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

2011

Department 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 Nov 1, 2011, and ending Oct 31, 2012

Name of foundation

Joseph Weintraub Family Foundation Inc

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

801 Brickell Avenue

Room/suite

2470

City or town

Miami

State ZIP code

FL 33131

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

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

\$ 7,712,607.

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

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

A Employer identification number

59-0975815

B Telephone number (see the instructions)

(305) 377-6942

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)

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

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a

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

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch) L-16c Stmt

17 Interest

18 Taxes (attach schedule) (see instrs) Foreign Taxes

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

Miscellaneous Expense

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

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

22

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	1,320,358.	897,322.	897,322.
3	Accounts receivable	1,479.		
	Less allowance for doubtful accounts	278.	1,479.	1,479.
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 (attach sch)			
	Less allowance for doubtful accounts			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments — U S and state government obligations (attach schedule) L-10a Stmt	3,503,384.	3,710,627.	3,884,078.
b	Investments — corporate stock (attach schedule) L-10b Stmt	1,848,832.	2,126,102.	2,451,532.
c	Investments — corporate bonds (attach schedule) L-10c Stmt	619,508.	434,027.	478,196.
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)	7,292,360.	7,169,557.	7,712,607.

LIABILITIES

17	Accounts payable and accrued expenses		1,000.	
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)	0.		
23	Total liabilities (add lines 17 through 22)	0.	1,000.	

NET FUND ASSETS

	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐		
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒		
27	Capital stock, trust principal, or current funds		7,292,360.	7,168,557.
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)		7,292,360.	7,168,557.
31	Total liabilities and net assets/fund balances (see instructions)		7,292,360.	7,169,557.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,292,360.
2	Enter amount from Part I, line 27a	2	-205,360.
3	Other increases not included in line 2 (itemize) <u>Capital Gains FYE 10-31-12</u>	3	86,683.
4	Add lines 1, 2, and 3	4	7,173,683.
5	Decreases not included in line 2 (itemize) <u>Federal Tax FYE 10-31-12</u>	5	5,126.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,168,557.

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 Option, 5 Calls ADM Jan12 @ 30	P	06/15/11	01/23/12
b Option, 5 Calls ADM Sep12 @ 33	P	02/14/12	07/05/12
c Common Stock, 1000 shs C	P	09/29/11	01/20/12
d Common Stock, 500 shs ETN	P	07/28/11	04/20/12
e See Columns (a) thru (d)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,176.		0.	1,176.
b 775.		65.	710.
c 30,020.		26,256.	3,764.
d 24,685.		24,096.	589.
e See Columns (e) thru (h)		1,614,584.	80,444.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			1,176.
b			710.
c			3,764.
d			589.
e See Columns (i) thru (l)			80,444.

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	86,683.
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	15,483.

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	310,000.	7,692,917.	0.040297
2009	386,894.	7,412,615.	0.052194
2008	405,842.	7,196,121.	0.056397
2007	478,409.	9,038,805.	0.052928
2006	522,252.	10,532,537.	0.049585

2 Total of line 1, column (d)	2	0.251401
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	0.050280
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,677,108.
5 Multiply line 4 by line 3	5	386,005.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,563.
7 Add lines 5 and 6	7	388,568.
8 Enter qualifying distributions from Part XII, line 4	8	375,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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 ☐ and enter 1% of Part I, line 27b		1	5,126.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,126.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,126.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	5,200.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	1,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	6,200.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,074.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FL - Florida</u>		
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

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Form 990-PF (2011)

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 <u>N/A</u>	13	X	
14	The books are in care of <u>Sandra S. Spooner</u> Telephone no <u>(305) 377-6938</u> Located at <u>801 Brickell Avenue #2470, Miami, FL</u> ZIP + 4 <u>33131</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			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
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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
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?	1 c	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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011</i>)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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 ☒ Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL WEINTRAUB 801 Brickell Av., Ste. 2470 Miami FL 33131	Pres & Trustee 5.00	0.	0.	0.
SANDRA S. SPOONER 801 Brickell Av., Ste. 2470 Miami FL 33131	VP/Treas/Secy 5.00	17,500.	525.	0.
CHRISTINA K. TAM 801 Brickell Av., Ste. 2470 Miami FL 33131	Asst Secy 5.00	11,000.	330.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

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

None

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

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

Total number of others receiving over \$50,000 for professional services

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 None	
	0.
2	
3	
4	

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

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

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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	1 a	6,242,187.
b Average of monthly cash balances	1 b	1,551,831.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	7,794,018.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,794,018.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	116,910.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,677,108.
6 Minimum investment return. Enter 5% of line 5	6	383,855.

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	383,855.
2a Tax on investment income for 2011 from Part VI, line 5	2 a	5,126.	
b Income tax for 2011 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b		2 c	5,126.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	378,729.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	378,729.
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	378,729.

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	1 a	375,000.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	375,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	375,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				378,729.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			373,505.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 375,000.				
a Applied to 2010, but not more than line 2a			373,505.	
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				1,495.
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 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				377,234.
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)	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	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

BAA

Form 990-PF (2011)

N/A

- 4942(j)(5)

- (4) Gross investment income**

[illegible]

NONE

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				
MAYO FOUNDATION 4500 San Pablo Rd. Jacksonville FL 32224	N.A.	Public	Restricted gift	50,000.
TEMPLE ISRAEL OF GREATER MIAMI 137 NE 19 St., Miami FL 33132	N.A.	Public	Restricted gift	20,000.
UNITED WAY OF DADE COUNTY 3250 SW Third Ave. Miami FL 33129	N.A.	Public	Unrestricted gift	35,000.
UNIVERSITY OF MIAMI P.O. Box 248073 Coral Gables FL 33124	N.A.	Public	Restricted gifts	194,000.
WPBT CHANNEL 2 P.O.Box 610002, Miami, FL 33261	N.A.	Public	Unrestricted gift	2,000.
CHILDREN'S RESOURCES 8571 SW 112 Ave. Miami FL 33156	N.A.	Public	Unrestricted gift	5,000.
ARHS FOUNDATION---- PO Box 2600 Boone NC 28607	N.A.---	Public	Unrestricted gift	10,000.
CAMILLUS HOUSE IN MIAMI 1603 NW 7 Ave Miami FL 33136	N.A.	Public	Unrestricted gift	1,000.
COLUMBIA UNIVERSITY MEDICAL CENTER West 168 St New York NY 10032	N.A.	Public	Restricted gift	25,000.
See Line 3a statement				33,000.
Total			3a	375,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Option, 5 Calls EMR Mar12 @ 50	P	11/30/11	03/09/12
Common Stock, 1000 shs MCHP	P	08/19/10	07/05/12
Common Stock, 1000 shs PFE	P	07/27/11	03/16/12
Corp Bond, 1000 PNC Capital 7.75% 03/15/38 Redemption	P	05/07/10	07/30/12
Common Stock, 1250 shs ART	P	02/24/11	07/17/12
Common Stock, 500 shs ART	P	06/08/11	07/17/12
Common Stock, 500 shs ART	P	12/29/11	07/17/12
Common Stock, 900 shs CBS Cl B	P	04/29/09	09/27/12
Common Stock, 250 shs CVS	P	10/21/10	05/17/12
Common Stock, 3000 shs FRGI	P	08/16/10	06/20/12
Common Stock, 700 shs GILD	P	12/07/10	11/23/11
Common Stock, 400 shs LCAPA	P	12/31/08	11/17/11
Common Stock, 225 shs LLL	P	07/28/10	11/02/11
Common Stock, 1000 shs PKG	P	08/08/11	08/15/12
Common Stock, 2000 shs RSE	P	01/17/12	02/06/12
GNMA #165545 9%	P	01/16/91	01/02/12
GNMA #363898 7.5%	P	04/21/94	01/02/12
GNMA #401060 8%	P	07/20/94	01/02/12
GNMA #531729 8%	P	04/10/01	01/02/12
GNMA #550985 7%	P	03/08/02	01/02/12
GNMA #553488 6.5%	P	06/19/02	01/02/12
GNMA #552613 6.5%	P	07/16/02	01/02/12
GNMA #557485 7%	P	06/27/01	01/02/12
GNMA #565047 6%	P	11/07/01	01/02/12
GNMA #604969 6%	P	09/22/04	01/02/12
GNMA II #3133 6.5%	P	09/21/01	01/02/12
GNMA #635306 6%	P	05/23/06	01/02/12
GNMA #652587 6%	P	05/01/06	01/02/12
GNMA #617626 6%	P	06/07/07	01/02/12
GNMA #656292 6%	P	07/19/07	01/02/12
GNMA #606314 5.5%	P	02/19/08	01/02/12
GNMA #678401 5.5%	P	03/06/08	01/02/12
GNMA #689729 5.5%	P	05/28/08	01/02/12
GNMA #782365 6%	P	06/12/08	01/02/12
GNMA #688037 6%	P	07/12/08	01/02/12
GNMA #782144 6%	P	10/27/08	01/02/12
GNMA #704411 4.5%	P	01/16/09	01/02/12
GNMA #724181 5%	P	06/08/09	01/02/12
Corp Bond, \$500,000 Goldman Sachs Group 3.25% 06/15/12	P	12/01/08	06/15/12
Corp Bond, \$100,000 JP Morgan Chase CD 5% 08/27/12	P	08/07/09	08/27/12
Bond, \$250,000 US Treasury Note, .75% 11/30/11	P	03/24/10	11/30/11

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

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,192.		327.	1,865.
33,043.		27,096.	5,947.

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

Continued

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
21,516.		19,586.	1,930.
25,000.		24,586.	414.
3,985.		19,420.	-15,435.
1,594.		6,342.	-4,748.
1,594.		2,494.	-900.
32,512.		5,545.	26,967.
11,236.		7,921.	3,315.
36,771.		13,345.	23,426.
27,439.		26,326.	1,113.
31,754.		2,567.	29,187.
14,784.		16,218.	-1,434.
31,749.		22,804.	8,945.
27,812.		22,576.	5,236.
151.		150.	1.
365.		366.	-1.
2,302.		2,295.	7.
10.		11.	-1.
828.		847.	-19.
5,660.		5,780.	-120.
1,999.		2,033.	-34.
50.		51.	-1.
12,063.		12,289.	-226.
26,512.		26,500.	12.
1,964.		1,995.	-31.
17,435.		17,424.	11.
24,015.		24,015.	0.
27,937.		27,867.	70.
44,755.		44,419.	336.
34,216.		34,195.	21.
27,037.		26,978.	59.
14,294.		14,261.	33.
18,839.		18,839.	0.
25,576.		25,448.	128.
47,404.		47,345.	59.
142,705.		144,935.	-2,230.
65,930.		65,785.	145.
500,000.		504,150.	-4,150.
100,000.		100,000.	0.
250,000.		249,453.	547.
Total		<u>1,614,584.</u>	<u>80,444.</u>

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

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			1,865.
			5,947.
			1,930.
			414.
			-15,435.
			-4,748.
			-900.
			26,967.
			3,315.
			23,426.
			1,113.
			29,187.
			-1,434.
			8,945.
			5,236.
			1.
			-1.
			7.
			-1.
			-19.
			-120.
			-34.
			-1.
			-226.
			12.
			-31.
			11.
			0.
			70.
			336.
			21.
			59.
			33.
			0.
			128.
			59.
			-2,230.
			145.
			-4,150.
			0.
			547.
Total			80,444.

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

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person ☐ Business ☐ <u>MILES GAUNTT</u> <u>801 Brickell Av., Ste. 2470</u> <u>Miami FL 33131</u>	Trustee 0.00	0.	0.	0.
Person ☐ Business ☐ <u>BARBARA A. WEINTRAUB</u> <u>801 Brickell Av., Ste. 2470</u> <u>Miami FL 33131</u>	Trustee 0.00	0.	0.	0.

Total

0. 0. 0.

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

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a <i>Paid during the year</i>				
<u>KRISTI HOUSE INC</u>	N.A.			Person or ☐
<u>1265 NW 12 Ave</u>				Business ☒
<u>Miami FL 33136</u>		Public	Unrestricted gift	500.
<u>MIAMI JEWISH HEALTH SYSTEMS</u>	N.A.			Person or ☐
<u>5200 NE 2 Ave</u>				Business ☒
<u>Miami FL 33137</u>		Public	Unrestricted gift	5,000.
<u>TEMPLE EMANU-EL</u>	N.A.			Person or ☐
<u>1701 Washington Ave</u>				Business ☒
<u>Miami Beach FL 33139</u>		Public	Unrestricted gift	2,500.
<u>YALE UNIVERISTY OF MEDICINE</u>	N.A.			Person or ☐
<u>P O Box 7611</u>				Business ☒
<u>New Haven CT 06519</u>		Public	Restricted gift	25,000.

Total

33,000.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northern Trust Bank	Custody Account Servic	1,826.			
GNMA Servicer	MBS Servicing Fees	10,725.			
First Manhattan Co	Investment Management	9,375.			
Total		<u>21,926.</u>			

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

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
GNMA POOL #165545			597.	603.
GNMA POOL #363898			6,344.	7,364.
GNMA POOL #401060			1,338.	1,532.
GNMA POOL #531729			428.	486.
GNMA POOL #550985			4,662.	5,430.
GNMA POOL #557485			2,120.	2,486.
GNMA POOL #565047			26,551.	29,856.
GNMA POOL #553488			17,195.	19,987.
GNMA POOL #552613			8,383.	9,755.
GNMA POOL #604969			115,657.	131,507.
GNMA-II POOL #3133			9,508.	11,010.
GNMA POOL #635306			42,172.	47,820.
GNMA POOL #652587			68,810.	77,977.
GNMA POOL #617626			82,269.	93,398.
GNMA POOL #656292			165,118.	188,400.
GNMA Pool #606314			65,731.	72,721.
GNMA Pool #678401			111,083.	122,984.
GNMA Pool #688037			63,238.	71,933.
GNMA Pool #689729			100,680.	111,484.
GNMA Pool #704411			179,875.	193,248.
GNMA Pool #724181			218,021.	240,220.
GNMA Pool #782144			121,235.	137,644.
GNMA Pool #782365			49,274.	55,816.
USTB Mat 06-30-13			751,172.	750,908.
USTB Mat 11-01-12			499,872.	500,000.
USTB Mat 01-31-13			499,671.	499,861.
USTB Mat 04-25-13			499,623.	499,648.
Total			<u>3,710,627.</u>	<u>3,884,078.</u>

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
500 ABBOTT LABORATORIES	23,696.	32,750.
1000 ALABAMA POWER CO 5.3% PFD	24,986.	26,490.
1500 ARCHER-DANIELS-MIDLAND CO	49,832.	40,260.
15 AMERICA ONLINE	1,333.	515.
2000 AT&T	71,455.	69,180.
25 BANK OF AMERICA 7.25% PFD	24,482.	27,868.
1000 CHEROKEE INC	21,623.	14,410.
2000 CITIGROUP 7.875% PFD	49,166.	50,960.
1597 COUSINS PROPERTIES INC	39,791.	13,431.
450 EI DuPONT De NEMOURS 4.5% PFD	40,514.	46,742.
1000 CONSOLIDATED EDISON INC	45,590.	60,380.
1000 EMERSON ELECTRIC CO	49,216.	48,430.
500 iSHARES MSCI AUSTRALIA INDEX ETF	12,846.	12,290.
1000 GENERAL ELECTRIC CO	37,390.	21,060.
400 iSHARES IBOXX HIGH YLD ETF	35,310.	37,037.
3500 INTEL CORP	90,239.	75,705.
500 ILLINOIS TOOL WORKS	21,846.	30,665.
2000 JOHNSON & JOHNSON	116,666.	141,640.
2000 JP MORGAN CHASE & CO 5.5% PFD	50,166.	50,200.
2000 JP MORGAN CHASE & CO 8.625% PFD	46,573.	52,440.
1000 iSHARES IBOXX INV GRADE CORP BD ETF	116,531.	123,020.
500 McDONALDS CORP	37,171.	43,400.
200 ALTRIA GROUP	64,345.	63,600.
2000 MERCK & CO INC	65,802.	91,260.
1151 ONE LIBERTY PROPERTIES INC	24,309.	21,742.
1000 REALTY INCOME 6.75% PFD	25,088.	25,700.
4000 PIMCO CORP INC FUND	59,727.	72,690.
2500 PFIZER INC	57,456.	62,175.
2000 POWERSHARES FUNDAMENTAL HIGH YLD ETF	36,215.	38,233.
1011 PIMCO INCOME OPPORTUNITY FUND	27,778.	30,183.
500 PHILIP MORRIS INTERNATIONAL INC	28,196.	44,280.
200 TIME WARNER CABLE INC	16,566.	19,830.
166 TIME WARNER INC	19,012.	7,216.
1000 USB 7.875% PFD	23,335.	25,890.
1000 VERIZON COMMUNICATIONS	35,186.	44,640.
50 WELLS FARGO & CO 7.5% PFD	47,716.	62,500.
2000 WELLS FARGO & CO 5.2% PFD	50,067.	51,180.
750 AMERICAN INTERNATIONAL GROUP INC	23,307.	26,198.
1250 ALLISON TRANSMISSION HLDGS INC	24,721.	25,238.
1250 AVATAR HOLDINGS	31,741.	18,375.
1150 BROOKFIELD ASSET MANAGEMENT INC	19,974.	39,606.
5000 CBIZ INC	33,427.	27,600.
1000 CHESAPEAKE ENERGY CORP	20,419.	20,260.
1250 COMCAST CORP CLASS A	31,189.	46,906.
750 CVS CAREMARK CORP	24,135.	34,800.
1500 DUNDEE BANCORP, INC	10,078.	37,680.
1500 FOREST CITY ENTERPRISES INC	18,070.	24,075.
2000 FIRST CITY FINANCIAL CORP	17,083.	15,794.
1000 JARDEN CORP	25,910.	49,800.
1550 LEUCADIA NATIONAL CORP	30,517.	35,185.
1250 MICROSOFT CORP	32,364.	35,675.
500 MOSIAC CO	25,169.	26,170.
2000 ONE LIBERTY PROPERTIES INC	27,177.	37,780.

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

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
1000 ONEX CORP	15,046.	40,232.
2750 PRESTIGE BRANDS HOLDINGS	25,083.	47,823.
3500 PACIFIC MERCANTILE BANCORP	19,027.	25,095.
300 RANGE RESOURCES CORP	8,730.	19,608.
3750 RUTH'S HOSPITALITY GROUP INC	18,575.	24,937.
1333 SAFEGUARD SCIENTIFIC INC	11,954.	21,128.
3000 CARROLLS RESTAURANT GROUP INC	4,676.	19,260.
500 TECH DATA	27,530.	22,155.
2000 TRIMAS CORP	12,980.	50,160.
Total	<u>2,126,102.</u>	<u>2,451,532.</u>

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
BAC Sr Int Note 6.75% 08-15-19	53,286.	59,423.
Jarden Corp Sr Nt 7.5% 05-01-17	12,763.	17,025.
Range Res Corp Sr Nt 7.5% 10-01-17	7,460.	8,300.
Jeffries Group Inc Sr Deb 3.875% 11-01-29	16,450.	19,263.
Chesapeake Energy Sr Note 6.5% 08-15-17	25,781.	26,531.
Leucadia Natl Corp Sr Note 8.125% 09-15-15	33,037.	33,787.
Merrill Lynch & Co Sr Unsec Note 8.4% 11-01-19	285,250.	313,867.
Total	<u>434,027.</u>	<u>478,196.</u>