EXTENSION ATTACHED

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 10/01 , 2011, and ending 9/30 , 2012

JB FOUNDATION, INC.
1209 BEACH AVENUE
ATLANTIC BEACH, FL 32233

A Employer identification number 59-3611795

B Telephone number (see the instructions) 904-739-1311

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,415,540.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ______________ (Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	44,362.	44,362.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-12,178.			
	b Gross sales price for all assets on line 6a 747,959.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	10.	10.		
	12 **Total.** Add lines 1 through 11	32,194.	44,372.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	12,000.			12,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	918.			918.
	16a Legal fees (attach schedule) SEE ST 2	61.			61.
	b Accounting fees (attach sch) SEE ST 3	7,203.	4,682.		2,521.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	2,357.	865.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	8,983.	8,983.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	31,522.	14,530.		15,500.
	25 Contributions, gifts, grants paid PART XV	59,703.			59,703.
	26 **Total expenses and disbursements.** Add lines 24 and 25	91,225.	14,530.		75,203.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-59,031.			
	b **Net investment income** (if negative, enter -0-)		29,842.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	142,875.	62,110.	62,110.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	139.	139.	139.
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,120.	1,520.	1,520.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	932,457.	776,126.	844,121.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	299,842.	477,507.	507,650.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,376,433.	1,317,402.	1,415,540.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	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	1,376,433.	1,317,402.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,376,433.	1,317,402.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,376,433.	1,317,402.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,376,433.
2	Enter amount from Part I, line 27a	2	-59,031.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,317,402.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,317,402.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 8			
b				
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				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-12,178.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-12,178.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	55,944.	1,412,516.	0.039606
2009	56,582.	1,374,269.	0.041172
2008	53,658.	1,244,155.	0.043128
2007	59,133.	1,628,153.	0.036319
2006	95,946.	1,750,925.	0.054797

2	**Total** of line 1, column (d)	2	0.215022
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043004
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,352,022.
5	Multiply line 4 by line 3	5	58,142.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	298.
7	Add lines 5 and 6	7	58,440.
8	Enter qualifying distributions from Part XII, line 4	8	75,203.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
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	298.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	298.
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	298.
6	Credits/Payments:			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 1,520.		
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	1,520.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶		9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶		10	1,222.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ▶ 300.	Refunded ▶	11	922.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the 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	N/A	
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, column (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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 ► N/A

14 The books are in care of ► MARK J. SHORSTEIN Telephone no. ►

Located at ► 8265 BAYBERRY ROAD JACKSONVILLE FL ZIP + 4 ► 32256

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

		Line	Yes	No
16	At any time during calendar year 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.

		Line	Yes	No
1 a	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	N/A	
	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 ► 20__ , 20__ , 20__ , 20__ .			
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.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
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.)*	3b	N/A	
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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
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?	N/A ☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUDITH S. BEAUBOUEF 1209 BEACH AVENUE ATLANTIC BEACH, FL 32233	DIRECTOR 10.00	0.	0.	0.
JAMES R. BEAUBOUEF 1082 CARNATION STREET ATLANTIC BEACH, FL 32233	DIRECTOR 2.00	0.	0.	0.
BARBARA J. BUNCH 137 DEER COVE DRIVE PONTE VEDRA BEACH, FL 32082	DIRECTOR 10.00	12,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 (see instructions)

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	1,283,375.
b Average of monthly cash balances		1b	89,236.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,372,611.
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	1,372,611.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	20,589.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,352,022.
6 **Minimum investment return.** Enter 5% of line 5		6	67,601.

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	67,601.
2a Tax on investment income for 2011 from Part VI, line 5	2a 298.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	298.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	67,303.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	67,303.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	67,303.

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	75,203.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	75,203.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	298.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	74,905.

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				67,303.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			51,211.	
b Total for prior years: 20___, 20___, 20___		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: ► $ 75,203.				
a Applied to 2010, but not more than line 2a			51,211.	
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				23,992.
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 instructions.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				43,311.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	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**
2a 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 organization 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).)

JUDITH S. BEAUBOUEF

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 ► [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				
Total			► 3a	59,703.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	44,362.	
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			14	10.	
8 Gain or (loss) from sales of assets other than inventory			18	-12,178.	
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)				32,194.	

13 **Total.** Add line 12, columns (b), (d), and (e) .. 13 32,194.

(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). (See instructions.)
N/A	

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

Judith S. Braubon | 5/13/13 | President/Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK J. SHORSTEIN	[signature]	5/10/13		P00542864

Firm's name ► SHORSTEIN & SHORSTEIN, P.A. Firm's EIN ► 59-2701990

Firm's address ► 8265 BAYBERRY RD. JACKSONVILLE, FL 32256 Phone no (904) 739-1311

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 10.	$ 10.	
TOTAL	$ 10.	$ 10.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNIFORM BUSINESS REPORT	$ 61.			$ 61.
TOTAL	$ 61.	$ 0.		$ 61.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 7,203.	$ 4,682.		$ 2,521.
TOTAL	$ 7,203.	$ 4,682.		$ 2,521.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	$ 1,492.			
FOREIGN TAX	865.	$ 865.		
TOTAL	$ 2,357.	$ 865.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	$ 8,880.	$ 8,880.		
MISCELLANEOUS ADMIN EXPENSE	103.	103.		
TOTAL	$ 8,983.	$ 8,983.		$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 6	COST	$ 776,126.	$ 844,121.
	TOTAL	$ 776,126.	$ 844,121.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN GEN FIN CORP	COST	$ 38,000.	$ 37,780.
JOHN DEERE CAPITAL CORP	COST	37,078.	39,636.
WALMART STORES INC. SENIOR NTS	COST	39,754.	49,996.
CISCO SYSTEMS INC.	COST	41,006.	47,306.
AIR PRODUCTS & CHEMICALS 5BP INC NTS B/E	COST	45,393.	46,157.
AMGEN INC B/E	COST	42,808.	44,817.
LINCOLN NATIONAL CORP	COST	26,277.	27,468.
BERKSHIRE HATHAWAY INC. B/E	COST	42,257.	44,042.
TOYOTA MOTOR CREDIT CORP MED TERM NTS	COST	30,642.	32,735.
JP MORGAN CHASE & CO. B/E	COST	26,778.	27,931.
UNION PACIFIC CORP B/E	COST	40,454.	41,841.
PRUDENTIAL FINANCIAL	COST	25,282.	25,695.
GE CAPITAL INTERNOTES NTS B/E	COST	41,778.	42,246.
	TOTAL	$ 477,507.	$ 507,650.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PUBLICLY TRADED SECURITIES			
2	PUBLICLY TRADED SECURITIES			
3	PUBLICLY TRADED SECURITIES			
4	PUBLICLY TRADED SECURITIES			

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
5	PUBLICLY TRADED SECURITIES			
6	PUBLICLY TRADED SECURITIES			
7	PUBLICLY TRADED SECURITIES			
8	PUBLICLY TRADED SECURITIES			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	30,805.		28,976.	1,829.				$ 1,829.
2	59,398.		59,208.	190.				190.
3	10,279.		10,573.	-294.				-294.
4	129,839.		134,834.	-4,995.				-4,995.
5	46,839.		42,588.	4,251.				4,251.
6	307,667.		309,033.	-1,366.				-1,366.
7	155,788.		168,806.	-13,018.				-13,018.
8	7,344.		6,119.	1,225.				1,225.
							TOTAL	$ -12,178.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
THE JACKSONVILLE ZOO 370 ZOO PARKWAY JACKSONVILLE, FL 32218	N/A	PUBLIC	SUPPORTS WILDLIFE AND THE ENVIRONMENT	$ 3,800.
BAPTIST HEALTH FOUNDATION 800 PRUDENTIAL DRIVE JACKSONVILLE, FL 32207	N/A	PUBLIC	SUPPORTS COMMUNITY HEALTH ISSUES	40,153.
BEACHES EPISCOPAL SCHOOL 1150 FIFTH STREET NORTH JACKSONVILLE BEACH, FL 32250	N/A	PUBLIC	SUPPORTS ELEMENTARY EDUCATION	12,500.
COMMUNITY FOUNDATION 245 RIVERSIDE AVENUE, SUITE 310 JACKSONVILLE, FL 32202	N/A	PUBLIC	SUPPORTS PROJECTS AND PROGRAMS THAT SERVE THE RESIDENTS OF THE COMMUNITY	1,500.
FRIENDS OF ST JOHNS RIVER FERRY, INC. 1031 OCEAN BOULEVARD ATLANTIC BEACH, FL 32233	N/A	PUBLIC	SUPPORTS PRESERVATION OF THE ST JOHNS RIVER FERRY	1,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
PUBLIC TRUST ENVIRONMENTAL LEGAL INST. 2029 NORTH THIRD STREET JACKSONVILLE BEACH, FL 32250	N/A	PUBLIC	SUPPORTS PRESERVATION OF PROTECTED LANDS AND WATERS	$ 750.
			TOTAL	$ 59,703.

STATEMENT 6
JB FOUNDATION, INC
FORM 990 PF, PART II, LINE 10b
INVESTMENTS - CORPORATE STOCKS

59-3611795

Description	Valuation Method	Cost	Value
ABB LTD SPON ADR	Cost	2,351.51	2,412.30
ALLSTATE CORP	Cost	5,630.93	6,694.09
AMAZON COM INC	Cost	6,852 16	8,646.88
AMCOR LTD NEW AU ADR	Cost	1,061.94	1,345.76
AMER ELECTRIC POWER CO	Cost	5,285.43	5,624.32
AMERICAN INTL GROUP INC COM NEW	Cost	2,349.50	2,229 72
AMERIPRISE FINANCIAL INC	Cost	5,822 99	6,576 04
ANHEUSER BUSCH INBEV SPON ADR	Cost	2,346.87	2,405.48
ANNALY CAPITAL MANAGEMENT INC REIT	Cost	4,936.94	4,732.04
ANSYS INC	Cost	3,445.21	4,917.80
APPLE INC	Cost	11,875.33	23,348.68
ASML HOLDING NV NY REG SHS NEW	Cost	4,081.70	4,884.88
ASTELLAS PHARMA INC ADR	Cost	2,301 18	3,077 45
ASTRAZENECA PLC SPON ADR	Cost	11,479.23	11,917 14
AT&T INC	Cost	4,250.72	5,805 80
BANCO SANTANDER S A SPON ADR	Cost	1,628 95	1,290 58
BARRICK GOLD CORP CAD	Cost	6,837 26	6,096.96
BG GROUP PLC SPON ADR	Cost	2,088.71	2,334.50
BIOGEN IDEC INC	Cost	2,674 95	3,431 83
BLACKBAUD INC	Cost	2,990.70	2,798.64
BOEING COMPANY	Cost	2,531.34	2,435 82
BORG WARNER INC	Cost	2,176.02	2,073.30
BP PLC SPON ADR	Cost	4,518 31	3,727 68
BRISTOL MYERS SQUIBB CO	Cost	4,796.87	4,860 00
CA INC	Cost	5,363.34	5,281.82
CANON INC ADR JAPAN SPON ADR	Cost	3,810.31	2,848 89
CARREFOUR SA SPON ADR	Cost	4,212.35	2,716.71
CERNER CORP	Cost	2,545.14	2,863.36
CHEVRON CORP	Cost	3,862.22	5,828 00
CHURCH & DWIGHT CO INC	Cost	4,195.43	5,075 06
CISCO SYSTEMS INC	Cost	5,182.76	5,995.83
CITRIX SYSTEMS INC	Cost	2,556.18	2,755 01
CLARCOR INC	Cost	3,541.21	3,391 88
COCA COLA CO COM	Cost	6,705.60	7,358.42
COHEN & STEERS INC	Cost	2,434 12	2,073 40
CONOCOPHILLIPS	Cost	10,094.41	11,493.18
COPART INC	Cost	3,932.20	5,073 68
CORE LABORATORIES N V EUR	Cost	2,365 99	2,672 56
COVIDIEN PLC	Cost	3,514.62	3,921 72
CROWN CASTLE INTL CORP	Cost	5,147.17	5,897 20
DANAHER CORP	Cost	3,369.54	3,419.30
DEUTSCHE TELEKOM AG DE SPON ADR	Cost	3,825.04	3,119 49
DISCOVERY COMMUNICATIONS INC CL A	Cost	2,260 24	2,562.80
DONALDSON CO INC	Cost	3,785.15	4,373.46
DRESSER RAND GROUP INC	Cost	4,137 91	4,794.57
DU PONT DE NEMOURS	Cost	5,672.56	5,429.16
EATON VANCE CORP NON VTG	Cost	3,524 15	4,286.08
EMC CORP MASS	Cost	4,045 90	4,581.36
ENI SPA IT SPON ADR	Cost	2,407.54	2,323.52
ENSCO PLC CL A	Cost	4,964.14	5,237.76
EXPEDITORS INTL WASH INC	Cost	3,671 31	3,635.00
EXPRESS SCRIPTS HLDG CO	Cost	2,868.95	3,194.13
FACEBOOK INC CL A	Cost	1,150.67	606.48
FACTSET RESH SYSTEMS INC	Cost	4,399.39	4,531.74
FAMILY DOLLAR STORES	Cost	4,072.33	4,574.70
FEDERATED INVESTORS INC PA CL B	Cost	3,910 27	4,510 42
FEDEX CORP	Cost	2,167.20	2,030 88
FIFTH THIRD BANCORP	Cost	5,722.96	5,922 91
FRANCE TELECOM SA SPON ADR	Cost	4,965 44	2,993.90
FREEPORT-MCMORAN COPPER & GOLD INC	Cost	6,742.66	6,016 16
GDF SUEZ SPON ADR	Cost	1,795.33	1,187 20
GENL ELECTRIC CO	Cost	4,678.58	5,972.73
GLAXO SMITHKLINE PLC ADR	Cost	3,226.11	3,699 20
GOOGLE INC CL A	Cost	5,643.08	7,545.00
HARRIS CORP DELA	Cost	5,787 73	7,324 46
HEICO CORP NEW CL A	Cost	1,677.29	1,861.11
HENRY JACK & ASSOC INC	Cost	4,470 14	5,412 55

STATEMENT 6
JB FOUNDATION, INC
FORM 990 PF, PART II, LINE 10b
INVESTMENTS - CORPORATE STOCKS

59-3611795

Description	Valuation Method	Cost	Value
HILLENBRAND INC	Cost	5,654 95	4,365 60
IBERDROLA SA SPON ADR	Cost	4,588 19	3,209.34
ILLUMINA INC	Cost	3,595 43	3,421 49
INTEL CORP	Cost	10,386.04	11,327 50
INTL BUSINESS MACH	Cost	4,167 23	4,356 45
INTL PAPER CO	Cost	9,241 76	11,985 60
JOHNSON & JOHNSON COM	Cost	5,117 42	5,995.17
JOY GLOBAL INC	Cost	5,117.13	3,531.78
JPMORGAN CHASE & CO	Cost	11,374.37	12,467.84
KAO CORP REPSTG 10 SHS COM SPON ADR	Cost	3,262.14	3,710.70
KIMBERLY CLARK CORP	Cost	4,185.36	5,661.48
KINDER MORGAN INC	Cost	3,478.23	3,409 92
KONINKLIJKE AHOLD NV NEW 2007 SPON ADR	Cost	2,918.36	2,803 50
KRAFT FOODS INC CL A	Cost	4,579.70	4,796 60
LANDSTAR SYSTEMS INC	Cost	3,297 75	3,546 00
LINKEDIN CORP CL A	Cost	5,122.00	5,658.80
LOCKHEED MARTIN CORP	Cost	5,309.14	6,349 84
MARATHON OIL CORP	Cost	5,166.48	6,091 42
MATTEL INC	Cost	4,637 09	6,242 72
MEDTRONIC INC	Cost	4,607.41	5,519.36
MERCK & CO INC NEW COM	Cost	5,609 75	6,538 78
METLIFE INC	Cost	5,815 59	5,444 68
MICROCHIP TECHNOLOGY INC	Cost	3,863 98	3,797.84
MICROSOFT CORP	Cost	5,726.14	5,654.40
MICROSOFT CORP	Cost	8,202 24	8,898.24
MOLSON COORS BREWING CO CL B	Cost	2,814.31	2,883 20
MONSANTO CO NEW	Cost	6,316 32	7,827.72
MSC INDL DIRECT CO INC	Cost	4,446 60	4,654.74
NATIONAL GRID PLC NEW SPON ADR	Cost	851.48	1,051 84
NATL INSTRUMENTS CORP	Cost	2,330 84	2,337 09
NORDSON CORP	Cost	2,399 50	2,693 30
NORTHROP GRUMMAN CORP	Cost	4,809 66	5,779 41
NOVARTIS AG SPON ADR	Cost	4,933.86	5,452.14
O REILLY AUTOMOTIVE INC	Cost	3,430 88	3,093 94
ORACLE CORP	Cost	2,652 35	2,579 72
PEPSICO INC	Cost	2,453 43	2,689 26
PEPSICO INC	Cost	4,392 65	4,600.05
PFIZER INC	Cost	5,029.21	6,585.25
PFIZER INC	Cost	3,409 65	3,677.80
PHILIP MORRIS INTL INC	Cost	7,336.75	8,004 66
PHILLIPS 66	Cost	4,661.71	6,816 39
PIMCO ALL ASSETS ALL AUTH-A	Cost	50,000 00	52,479 94
PNC FINANCIAL SERVICES GROUP	Cost	5,082.67	5,363 50
PRECISION CASTPARTS CORP	Cost	4,720 62	5,226 88
PRICESMART INC	Cost	1,394.09	1,438.68
PROCTER & GAMBLE CO	Cost	2,516.70	2,635 68
QBE INS GROUP LTD SPON ADR	Cost	989 71	1,077 30
QUALCOMM INC	Cost	5,363.52	5,559 83
RANGE RESOURCES CORP	Cost	5,087.86	6,148.56
RBC BEARINGS INC	Cost	2,328.23	2,837 90
REED ELSERVIER NV NEW REPSTG 2 ORD SHS SPON ADR	Cost	2,595.78	2,342.56
REYNOLDS AMERN INC (HOLDING CO)	Cost	3,555.66	5,287.48
ROSS STORES INC	Cost	3,021 55	4,650.48
ROYAL DUTCH SHELL PLC CL A SPON ADR	Cost	5,324.09	5,066.93
ROYAL DUTCH SHELL PLC CL A SPON ADR	Cost	2,271.02	2,359.94
RWE AG ADR	Cost	4,921 42	3,993.43
SANDISK CORP	Cost	2,258.05	1,997.78
SANOFI SPON ADR	Cost	3,401 35	4,435 18
SCHLUMBERGER LTD NETHERLANDS ANTILLES	Cost	4,517.84	4,701.45
SEVEN & I HLDGS CO LTD ADR	Cost	2,769.61	3,363 25
SHERWIN WILLIAMS CO	Cost	2,396 04	2,531 47
SILGAN HOLDINGS INC	Cost	2,340 25	2,654 11
SINGAPORE TELECOM LTD NEW 2006 SPON ADR	Cost	1,803 46	2,205 75
SIRONA DENTAL SYSTEMS INC	Cost	5,235 10	6,721 28
SOCIETE GENERALE FRANCE SPONS ADR ADR	Cost	2,404 35	872 65
STAPLES INC	Cost	6,006 28	5,748 48
STARBUCKS CORP	Cost	2,394 90	3,752 54

59-3611795

STATEMENT 6
JB FOUNDATION, INC
FORM 990 PF, PART II, LINE 10b
INVESTMENTS - CORPORATE STOCKS

Description	Valuation Method	Cost	Value
STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW	Cost	2,641 22	3,071.88
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	Cost	2,413 93	3,179.82
TAKEDA PHARMACEUTICAL CO LTD SPON ADR	Cost	3,964 91	3,856 03
TECHNE CORP MINN	Cost	3,231.54	3,309 24
TELEFONICA S A SPON ADR	Cost	4,543 85	3,107.52
TERADATA CORP NEW (DELA)	Cost	2,392 57	2,639 35
TESCO PLC SPONS ADR UNITED KINGDOM	Cost	4,497.65	3,834 66
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	Cost	2,584.00	2,194.73
TIME WARNER INC NEW	Cost	4,924 21	6,709.58
TOKIO MARINE HOLDINGS INC SPON ADR	Cost	3,903 59	3,282 50
TOKYO ELECTRON LTD ADR	Cost	1,669 85	1,444 32
TOTAL S.A FRANCE SPON ADR	Cost	11,997.42	11,172 30
TOTAL S A FRANCE SPON ADR	Cost	4,540 16	3,807.60
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	Cost	2,507.07	2,433.81
TRANSAMERICA SHORT-TERM BOND A	Cost	35,057 36	35,360 74
TRAVELERS COS INC/THE	Cost	4,380.54	6,075 14
UNDER ARMOUR INC CL A	Cost	2,087.67	2,344 86
UNILEVER PLC AMER SHS NEW SPON ADR	Cost	3,289.97	3,980.68
UNION PACIFIC CORP	Cost	3,450.26	4,154 50
UNITEDHEALTH GROUP INC	Cost	1,411 85	1,773.12
UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE ADR	Cost	1,686 40	2,249.80
VCA ANTECH INC	Cost	2,680 78	2,997.44
VERIZON COMMUNICATIONS INC	Cost	8,188 35	8,977.29
VERTEX PHARMACEUTICAL INC	Cost	3,325.27	3,185.73
VF CORP	Cost	1,628.45	2,709.12
VINCI S.A ADR	Cost	2,298 33	1,892.03
VODAFONE GROUP PLC NEW SPON ADR	Cost	2,601.30	2,964.00
WAL MART STORES INC	Cost	4,214 27	5,756.40
WELLS FARGO & CO NEW	Cost	4,995 75	6,077.28
WHIRLPOOL CORP	Cost	5,152.44	6,715.71
WILEY JOHN & SONS INC CL A	Cost	5,565 59	5,192.35
WOLVERINE WORLD WIDE INC	Cost	4,298.86	5,235.66
WORLD FUEL SERVICES CORP	Cost	3,476 84	3,240.51
XEROX CORP	Cost	7,540.53	5,717 86
ZURICH INS GROUP LTD SPON ADR	Cost	2,271.05	2,452.94
		776,126.47	**844,121.57**

-15-13

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. JB FOUNDATION, INC.	Employer identification number (EIN) or [X] 59-3611795
File by the due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions. 1209 BEACH AVENUE	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTIC BEACH, FL 32233	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of. ► MARK J. SHORSTEIN

Telephone No. ► ________ FAX No. ► ________

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 5/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [ ] calendar year 20____ or

► [X] tax year beginning 10/01, 20 11, and ending 9/30, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.