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Form **990-PF**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **11/01/11**, and ending **10/31/12**

Name of foundation The Stephen and Sandra Muss Foundation Inc		A Employer identification number 23-7424763
Number and street (or P O box number if mail is not delivered to street address) 9100 S Dadeland Blvd	Room/suite 1500	B Telephone number (see instructions) 305-531-4848
City or town, state, and ZIP code Miami FL 33156		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,522,596	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,316	8,316		
	4 Dividends and interest from securities	357,631	357,627		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	-130,590			
	b Gross sales price for all assets on line 6a 5,605,033				
	7 Capital gain net income (from Part IV, line 2)		4,246		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	235,357	370,189	0	
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	3,320	3,320		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmt 3	15,975	15,975		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 4	15,243	829		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	458	458		
	22 Printing and publications	10,400	10,400		
	23 Other expenses (att sch) Stmt 5	3,161	3,161		
	24 Total operating and administrative expenses. Add lines 13 through 23	48,557	34,143	0	0
	25 Contributions, gifts, grants paid	1,128,800			1,128,800
	26 Total expenses and disbursements. Add lines 24 and 25	1,177,357	34,143	0	1,128,800
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-942,000			
	b Net investment income (if negative, enter -0-)		336,046		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	25,985	11,571	
	10a Investments—U.S. and state government obligations (attach schedule) Stmt 6	771,635	883,825	883,825
	b Investments—corporate stock (attach schedule) See Stmt 7	14,572,428	13,602,652	13,638,771
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) See Statement 8	100,000		
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	15,470,048	14,498,048	14,522,596
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 (attach schedule)			
	22 Other liabilities (describe ▶) See Statement 9	39,750	9,750	
	23 Total liabilities (add lines 17 through 22)	39,750	9,750	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	15,430,298	14,488,298	
	30 Total net assets or fund balances (see instructions)	15,430,298	14,488,298	
	31 Total liabilities and net assets/fund balances (see instructions)	15,470,048	14,498,048	

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	15,430,298
2 Enter amount from Part I, line 27a	2	-942,000
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,488,298
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	14,488,298

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 Capital Gain Distribution				
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 4,246			4,246	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			4,246	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	4,246
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				

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 (col. (b) divided by col. (c))
2010	1,544,586	16,895,168	0.091422
2009	935,000	15,759,224	0.059330
2008	1,376,816	14,603,604	0.094279
2007	933,184	19,294,348	0.048366
2006	882,500	21,075,085	0.041874
2 Total of line 1, column (d)			2 0.335271
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 0.067054
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 14,527,222
5 Multiply line 4 by line 3			5 974,108
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,360
7 Add lines 5 and 6			7 977,468
8 Enter qualifying distributions from Part XII, line 4			8 1,128,800

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,360
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	3,360
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	3,360
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,571
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	11,571
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	8,211
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 8,211 Refunded	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► None	13	X	
14	The books are in care of ► Jeff Frantzman 9100 S Dadeland Blvd Located at ► Miami	Telephone no ► 305-531-4848 ZIP+4 ► 33156		
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		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	N/A	
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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**

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
Stephen Muss 9100 S Dadeland Blvd Miami FL 33156	President 5.00	0	0	0
Brian Bilzin 1450 Brickell Avenue Miami FL 33131	Treasurer 0.00	0	0	0
Sandra Muss 9100 S Dadeland Blvd Miami FL 33156	VP / Sect 0.00	0	0	0

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

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

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

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The Stephen and Sandra Muss**23-7424763**Page **7****Part VII 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 ▶**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 ▶Form **990-PF** (2011)

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	14,736,878
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	11,571
d	Total (add lines 1a, b, and c)	1d	14,748,449
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	14,748,449
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	221,227
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,527,222
6	Minimum investment return. Enter 5% of line 5	6	726,361

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	726,361
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,360
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,360
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	723,001
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	723,001
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	723,001

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	1,128,800
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	1,128,800
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	3,360
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,125,440

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				723,001
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008			650,424	
d From 2009			163,105	
e From 2010			728,656	
f Total of lines 3a through e	1,542,185			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,128,800				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				723,001
e Remaining amount distributed out of corpus	405,799			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,947,984			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,947,984			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008			650,424	
c Excess from 2009			163,105	
d Excess from 2010			728,656	
e Excess from 2011			405,799	

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

N/A

- 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

N/A

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

Stephen Muss 305-531-4848
9100 S Dadeland Blvd Miami FL 33156

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

Request and proof of charity

- c** Any submission deadlines

none

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

none

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 10				1,128,800
Total			▶ 3a	1,128,800
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part VII 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			14	8,316	
4 Dividends and interest from securities					357,631
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					-130,590
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)		0		8,316	227,041
13 Total. Add line 12, columns (b), (d), and (e)				13	235,357

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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		

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.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes

**Sign
Here**

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature


Date _____

Check ☐ if self-employed

Jeff Frantzman

Firm's name ▶	Jeffrey Frantzman, CPA
Firm's address ▶	9700 SW 145th Street Miami, FL 33176

PTIN P01250332

Firm's EIN 

Phone no **305-233-7844**

Form **990-PF** (2011)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
			Purchase \$		\$	\$	\$
			Purchase				
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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Price	Sal				
PIMCO UNCONSTRAINED BOND	3/30/12	8/06/12	\$	Purchase	11	\$	\$	
PIMCO UNCONSTRAINED BOND	2/29/12	8/06/12	539	Purchase	518			21
PIMCO UNCONSTRAINED BOND	1/31/12	8/06/12	11	Purchase	11			
PIMCO UNCONSTRAINED BOND	1/31/12	8/06/12	172	Purchase	165			7
PIMCO UNCONSTRAINED BOND	12/30/11	8/06/12	321	Purchase	305			16
PIMCO UNCONSTRAINED BOND	12/28/11	8/06/12	3,896	Purchase	3,699			197
PIMCO UNCONSTRAINED BOND	12/28/11	8/06/12	11	Purchase	11			
PIMCO UNCONSTRAINED BOND	11/30/11	8/06/12	550	Purchase	524			26
PIMCO UNCONSTRAINED BOND	11/30/11	8/06/12	11	Purchase	11			
PIMCO UNCONSTRAINED BOND	10/31/11	8/06/12	447	Purchase	427			20
PIMCO UNCONSTRAINED BOND	9/30/11	8/06/12	11	Purchase	11			
PIMCO UNCONSTRAINED BOND	9/30/11	8/06/12	470	Purchase	449			21
PIMCO UNCONSTRAINED BOND	8/31/11	8/06/12	424	Purchase	407			17
FIRST EAGLE GOLD A	12/14/11	8/06/12		Purchase	1			-1
FIRST EAGLE GOLD A	12/14/11	8/06/12	5,242	Purchase	6,068			-826
FIRST EAGLE GOLD A	12/14/11	8/06/12	26	Purchase	30			-4
FIRST EAGLE GOLD A	12/14/11	8/06/12	12,049	Purchase	13,948			-1,899
								1

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
FIRST EAGLE GOLD A	12/14/11	8/06/12	\$	Purchase 26 \$	32 \$	\$		-6
WF ADV ASSET ALLOC FD A		8/06/12		Purchase 13	12			1
WF ADV ASSET ALLOC FD A		8/06/12		Purchase 190,966	187,488			3,478
WF ADV ASSET ALLOC FD A		8/06/12		Purchase 11	11			
WF ADV ASSET ALLOC FD A		8/06/12		Purchase 27,066	25,523			1,543
AT&T INC 4.85%FEB15 14 04.850%FEB152	1/13/11	9/14/12		Purchase 211,765	208,795			2,970
GENL ELEC CAP COR 3.50% 03.500%JUN29	1/18/11	8/06/12		Purchase 212,180	203,819			8,361
GOLDMAN SACHS GRO 5.35% 05.350%JAN15	1/13/11	8/06/12		Purchase 216,152	213,110			3,042
PIMCO UNCONSTRAINED BOND	7/29/11	8/06/12		Purchase 550	532			18
PIMCO UNCONSTRAINED BOND	7/29/11	8/06/12		Purchase 11	11			
PIMCO UNCONSTRAINED BOND	6/30/11	8/06/12		Purchase 756	733			23
PIMCO UNCONSTRAINED BOND	6/30/11	8/06/12		Purchase 11	11			
PIMCO UNCONSTRAINED BOND	5/31/11	8/06/12		Purchase 11	11			
PIMCO UNCONSTRAINED BOND	5/31/11	8/06/12		Purchase 871	845			26
PIMCO UNCONSTRAINED BOND	4/29/11	8/06/12		Purchase 733	715			18
PIMCO UNCONSTRAINED BOND	3/31/11	8/06/12		Purchase 11	11			
PIMCO UNCONSTRAINED BOND	3/31/11	8/06/12		Purchase 768	748			20

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Price	Source				
PIMCO UNCONSTRAINED BOND	2/28/11	8/06/12	\$	Purchase	580	\$	\$	16
PIMCO UNCONSTRAINED BOND	1/27/11	8/06/12		Purchase	500,000			15,287
FIRST EAGLE GOLD A	1/10/11	8/06/12		Purchase	499,971			-93,384
WF ADV ASSET ALLOC FD A		8/06/12		Purchase	1,324,992			69,562
Alpine Assoc	2/01/11	2/09/12		Purchase	400,000			-5,608
Paulson Advantage Acess	2/01/11	4/23/12		Purchase	400,000			-150,699
PERMAL MMF (LUX) CHINA STRATEGY FUND	4/01/11	4/01/12		Purchase	100,000			-12,510
PERMAL NATURAL RESOURCES FD CL A (US	4/01/11	4/01/12		Purchase	200,001			-19,449
PERMAL U.S. OPPORTUNITIES LTD CLASS	3/16/11	4/01/12		Purchase	100,005			-6,724
PERMAL FIXED INCOME HOLDINGS N.V. FU	1/12/12	3/30/12		Purchase	6,126			52
PERMAL FIXED INCOME HOLDINGS N.V. FU	10/14/11	3/30/12		Purchase	5,931			-164
PERMAL FIXED INCOME HOLDINGS N.V. FU	7/14/11	3/30/12		Purchase	5,760			-706
PERMAL FIXED INCOME HOLDINGS N.V. FU	4/13/11	3/30/12		Purchase	5,599			-860
PERMAL FIXED INCOME HOLDINGS N.V. FU	3/15/11	3/30/12		Purchase	200,001			-34,519
PERMAL INVESTMENT HOLDINGS N.V. CLAS	3/15/11	3/30/12		Purchase	200,001			2,803
PERMAL MACRO HOLDINGS LTD. CL A (USD	3/15/11	3/30/12		Purchase	200,001			-2,319
ANADARKO P	3/01/06	11/08/11		Purchase	11,599			13,417

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
ANADARKO P	1/06/05	11/08/11	Purchase 8,339 \$	3,866 \$	\$	\$	4,473
ANADARKO P	7/28/03	11/08/11	Purchase 33,355	15,465			17,890
APACHE COR	1/11/07	11/08/11	Purchase 41,327	25,336			15,991
BB & T COR	3/14/06	11/08/11	Purchase 6,383	9,861			-3,478
BB & T COR	3/01/06	11/08/11	Purchase 23,816	36,796			-12,980
BB & T COR	12/13/02	11/08/11	Purchase 6,002	9,273			-3,271
BB & T COR	11/11/02	11/08/11	Purchase 4,501	6,954			-2,453
BB & T COR	10/04/02	11/08/11	Purchase 3,001	4,636			-1,635
BB & T COR	9/24/02	11/08/11	Purchase 1,191	1,840			-649
BB & T COR	9/18/02	11/08/11	Purchase 7,502	11,591			-4,089
CENOVUS EN	11/14/07	11/08/11	Purchase 859	839			20
CENOVUS EN	10/17/07	11/08/11	Purchase 3,436	3,164			272
CENOVUS EN	9/26/07	11/08/11	Purchase 6,873	5,860			1,013
CENOVUS EN	9/14/07	11/08/11	Purchase 5,155	4,440			715
CENOVUS EN	11/21/06	11/08/11	Purchase 3,436	2,429			1,007
CENOVUS EN	3/31/06	11/08/11	Purchase 2,749	1,708			1,041
CENOVUS EN	3/14/06	11/08/11	Purchase 3,436	2,135			1,301

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Date	Price				
CENOVUS EN	3/01/06	11/08/11		Purchase 10,309 \$	6,406 \$	\$	\$	3,903
CENOVUS EN	1/27/06	11/08/11		Purchase 7,560	4,698			2,862
CHEVRON CO	4/23/03	11/08/11		Purchase 16,187	7,254			8,933
CHEVRON CO	1/27/03	11/08/11		Purchase 26,978	12,090			14,888
CONOCOPHIL	4/13/06	11/08/11		Purchase 12,065	8,022			4,043
CONOCOPHIL	3/14/06	11/08/11		Purchase 5,171	3,438			1,733
CONOCOPHIL	12/14/04	11/08/11		Purchase 14,220	9,455			4,765
CONOCOPHIL	6/02/04	11/08/11		Purchase 11,634	7,736			3,898
ENCANA COR	1/08/10	11/08/11		Purchase 5,319	8,631			-3,312
ENCANA COR	3/24/08	11/08/11		Purchase 2,128	3,810			-1,682
ENCANA COR	11/14/07	11/08/11		Purchase 2,128	3,637			-1,509
ENCANA COR	10/17/07	11/08/11		Purchase 2,128	3,429			-1,301
ENCANA COR	9/26/07	11/08/11		Purchase 4,255	6,351			-2,096
ENCANA COR	9/14/07	11/08/11		Purchase 3,192	4,812			-1,620
ENCANA COR	11/21/06	11/08/11		Purchase 2,128	2,633			-505
ENCANA COR	3/31/06	11/08/11		Purchase 1,702	1,851			-149
ENCANA COR	3/14/06	11/08/11		Purchase 2,128	2,314			-186

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase Price				
ENCANA COR	3/01/06	11/08/11	\$	Purchase 6,383	\$ 6,943	\$	\$	-560
ENCANA COR	1/27/06	11/08/11		Purchase 4,681	5,091			-410
HEWLETT-PA	9/26/07	11/08/11		Purchase 3,071	5,607			-2,536
HEWLETT-PA	9/14/07	11/08/11		Purchase 5,584	9,652			-4,068
HEWLETT-PA	3/31/06	11/08/11		Purchase 5,584	5,338			246
HEWLETT-PA	3/14/06	11/08/11		Purchase 6,701	6,406			295
HEWLETT-PA	3/01/06	11/08/11		Purchase 13,959	13,345			614
HEWLETT-PA	3/19/04	11/08/11		Purchase 8,376	8,007			369
HEWLETT-PA	9/26/02	11/08/11		Purchase 8,376	8,007			369
HEWLETT-PA	9/19/02	11/08/11		Purchase 1,396	1,334			62
M D U RES	3/31/06	11/08/11		Purchase 5,955	5,277			678
M D U RES	3/14/06	11/08/11		Purchase 7,392	6,551			841
M D U RES	3/01/06	11/08/11		Purchase 10,780	9,553			1,227
M D U RES	8/08/03	11/08/11		Purchase 5,760	5,104			656
M D U RES	1/09/03	11/08/11		Purchase 17,340	15,367			1,973
Merck & Co Inc	3/14/06	5/07/12		Purchase 5,786	5,776			10
Merck & Co Inc	3/31/06	5/07/12		Purchase 5,786	5,776			10

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
Merck & Co Inc		9/14/07	5/07/12	\$ 7,428	\$	\$	-1,642
MERCK & CO		3/14/06	11/08/11	1,925			-213
MERCK & CO		3/01/06	11/08/11	13,477			-1,492
MERCK & CO		8/12/05	11/08/11	6,738			-745
MERCK & CO		10/04/04	11/08/11	3,850			-426
MERCK & CO		10/07/03	11/08/11	3,850			-426
MERCK & CO		8/25/03	11/08/11	963			-107
MERCK & CO		9/18/02	11/08/11	7,701			-852
MICROSOFT		6/16/10	11/08/11	26,511			435
MIDDLEBURG		9/08/09	11/08/11	63			10
MIDDLEBURG		8/13/09	11/08/11	5,107			730
MIDDLEBURG		8/25/08	11/08/11	6,327			897
MIDDLEBURG		12/16/02	11/08/11	7,042			-2,664
NABORS IND		11/08/07	11/08/11	48,737			-14,114
NATIONAL O		9/16/08	11/08/11	34,495			16,068
PNC FINL S		9/14/07	11/08/11	2,413			-533
PNC FINL S		6/06/07	11/08/11	10,842			-2,783

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
PNC FINL S		4/28/06	11/08/11	\$	Purchase 2,201	\$ 3,064	\$	\$	-863
PNC FINL S		3/31/06	11/08/11		Purchase 4,496	6,127			-1,631
PNC FINL S		3/14/06	11/08/11		Purchase 6,182	8,425			-2,243
PNC FINL S		3/01/06	11/08/11		Purchase 15,736	5,463			10,273
PNC FINL S		4/02/03	11/08/11		Purchase 6,744	9,191			-2,447
PNC FINL S		11/11/02	11/08/11		Purchase 5,058	6,893			-1,835
PNC FINL S		9/18/02	11/08/11		Purchase 3,372	4,595			-1,223
RAYONIER I		3/01/06	11/08/11		Purchase 2,798	1,224			1,574
RAYONIER I		12/19/03	11/08/11		Purchase 8,781	3,840			4,941
RAYONIER I		11/11/02	11/08/11		Purchase 14,163	6,194			7,969
RAYONIER I		9/24/02	11/08/11		Purchase 7,082	3,097			3,985
RAYONIER I		9/18/02	11/08/11		Purchase 19,667	8,083			11,584
SPECTRA EN		6/06/07	11/08/11		Purchase 1,455	1,287			168
SPECTRA EN		8/31/06	11/08/11		Purchase 5,821	5,068			753
SPECTRA EN		3/31/06	11/08/11		Purchase 3,275	2,248			1,027
SPECTRA EN		3/14/06	11/08/11		Purchase 4,002	2,747			1,255
SPECTRA EN		3/01/06	11/08/11		Purchase 8,732	5,994			2,738

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
SPECTRA EN		7/25/03	11/08/11	\$ 2,911	Purchase	1,999	\$	\$	912
SPECTRA EN		3/17/03	11/08/11	4,002	Purchase	2,747			1,255
SPECTRA EN		12/02/02	11/08/11	1,819	Purchase	1,249			570
SPECTRA EN		9/25/02	11/08/11	2,911	Purchase	1,998			913
WASHINGTON		5/01/07	11/08/11	4,312	Purchase	5,609			-1,297
WASHINGTON		3/13/07	11/08/11	8,624	Purchase	11,187			-2,563
WASHINGTON		5/19/06	11/08/11	24,433	Purchase	26,523			-2,090
WASHINGTON		10/22/02	11/08/11	5,749	Purchase	6,241			-492
WASHINGTON		9/25/02	11/08/11	8,624	Purchase	7,806			818
Total				\$ 5,600,787	\$ 5,735,623	\$ 0	\$ 0	\$ 0	-134,836

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Legal Fees	\$ 3,320	\$ 3,320	\$	\$
Total	\$ 3,320	\$ 3,320	\$ 0	\$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment Management Fees	\$ 15,975	\$ 15,975	\$	\$
Total	\$ 15,975	\$ 15,975	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Licenses	\$ 205	\$ 205	\$	\$
Foreign Taxes	624	624		
Income Taxes	14,414			
Total	\$ 15,243	\$ 829	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Dues	2,400	2,400		
Other	761	761		
Total	\$ 3,161	\$ 3,161	\$ 0	\$ 0

SMFOUND The Stephen and Sandra Muss

23-7424763

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Federal Statements**Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
City National Bank-Repo	\$ 121,635	\$ 83,825	Cost	\$ 83,825
City National Bank-CD	650,000	800,000	Cost	800,000
Total	\$ 771,635	\$ 883,825		\$ 883,825

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BHK Regular	\$ 25,363	\$ 1,491,060	Cost	\$ 1,570,727
Lakeshore	2,154,864	822,949	Cost	569,657
Harbinger	994,439	11,288,643	Cost	11,498,387
Merrill Lynch	10,374,347		Cost	
Permal	1,023,415		Cost	
Total	\$ 14,572,428	\$ 13,602,652		\$ 13,638,771

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Isreal Bonds	\$ 100,000	\$	Cost	\$
Total	\$ 100,000	\$ 0		\$ 0

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Cash Overdraft	\$ <u>39,750</u>	\$ <u>9,750</u>
Total	\$ <u>39,750</u>	\$ <u>9,750</u>

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

Request and proof of charity

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

none

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

none

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Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
THE STEPHEN MUSS FOUNDATION					
SUMMARY OF CONTRIBUTIONS					
FOR THE FISCAL YEAR ENDING 10/31/12					
Alexander Muss High School in Isrea				funds to continue their work	25,000
American Hebrew Academy				funds to continue their work	10,000
Berkshire Community College Foundat				scholar fund	1,000
Blood Sugar Solution PBS TV Pledge				funds to continue their work	10,000
FJC/Alliance Fund				funds to continue their work	10,000
Greater Miami Jewish Federation				2011 CAMPAIGN	200,000
IDF				funds to continue their work	15,000
Jewish Funders				teen Isreal Seminar	6,000
Jewish National Fund				funds to continue their work	390,000
Miami Beach Jewish Community Center				building fund	10,000
Mount Sinai Medical Center				funds to continue their work	100,000
Moving Traditions				funds to continue their work	1,800
NCFJE				funds to continue their work	10,000

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23-7424763
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Federal Statements

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**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
New World Symphony						2012-2013 annual fund	250,000
Pathways to Peace						funds to continue their work	10,000
Sue & Leonard Miller Center for Con						funds to continue their work	20,000
Temple Emanuel						funds to continue their work	50,000
Wounded Warrior Foundation						funds to continue their work	10,000
Total							1,128,800

Federal Statements**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
City National Bank	\$ 8,316			14	
Total	<u>\$ 8,316</u>				

(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 ☒ ►
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Employer identification number (EIN) or	
	Stephen Muss Foundation Inc		<input type="checkbox"/> 23-7424763	
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
	C/O Gerson Preston Robinson & Company PA, 666-71st Street		<input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
Miami Beach, Florida 33141				

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

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 (sec. 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 ► Gerson, Preston Robinson & Company PA

Telephone No. ► 305-868-3600 FAX No. ► 305-864-6740

- 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 June 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

► ☐ tax year beginning November 1, 20 11, and ending October 31, 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	\$	0.00
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	\$	
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	\$	0.00

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)