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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 11/1/2011, and ending 10/31/2012

Name of foundation E M Lynn Foundation		A Employer identification number 59-1788859
Number and street (or P O box number if mail is not delivered to street address) 1905 NW Corporate Blvd		B Telephone number (see instructions) 561-994-1900
City or town, state, and ZIP code Boca Raton FL 33431		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 157,689,550	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	37	37		
	4 Dividends and interest from securities	3,728,049	3,710,255		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a	0			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less. Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	3,728,086	3,710,292	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	24,000	0	0	0
	c Other professional fees (attach schedule)	793,625	793,625	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	28,596	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	81,094	57,044	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	927,315	850,669	0	0
	25 Contributions, gifts, grants paid	7,849,500			7,849,500
26 Total expenses and disbursements. Add lines 24 and 25	8,776,815	850,669	0	7,849,500	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5,048,729				
b Net investment income (if negative, enter -0-)		2,859,623			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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	240,968	453,974	453,974
	2 Savings and temporary cash investments	40,410,787	3,670,754	3,670,754
	3 Accounts receivable	0		
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0		
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0		
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	124,160,751	121,880,367
	c Investments—corporate bonds (attach schedule)	122,868,499	29,510,010	29,162,938
	11 Investments—land, buildings, and equipment basis	0		
Liabilities	Less accumulated depreciation (attach schedule)	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,279,648	3,719,591	2,468,761
	14 Land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0
	15 Other assets (describe See Attached Statement)	559,590	52,756	52,756
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	168,359,492	161,567,836	157,689,550
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	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	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	168,359,492	161,567,836	
	30 Total net assets or fund balances (see instructions)	168,359,492	161,567,836	
	31 Total liabilities and net assets/fund balances (see instructions)	168,359,492	161,567,836	

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	168,359,492
2	Enter amount from Part I, line 27a	2	-5,048,729
3	Other increases not included in line 2 (itemize) Capital Gains Reported on Schedule IV	3	-1,742,927
4	Add lines 1, 2, and 3	4	161,567,836
5	Decreases not included in line 2 (itemize)	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	161,567,836

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 See Attached Statement				
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-1,742,927
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	

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	9,443,176	188,211,949	0.050173
2009	7,803,611	173,753,998	0.044912
2008	9,026,750	163,744,363	0.055127
2007	3,970,600	194,612,242	0.020403
2006	492,050	196,536,893	0.002504
2 Total of line 1, column (d)			2 0.173119
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 0.034624
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 162,804,194
5 Multiply line 4 by line 3			5 5,636,932
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28,596
7 Add lines 5 and 6			7 5,665,528
8 Enter qualifying distributions from Part XII, line 4 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.			8 7,849,500

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	28,596
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	28,596
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	28,596
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	81,352	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	81,352	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	52,756	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 40,000 Refunded	11	12,756	

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 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
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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 not applicable	13	X	
14	The books are in care of Christine E. Lynn Telephone no 561-994-1900 Located at 1905 NW Corporate Blvd Boca Raton FL ZIP+4 33431-7303			
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 X	No

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
Christine E. Lynn 1905 NW Corporate Blvd, Boca Raton FL 3343	Trustee	.00	0	0
		.00	0	0
		.00	0	0
		.00	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 ☐

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
Aft Forsyth and Company, Inc. 400 Royal Palm Way, Suite 410, Palm Beach, FL 33480-4117	Investment Management	793,625
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	149,541,178
b	Average of monthly cash balances	1b	15,742,268
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	165,283,446
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	165,283,446
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,479,252
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	162,804,194
6	Minimum investment return. Enter 5% of line 5	6	8,140,210

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	8,140,210
2a	Tax on investment income for 2011 from Part VI, line 5	2a	28,596
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	28,596
3	Distributable amount before adjustments Subtract line 2c from line 1	3	8,111,614
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,111,614
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	8,111,614

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	7,849,500
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,849,500
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	28,596
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,820,904

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				8,111,614
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	0			
b From 2007	0			
c From 2008	112,851			
d From 2009	0			
e From 2010	305,727			
f Total of lines 3a through e	418,578			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 7,849,500				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				7,849,500
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))	262,114			262,114
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	156,464			
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				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)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	156,464			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	156,464			
e Excess from 2011	0			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling _____.

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
				0
				0
0	0	0	0	0
				0
				0
0	0	0	0	0
				0
				0
				0
				0

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).)

E M. Lynn

Estate of E.M. Lynn

CE KM DaSilva Charitable T

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> Junior League of Boca Raton 261 NW 13th Street Boca Raton FL 33432 American College International Foundation 3001 Philadelphia Pike Claymont DE 19703 Stand Among Friends 777 Glades Road NU84-120 Boca Raton FL 33431 Boca Raton Regional Hospital Foundation 745 Meadows Road Boca Raton FL 33486 Boca Raton Regional Hospital Foundation 745 Meadows Road Boca Raton FL 33486 Hospice by the Sea 1531 W Palmetto Park Rd. Boca Raton FL 33486 The Rotary Club of Boca Raton P.O. Box 272651 Boca Raton FL 33486 Boca Raton Regional Hospital Foundation 745 Meadows Road Boca Raton FL 33486 Florida Atlantic University Foundation 777 Glades Road Bldg AZ-79 Boca Raton FL 33431 Schmidt Family Center for the Arts 433 Plaza Real, Suite 339 Boca Raton FL 33432 Wounded Warriors in Action Foundation 2425 Maya Palm Drive West Boca Raton FL 33432		Public Foundation Public Foundation Foundation Public Public Foundation Foundation Public Public Foundation Foundation Public Public	General Education General General General General General General General General General General Wellness Center General General	5,000 25,000 10,000 1,000 1,000 1,000 750 5,000 10,000 10,000 500
Total . . . See Attached Statement			▶ 3a	7,849,500
b <i>Approved for future payment</i>				
Total . . .			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
f _____		0		0	0
g Fees and contracts from government agencies . . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments . . .			14	37	
4 Dividends and interest from securities			14	3,710,255	17,794
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				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____		0		0	0
b _____		0		0	0
c _____		0		0	0
d _____		0		0	0
e _____		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		3,710,292	17,794
13 Total. Add line 12, columns (b), (d), and (e)				13	3,728,086

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

[illegible]

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

GFWC Boca Raton Woman's Scholarship Fund

Street

P.O. Box 1077

City

Boca Raton

State

FL

Zip Code

33429

Foreign Country**Relationship****Foundation Status**

Public

Purpose of grant/contribution

General

Amount

1,000

Name

The Buoniconti Fund to Cure Paralysis

Street

1095 NW 14th Terrace

City

Miami

State

FL

Zip Code

33136

Foreign Country**Relationship****Foundation Status**

Public

Purpose of grant/contribution

General

Amount

25,000

Name

Education Foundation of Palm Beach County

Street

3300 Forest Hill Boulevard Building E #50-116

City

West Palm Beach

State

FL

Zip Code

33406

Foreign Country**Relationship****Foundation Status**

Foundation

Purpose of grant/contribution

State Competition

Amount

1,000

Name

Boys & Girls Clubs of Broward County

Street

877 NW 62st Street

City

Fort Lauderdale

State

FL

Zip Code

33309

Foreign Country**Relationship****Foundation Status**

Public

Purpose of grant/contribution

General

Amount

50,000

Name

Vita Nova, Inc.

Street

1800 S. Australian Ave. Suite 205

City

West Palm Beach

State

FL

Zip Code

33409

Foreign Country**Relationship****Foundation Status**

Public

Purpose of grant/contribution

General

Amount

2,500

Name

Starlight Children's Foundation

Street

4300 N. University Drive Suite F101

City

Lauderhill

State

FL

Zip Code

33351

Foreign Country**Relationship****Foundation Status**

Foundation

Purpose of grant/contribution

General

Amount

2,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Adolph & Rose Levis JCC

Street

9801 Donna Klein Blvd.

City

Boca Raton

State

FL

Zip Code

33428

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

1,000

Name

Little Flower Children & Family Services of NY

Street

2450 N. Wading River Road

City

Wading River

State

NY

Zip Code

11792

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

1,000

Name

Palm Healthcare Foundation, Inc.

Street

1016 North Dixie Highway

City

West Palm Beach

State

FL

Zip Code

33401

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

5,000

Name

Boca Raton Regional Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Haiti Project Fund

Amount

2,500

Name

Boca Raton Regional Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

10,000

Name

Boca Raton Regional Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

American Heart Association

Street

800 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

2,500

Name

Order of St. John of Jerusalem, Knights Hospitaller

Street

c/o Matthew Ladika, HomeSafe, 2840 Sixth Ave.

City

Lake Worth

State

FL

Zip Code

33461

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

25,000

Name

George Snow Scholdarship Fund

Street

1860 N. Dixie Highway

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

400

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Wellness Center

Amount

500

Name

Hospice by the Sea

Street

1531 W Palmetto Park Rd.

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

500

Name

Purdue Foundation c/o Purdue University

Street

403 W. Wood Street

City

West Lafayette

State

IN

Zip Code

47907

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Boca Raton Historical Society

Street

71 N Federal Highway

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

1,600

Name

National Christian Foundation

Street

5110 N Federal Highway

City

Ft. Lauderdale

State

FL

Zip Code

33308

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

500

Name

Leaders In Furthering Education

Street

6274 Linton Boulevard

City

Delray Beach

State

FL

Zip Code

33484

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

2,500

Name

Association of Fundraising Professionals

Street

3090 Alton Road

City

Miami Beach

State

FL

Zip Code

33130

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

10,000

Name

FAU Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Scholarship Fund

Amount

10,000

Name

Hospice by the Sea

Street

1531 W Palmetto Park Rd.

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

250

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Youth Automotive Training Center

Street

399 SW Martin Luther King Highway

City

Deerfield Beach

State

FL

Zip Code

33441

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

Scholarship Fund

Amount

500

Name

Junior League of Boca Raton

Street

261 N.W. 13th Street

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

2,500

Name

Buoniconti Fund to Cure Paralysis

Street

1095 NW 14th Terrace

City

Miami

State

FL

Zip Code

33136

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

Human Clinical Trials

Amount

2,500,000

Name

Boca Raton Regional Hospital Foundatin

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Wellness Institute

Amount

3,000,000

Name

University of Miami

Street

1600 NW 10th Avenue

City

Miami

State

FL

Zip Code

33136

Foreign Country

Relationship

Foundation Status

University

Purpose of grant/contribution

School of Medicine

Amount

50,000

Name

Stetson University

Street

421 N. Woodland Blvd.

City

DeLand

State

FL

Zip Code

32723

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Scholarship Program

Amount

25,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Stand Among Friends

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

25,000

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Wellness Center

Amount

100,000

Name

Lynn University

Street

3601 N. Military Trail

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

University

Purpose of grant/contribution

Theater Arts Program

Amount

20,000

Name

Boca Raton Regional Hospital Foundation

Street

745 Meadows Road

City

Boca Raton

State

FL

Zip Code

33486

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

100,000

Name

Boys & Girls Clubs of Broward County

Street

877 NW 61st Street

City

Fort Lauderdale

State

FL

Zip Code

33309

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

50,000

Name

Boca Helping Hands

Street

1500 NW 1st Court

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

25,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Horses and the Handicapped of So Fla, Inc.

Street

P O Box 273542

City

Boca Raton

State

FL

Zip Code

33427

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

15,000

Name

Florida Atlantic University Foundation

Street

777 Glades Road

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

Faculty Talent Retention Fund

Amount

500,000

Name

Lynn University

Street

3601 N. Military Trail

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

University

Purpose of grant/contribution

International Business Center

Amount

500,000

Name

American College International Foundation

Street

3001 Philadelphia Pike

City

Claymont

State

DE

Zip Code

19703

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

250,000

Name

Junior League of Boca Raton

Street

261 NW 13th Street

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

10,000

Name

Association For Community Counseling

Street

4731 West Atlantic Avenue

City

Boca Raton

State

FL

Zip Code

33445

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Centre for the Arts at Mizner Park, Inc.

Street

433 Plaza Real, Suite 339

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

10,000

Name

American Heart Association

Street

2300 Centrepark West Dr.

City

West Palm Beach

State

FL

Zip Code

33409

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

25,000

Name

National Parkinson's Foundation

Street

751 Oriole Circle

City

Boca Raton

State

FL

Zip Code

33431

Foreign Country

Relationship

Foundation Status

Foundation

Purpose of grant/contribution

General

Amount

1,000

Name

The Buoniconti Fund to Cure Paralysis

Street

1095 NW 14 Terrace

City

Miami

State

FL

Zip Code

33136

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

Construction Fund

Amount

300,000

Name

Florence Fuller Child Development Centers

Street

200 NE 14th Street

City

Boca Raton

State

FL

Zip Code

33432

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

Capital fund

Amount

90,000

Name

Susan G. Komen for the Cure

Street

340 Royal Poinciana Way

City

Palm Beach

State

FL

Zip Code

33480

Foreign Country

Relationship

Foundation Status

Public

Purpose of grant/contribution

General

Amount

10,000

Line 16b (990-PF) - Accounting Fees

		24,000	0	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	J. Jeffrey Poirier, C.P.A.	24,000			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		793,625	793,625	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Aft Forsyth and Company	793,625	793,625		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		28,596	0	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Excise Tax on Investment Income	28,596			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Bacap Diversified Real Estate Portfolio Expenses	27,562	27,562		
2	BA Diversified Real Estate Fund Portfolio Expenses	29,482	29,482		
3	Administrative Services	24,000			
4	Bank Charges	50			
5					
6					
7					
8					
9					
10					
		81,094	57,044	0	0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year.
1	ALPS TRUST ETF ALERIAN MLP	69,600		1,147,358		1,155,360
2	GUGGENHEIM ETF S&P 500 EQUAL WT IN	275,000		14,412,006		14,231,250
3	ISHARES CORE S&P ETF MIDCAP	200,000		20,070,483		19,588,000
4	ISHARES CORE S&P ETF SMALLCAP	180,000		13,942,182		13,557,600
5	ISHARES GOLD TRUST	80,000		1,354,402		1,340,800
6	ISHARES IBOXX INVESTOP IBOXX \$ INVE	35,000		4,162,744		4,305,700
7	ISHARES MSCI EMRG MKT FDEMERGING	190,000		8,286,786		7,818,500
8	ISHARES TR COHEN & STEERREALTY MA	99,950		7,788,329		7,682,177
9	ISHARES TRUST IBOXX \$ HIGH YIELD CO	40,000		3,701,767		3,703,692
10	MARKET VECTORS ETF HIGH YIELD MUN	50,000		1,613,041		1,655,500
11	POWERSHARES GLOBAL ETF FUNDAMEN	210,000		4,005,800		4,027,800
12	POWERSHARES S&P ETF 500 HIGH BETA	91,000		2,017,552		1,858,220
13	POWERSHS QQQ TRUST SER 1	219,950		14,887,667		14,285,753
14	S P D R S&P 500 ETF TR EXPIRING 01/22/2	125,000		17,805,371		17,668,750
15	SECTOR SPDR CONSUMER FD SHARES C	49,500		2,289,174		2,280,549
16	SECTOR SPDR FINCL SELECTSHARES OF	120,000		1,877,002		1,907,916
17	SECTOR SPDR TR CON STPLSSHARES O	79,000		2,783,013		2,795,810
18	SPDR BARCLAYS ETF HIGH YIELD VERY	50,000		2,016,074		2,016,990
19						
20						
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						
31						
32						
33						
34						
35						
36						
37						
38						
39						
40						
41						
42						
43						
44						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

			Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	122,868,499	29,510,010	122,764,413	FMV End of Year	29,162,938
	Description										
1	Alabama Power 4.850% due 12/15/12		4.85%		542,335	542,335		542,335	522,543	502,506	
2	American Movil 5.500% due 03/01/14		5.50%		542,040	542,040		542,040	547,510	531,145	
3	AT&T Inc 4.850% due 02/15/14		4.85%		538,305	538,305		0	544,155	0	
4	Bank of America 2.375% due 6/22/2012		2.38%		11,257,953	11,257,953		0	11,197,978	0	
5	Bank of America 3.125% due 6/15/2012		3.13%		11,196,463	11,196,463		0	11,148,192	0	
6	Boeing Co. 5.000% due 03/15/14		5.00%		546,025	546,025		546,025	549,732	530,897	
7	Caterpillar Fin'l Svcs 4.250% due 02/08/13		4.25%		530,140	530,140		530,140	523,226	505,106	
8	Cisco Systems 4.950% due 02/15/19		4.95%		520,015	520,015		520,015	579,936	601,377	
9	Citigroup Inc 5.500% due 10/15/14		5.50%		501,760	501,760		501,760	536,287	540,783	
10	Citigroup Funding 2.25% Due 12/10/2012		2.25%		10,501,995	10,501,995		0	10,472,651	0	
11	ConocoPhillips 4.750% due 02/01/14		4.75%		540,605	540,605		144,882	542,886	141,108	
12	Credit Suisse 5.500% due 05/01/14		5.50%		546,870	546,870		546,870	533,501	535,478	
13	DuPont El De Nemours 5.000% due 01/15/11		5.00%		180,412	180,412		180,412	177,356	169,574	
14	GE Capital Corp 2.000% due 09/28/12		2.00%		11,210,816	11,210,816		0	11,171,699	0	
15	GE Capital Corp 2.125% due 12/21/12		2.13%		11,268,846	11,268,846		0	11,218,636	0	
16	GE Capital Corp 2.625% due 12/28/12		2.63%		38,072,618	38,072,618		17,990,676	37,995,300	17,562,423	
17	GE Capital Corp 4.800% due 05/01/13		4.80%		519,530	519,530		519,530	526,458	511,006	
18	GMAC LLC 2.2% due 12/19/2012		2.20%		11,274,404	11,274,404		0	11,236,896	0	
19	Hewlett Packard Co 4.750% due 06/02/14		4.48%		536,875	536,875		536,875	541,220	524,066	
20	Honeywell Int'l 4.250% due 03/01/13		4.25%		534,265	534,265		534,265	524,472	506,599	
21	IBM Corp. 5.700% due 09/14/17		5.70%		551,820	551,820		551,820	607,312	609,589	
22	John Deere Capital 4.900% due 09/09/13		4.90%		546,160	546,160		546,160	536,451	519,203	
23	JP Morgan Chase 4.650% due 06/01/14		4.65%		529,360	529,360		529,360	534,632	527,177	
24	JP Morgan Chase 2.125% due 12/26/12		2.13%		5,632,042	5,632,042		0	5,614,488	0	
25	Lilly Eli & Co. 4.200% due 03/06/14		4.20%		534,220	534,220		534,220	539,579	524,664	
26	Oracle Corp 5.250% due 01/15/16		5.25%		553,295	553,295		553,295	578,605	571,408	
27	Pfizer Inc. 4.500% due 02/15/14		4.50%		537,965	537,965		537,965	541,989	526,489	
28	PNC Funding Corp 4.250% due 09/21/15		4.25%		502,125	502,125		502,125	538,763	548,327	
29	Verizon Wireless 5.550% due 02/01/14		5.55%		547,905	547,905		547,905	548,580	529,271	
30	Wal-Mart Stores 4.250% due 04/15/13		4.25%		533,010	533,010		533,010	527,467	509,020	
31	Wells Fargo Co. 5.625% due 12/11/17		4.65%		522,670	522,670		522,670	576,703	598,467	
32	Westpac Banking 4.200% due 02/27/15		4.20%		515,655	515,655		515,655	529,210	537,255	
33											
34											
35											
36											
37											
38											

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	BACAP Multi Strategy Alpha Ser 8	FMV	417,145	417,145	408,603
2	BA Diversified Real Estate Fund	FMV	2,135,594	1,806,428	976,035
3	BACAP Diversified Real Estate Fund	FMV	1,726,909	1,496,018	1,084,123
4					
5					
6					
7					
8					
9					
10					

Part II, Line 15 (990-PF) - Other Assets

	Description	Beginning Balance	Ending Balance	Fair Market Value
1	Excise Tax Receivable	25,852	52,756	52,756
2	Purchased Interest on Bonds	533,738		
3				
4				
5				
6				
7				
8				
9				
10				

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount														
Long Term CG Distributions														
Short Term CG Distributions														
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	GEN ELEC CAP CORP 2%12NOTES DUE 36967HBB2			8/23/2011	3/1/2012		1,010,087		1,019,041	-8,954			0	-8,954
2	BANK OF AMERICA 3 125%12FDC TLG 060508AAJ9			8/23/2011	3/1/2012		11,089,075		11,257,954	-168,879			0	-168,879
3	BK OF AMERICA 2 375%12NOTES DUE 060508AJ0			8/23/2011	3/1/2012		11,070,925		11,196,463	-125,538			0	-125,538
4	GEN ELEC CAP CORP 2%12NOTES DUE 36967HBB2			8/22/2011	3/1/2012		10,100,867		10,191,775	-90,908			0	-90,908
5	CITIGROUP FUNDNG 2 25%12NOTES D 17313YAJ0			9/7/2011	3/20/2012		253,562		256,170	-2,608			0	-2,608
6	CITIGROUP FUNDNG 2 25%12NOTES D 17313YAJ0			9/7/2011	3/20/2012		10,142,476		10,245,825	-103,349			0	-103,349
7	GMAC LLC 2 2%12FDC TLG NT DUE 12 36186CBF9			8/22/2011	3/20/2012		10,142,627		10,249,485	-106,858			0	-106,858
8	GMAC LLC 2 2%12FDC TLG NT DUE 12 36186CBF9			8/23/2011	3/20/2012		1,014,263		1,024,919	-10,656			0	-10,656
9	GEN ELEC CAP CP 2 125%12NOTES DUE 36967HAY9			11/30/2011	3/21/2012		10,137,988		10,200,765	-62,777			0	-62,777
10	GEN ELEC CAP CP 2 125%12NOTES DUE 36967HAY9			8/22/2011	3/21/2012		10,137,988		10,244,675	-106,687			0	-106,687
11	GEN ELEC CAP CP 2 125%12NOTES DUE 36967HAY9			8/23/2011	3/21/2012		1,013,799		1,024,171	-10,372			0	-10,372
12	JPMORGAN CHASE 2 125%12FDC TLG 481247AM6			9/6/2011	8/6/2012		5,540,785		5,632,042	-91,257			0	-91,257
13	GEN ELEC CAP CP 2 625%12NOTES DUE 36967HAY3			9/22/2011	8/7/2012		2,725,243		2,778,950	-53,707			0	-53,707
14	GEN ELEC CAP CP 2 625%12NOTES DUE 36967HAY3			12/5/2011	8/7/2012		20,186,986		20,510,085	-323,099			0	-323,099
15	GEN ELEC CAP CP 2 625%12NOTES DUE 36967HAY3			9/8/2011	8/7/2012		1,816,829		1,854,642	-37,813			0	-37,813
16	GEN ELEC CAP CP 2 625%12NOTES DUE 36967HAY3			9/12/2011	8/7/2012		10,093,493		10,302,145	-208,652			0	-208,652
17	CONOCOPHILLIPS 4 75%14NOTES DUE 20825CAS3			10/6/2009	8/17/2012		387,318		395,723	-8,405			0	-8,405
18	AT&T INC 4 85XXX** CALLED **DUE 02/100206RAQ5			9/11/2009	9/14/2012		529,413		538,305	-8,892			0	-8,892
19	GEN ELEC CAP CP 2 625%12NOTES DUE 36967HAY3			9/22/2011	10/2/2012		5,027,975		5,146,204	-118,229			0	-118,229
20	AOL Time Warner Class Action Proceeds			10/29/2001	5/31/2012		181		0	181			0	181
21	Enron Class Action Proceeds			10/22/2001	7/27/2012		29,231		0	29,231			0	29,231
22	General Dynamics Class Action Proceeds			4/7/2011	11/29/2011		11,221		0	11,221			0	11,221
23	Nortel Networks Class Action Proceeds			1/12/2001	11/22/2011		106		0	106			0	106
24	Royal Dutch Class Action Proceeds			11/15/2001	7/27/2012		19		0	19			0	19
25	Tyco International Class Action Proceeds			11/12/2000	2/17/2012		229		0	229			0	229
26	BACAP RE Fund LT Losses per Sch K-1			1/1/2008	12/31/2011		0		90,868	-90,868			0	-90,868
27	BA RE Fund LT Losses Per Sch K-1			1/1/2008	12/31/2011		0		46,533	-46,533			0	-46,533
28	BACAP RE Fund ST Gain per Sch K-1			12/31/2011	12/31/2011		571		0	571			0	571
29	BA RE Fund ST Gain per Sch K-1			12/31/2011	12/31/2011		556		0	556			0	556
30							0		0	0			0	0

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete

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

Enter filer's identifying number, see Instructions

Type or print 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
	E.M. Lynn Foundation	☒ 59-1788859
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1905 NW Corporate Blvd	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Boca Raton	FL 33431

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 ► Christine E. Lynn

Telephone No. ► 561-994-1900FAX No. ► (561) 994-1910

- 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 6/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year ____ or► ☒ tax year beginning 11/1/2011, and ending 10/31/2012

- 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	\$	28,774
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	\$	81,352
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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

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

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