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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning Nov 1, 2010, and ending Oct 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

Joseph Weintraub Family Foundation Inc

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

801 Brickell Avenue

City or town

Miami

Room/suite

2470

State ZIP code

FL 33131

A Employer identification number

59-0975815

B Telephone number (see the instructions)

(305) 377-6942

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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

\$ 7,661,696.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

8,136.

8,136.

4 Dividends and interest from securities

232,360.

232,360.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

78,873.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

240,496.

319,369.

13 Compensation of officers, directors, trustees, etc

28,500.

28,500.

14 Other employee salaries and wages

15 Pension plans, employee benefits

3,035.

3,035.

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch) L-16 cost mt

24,224.

24,224.

17 Interest

18 Taxes (attach schedule) (see instr.) Foreign taxes

75.

75.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

4,427.

4,427.

24 Total operating and administrative expenses. Add lines 13 through 23

60,261.

60,261.

25 Contributions, gifts, grants paid

310,000.

310,000.

26 Total expenses and disbursements. Add lines 24 and 25

370,261.

60,261.

310,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-129,765.

b Net investment income (if negative, enter -0)

259,108.

c Adjusted net income (if negative, enter -0)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1. Cash — non-interest-bearing			
	2. Savings and temporary cash investments	2,147,467.	1,320,358.	1,323,646.
	3. Accounts receivable	278.		
	Less: allowance for doubtful accounts	0.	278.	278.
	4. Pledges receivable			
	Less: allowance for doubtful accounts			
	5. Grants receivable			
	6. Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7. Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8. Inventories for sale or use			
	9. Prepaid expenses and deferred charges			
	10a. Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	2,922,653.	3,503,384.	3,725,032.
	b. Investments — corporate stock (attach schedule) L-10b Stmt	1,675,534.	1,848,832.	1,985,181.
	c. Investments — corporate bonds (attach schedule) L-10c Stmt	598,560.	619,508.	627,559.
	11. Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12. Investments — mortgage loans				
13. Investments — other (attach schedule)				
14. Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15. Other assets (describe)				
16. Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	7,348,434.	7,292,360.	7,661,696.	
L I A B I L I T I E S	17. Accounts payable and accrued expenses			
	18. Grants payable			
	19. Deferred revenue			
	20. Loans from officers, directors, trustees, & other disqualified persons			
	21. Mortgages and other notes payable (attach schedule)			
	22. Other liabilities (describe <u>Deferred Income Taxes</u>)		0.	
	23. Total liabilities (add lines 17 through 22)		0.	
N E T A S S E T S F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24. Unrestricted			
	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	7,348,434.	7,292,360.	
	28. Paid-in or capital surplus, or land, building, and equipment fund			
	29. Retained earnings, accumulated income, endowment, or other funds			
	30. Total net assets or fund balances (see the instructions)	7,348,434.	7,292,360.	
31. Total liabilities and net assets/fund balances (see the instructions)	7,348,434.	7,292,360.		

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	7,348,434.
2. Enter amount from Part I, line 27a	2	-129,765.
3. Other increases not included in line 2 (itemize) <u>Capital Gains FYE 10-31-11</u>	3	78,873.
4. Add lines 1, 2, and 3	4	7,297,542.
5. Decreases not included in line 2 (itemize) <u>Federal Tax FYE 10-31-11</u>	5	5,182.
6. Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,292,360.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Common stock, 500 shs, Abbott Laboratories	P	08/19/10	02/03/11
b Common stock, 1250 shs, Amgen Inc	P	02/15/07	05/06/11
c Call Option Sept2011@36, 10 contracts, Archer-Daniels-Midland Co	P	05/24/11	03/21/11
d Common stock, 1500 shs, Discover Financial Services	P	07/16/01	05/06/11
e See Columns (a) thru (d)			

(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 22,964.		24,796.	-1,832.
b 72,318.		95,223.	-22,905.
c 2,468.		359.	2,109.
d 36,385.		30,208.	6,177.
e See Columns (e) thru (h)		871,750.	95,324.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-1,832.
b			-22,905.
c			2,109.
d			6,177.
e See Columns (i) thru (l)			95,324.

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	78,873.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) [If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]	3	

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

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

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

Was the 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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	386,894.	7,412,615.	0.052194
2008	405,842.	7,196,121.	0.056397
2007	478,409.	9,038,805.	0.052928
2006	522,252.	10,532,537.	0.049585
2005	503,359.	10,261,331.	0.049054

2 Total of line 1, column (d)	2	0.260158
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052032
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	7,692,917.
5 Multiply line 4 by line 3	5	400,278.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,591.
7 Add lines 5 and 6	7	402,869.
8 Enter qualifying distributions from Part XII, line 4	8	310,000.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,182.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,182.
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	5,182.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	5,244.	
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	5,244.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	62.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) FL - Florida		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Sandra S. Spooner</u> Telephone no <u>(305) 377-6938</u> Located at <u>801 Brickell Avenue #2470, Miami, FL</u> ZIP + 4 <u>33131</u>			
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 <u>15</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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 the instructions)	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 <u>20__ , 20__ , 20__ , 20__</u>		
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)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

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**

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL WEINTRAUB 801 Brickell Av., Ste. 2470 Miami FL 33131	Pres & Trustee 4.00	0.	0.	0.
SANDRA S. SPOONER 801 Brickell Av., Ste. 2470 Miami FL 33131	VP/Treas/Secy 8.00	17,500.	525.	0.
CHRISTINA K. TAM 801 Brickell Av., Ste. 2470 Miami FL 33131	Asst Secy 8.00	11,000.	330.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

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

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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 6,265,047.
b Average of monthly cash balances	1b 1,545,021.
c Fair market value of all other assets (see instructions)	1c
d Total (add lines 1a, b, and c)	1d 7,810,068.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2
3 Subtract line 2 from line 1d	3 7,810,068.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 117,151.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 7,692,917.
6 Minimum investment return. Enter 5% of line 5	6 384,646.

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	1 384,646.
2a Tax on investment income for 2010 from Part VI, line 5	2a 5,182.
b Income tax for 2010 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 5,182.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 379,464.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 379,464.
6 Deduction from distributable amount (see instructions)	6
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 379,464.

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 310,000.
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
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	4 310,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 310,000.

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				379,464.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			304,041.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 $\blacktriangleright$ \$ 310,000.				
a Applied to 2009, but not more than line 2a			304,041.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				5,959.
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))				
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				
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 instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				373,505.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

N/A

- Form 990-PF (2010)

Part XV **Supplementary Information (continued)**

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

[illegible]

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	523000	8,136.			
4	Dividends and interest from securities	523000	232,360.			
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					
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)		240,496.			
13	Total. Add line 12, columns (b), (d), and (e)					240,496.

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

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

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance Expense	3,444.	3,444.		
Miscellaneous Expense	983.	983.		
Total	<u>4,427.</u>	<u>4,427.</u>		

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
ETF, 500 shs, iShares Trst DJ Select Div Index Fnd	P	09/23/10	05/06/11
Common stock, 800 shs, Kraft Foods Inc	P	09/30/10	01/28/11
Common stock, 5000 shs, Pfizer Inc.	P	11/20/08	05/06/11
Common stock, 1000 shs, Proctor & Gamble Co	P	08/03/10	01/28/11
Common stock, 500 Class A shs, CBS Corp	P	08/04/06	07/21/11
Common stock, 550 shs, Dundee Corp	P	03/11/04	01/11/11
Common stock, 1500 shs, Brinker International Inc	P	08/16/10	12/09/10
Common stock, 750 shs, Harsco Corp	P	08/02/10	02/02/11
Common stock, 175 shs, IBM Corp	P	09/10/10	09/30/11
Common stock, 400 shs, Liberty Media Corp	P	10/13/08	02/09/11
Common stock, 150 shs, Range Resources Corp	P	05/12/04	09/21/11
Common stock, 200 shs, Sempra Energy Co	P	01/07/05	03/30/11
Sr Sub Note 5 875% 01/15/15, \$13,000, L-3 Communications Holdings	P	02/09/09	03/09/11
Corp bond 2.625% 03/15/24, \$25,000, Safeguard Scientifics Inc	P	07/31/08	03/22/11
GNMA #165545 9%	P	01/16/91	Various
GNMA #363898 7.5%	P	04/21/94	Various
GNMA #401060 8%	P	07/20/94	Various
GNMA #531729 8%	P	04/10/01	Various
GNMA #550985 7%	P	03/08/02	Various
GNMA #553488 6.5%	P	06/19/02	Various
GNMA #552613 6.5%	P	07/16/02	Various
GNMA #557485 7%	P	06/27/01	Various
GNMA #565047 6%	P	11/07/01	Various
GNMA #604969 6%	P	09/22/04	Various
GNMA II #3133 6.5%	P	09/21/01	Various
GNMA #635306 6%	P	05/23/06	Various
GNMA #652587 6%	P	05/01/06	Various
GNMA #617626 6%	P	06/07/07	Various
GNMA #656292 6%	P	07/19/07	Various
GNMA #606314 5.5%	P	02/19/08	Various
GNMA #678401 5.5%	P	03/06/08	Various
GNMA #689729 5.5%	P	05/28/08	Various
GNMA #782365 6%	P	06/12/08	Various
GNMA #688037 6%	P	07/12/08	Various
GNMA #782144 6%	P	10/27/08	Various
GNMA #704411 4.5%	P	01/16/09	Various
GNMA #724181 5%	P	06/08/09	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
26,838.		23,021.	3,817.
24,387.		24,750.	-363.
102,542.		90,670.	11,872.
64,163.		59,786.	4,377.
14,757.		13,224.	1,533.
11,358.		3,849.	7,509.
31,837.		23,067.	8,770.
25,545.		22,393.	3,152.
30,780.		22,396.	8,384.
31,753.		3,717.	28,036.
10,512.		1,136.	9,376.
10,599.		7,279.	3,320.
13,254.		12,050.	1,204.
25,000.		20,287.	4,713.
139.		138.	1.
359.		360.	-1.
1,544.		1,539.	5.
9.		9.	0.
1,112.		1,138.	-26.
541.		553.	-12.
735.		748.	-13.
47.		48.	-1.
2,565.		2,613.	-48.
60,826.		60,797.	29.
2,546.		2,587.	-41.
13,851.		13,842.	9.
8,695.		8,695.	0.
25,388.		25,325.	63.
51,941.		51,551.	390.
33,293.		33,272.	21.
36,868.		36,787.	81.
32,505.		32,429.	76.
24,238.		24,238.	0.
25,015.		24,890.	125.
53,783.		53,716.	67.
82,421.		83,709.	-1,288.
85,328.		85,141.	187.
Total		871,750.	95,324.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			3,817.
			-363.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (i) thru (l)

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

(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			11,872.
			4,377.
			1,533.
			7,509.
			8,770.
			3,152.
			8,384.
			28,036.
			9,376.
			3,320.
			1,204.
			4,713.
			1.
			-1.
			5.
			0.
			-26.
			-12.
			-13.
			-1.
			-48.
			29.
			-41.
			9.
			0.
			63.
			390.
			21.
			81.
			76.
			0.
			125.
			67.
			-1,288.
			187.
Total			95,324.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☐ Business ☐ MILES GAUNTT 801 Brickell Av., Ste. 2470 Miami FL 33131	Trustee	0.	0.	0.
Person ☐ Business ☐ BARBARA A. WEINTRAUB 801 Brickell Av., Ste. 2470 Miami FL 33131	Trustee	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
ALPHA-1 ASSOCIATION 2937 SW 27 Ave., Ste. 106 Miami FL 33133		Public	Unrestricted gift	Person or ☐ Business ☒ 10,000.
CHILDREN'S RESOURCES 8571 SW 112 Ave. Miami FL 33156		Public	Unrestricted gift	Person or ☐ Business ☒ 1,000.
BARRY UNIVERSITY 11300 NE Second Ave. Miami Shores FL 33161		Public	Restricted gift	Person or ☐ Business ☒ 20,000.
CHABAD IN THE GROVE 3713 Main Highway Miami FL 33133		Public	Unrestricted gift	Person or ☐ Business ☒ 10,000.
UNIVERSITY OF VIRGINIA PO Box 400807 Charlottesville VA 22904		Public	Restricted gift	Person or ☐ Business ☒ 50,000.
UNIVERSITY OF MIAMI PO Box 248073 Miami FL 33124		Public	Restricted gift	Person or ☐ Business ☒ 10,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
AMERICAN RED CROSS-SO FLA REGION PO Box 628205 Orlando FL 32862		Public	Unrestricted gift	Person or ☐ Business ☒ 500.
FEEDING SOUTH FLORIDA 5850 NW 32 Ave. Miami FL 33142		Public	Unrestricted gift	Person or ☐ Business ☒ 50.
ARHS FOUNDATION PO Box 2600 Boone NC 28607		Public	Restricted gift	Person or ☐ Business ☒ 10,000.

Total

111,550.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northern Trust Bank	Custody Account Service	2,088.			
GNMA Servicer	MBS Servicing Fees	13,669.			
First Manhattan Co	Investment Management	8,467.			

Total

24,224.

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
GNMA POOL #165545			748.	827.
GNMA POOL #363898			6,711.	7,812.
GNMA POOL #401060			3,632.	4,292.
GNMA POOL #531729			439.	497.
GNMA POOL #550985			5,510.	6,326.
GNMA POOL #557485			2,171.	2,509.
GNMA POOL #565047			38,840.	42,811.
GNMA POOL #553488			22,975.	25,766.

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

Continued

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
GNMA POOL #552613			10,416.	11,728.
GNMA POOL #604969			142,157.	159,525.
GNMA-II POOL #3133			11,503.	12,912.
GNMA POOL #635306			59,596.	66,757.
GNMA POOL #652587			92,825.	103,914.
GNMA POOL #617626			110,136.	123,499.
GNMA POOL #656292			209,538.	236,145.
GNMA Pool #606314			99,925.	111,198.
GNMA Pool #678401			138,060.	153,703.
GNMA Pool #688037			88,686.	99,667.
GNMA Pool #689729			114,940.	127,984.
GNMA Pool #704411			324,810.	348,888.
GNMA Pool #724181			283,806.	312,968.
GNMA Pool #782144			168,580.	189,086.
GNMA Pool #782365			68,113.	76,213.
USTB Mat 03-08-12			999,852.	999,911.
USTB Mat 04-05-12			249,962.	249,957.
USTN .75% Mat 11-30-11			249,453.	250,137.
Total			<u>3,503,384.</u>	<u>3,725,032.</u>

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
500 ABBOTT LABORATORIES	23,696.	26,935.
1000 ALABAMA POWER CO 5.3% PFD	24,986.	25,470.
1500 ARCHER-DANIELS-MIDLAND CO	48,656.	42,755.
15 AMERICA ONLINE	1,332.	212.
2000 AT&T	71,455.	58,620.
25 BANK OF AMERICA 7.25% PFD	24,482.	21,400.
1000 CHEROKEE INC	21,622.	13,140.
1000 CITIGROUP INC	22,149.	24,740.
2000 CITIGROUP 7.875% PFD	49,166.	50,900.
1588 COUSINS PROPERTIES INC	39,791.	10,476.
450 EI DuPONT De NEMOURS 4.5% PFD	40,514.	44,982.
1000 CONSOLIDATED EDISON INC	45,590.	57,870.
500 EMERSON ELECTRIC CO	24,796.	24,060.
500 EATON CORP	24,096.	22,410.
500 iSHARES MSCI AUSTRALIA INDEX ETF	12,846.	11,870.
1000 GENERAL ELECTRIC CO	37,390.	16,710.
400 iSHARES IBOX HIGH YLD ETF	35,310.	35,712.
3500 INTEL CORP	90,239.	85,890.
500 ILLINOIS TOOL WORKS	21,846.	24,315.
2000 JOHNSON & JOHNSON	116,666.	128,780.
2000 JP MORGAN CHASE & CO 8.625% PFD	46,573.	54,640.

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

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
500 McDONALDS CORP	37,171.	46,425.
1000 MICROCHIP TECHNOLOGY INC	28,836.	36,180.
500 MERCK & CO INC	65,802.	69,000.
1151 ONE LIBERTY PROPERTIES INC	24,309.	18,715.
313 REALTY INCOME 6.75% PFD	25,088.	25,500.
4000 PIMCO CORP INC FUND	59,727.	61,080.
1000 PFIZER INC	19,586.	19,260.
2000 POWERSHARES FUNDAMENTAL HIGH YLD ETF	36,342.	36,500.
1011 PIMCO INCOME OPPORTUNITY FUND	27,778.	26,745.
500 PHILIP MORRIS INTERNATIONAL INC	28,196.	34,935.
1000 PCN CAPITAL TRUST 7.75% PFD	24,586.	25,700.
200 TIME WARNER CABLE INC	16,566.	12,738.
166 TIME WARNER INC	19,012.	5,809.
1000 USB 7.875% PFD	23,335.	28,080.
1000 VERIZON COMMUNICATIONS	35,186.	36,980.
50 WELLS FARGO & CO 7.5% PFD	47,716.	52,800.
1750 ARTIO GLOBAL INVESTORS INC	25,761.	12,810.
1250 AVATAR HOLDINGS	31,741.	11,875.
750 BROOKFIELD ASSET MANAGEMENT INC	7,094.	21,750.
900 CBS CORP	5,544.	23,229.
2000 CBIZ INC	14,893.	12,660.
1000 CHESAPEAKE ENERGY CORP	20,419.	28,120.
1250 COMCAST CORP CLASS A	31,189.	29,313.
1000 CVS CAREMARK CORP	32,056.	36,332.
1500 DUNDEE BANCORP, INC	10,078.	36,225.
1500 FOREST CITY ENTERPRISES INC	18,070.	20,520.
1500 FIRST CITY FINANCIAL CORP	12,765.	9,555.
700 GILEAD SCIENCES INC	26,326.	29,162.
1000 JARDEN CORP	25,910.	32,030.
800 LIBERTY CAPITAL SERIES A	2,568.	30,728.
225 L3 COMMUNICATIONS HOLDING	16,218.	15,250.
1000 LEUCADIA NATIONAL CORP	18,480.	26,830.
1250 MICROSOFT CORP	32,364.	33,288.
2000 ONE LIBERTY PROPERTIES INC	27,177.	32,520.
1000 ONEX CORP	15,046.	33,970.
2750 PRESTIGE BRANDS HOLDINGS	25,083.	29,095.
1000 PACKAGING CORP OF AMERICA	22,804.	26,080.
2004 PACIFIC MERCANTILE BANCORP	14,549.	7,612.
450 RANGE RESOURCES CORP	8,731.	20,652.
3750 RUTH'S HOSPITALITY GROUP INC	18,575.	17,700.
1333 SAFEGUARD SCIENTIFIC INC	11,954.	22,541.
3000 CARROLLS RESTAURANT GROUP INC	18,020.	28,020.
2000 TRIMAS CORP	12,980.	38,980.
Total	<u>1,848,832.</u>	<u>1,985,181.</u>

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
BAC Sr Int Note 6.75% 08-15-19	53,286.	50,451.
Jarden Corp Sr Nt 7.5% 05-01-17	12,762.	16,050.
Range Res Corp Sr Nt 7.5% 10-01-17	7,460.	8,540.
GS FDIC Guaranty 3.25% 06-15-12	504,150.	509,443.
Chesapeake Energy Sr Note 6.5% 08-15-17	25,781.	26,875.
Leucadia Natl Corp Sr Note 8.125% 09-15-15	16,069.	16,200.
Total	<u>619,508.</u>	<u>627,559.</u>

Supporting Statement of:

Form 990-PF, p1/Line 3(a)

Description	Amount
Interest (5200.02 through 5200.11)	5,314.
US Treasuries (5220)	2,822.
Total	<u>8,136.</u>