EXTENSION GRANTED TO 07/15/2013

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

**2011**

For calendar year 2011 or tax year beginning SEP 1, 2011 , and ending AUG 31, 2012

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 71,603,069.

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))

| | | (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 | 43. | 43. | | STATEMENT 1 |
| 4 | Dividends and interest from securities | 1,388,856. | 1,331,280. | | STATEMENT 2 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 1,621,105. | | | STATEMENT 3 |
| b | Gross sales price for all assets on line 6a 33,177,296. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 1,891,655. | | |
| 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 | | -243,980. | | STATEMENT 4 |
| 12 | **Total.** Add lines 1 through 11 | 3,010,004. | 2,978,998. | | |
| **Operating and Administrative Expenses** | | | | | |
| 13 | Compensation of officers, directors, trustees, etc | 584,931. | 158,921. | | 426,010. |
| 14 | Other employee salaries and wages | 98,000. | 24,891. | | 73,109. |
| 15 | Pension plans, employee benefits | 619,279. | 179,591. | | 439,688. |
| 16a | Legal fees STMT 5 | 17,907. | 3,760. | | 14,146. |
| b | Accounting fees STMT 6 | 43,051. | 9,041. | | 34,010. |
| c | Other professional fees STMT 7 | 317,753. | 317,753. | | 0. |
| 17 | Interest | | | | |
| 18 | Taxes STMT 8 | 27,039. | 0. | | 0. |
| 19 | Depreciation and depletion | 77,150. | 11,691. | | |
| 20 | Occupancy | 53,460. | 22,453. | | 31,007. |
| 21 | Travel, conferences, and meetings | 33,776. | 3,378. | | 30,398. |
| 22 | Printing and publications | 25,067. | 2,507. | | 22,560. |
| 23 | Other expenses STMT 9 | 195,976. | 97,603. | | 98,373. |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 2,093,389. | 831,589. | | 1,169,301. |
| 25 | Contributions, gifts, grants paid | 2,813,065. | | | 2,813,065. |
| 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 4,906,454. | 831,589. | | 3,982,366. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | -1,896,450. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 2,147,409. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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| Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only) | Beginning of year | End of year | |
|---|---|---|---|
| | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| **Assets** | | | |
| 1 Cash - non-interest-bearing | 415,486. | 507,687. | 507,687. |
| 2 Savings and temporary cash investments | 935,581. | 484,506. | 484,506. |
| 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 11 | 34,863,703. | 33,863,990. | 38,792,273. |
| c Investments - corporate bonds STMT 12 | 13,709,207. | 13,098,063. | 13,747,495. |
| 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Less accumulated depreciation ▶ | | | |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other STMT 13 | 16,088,099. | 16,291,039. | 17,581,986. |
| 14 Land, buildings, and equipment: basis ▶ 1,562,933. | | STMT 15 | |
| Less accumulated depreciation ▶ 1,088,671. | 548,921. | 474,262. | 474,262. |
| 15 Other assets (describe ▶ ARTWORK ) | 14,860. | 14,860. | 14,860. |
| 16 Total assets (to be completed by all filers) | 66,575,857. | 64,734,407. | 71,603,069. |
| **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 | 66,575,857. | 64,734,407. | |
| 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 | 66,575,857. | 64,734,407. | |
| 31 Total liabilities and net assets/fund balances | 66,575,857. | 64,734,407. | |

## 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 | 66,575,857. |
| 2 Enter amount from Part I, line 27a | 2 | -1,896,450. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10 | 3 | 55,000. |
| 4 Add lines 1, 2, and 3 | 4 | 64,734,407. |
| 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 | 64,734,407. |

## 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 | 33,177,296. | | 31,285,641. | 1,891,655. |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| | (i) 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 | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 1,891,655. |

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 1,891,655.

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)) |
|---|---|---|---|
| 2010 | 3,916,832. | 74,243,071. | .052757 |
| 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 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .242526 |
| 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 | .048505 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 69,673,355. |
| 5 | Multiply line 4 by line 3 | 5 | 3,379,506. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 21,474. |
| 7 | Add lines 5 and 6 | 7 | 3,400,980. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 3,984,857. |

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 | 21,474. |
| 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 | 21,474. |
| 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 | 21,474. |
| 6 | Credits/Payments: | | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a 54,995. | | |
| 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 | 54,995. |
| 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 | 33,521. |
| 11 | Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 33,521. **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 2011 or the taxable year beginning in 2011 (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)*

| | | | 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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2011, 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 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.**

| | | | | 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 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 2011? | | 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? | ☐ 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 2011 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 2011.)* | 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 2011? | | 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)? ☒ 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** No: X

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? SEE STATEMENT 21 ☒ 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** No: 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 16 |
| | | 584,931. | 13,391. | 4,736. |
| | | | | |
| | | | | |
| | | | | |

**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 | 54,250. | 2,598. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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



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12-02-11

## 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 |
|---|---|---|
| THE BOGDAHN GROUP<br>ORLANDO, FL | CONSULTING SERVICES | 75,000. |
| FLAG CAPITAL MANAGEMENT<br>STAMFORD, CT | INVESTMENT SERVICES | 65,500. |
| MOODY ALDRICH PARTNERS, LLC<br>MARBLEHEAD, MA | INVESTMENT SERVICES | 51,127. |
| | | |
| | | |
| **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.<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |



123561
12-02-11

**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 | 69,561,015. |
| b | Average of monthly cash balances | | 1b | 1,173,356. |
| c | Fair market value of all other assets | | 1c | 0. |
| d | **Total** (add lines 1a, b, and c) | | 1d | 70,734,371. |
| 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 | 70,734,371. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | | 4 | 1,061,016. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | 5 | 69,673,355. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 3,483,668. |

**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 | 3,483,668. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a 21,474. | | |
| b | Income tax for 2011 (This does not include the tax from Part VI.) | 2b | | |
| c | Add lines 2a and 2b | | 2c | 21,474. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | 3 | 3,462,194. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 55,000. |
| 5 | Add lines 3 and 4 | | 5 | 3,517,194. |
| 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 | 3,517,194. |

**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 | 3,982,366. |
| 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 | 2,491. |
| 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 | 3,984,857. |
| 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 | 21,474. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 3,963,383. |

**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 2010 | (c) 2010 | (d) 2011 |
|---|---|---|---|---|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 3,517,194. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 1,164,233. | |
| b Total for prior years: ____, ____, ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011: | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 3,984,857. | | | | |
| a Applied to 2010, but not more than line 2a | | | 1,164,233. | |
| 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 2011 distributable amount | | | | 2,820,624. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 696,570. |
| 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 2006 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | | | | |

## 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 2011, 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) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (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 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 17

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 18

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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*<br>SEE ATTACHED STATEMENT 19 | | | | 2,813,065. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 2,813,065. |
| **b** *Approved for future payment*<br>SEE ATTACHED STATEMENT 20 | | | | 2,614,500. |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 2,614,500. |



123611 12-02-11

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (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 | 43. | |
| 4 Dividends and interest from securities | 900000 | 11,592. | 14 | 1,377,264. | |
| 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 | 158,368. | 18 | 1,462,737. | |
| 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) | | 169,960. | | 2,840,044. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 3,010,004. |

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

Signature of officer or trustee: David A. Odahl | Date: 5/27/13 | Title: PRESIDENT/CEO

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| LORI SIMS | LORI SIMS | 04/23/13 | | P00147779 |

Firm's name ▶ CLIFTONLARSONALLEN LLP | Firm's EIN ▶ 41-0746749

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



123622
12-02-11

**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 | BANK OF AMERICA | P | VARIOUS | VARIOUS |
| b | PIMCO DIVERSIFIED FUND | P | VARIOUS | VARIOUS |
| c | PIMCO TOTAL RETURN FUND | P | VARIOUS | VARIOUS |
| d | PIMCO SHORT-TERM FUND | P | VARIOUS | VARIOUS |
| e | VANGUARD TOTAL BOND FUND | P | VARIOUS | VARIOUS |
| f | ATALANTA SOSNOFF LARGE CAP EQUITY | P | VARIOUS | VARIOUS |
| g | BROWN ADVISORY LARGE-CAP GROWTH | P | VARIOUS | VARIOUS |
| h | MOODY ALDRICH FOCUSED VALUE | P | VARIOUS | VARIOUS |
| i | DEPRINCE, RACE & ZOLLO LARGE CAP VALUE FD. | P | VARIOUS | VARIOUS |
| j | WELLS CAPITAL HERITAGE ALLCAP GROWTH FUND | P | VARIOUS | VARIOUS |
| k | VANGUARD INSTITUTIONAL INDEX FUND | P | VARIOUS | VARIOUS |
| l | TIFF INTERNATIONAL EQUITY FUND | P | VARIOUS | VARIOUS |
| m | BLACKROCK S&P INDEX FUND I | P | VARIOUS | VARIOUS |
| n | MANNING & NAPIER OVERSEAS FUND | P | VARIOUS | VARIOUS |
| o | MERIDIAN SPECIAL INVESTMENT FUND | 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 | | | -1,400. | 1,400. |
| b | | | -7,493. | 7,493. |
| c | 3,500,000. | | 3,402,251. | 97,749. |
| d | 3,550,000. | | 3,548,857. | 1,143. |
| e | | | -3,203. | 3,203. |
| f | 4,787,022. | | 5,230,297. | -443,275. |
| g | 2,071,728. | | 1,643,964. | 427,764. |
| h | 3,062,091. | | 2,997,700. | 64,391. |
| i | 3,874,106. | | 3,498,247. | 375,859. |
| j | 1,119,193. | | 1,261,444. | -142,251. |
| k | 1,500,000. | | 1,254,423. | 245,577. |
| l | 2,547,073. | | 2,847,097. | -300,024. |
| m | 5,618,840. | | 4,822,760. | 796,080. |
| n | | | -69,467. | 69,467. |
| o | 81,973. | | 74,170. | 7,803. |

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 | | | | 1,400. |
| b | | | | 7,493. |
| c | | | | 97,749. |
| d | | | | 1,143. |
| e | | | | 3,203. |
| f | | | | -443,275. |
| g | | | | 427,764. |
| h | | | | 64,391. |
| i | | | | 375,859. |
| j | | | | -142,251. |
| k | | | | 245,577. |
| l | | | | -300,024. |
| m | | | | 796,080. |
| n | | | | 69,467. |
| o | | | | 7,803. |

| | | | |
|---|---|---|---|
| 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 | COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI | P | VARIOUS | VARIOUS |
| b | TUCKERBROOK SB GLOBAL SPECIAL SITUATION FUND | P | VARIOUS | VARIOUS |
| c | FLAG VENTURE PARTNERS VI | P | VARIOUS | VARIOUS |
| d | FLAG PRIVATE EQUITY III | P | VARIOUS | VARIOUS |
| e | TIFF PRIVATE EQUITY PARTNERS 2007 | P | VARIOUS | VARIOUS |
| f | TIFF PRIVATE EQUITY PARTNERS 2008 | 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 | FORTRESS PARTNERS OFFSHORE FUND | P | VARIOUS | VARIOUS |
| k | PARTNERSHIP CAPITAL GAINS ADJUSTMENT | P | VARIOUS | VARIOUS |
| l | | | | |
| m | | | | |
| n | | | | |
| 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 | 89,293. | | 55,133. | 34,160. |
| b | 210,717. | | 337,611. | -126,894. |
| c | 96,253. | | -14,708. | 110,961. |
| d | 214,991. | | 94,025. | 120,966. |
| e | 191,342. | | 89,873. | 101,469. |
| f | 31,969. | | 15,876. | 16,093. |
| g | 65,361. | | 50,981. | 14,380. |
| h | 48,914. | | 14,379. | 34,535. |
| i | 450,000. | | 352,837. | 97,163. |
| j | 66,430. | | 60,537. | 5,893. |
| k | | | -270,550. | 270,550. |
| l | | | | |
| m | | | | |
| n | | | | |
| 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 | | | | 34,160. |
| b | | | | -126,894. |
| c | | | | 110,961. |
| d | | | | 120,966. |
| e | | | | 101,469. |
| f | | | | 16,093. |
| g | | | | 14,380. |
| h | | | | 34,535. |
| i | | | | 97,163. |
| j | | | | 5,893. |
| k | | | | 270,550. |
| l | | | | |
| m | | | | |
| n | | | | |
| 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 | 1,891,655. |
| 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 | 5. |
| SALEM TRUST - BROWN ADVISORY LARGE CAP GROWTH | 12. |
| SALEM TRUST - DEPRINCE, RACE, ZOLLO LARGE-CAP VALUE FUND | 2. |
| SALEM TRUST - MOODY ALDRICH FOCUSED VALUE | 10. |
| SALEM TRUST - RECEIPTS AND DISBURSEMENTS ACCOUNT | 9. |
| SALEM TRUST - WELLS CAPITAL HERITAGE ALLCAP GROWTH FUND | 5. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 43. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| 3M COMPANY COMMON STOCK | 45,600. | 0. | 45,600. |
| ATALANTA SOSNOFF LARGE CAP EQUITY | 14,442. | 0. | 14,442. |
| BLACKROCK S&P INDEX | 88,544. | 0. | 88,544. |
| BROWN ADVISORY LARGE-CAP GROWTH | 32,237. | 0. | 32,237. |
| DEPRINCE, RACE, ZOLLO LARGE-CAP VALUE FUND | 172,072. | 0. | 172,072. |
| MANNING & NAPIER OVERSEAS FUND | 71,950. | 0. | 71,950. |
| MOODY ALDRICH FOCUSED VALUE | 204,798. | 0. | 204,798. |
| PIMCO DIVERSIFIED FUND | 103,729. | 0. | 103,729. |
| PIMCO SHORT-TERM FUND | 39,599. | 0. | 39,599. |
| PIMCO TOTAL RETURN FUND | 276,812. | 0. | 276,812. |
| TIFF INTERNATIONAL EQUITY FUND | 83,635. | 0. | 83,635. |
| TIFF PRIVATE EQUITY PARTNERS 2007 | 11,245. | 0. | 11,245. |
| TIFF PRIVATE EQUITY PARTNERS 2008 | 5,214. | 0. | 5,214. |
| TIFF REALTY & RESOURCES 2008 | 2,514. | 0. | 2,514. |
| TIFF REALTY & RESOURCES III | 14,307. | 0. | 14,307. |
| VANGUARD INSTITUTIONAL INDEX FUND | 126,641. | 0. | 126,641. |
| VANGUARD TOTAL BOND MARKET | 59,130. | 0. | 59,130. |
| WELLS CAPITAL HERITAGE ALLCAP GROWTH | 12,091. | 0. | 12,091. |
| WESTPORT CAPITAL PARTNERS REAL ESTATE FUND | 24,296. | 0. | 24,296. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 1,388,856. | 0. | 1,388,856. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

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

| (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. | -1,400. | 0. | 0. | 1,400. |

| (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 |
|---|---|---|---|---|
| 0. | -7,493. | 0. | 0. | 7,493. |

| (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 |
|---|---|---|---|---|
| 3,500,000. | 3,402,251. | 0. | 0. | 97,749. |

| (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 |
|---|---|---|---|---|
| 3,550,000. | 3,548,857. | 0. | 0. | 1,143. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| VANGUARD TOTAL BOND FUND | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 0. | -3,203. | 0. | 0. | 3,203. |

| (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 |
|---|---|---|---|---|
| 4,787,022. | 5,230,297. | 0. | 0. | -443,275. |

| (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 |
|---|---|---|---|---|
| 2,071,728. | 1,643,964. | 0. | 0. | 427,764. |

| (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 |
|---|---|---|---|---|
| 3,062,091. | 2,997,700. | 0. | 0. | 64,391. |

| (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 |
|---|---|---|---|---|
| 3,874,106. | 3,498,247. | 0. | 0. | 375,859. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| WELLS CAPITAL HERITAGE ALLCAP GROWTH FUND | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 1,119,193. | 1,261,444. | 0. | 0. | -142,251. |

| (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 |
|---|---|---|---|---|
| 1,500,000. | 1,254,423. | 0. | 0. | 245,577. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

| (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 |
|---|---|---|---|---|
| 2,547,073. | 2,847,097. | 0. | 0. | -300,024. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| BLACKROCK S&P INDEX FUND I | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 5,618,840. | 4,822,760. | 0. | 0. | 796,080. |

| (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. | -69,467. | 0. | 0. | 69,467. |

| (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 |
|---|---|---|---|---|
| 81,973. | 74,170. | 0. | 0. | 7,803. |

| (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 |
|---|---|---|---|---|
| 89,293. | 55,133. | 0. | 0. | 34,160. |

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| TUCKERBROOK SB GLOBAL SPECIAL SITUATION FUND | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 210,717. | 337,611. | 0. | 0. | -126,894. |

| (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 |
|---|---|---|---|---|
| 96,253. | -14,708. | 0. | 0. | 110,961. |

| (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 |
|---|---|---|---|---|
| 214,991. | 94,025. | 0. | 0. | 120,966. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

| (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 |
|---|---|---|---|---|
| 191,342. | 89,873. | 0. | 0. | 101,469. |

| (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 |
|---|---|---|---|---|
| 31,969. | 15,876. | 0. | 0. | 16,093. |

| (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 |
|---|---|---|---|---|
| 65,361. | 50,981. | 0. | 0. | 14,380. |

| (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 |
|---|---|---|---|---|
| 48,914. | 14,379. | 0. | 0. | 34,535. |

| (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 |
|---|---|---|---|---|
| 450,000. | 352,837. | 0. | 0. | 97,163. |

| (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 |
|---|---|---|---|---|
| 66,430. | 60,537. | 0. | 0. | 5,893. |

| (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 | 1,621,105. |

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. | -92,982. | |
| TUCKERBROOK SB GLOBAL SPECIAL SITUATIONS FUND | 0. | -69,018. | |
| TUCKERBROOK SB GLOBAL DISTRESSED FUND | 0. | 49,624. | |
| TIFF REALTY & RESOURCES III | 0. | 2,463. | |
| TIFF REALTY & RESOURCES 2008 | 0. | -16,981. | |
| TIFF PRIVATE EQUITY PARTNERS 2008 | 0. | -15,648. | |
| TIFF PRIVATE EQUITY PARTNERS 2007 | 0. | -10,868. | |
| PERENNIAL REAL ESTATE FUND | 0. | 30,381. | |
| FLAG VENTURE PARTNERS VI | 0. | -59,950. | |
| FLAG PRIVATE EQUITY III | 0. | -1,224. | |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI | 0. | -21,143. | |
| CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FUND | 0. | 49,885. | |
| LANDMARK REAL ASSETS FUND | 0. | -88,349. | |
| HARBINGER CLASS L HOLDINGS, LLC | 0. | 1. | |
| HARBINGER CLASS PE HOLDINGS TRUST | 0. | -39. | |
| MEDLEY OPPORTUNITY FUND | 0. | -145. | |
| STYX PARTNERS FUND | 0. | 13. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 0. | -243,980. | |

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 | 17,907. | 3,760. | | 14,146. |
| TO FM 990-PF, PG 1, LN 16A | 17,907. | 3,760. | | 14,146. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

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 | 43,051. | 9,041. | | 34,010. |
| TO FORM 990-PF, PG 1, LN 16B | 43,051. | 9,041. | | 34,010. |

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 | 317,753. | 317,753. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 317,753. | 317,753. | | 0. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

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 | 2,039. | 0. | | 0. |
| EXCISE TAX | 25,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 27,039. | 0. | | 0. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

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 | 3,231. | 0. | | 3,231. |
| EDUCATIONAL TRAINING | 5,029. | 1,056. | | 3,973. |
| EQUIPMENT RENTAL & MAINTENANCE | 15,180. | 4,402. | | 10,778. |
| INFORMATION SERVICES | 75,000. | 75,000. | | 0. |
| INSURANCE | 24,361. | 7,065. | | 17,296. |
| LIBRARY MAINTENANCE | 249. | 0. | | 249. |
| OFFICE EXPENSES | 21,731. | 6,302. | | 15,429. |
| OTHER SERVICES | 17,020. | 0. | | 17,020. |
| POSTAGE | 2,339. | 678. | | 1,661. |
| TECHNOLOGY SERVICES | 10,689. | 3,100. | | 7,589. |
| MISCELLANEOUS | 21,147. | 0. | | 21,147. |
| TO FORM 990-PF, PG 1, LN 23 | 195,976. | 97,603. | | 98,373. |

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

| DESCRIPTION | AMOUNT |
|---|---|
| RECOVERY OF PRIOR YEAR DISTRIBUTABLE AMOUNT | 55,000. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 55,000. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 11 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| MERIDIAN SPECIAL INVESTMENT FUND | 313,194. | 212,794. |
| TIFF INTERNATIONAL EQUITY FUND | 0. | 0. |
| 3M COMPANY COMMON STOCK | 219,875. | 1,852,000. |
| VANGUARD INSTITUTIONAL INDEX FUND | 4,963,604. | 5,937,936. |
| CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FUND | 1,236,484. | 3,386,005. |
| MANNNING & NAPIER OVERSEAS FUND | 5,840,298. | 5,566,604. |
| ATALANTA SOSNOFF LARGE CAP EQUITY FUND | 0. | 0. |
| BROWN ADVISORY LARGE-CAP GROWTH FUND | 4,700,814. | 5,599,299. |
| MOODY ALDRICH FOCUSED VALUE FUND | 5,215,811. | 5,055,510. |
| DEPRINCE, RACE & ZOLLO LARGE-CAP VALUE FUND | 5,731,394. | 5,588,017. |
| WELLS CAPITAL HERITAGE ALLCAP GROWTH | 5,642,516. | 5,594,108. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 33,863,990. | 38,792,273. |

FORM 990-PF CORPORATE BONDS STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| PIMCO DIVERSIFIED FUND | 2,193,297. | 2,311,266. |
| PIMCO TOTAL RETURN FUND | 5,653,269. | 6,083,505. |
| PIMCO SHORT-TERM FUND | 1,689,164. | 1,709,855. |
| VANGUARD TOTAL BOND MARKET INDEX FUND | 3,562,333. | 3,642,869. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 13,098,063. | 13,747,495. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| TIFF PRIVATE EQUITY PARTNERS 2007 | COST | 1,401,589. | 1,415,354. |
| FLAG PRIVATE EQUITY III | COST | 1,350,997. | 1,606,282. |
| FORTRESS PARTNERS OFFSHORE FUND | COST | 1,061,566. | 1,324,506. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI | COST | 1,129,815. | 1,304,177. |
| TUCKERBROOK SB GLOBAL DISTRESSED FUND I | COST | 1,725,709. | 1,866,410. |
| FLAG VENTURE PARTNERS VI | COST | 1,308,976. | 1,853,808. |
| TIFF REALTY & RESOURCES III | COST | 775,792. | 782,753. |
| WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I | COST | 986,911. | 727,296. |
| PERENNIAL REAL ESTATE FUND | COST | 3,070,006. | 2,906,197. |
| TUCKERBROOK REAL ASSETS FUND | COST | 0. | 0. |
| TIFF REALTY & RESOURCES 2008 | COST | 616,286. | 622,856. |
| TUCKERBROOK SB GLOBAL SPECIAL SITUATIONS FUND | COST | 0. | 0. |
| TIFF PRIVATE EQUITY PARTNERS 2008 | COST | 595,262. | 634,046. |
| STYX PARTNERS, L.P. | COST | 19,815. | 21,055. |
| MEDLEY OPPORTUNITY FUND, L.P. | COST | 120,351. | 87,001. |
| KINGSTREET CAPITAL, L.P. | COST | 610. | 948. |
| HARBINGER CLASS L HOLDINGS LLC | COST | 3,192. | 2,658. |
| HARBINGER CLASS PE HOLDINGS, L.P. | COST | 30,972. | 21,095. |
| LANDMARK REAL ASSETS FUND | COST | 2,093,190. | 2,405,544. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 16,291,039. | 17,581,986. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| GERALD F. HILBRICH<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | CHAIRMAN<br>5.00 | 12,500. | 0. | 0. |
| HERBERT W. HOLM<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | VICE-CHAIRMAN<br>5.00 | 12,500. | 0. | 0. |
| DEBORAH C. GERMAN<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | DIRECTOR<br>5.00 | 12,500. | 0. | 0. |
| MATTHEW W. CERTO<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | DIRECTOR<br>5.00 | 12,500. | 0. | 0. |
| RICHARD J. WALSH<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | DIRECTOR<br>5.00 | 12,500. | 0. | 0. |
| DAVID A. ODAHOWSKI<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | PRESIDENT & DIRECTOR<br>45.00 | 257,250. | 1,579. | 4,736. |
| DEBORAH J. HESSLER<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | CORPORATE SECRETARY<br>45.00 | 93,727. | 4,500. | 0. |
| MARY ELLEN HUTCHESON, CPA<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | VICE PRESIDENT & TREASURER<br>45.00 | 152,704. | 7,312. | 0. |
| HARVEY L. MASSEY<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | DIRECTOR<br>5.00 | 9,375. | 0. | 0. |
| ELIZABETH DVORAK<br>199 E. WELBOURNE AVE, SUITE 100<br>WINTER PARK, FL 32789-4365 | DIRECTOR<br>5.00 | 9,375. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 584,931. | 13,391. | 4,736. |

EDYTH BUSH CHARITABLE FOUNDATION, INC
FORM 990-PF, PART II, BALANCE SHEETS
LINE 14, COLUMN B
FYE: AUGUST 31, 2012

EIN 23-7318041

| DESCRIPTION | COST | ACCUMULATED DEPRECIATION 8/31/11 | CURRENT DEPRECIATION | DISPOSALS | ACCUMULATED DEPRECIATION 8/31/12 |
|---|---|---|---|---|---|
| OFFICE CONDOMINIUM UNITS AND IMPROVEMENTS | 1,299,325 | 813,527 | 56,076 | | 869,603 |
| FURNITURE, FIXTURES AND EQUIPMENT | 263,608 | 217,282 | 21,076 | (19 290) | 219,068 |
| | 1 562,933 | 1,030,809 | 77,152 | (19,290) | 1,088,671 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**FORM 990 PF, PART VIII - OFFICERS' COMPENSATION**
**LINE 1, COLUMN (e)**
**FYE: AUGUST 31, 2012**

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 $ 4,736 is a taxable fringe benefit.

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**FORM 990-PF, PART XV, 2b**
**GRANT REQUEST REQUIREMENTS**
**FYE: AUGUST 31, 2012**

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

(b) Your agency's latest annual IRS Form 990 and Audit, if such audits are made. Provide the most recent quarterly or monthly management financial report as well, if the annual statement is more than three months old

Grant requests will not be returned to the applicants.

When a grant request has been acted on, such action is final upon the request as presented It normally will not be carried over for future consideration unless specifically designated for further investigation or deferred by the Board of Directors The applicant is not precluded by denial of a request from making other new grant requests in the future unless the field of a denied request is one which our Board of Directors has limited by a policy determination

Grant requests should be transmitted through www edytbush org or mailed to.

Edyth Bush Charitable Foundation, Inc
199 E Welbourne Avenue, Suite 100
P O Box 1967
Winter Park, Florida 32790-1967
Telephone (407) 647-4322
Toll free in Florida (888) 647-4322

Dated November 2, 1979
(As Revised April 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, 2012

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Adult Literacy League, Inc<br>345 W Michigan Street, #100<br>Orlando, Florida 32806 | 501(c)(3)<br>Public Charity | To fund a Mobile Computer Lab Flexcart with 16 networked and integrated computers, update telephone system with current functionality, and to provide a $5,000 matching grant to increase donor support | $48,971 |
| Albin Polasek Foundation<br>633 Osceola Avenue<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | To fund a Director of Development position to address the increased revenue requirements at the Albin Polasek Museum and Sculpture Gardens | $30,000 |
| Albin Polasek Foundation<br>633 Osceola Avenue<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | In recognition of Richard J Conlee's support of Winter Park arts and culture | $2,500 |
| American Heart Association, Greater Southeast Affiliate<br>237 East Marks Street<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | To host the *UCF College of Medicine Research Salon* to share the medical research being performed by students and faculty associated with the UCF College of Medicine | $25,000 |
| American Red Cross of Central Florida<br>5 N Bumby Avenue<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | Readiness and Response Creating a More Resilient Community | $50,000 |
| Annika Foundation<br>9685 Lake Nona Village Place, Suite 205<br>Orlando, Florida 32827 | 501(c)(3)<br>Public Charity | To support *Develop Nine Healthy Habits* project, support ANNIKA Junior Day and fund professional development for the Director of Development | $50,000 |
| Association of Fundraising Professionals<br>Central Florida Chapter<br>Post Office Box 398<br>Winter Park, Florida 32790 | 501(c)(3)<br>Public Charity | Sponsorship of National Philanthropy Day AFP David R Roberts Youth in Philanthropy Award and the H Clifford Lee AFP Lifetime Achievement Award and support for the Collegiate Chapter Program | $11,800 |
| The Bach Festival Society of Winter Park<br>Rollins College<br>1000 Holt Avenue - 2763<br>Winter Park, Florida 32789-4492 | 501(c)(3)<br>Public Charity | In support of the Manhattan Brass Outreach Program and the 2012 *"All Bach"* Bach Festival | $15,000 |
| Big Brothers Big Sisters of Central Florida, Inc.<br>807 S Orlando Avenue, Ste L<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | To contract a grant writer with the primary focus of increasing revenue streams, to improve the technological infrastructure and marketing systems and provide community membership and training for the CEO | $49,025 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**PART XV - SUPPLEMENTARY INFORMATION**
**LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Boys & Girls Club of Lake & Sumter Counties, Inc<br>Post Office Box 896179<br>Leesburg, Florida 34789-6179 | 501(c)(3)<br>Public Charity | Funding for 2012 Summer Program at six Boys & Girls Club sites in Lake County | $75,000 |
| Bread Of Life Fellowship, Inc<br>532 N Bluford Avenue<br>Ocoee, Florida 34761 | 501(c)(3)<br>Public Charity | Phase 2 of Building Expansion program consisting of purchase and installation of a commodity storage - Agricultural Building | $77,000 |
| Celebration Foundation<br>610 Sycamore Street Suite 110<br>Celebration, Florida 34747-4946 | 501(c)(3)<br>Public Charity | A partnership with *Celebration Cares* to provide food for homeless Osceola students and their families during Spring Break | $10,000 |
| Central Florida Veterans Memorial Park Foundation, Inc<br>2413 North Forsyth Road<br>Orlando, Florida 32807 | 501(c)(3)<br>Public Charity | To create a world-class memorial park adjacent to the new VA Medical Center at Lake Nona to remember and honor the approximately 1,100 from Brevard, Lake, Orange, Osceola, Seminole, and Volusia Counties who served in the uniform of our country and never returned | $50,000 |
| City of Life Foundation, Inc<br>Post Office Box 940430<br>Maitland, Florida 32794-0430 | 501(c)(3)<br>Public Charity | Support programs benefiting foster youth that are aging out of foster care | $25,000 |
| Community Vision<br>704 Generation Point #101<br>Kissimmee, Florida 34744 | 501(c)(3)<br>Public Charity | To build community capacity and collective impact on behalf of the citizens and institutions in Osceola County | $50,000 |
| Conductive Education Center of Orlando<br>3377 Forsyth Road<br>Winter Park, Florida 32792 | 501(c)(3)<br>Public Charity | To raise awareness of agency's program and increase individual donor base, supporting sustainability for the program over time | $50,000 |
| Council on Foundations<br>PO Box 75661<br>Baltimore, MD 21275-5661 | 501(c)(3)<br>Public Charity | To support 2012 programs | $8,830 |
| Elevate Orlando<br>2200 Lucien Way, Suite 410<br>Maitland, Florida 32751-7048 | 501(c)(3)<br>Public Charity | To provide a community challenge to support Elevate Orlando in-school programs | $24,000 |
| Faith Re-entry Enterprise<br>4851 S Apopka Vineland Road<br>Orlando, Florida 32819 | 501(c)(3)<br>Public Charity | Fund first year pilot program to provide critical care planning, connection, and mentoring services to ex-offenders re-entering society | $30,000 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**PART XV - SUPPLEMENTARY INFORMATION**
**LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Family Promise of Greater Orlando<br>2313 1/2 North Orange Avenue<br>Orlando, Florida 32804 | 501(c)(3)<br>Public Charity | Fund a full time Manager of Volunteer Services position for one year along with expenses directly associated with volunteer recruitment such as printed material, website development, and travel costs | $48,630 |
| First Amendment Foundation<br>336 East College Avenue, Suite 101<br>Tallahassee, Florida 32301 | 501(c)(3)<br>Public Charity | To match funding from the National Freedom of Information Coalition to create webinars on Florida's open government laws | $4,000 |
| The First Tee of Central Florida<br>9685 Lake Nona Village Place, Suite 205<br>Orlando, Florida 32827 | 501(c)(3)<br>Public Charity | To fund Executive Director position | $50,000 |
| Florida Chamber Foundation, Inc<br>136 S Bronough Street<br>P O Box 11309<br>Tallahassee, Florida 32302-3309 | 501(c)(3)<br>Public Charity | To support the Six Pillars of Florida's Future Economic Initiative | $50,000 |
| Florida Philanthropic Network<br>1211 N Westshore Boulevard, Suite 314<br>Tampa, Florida 33607 | 501(c)(3)<br>Public Charity | In support of 2012 Programs and to include Seminole, Lake, Osceola, Brevard, Polk and Volusia Counties in the Florida Philanthropic Network Wealth Transfer Study | $20,000 |
| Florida's Vision Quest, Inc.<br>167 N Industrial Drive<br>Orange City, Florida 32763 | 501(c)(3)<br>Public Charity | To study the *Impact of Identification and Treatment of Student Vision Problems Evidence from a Randomized Trial* | $50,000 |
| The Foundation Center<br>79 Fifth Avenue, Second Floor<br>New York, New York 10003-3076 | 501(c)(3)<br>Public Charity | In support of 2012 Programs | $1,500 |
| Foundation for Foster Children<br>2807 Edgewater Drive<br>Orlando, Florida 32804 | 501(c)(3)<br>Public Charity | To encourage new donors and increased contributions | $50,000 |
| Grace Medical Home<br>51 Pennsylvania Street<br>Orlando, Florida 32806 | 501(c)(3)<br>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 funding for multi-year operating expenses and ensure the sustainability of the organization in the community | $100,000 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**PART XV - SUPPLEMENTARY INFORMATION**
**LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Hispanic Heritage Scholarship Fund of Metro Orlando<br>3201 E Colonial Drive, Ste A-20<br>Orlando Fashion Square Mall<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | To provide fundraising strategic planning services | $15,000 |
| Homeless Services Network of Central Florida, Inc<br>2828 Edgewater Drive<br>Orlando, Florida 32804 | 501(c)(3)<br>Public Charity | Pre-formation costs for the Central Florida Homeless Commission, including filing for the Internal Revenue Service 501(c)(3) exemption, and creating by-laws and articles of incorporation | $4,000 |
| Idignity, Inc<br>424 E Central Blvd #199<br>Orlando, Florida 32801 | 501(c)(3)<br>Public Charity | To increase the organizational capacity of IDignity to serve disadvantaged people in the community by leveraging community giving, volunteer support and fundraising initiatives | $50,000 |
| Kids House of Seminole<br>5467 North Ronald Reagan Blvd<br>Sanford, Florida 32773 | 501(c)(3)<br>Public Charity | To fund the Leadership Succession and Development Evolution Project | $75,680 |
| Lake Nona Institute, Inc<br>9801 Lake Nona Boulevard<br>Orlando, Florida 32827 | 501(c)(3)<br>Public Charity | To support the inaugural Lake Nona Institute Annual Community Innovation Event/Advisory Board focusing on global models for building healthy, sustainable and inspired communities | $50,000 |
| LifeStream Behavioral Center, Inc<br>515 West Main Street<br>Leesburg, Florida 34748 | 501(c)(3)<br>Public Charity | First year cost to reopen Anthony House, providing transitional housing and services for homeless families and individuals | $150,000 |
| Lutheran Counseling Services, Inc<br>1505 Orchid Avenue<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | To respond to the growing number of individuals, couples, families, and also veterans or their family members who receive professional mental health therapy services | $35,000 |
| Mayo Clinic Jacksonville<br>4500 San Pablo Road South<br>Jacksonville, Florida 32224 | 501(c)(3)<br>Public Charity | For patient care programs at Jacksonville, Florida clinic | $5,000 |
| McDaniel College<br>2 College Hill<br>Westminster, Maryland 21157 | 501(c)(3)<br>Public Charity | In support of educational programs | $1,000 |
| Mennello Museum of American Folk Art<br>900 East Princeton Street<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | To purchase Music/Public Address Systems | $9,812 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**PART XV - SUPPLEMENTARY INFORMATION**
**LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Michelee Puppets, Inc<br>4420 Parkway Commerce Blvd<br>Orlando, Florida 32808 | 501(c)(3)<br>Public Charity | Matching Grant for "Curtain Up! It's Your Cue" campaign and fundraiser to assist agency in reaching a fundraising goal of $65,000 | $25,000 |
| Mustard Seed of Central Florida, Inc<br>12 Mustard Seed Lane<br>Post Office Box 915223<br>Longwood, Florida 32791-5223 | 501(c)(3)<br>Public Charity | To provide gap-funding and a three-day National Furniture Bank Association consultation as the agency reorganizes | $984 |
| Nemours Foundation<br>10140 Centurion Parkway North<br>Jacksonville, Florida 32256 | 501(c)(3)<br>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 |
| Nemours Foundation<br>10140 Centurion Parkway North<br>Jacksonville, Florida 32256 | 501(c)(3)<br>Public Charity | Pastoral Care Interfaith Initiative - a series of meetings with local spiritual leaders to introduce Nemours Children's Hospital and offer spiritual support with the engagement from the wider interfaith community | $6,600 |
| Orange County Regional History Center<br>65 E Central Blvd<br>Orlando, Florida 32801 | 501(c)(3)<br>Public Charity | To assist the Historical Society Leadership and Board with a strategic planning effort | $10,000 |
| Orlando Museum of Art, Inc<br>2416 North Mills Avenue<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | To conduct a national search for Orlando Museum of Art Executive Director | $50,000 |
| Orlando Repertory Theatre (Civic Theatre of Central Florida)<br>1001 E Princeton Street<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | To match Orange County Cultural Facilities funds for the purposes of completing 1 of 2 renovation phases on the Edyth Bush Theatre Lobby and Presenting Sponsor for the 2011-2012 Season Opening Performance | $250,017 |
| Orlando VA Medical Center<br>201 Raymond Street<br>Orlando, Florida 32803 | 501(c)(3)<br>Public Charity | To provide 35 OrbiTouch keyboards, along with orientation and training to disabled veterans | $13,965 |
| Philanthropy and Nonprofit Leadership Center<br>Rollins College<br>1000 Holt Avenue - 2755<br>Winter Park, FL 32789 | 501(c)(3)<br>Public Charity | In support of 2012 programs of the Donors Forum of Central Florida | $5,000 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**PART XV - SUPPLEMENTARY INFORMATION**
**LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Philanthropy and Nonprofit Leadership Center<br>Rollins College<br>1000 Holt Avenue - 2755<br>Winter Park, FL 32789 | 501(c)(3)<br>Public Charity | In support of the Philanthropy and Nonprofit Leadership Center's programs and services | $333,332 |
| The Philanthropy Roundtable<br>1730 M Street NW, Suite 601<br>Washington, DC 20036 | 501(c)(3)<br>Public Charity | In support of 2012 programs | $5,000 |
| The Regents of the University of Michigan<br>Wolverine Tower<br>3003 South State Street<br>Ann Arbor, Michigan 48109-1288 | 501(c)(3)<br>Public Charity | To support the Child Life Program and Vista Verde Ranch which provides respite for children with cancer and their families | $30,000 |
| Rollins College<br>1000 Holt Avenue - 2711<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | To fund Track 2 of PeerSpectives Leadership Development Roundtable for Nonprofit Executives Expansion | $10,267 |
| Rollins College<br>1000 Holt Avenue - 2711<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | To fund PeerSpectives Leadership Development Pilot for Nonprofit Executives | $18,200 |
| Safehouse of Seminole<br>901 S French Avenue<br>Sanford, Florida 32771 | 501(c)(3)<br>Public Charity | Ad 2 Orlando Public Service Campaign | $5,000 |
| Sanford Burnham Medical Research Institute at Lake Nona<br>6400 Sanger Road<br>Orlando, Florida 32827 | 501(c)(3)<br>Public Charity | To expand visibility of Sanford-Burnham's 2012 Diabetes and Obesity Research Center Seminar Series | $48,100 |
| United Global Outreach, Inc<br>18415 11th Avenue<br>Orlando, Florida 32833 | 501(c)(3)<br>Public Charity | To fund the Executive Director salary and benefits | $50,000 |
| United Methodist Church of Winter Park<br>125 N Interlachen Avenue<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | Brain Fitness Club Strategic Planning and University/College Collaboration for 2012 | $15,800 |
| University Club of Winter Park<br>841 North Park Avenue<br>Post Office Box 237<br>Winter Park, Florida 32790 | 501(c)(3)<br>Public Charity | To create a Resource Guide for Lifelong Learning to make known the varied opportunities offered by over 50 organizations in Winter Park | $971 |
| Veterans Memorial At Fountain Park Inc<br>32004 Harris Road<br>Tavares, Florida 32778-4630 | 501(c)(3)<br>Public Charity | Funding towards the completion of The Veterans Memorial at Fountain Park | $10,000 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**PART XV - SUPPLEMENTARY INFORMATION**
**LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or contribution | Amount |
|---|---|---|---|
| Winter Park Day Nursery, Inc<br>741 S Pennsylvania Avenue<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | In recognition of Richard J Conlee's support of Winter Park educational nonprofit organizations | $2,500 |
| Winter Park Public Library<br>460 E New England Avenue<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | To assist with search for new Director Funds qualify for match to the Bruce Douglas challenge | $10,000 |
| *** Grant Totals** | | | **$2,602,484** |
| * Board/Staff Matching Gifts | Various 501(c) (3) Public Charities | | $73,065 |
| * Gifts (Memorials, Events, Sponsorships) | Various 501(c) (3) Public Charities | | $137,516 |
| Total FYE 2012 Contributions | | | **$2,813,065** |

* Expenditure responsibility reports are attached at Statement 21 for certain grants included in one or more of these categories that were made to the following entities

Bok Tower Gardens
Charles Hosmer Morse Foundation
Mennello Museum of American Folk Art

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**Part XV--SUPPLEMENTARY INFORMATION**
**LINE 3b--GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or Contribution | Amount |
|---|---|---|---|
| Association of Fundraising Professionals Central Florida Chapter<br>Post Office Box 398<br>Winter Park, Florida 32790 | 501(c)(3) Public Charity | David R Roberts Youth in Philanthropy Award and the H Clifford Lee Lifetime Achievement Award presented annually at the National Philanthropy Day event | $22,000 |
| Boys & Girls Clubs of Central Florida<br>Post Office Box 2987<br>Orlando, Florida 32802 | 501(c)(3) Public Charity | A challenge grant to help defray a portion of the remodeling costs to create Syd & Marianne Levy Service Center Headquarters | $250,000 |
| Harbor House OCCADV<br>P O Box 680748<br>Orlando, Florida 34868 | 501(c)(3) Public Charity | To hire a Director of Community Education and Awareness to oversee the Community and Continuing Education Program, and to fund integration of donor and financial software systems | $122,098 |
| Harvest Time International<br>225 N Kennel Road<br>Sanford, Florida 32771 | 501(c)(3) Public Charity | Equipment, dental supplies, computers and software for free dental clinic serving homeless and uninsured families | $95,494 |
| LifeStream Behavioral Center, Inc<br>515 West Main Street<br>Leesburg, Florida 34748 | 501(c)(3) Public Charity | First year cost to reopen Anthony House, providing transitional housing and services for homeless families and individuals | $250,000 |
| Orlando Repertory Theatre (Civic Theatre of Central Florida)<br>1001 E Princeton Street<br>Orlando, Florida 32803 | 501(c)(3) Public Charity | Presenting Sponsor of Orlando Repertory Theatre's 10th Birthday Season | $60,000 |
| Philanthropy and Nonprofit Leadership Center at Rollins College<br>1000 Holt Avenue - 2755<br>Winter Park, FL 32789 | 501(c)(3) Public Charity | In support of 2013 programs | $666,667 |
| Rollins College<br>1000 Holt Avenue - 2711<br>Winter Park, Florida 32789 | 501(c)(3) Public Charity | Expansion and Renovation of the Archibald Granville Bush Science Center at Rollins College | $1,000,000 |

**EDYTH BUSH CHARITABLE FOUNDATION, INC.** **EIN: 23-7318041**
**Part XV--SUPPLEMENTARY INFORMATION**
**LINE 3b--GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT**
**FYE: AUGUST 31, 2012**

| Recipient Organization | Tax Status | Purpose of Grant or Contribution | Amount |
|---|---|---|---|
| Rollins College<br>1000 Holt Avenue - 2711<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | PeerSpectives Leadership Development Roundtable for Nonprofit Executives Expansion | $18,200 |
| Rollins College<br>1000 Holt Avenue - 2711<br>Winter Park, Florida 32789 | 501(c)(3)<br>Public Charity | PeerSpectives Leadership Development Roundtable for Nonprofit Executives Expansion | $20,533 |
| Shepherd's Hope, Inc<br>4851 S Apopka Vineland Road<br>Orlando, Florida 32819 | 501(c)(3)<br>Public Charity | To fund the new Vice President of Operations position | $109,508 |
| **Total Grants Approved for Future Payment** | | | $2,614,500 |