

    (a) A statement signed by you that your organization's tax exemption under Internal Revenue Code Section 501(c)(3) and your status under Section 509(a) has not been revoked or modified.

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
FORM 990-PF, PART XV, 2b
GRANT REQUEST REQUIREMENTS
FYE: AUGUST 31, 2011

(b) Your agency's latest annual IRS Form 990 and Audit, ıf such audıts are made Provıde the most recent quarterly or monthly management financıal report as well, ıf the annual statement ıs more than three months old

Grant requests wıll not be returned to the applıcants.

When a grant request has been acted on, such actıon ıs final upon the request as presented. It normally wıll not be carrıed over for future consıderatıon unless specıfically desıgnated for further ınvestıgatıon or deferred by the Board of Dırectors. The applıcant ıs not precluded by denıal of a request from makıng other new grant requests ın the future unless the field of a denıed request ıs one whıch our Board of Dırectors has lımıted by a polıcy determınatıon

Grant requests should be transmıtted through www.edytbush org or maıled to·

Edyth Bush Charıtable Foundation, Inc.
199 E Welbourne Avenue, Suıte 100
P.O Box 1967
Wınter Park, Florıda 32790-1967
Telephone. (407) 647-4322
Toll free ın Florida: (888) 647-4322

Dated. November 2, 1979
(As Revısed Aprıl 2010)

EDYTH BUSH
CHARITABLE FOUNDATION

GRANT POLICIES AND PROCEDURES

A Geographic Limitations:

The Foundation welcomes grant requests from otherwise eligible tax-exempt organizations under Internal Revenue Code Sections 501(c)(3) and Section 509(a) located and/or operating within the Orlando MSA of Orange, Seminole, Osceola and Lake Counties, Florida. Other grant requests should have special interest or support from one or more of our Directors

B General Purposes·

1. Based on policy resolutions adopted by Edyth Bush (Mrs. Archibald G. Bush), our Founder, while she was still alive, this Foundation is operated exclusively for charitable, religious, literary, and other exempt purposes.

> "Special consideration will be given to distributions and grants to charitable, religious and educational organizations which are organized and operated to help underprivileged or needy people to improve themselves, or to relieve human suffering, "--.

2. As a practical matter, we have made grants for challenge and development purposes, construction and renovation, equipment and expansion of functions, pilot projects and seed start-up of new programs, and study or planning grants to determine feasibility and market We also have made emergency grants, emergency and other Program-Related Investment Loans. Over 50% of our grants are on a challenge or match basis, either "pay-as-matched" or "all-or-nothing."

3 Typically, grants range from $5,000 to $50,000. Many of our larger grants are on a challenge match basis.

4. The Foundation has broad interests in human service, education, health care and a limited interest in the arts. The Foundation has elected to focus these interests by concentrating on certain priorities within the particular field. This focus is more clearly defined by the Foundation's Grant Policy Limitations

C. Grant Policy Limitations

In addition to the Orlando MSA geographic limitation, the Foundation will ordinarily deny grant requests (as adopted by our Board of Directors)

1. "From chiefly tax-supported institutions, or their 'support' foundations (more than 50% government funding of the operations or project indicates 'chiefly tax-supported') or to continue dropped or discontinued government funded programs or projects until at least one (1) year or more of 51% private funding has been completed successfully,

2. "For individual scholarships or for individual research grants even if through an exempt or otherwise qualified educational organization,

3. "For alcoholism or drug abuse programs or facilities;

4 "For routine operating expenses;

5. "To pay off deficits or pre-existing debt,

6. "For foreign organizations or for foreign expenditure. For this purpose 'foreign' means outside the United States, or its territories and possessions, whether the organization itself is U S. based or foreign based;

7 "For travel projects or fellowships,

8. "For chiefly church, sacramental, denominational or inter-denominational purposes, except outreach projects for elderly, indigents, needy, youth, or homeless regardless of belief, race, color, creed, or sex;

9. "For endowment funds or other purely revenue generating funds,

10. "Advocacy organizations or advocacy component funding;

11. "For cultural or arts organizations unless their collections, exhibits, projects or performances are of demonstrated nationally recognized quality, or for the demonstrated educational value of children, K-12th grade.

12 "From organizations having receipts or revenues from memberships and/or contributions of less than $25,000 in the previous year, or from any organization whose Internal Revenue Code Section 509(a) 'publicly supported' status will need renewal in the next six (6) months "

Most of the policies are those favored by Edyth Bush, our founder, in her personal giving or in her Foundation policies prior to her death.

D. Grant Request Procedures:

1. We suggest that initial contact be through the Eligibility Quiz located at the Foundation's website at www.edythbush org. You may also contact us by telephone (407-647-4322), by email, or through a letter of inquiry stating the amount sought and purpose of the grant, and nature of the organization

2 Grant requests are submitted through our online grant application or by mail. The Program Officer will provide you the necessary information for access to our online application

3 We may conduct a field review (site visit) by one or more Officers or Directors of the Foundation. The field review includes a conference with the organization's professional staff involved in the request, one or more of its Board of Directors or Trustees, appropriate accounting personnel of the organization, as well as a review of actual operations

4. After our review, you will be notified of the Foundation's determination If approved, you are asked to accept the grant terms, including our General Terms and Conditions – "Exhibit A". You may be asked to attend a Grantee Conference held at our office prior to payout of the grant. If the grant is a match or challenge grant, you should be prepared to meet the deadlines specified in the grant letter within which to certify the match to us, including enough information for the Foundation to verify the certification Copies of all grant-related documents, including the Acceptance Letter, Exhibit A, and Grantee Conference are available in the Grantee Toolbox at www edythbush org.

5 Program-Related Investment Loans.

Requests for emergency, construction, renovation, or "bridge" loans require a complete grant request and must comply with all of the Foundation's grant policies. Loans are ordinarily for up to a maximum of three years at simple interest. After a file is complete, the request will typically be reviewed and a decision made within sixty days We suggest talking to the Program Officer before filing a loan request

E Grantee Reporting Requirements

We do ask grantees to provide us with a progress report at least every six months When the grant funds have been fully spent, we require a final report containing a list of the disbursements of the grant balanced against the grant budget, together with an evaluation of the results of the grant. New grant requests will not be processed by the Foundation from the same organization until the final report has been filed on any prior grant The Foundation from time-to-time conducts post-review audits of previously completed grants This is primarily for the purpose of assisting the Foundation in establishing its own grant policies as well as to review the stewardship of the grant funds by your organization

F Reapplications.

In case a grant request is denied, reapplication on the same grant request ordinarily will not be considered However, unless the organization is not eligible for tax or policy reasons, denial of a grant request is without prejudice to your submitting other requests on different projects or on other subjects

G Submission of Requests:

The Foundation has no submission deadline dates and grant requests are received at any time. All request materials received become property of the Foundation and will not be returned to sender.

H Office Conferences and Technical Assistance:

Please phone in advance for appointments. Much can be done by telephone rather than travel Our telephone lines are open during office hours (9:00 A.M. to 5:00 P.M.), and we encourage phone or email contact

I Grant Request Outline.

Grant requests should follow carefully our Online Grant Application or Outline of Grant Request Requirements. The Outline, along with other important information, is available on our website www edythbush org

Edyth Bush Charitable Foundation, Inc.
199 E. Welbourne Avenue, Winter Park, Florida 32789
407-647-4322 or 1-888-647-4322
www.edythbush.org

Dated. November 2, 1979 (As Revised April 2010)

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
PART XV – SUPPLEMENTARY INFORMATION
LINE 3a – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE: AUGUST 31, 2011

Recipient Organization	Tax Status	Purpose of grant or contribution	Amount
AFP Foundation for Philanthropy 4300 Wilson Blvd , Suite 300 Arlington, Virginia 22203-4168	501(c) 3 Public Charity	In support of the 2010-2011 AFP Think Tank of Regulation, Ethics, and Philanthropy in Orlando, Florida	$43,425
Albin Polasek Foundation 633 Osceola Avenue Winter Park, Florida 32789	501(c) 3 Public Charity	To fund a Director of Development to address the increased revenue requirements at the Albin Polasek Museum and Sculpture Gardens	$60,000
Albin Polasek Foundation 633 Osceola Avenue Winter Park, Florida 32789	501(c) 3 Public Charity	In recognition of Richard J. Conlee's support of Winter Park arts and cultural organizations	$3,000
Albin Polasek Foundation 633 Osceola Avenue Winter Park, Florida 3278	501(c) 3 Public Charity	To provide a PNLC Certificate in Fundraising and Development sponsorship for the Director of Development	$1,400
American Red Cross of Central Florida 5 North Bumby Avenue PO Box 536726 Orlando, Florida 32853-6726	501(c) 3 Public Charity	Osceola Hotel Fire Emergency Relief Effort	$10,000
Association of Fundraising Professionals Central Florida Chapter Post Office Box 398 Winter Park, Florida 32790	501(c) 3 Public Charity	To support the 2011 Collegiate Chapter Program and the 2011 National Philanthropy Day - David R. Roberts Youth In Philanthropy Award	$9,660
Association of Fundraising Professionals Central Florida Chapter Post Office Box 398 Winter Park, Florida 32790	501(c) 3 Public Charity	To provide support for two collegiate chapter representatives to attend the International AFP Conference	$4,000
BETA Center 4680 Lake Underhill Road Orlando, Florida 32807	501(c) 3 Public Charity	To fund a part-time Human Resources/Accounting position, payroll services. technology maintenance upgrades and software To underwrite the costs of CEO and Director of Development participating in AFP and other memberships and events	$50,000
BETA Center 4680 Lake Underhill Road Orlando, Florida 32807	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
BETA Center 4680 Lake Underhill Road Orlando, Florida 32807	501(c) 3 Public Charity	To increase organizational capacity for BETA Center in the critical area of agency leadership infrastructure	$50,000
BETA Center 4680 Lake Underhill Road Orlando, Florida 32807	501(c) 3 Public Charity	To impact BETA Center's ability to build capacity in the critical areas of core programming, BETA Residence, Emergency Services and Developmental Childcare	$255,436

EDYTH BUSH CHARITABLE FOUNDATION, INC. EIN: 23-7318041
PART XV – SUPPLEMENTARY INFORMATION
LINE 3a – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE: AUGUST 31, 2011

Boy Scouts of America Central Florida Council 1951 S Orange Blossom Trail, Suite 102 Apopka, Florida 32703	501(c) 3 Public Charity	In support of the 2011 Boy Scout "Good Turn for America" Scouting for Food campaign	$10,000
Boys & Girls Clubs of Lake and Sumter Counties, Inc Lake Square Mall, Unit 81 10401 US Hwy 441 Leesburg, Florida 34788	501(c) 3 Public Charity	To assist in the first-year startup cost for the new South Lake County Boys & Girls Club	$25,000
Boys & Girls Clubs of Lake and Sumter Counties, Inc Lake Square Mall, Unit 81 10401 US Hwy 441 Leesburg, Florida 34788	501(c) 3 Public Charity	Provide a $1 for $1 challenge match to encourage South Lake County donors to support the new South Lake County Boys & Girls Club	$25,000
Boys & Girls Clubs of Lake and Sumter Counties, Inc Lake Square Mall, Unit 81 10401 US Hwy 441 Leesburg, Florida 34788	501(c) 3 Public Charity	To provide Certificate in Nonprofit Management training at the Philanthropy and Nonprofit Leadership Center at Rollins College	$2,000
Brevard Zoo 8225 N Wickham Road Melbourne, Florida 32940-7924	501(c) 3 Public Charity	To provide tuition to the education and animal department staff to attend grant writing and volunteer management courses at the Philanthropy and Nonprofit Leadership Center	$3,500
Carroll McKenney Foundation For Public Media, Inc 652 Forest Cove Oviedo, Florida 32765	501(c) 3 Public Charity	To purchase multi-microphone field recording equipment	$4,338
Celebration Foundation 610 Sycamore Street Suite 110 Celebration, Florida 34747-4946	501(c) 3 Public Charity	To provide resources for students of Families in Transition (F I T), Osceola County Homeless Education	$25,000
Central Florida Veterans Memorial Park Foundation, Inc 2413 North Forsyth Road Orlando, Florida 32807	501(c) 3 Public Charity	To supplement funds provided by the agency's Board for developing a major donor fund raising program, to construct and manage a world class Veterans Memorial Park at Lake Nona	$50,000
Children's Home Society of Florida 1485 S Semoran Blvd., Suite 1402 Winter Park, Florida 32792	501(c) 3 Public Charity	To fund A Place for Children, a licensed drop-in childcare center for children whose families have business at the Orange County Courthouse	$50,000
Christian HELP Foundation, Inc 450 Seminola Boulevard Casselberry, Florida 32707	501(c) 3 Public Charity	To enhance the capacity of Christian HELP to serve families in the community by offering employment counseling, food, financial assistance, job fairs, and other services to move them out of poverty	$50,000
Christian HELP Foundation, Inc. 450 Seminola Boulevard Casselberry, Florida 32707	501(c) 3 Public Charity	Fund a marketing plan to bring community awareness to Christian Help with targeted messages for potential donors	$7,500

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Christian HELP Foundation, Inc. 450 Seminola Boulevard Casselberry, Florida 32707	501(c) 3 Public Charity	To purchase an emergency back-up generator for the food pantry Funding includes purchase of generator and one-year annual maintenance	$17,911
City of Life Foundation, Inc 1020 N Orlando Avenue, No 300 Maitland, Florida 32751	501(c) 3 Public Charity	Fund administrative support costs to provide programs benefitting youth who are aging out of the foster care system	$25,000
Coalition for the Homeless of Central Florida, Inc 639 West Central Boulevard Orlando, Florida 32801	501(c) 3 Public Charity	To fund a development consultant's assessment of the Coalition's fund raising structure, with the objective of enhancing the staff and voluntary board capacity to meet the future needs of the organization with philanthropic support, particularly among individual donors	$20,000
Conductive Education Center of Orlando 3377 Forsyth Rd Winter Park, Florida 32792	501(c) 3 Public Charity	Fund fundraising consulting services and training to move organization to a broader donor base	$10,000
Council of Michigan Foundations One South Harbor Avenue, Suite 3 Grand Haven, Michigan 49417	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Council on Foundations PO Box 75661 Baltimore, MD 21275-5661	501(c) 3 Public Charity	In support of 2011 programs	$5,396
Early Learning Coalition Of Orange County P O. Box 540387 Orlando, Florida 32854-0387	501(c) 3 Public Charity	To encourage Early Learning Coalition Board Members of both Orange County and Osceola County to meet or exceed fundraising goal at First Five Years Gala	$10,000
Early Learning Coalition Of Orange County P.O Box 540387 Orlando, Florida 32854-0387	501(c) 3 Public charity	To encourage Early Learning Coalition Board Members of both Orange County and Osceola County to meet or exceed fundraising goal at First Five Years Gala	$31,884
Easter Seals Florida, Inc 2010 Mizell Avenue Winter Park, Florida 32792	501(c) 3 Public Charity	To provide membership fee to Rollins College Philanthropy & Nonprofit Leadership Center and various coursework and seminars for staff and volunteers	$5,000
The First Tee of Central Florida 1500 Park Center Drive Orlando, Florida 32835	501(c) 3 Public Charity	To fund Executive Director position	$50,000
Florida Chamber Foundation, Inc 136 S Bronough Street P O Box 11309 Tallahassee, Florida 32302-3309	501(c) 3 Public Charity	To support the Six Pillars of Florida's Future Economy Initiative, which serves as an organizing force for strategic planning at local, regional and state levels	$50,000

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Florida Chamber Foundation, Inc. 136 S Bronough Street P O Box 11309 Tallahassee, Florida 32302-3309	501(c) 3 Public Charity	2011 Trustee dues	$5,000
Florida Philanthropic Network 1211 N. Westshore Boulevard, Suite 314 Tampa, Florida 33607	501(c) 3 Public Charity	In support of 2011 programs	$5,000
Florida Philanthropic Network 1211 N Westshore Boulevard, Suite 314 Tampa, Florida 33607	501(c) 3 Public Charity	To provide moving expenses to relocate FPN office to Tampa, and to support the 2011 Annual Summit	$16,000
Florida's Vision Quest, Inc. 167 N Industrial Drive Orange City, Florida 32763	501(c) 3 Public Charity	To purchase new vision screening technology PediaVision Assessment Solutions for the Florida Vision Quest Mobile Clinic	$9,525
Forgotten Harvest 21800 Greenfield Road Oak Park, Michigan 48237	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Foundation for Building Community 75 S Ivanhoe Avenue Orlando, Florida 32802	501(c) 3 Public Charity	In support of 2012 programs	$5,000
Garden Theatre Post Office Box 770657 Winter Garden, Florida 34777	501(c) 3 Public Charity	In support of Garden Theatre programs	$2,500
The Gardens at DePugh Nursing Center 550 West Morse Boulevard Winter Park, Florida 32789	501(c) 3 Public Charity	To purchase 40 new flat screen patient TVs for the residents of the Gardens at Depugh Nursing Center	$35,847
A Gift For Teaching 6501 Magic Way Building #400C Orlando, Florida 32809	501(c) 3 Public Charity	Fund "Inspiring Investments in Student Success" initiative which includes upgrading Director of Development salary level, reinstating a part-time administrative position, technology upgrades and develop fund raising materials	$41,000
Grace Medical Home 51 Pennsylvania Street Orlando, Florida 32806	501(c) 3 Public Charity	A challenge grant to help attract new or increased donations The grant is a significant component of a broader effort to help raise multi-year operating expenses and ensure the sustainability of the organization in the community	$100,000
Grants Managers Network 1101 14th Street, NW. Suite 420 Washington, DC 20005	501(c) 3 Public Charity	In support of 2011 programs	$1,000

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Homeless Services Network of Central Florida, 2828 Edgewater Drive Orlando, Florida 32804	501(c) 3 Public Charity	To fund a Contract Performance Manager Staff position. The new position will increase HSN capacity to manage its existing inventory of Federal grants and to be more competitive in acquiring additional funding from a variety of Federal agencies	$34,375
Hospice Of Michigan, Inc. 400 Mack Ave Detroit, Michigan 48201-2136	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Hospice Of Michigan, Inc 400 Mack Ave Detroit, Michigan 48201-2136	501(c) 3 Public Charity	Fundraising challenge in support of Grief Support Services	$35,000
The James Madison Institute For Public Policy Studies, Inc 2017 Delta Boulevard, Suite 102 Tallahassee, Florida 32303	501(c) 3 Public Charity	To provide "Celebrate Freedom" curriculum guides to high school students in Orange County as part of its distribution of 10,000 guides to 20 counties across Florida in the fall of 2011	$5,000
Junior Achievement, Inc 2121 Camden Road Orlando, Florida 32803	501(c) 3 Public Charity	To fund the new Executive Director's attendance at JA-USA Area Leadership Training, and to hire a fundraising and strategic planning consultant	$10,450
Junior Achievement, Inc 2121 Camden Road Orlando, Florida 32803	501(c) 3 Public Charity	Invest in the technology infrastructure for Junior Achievement of Central Florida to include computer hardware and software equipment, office building modifications, and development and management of JACF's website	$100,000
Kids in Distressed Situations, Inc 112 West 34th St Suite 1133 New York, New York 10120	501(c) 3 Public Charity	In support of the Central Florida K I D S. Program	$50,000
Meals on Wheels, Etc 2801 S Financial Ct Sanford, Florida 32773	501(c) 3 Public Charity	To cover the cost of two new delivery vans allowing the agency to utilize more of its catering proceeds for direct services	$44,148
Michigan Humane Society 3600 Auburn Road Rochester Hills, Michigan 48309	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Mustard Seed of Central Florida, Inc 12 Mustard Seed Lane Post Office Box 915223 Longwood, Florida 32791-5223	501(c) 3 Public Charity	To provide gap-funding and a three-day National Furniture Bank Association consultation as the agency reorganizes	$41,373
In Need Of Diagnosis, Inc 1412 1/2 E Concord Street Orlando, Florida 32803	501(c) 3 Public Charity	To attend the Dorland Health People Awards for "Patient Advocate" ceremony, and funding to implement marketing and advertising campaign	$8,750

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Nemours Foundation 10140 Centurion Parkway North Jacksonville, Florida 32256	501(c) 3 Public Charity	Challenge grant to promote philanthropy for Nemours Children's Hospital at Lake Nona, which will build a base of community supporters whose gifts can make a lasting impact on the health of the children in the hospital's care	$250,000
New Beginnings of Lake County, Inc 1323 Briarhaven Clermont, Florida 34711	501(c) 3 Public Charity	To fund a community challenge to support the Mulberry Inn Women with Children Home, which helps mothers with young children transform their lives and recover from their situation with a job and permanent housing	$50,000
Orlando Day Nursery 626 Lake Dot Circle Orlando, Florida 32801	501(c) 3 Public Charity	To upgrade playground area to encourage more active play, increase brain development, and meet the new playground safety standards	$40,000
The Orlando Humane Society, Inc./SPCA of Central Florida 2727 Conroy Road Orlando, Florida 32839	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Orlando Philharmonic Orchestra 812 E Rollins St., Ste 300 Orlando, Florida 32803	501(c) 3 Public Charity	In recognition of H Clifford Lee's support of classical music -- designated to Concert Opera	$1,000
Orlando Philharmonic Orchestra 812 E Rollins St., Ste 300 Orlando, Florida 32803	501(c) 3 Public Charity	To present the Minnesota Orchestra in honor of David and Libby Roberts, March 9, 2012 at the Bob Carr Performing Arts Centre	$40,000
Orlando Regional Chamber of Commerce 75 South Ivanhoe Avenue Post Office Box 1234 Orlando, Florida 32804-1234	501(c) 3 Public Charity	To highlight and enhance the role of small business giving and volunteering at the 2011 B.I G (Business Innovation and Growth) Summit	$10,000
Orlando Repertory Theatre (Civic Theatre of Central Florida) 1001 E Princeton St. Orlando, Florida 32803	501(c) 3 Public Charity	Presenting Sponsor for the 2011-2012 Season Opening Performance	$15,000
Orlando Shakespeare Theater in Partnership with UCF 810 E Rollins Street Orlando, Florida 32803	501(c) 3 Public Charity	Orlando Shakespeare Theater in Partnership with UCF will host the 2012 Shakespeare Theatre Association Conference in Orlando, FL	$30,000
Pet Rescue by Judy Inc 2620 Iroquois Avenue Sanford, Florida 32773	501(c) 3 Public Charity	To implement the recommendations of the Ad2 group expanding the awareness of Pet Rescue by Judy in the four counties Orlando MSA	$5,000
Philanthropy and Nonprofit Leadership Center Rollins College 1000 Holt Avenue - 2755 Winter Park, FL 32789	501(c) 3 Public Charity	In support of the Philanthropy and Nonprofit Leadership Center's programs and services	$416,666

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Philanthropy and Nonprofit Leadership Center Rollins College 1000 Holt Avenue - 2755 Winter Park, FL 32789	501(c) 3 Public Charity	In support of 2011 programs of the Donors Forum of Central Florida	$5,000
The Philanthropy Roundtable 1150 17th Street NW, Suite 503 Washington, DC 20036	501(c) 3 Public Charity	In support of 2011 programs	$5,000
Quest, Inc 500 E. Colonial Drive Orlando, Florida 32803	501(c) 3 Public Charity	For Quest's Project SEARCH employment and job skills training program	$50,000
Rebuilding Together of Central Florida, Inc 215 North Eola Drive Orlando, Florida 32802	501(c) 3 Public Charity	To partially fund administrative salaries of an Executive Director and an Office Manager for the operation of Rebuilding Together Orlando	$25,000
The Regents of the University of Michigan Wolverine Tower 3003 South State Street Ann Arbor, Michigan 48109-1288	501(c) 3 Public Charity	Designated to the Comprehensive Cancer Center, in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Rescue Outreach Mission of Sanford 1701 W 13th Street Sanford, Florida 32771-2790	501(c) 3 Public Charity	To fund a Director of Development position, purchase laptop computer and printer, membership in Association for Fundraising Professionals, and fund production of new marketing branding materials, including upgrades to the agency website	$123,700
Restore Orlando, Inc 1030 W Kaley Ave Orlando, Florida 32805	501(c) 3 Public Charity	To implement after-school and Saturday programs specifically designed for children grades 5-8. Programs consist of Character Development and Leadership classes, Math Counts, Tutoring, Recreation, Music and Art	$50,000
Rollins College 1000 Holt Ave. - 2722 Winter Park, Florida 32789	501(c) 3 Public Charity	Designated to the Book-A-Year, in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Rollins College 1000 Holt Ave - 2722 Winter Park, Florida 32789	501(c) 3 Public Charity	To fund Peerspectives Leadership Development Pilot for Nonprofit Executives	$18,200
Rollins College 1000 Holt Ave - 2722 Winter Park, Florida 32789	501(c) 3 Public Charity	To match contributions made by Crummer Graduate School of Business Bell Scholars	$1,585
Sanford-Burnham Medical Research Institute at Lake Nona 6400 Sanger Road Orlando, Florida 32827	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000

Shepherd's Hope, Inc 4851 S Apopka Vineland Road Orlando, Florida 32819	501(c) 3 Public Charity	To support transition expenses for the existing and incoming president during the transition period and for a strategic planning-leadership retreat for board members and staff	$45,786
United States Catholic Conference - St. Margaret Mary Church 526 Park Avenue North Winter Park, Florida 32789	501(c) 3 Public Charity	For the Social Justice Ministries to provide socks and underwear to the homeless in Central Florida	$8,550
United Way of Lake and Sumter Counties, Inc Post Office Box 490720 Leesburg, Florida 34748-4438	501(c) 3 Public Charity	To provide workshops, board training, and a feasibility survey through the Philanthropy and Nonprofit Leadership Center	$5,000
University of Central Florida College of Medicine 6850 Lake Nona Blvd, Suite 313-L Orlando, Florida 32827	501(c) 3 Public Charity	To provide funding for the FIRE Modules- "Keep the Dream Alive", part of the UCF Medical School student's curriculum	$50,000
University of Florida Reubin Askew Institute on Politics and Society P O Box 113175 Gainesville, Florida 32611	501(c) 3 Public Charity	"Orlando· Choosing Our Future After the Great Recession" - A one-day program led by the Mayor's Office in the City of Orlando and the Reubin Askew Institute of the University of Florida	$8,250
Waterman Village Foundation, Inc 445 Waterman Avenue Mount Dora, Florida 32757	501(c) 3 Public Charity	Provide fundraising training at the Philanthropy and Nonprofit Leadership Center	$2,005
Winter Park Day Nursery, Inc 741 S Pennsylvania Avenue Winter Park, Florida 32789	501(c) 3 Public Charity	In recognition of Richard J Conlee's support of Winter Park educational nonprofit organizations	$5,000
Winter Park Day Nursery, Inc 741 S Pennsylvania Avenue Winter Park, Florida 32789	501(c) 3 Public Charity	To provide leadership development training	$8,950
Winter Park Historical Association 200 W New England Avenue Winter Park, Florida 32790	501(c) 3 Public Charity	In recognition of Richard J Conlee's support of Winter Park cultural organizations	$2,000
Winter Park Public Library 460 E New England Winter Park, Florida 32789	501(c) 3 Public Charity	Richard J Conlee Fund contribution in support of the Library	$5,000
Zoological Society of San Diego P O Box 120551 San Diego, California 92112-0551	501(c) 3 Public Charity	Program Support in memory of Mary Gretchen Belloff, Vice Chairman of the Edyth Bush Charitable Foundation	$10,000
Zoological Society of San Diego P O Box 120551 San Diego, California 92112-0551	501(c) 3 Public Charity	To purchase a vehicle for the Education Department, allowing the Zoo to take educational programs to K through12 students and to patients at Kaiser Hospital	$20,875

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Grand Totals		$2,828,653
Board/Staff Matching Gifts	Various 501(c) (3) Public Charities	$47,834
Gifts (Memorials, Events, Sponsorships)	Various 501(c) (3) Public Charities	$181,001
Total FYE 2011 Contributions		$3,057,488

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
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LINE 3b – GRANTS CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT
FYE: AUGUST 31, 2011

Recipient Organization	Tax Status	Purpose of Grant or Contribution	Amount
Albin Polasek Foundation 633 Osceola Avenue Winter Park, Florida 32789	501(c)3 Public Charity	The addition of a Development Director to the staff of The Albin Polasek Museum and Sculpture Gardens	$30,000
Association of Fundraising Professionals Central Fl Chapter Post Office Box 398 Winter Park, Florida 32790	501(c)3 Public Charity	To support the 2012 Collegiate Chapter Program and the 2011 National Philanthropy Day - David R. Roberts Youth In Philanthropy Award	$800
Elevate Orlando 2200 Lucien Way, Suite 410 Maitland, Florida 32751-7048	501(c)3 Public Charity	To provide a community challenge to raise funds to support Elevate Orlando in-school programs	$24,000
Grace Medical Home 51 Pennsylvania Street Orlando, Florida 32806	501(c)3 Public Charity	Community challenge to raise $5 million in three years A portion of the grant will match new or increased gifts of $500 to $5,000	$100,000
Mustard Seed of Central Florida 12 Mustard Seed Lane Post Office Box 915223 Longwood, Florida 32791-5223	501(c)3 Public Charity	To provide gap-funding for an agency reorganization and a National Furniture Bank Association three-day consultation	$984
Nemours Foundation 10140 Centurion Parkway North Jacksonville, Florida 32256	501(c)3 Public Charity	To promote philanthropy for Nemours Children's Hospital at Lake Nona	$250,000
Orlando Repertory Theatre 1001 East Princeton Street Orlando, Florida 32803	501(c)3 Public Charity	Program support for the 2011-2012 Season Opening Performance	$17
Rollins College 1000 Holt Avenue Winter Park, FL 32789	501(c)3 Public Charity	Perspectives Leadership Development Pilot Program for Nonprofit Executives	$36,400
Philanthropy and Nonprofit Leadership Center at Rollins College 1000 Holt Avenue - 2755 Winter Park, FL 32789	501(c)3 Public Charity	Support the Philanthropy and Nonprofit Leadership Center's programs and services, extending the Foundation's commitment to a fifth year	$666,667
The Regents of the University of Michigan Wolverine Tower 3003 South State Street Ann Arbor, Michigan 48109	501(c)3 Public Charity	Designated to the Comprehensive Cancer Center	$30,000
Total Grants Approved for Future Payment			**$1,138,868**

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing your return See instructions	Name of exempt organization EDYTH BUSH CHARITABLE FOUNDATION, INC.	**Employer identification number** 23-7318041
	Number, street, and room or suite no. If a P O. box, see instructions. P.O. BOX 1967	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WINTER PARK, FL 32790-1967	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ DAVID A. ODAHOWSKI - 199 E. WELBOURNE AVE, SUITE 100 - WINTER PARK, FL 32789-4365

Telephone No ▶ 407-647-4322 FAX No ▶ 407-647-7716

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until JULY 15, 2012

5 For calendar year ______ , or other tax year beginning SEP 1, 2010 , and ending AUG 31, 2011 .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$	0.
c **Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ David A. Odahowski Title ▶ PRESIDENT/CEO Date ▶ 1/13/12

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01-16-12