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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 11/01, 2011, and ending 10/31, 2012

MARTIN ANDERSEN-GRACIA ANDERSEN
FOUNDATION
P.O. BOX 547918
ORLANDO, FL 32854-7918

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) **J** Accounting method Cash Accrual
 Other (specify) **Part I, column (d) must be on cash basis**

► \$ 49,870,609.

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)					
	2 Ck ► <input checked="" type="checkbox"/> If the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	989,261.	989,261.	989,261.		
	5a Gross rents	795,396.	795,396.	795,396.		
	b Net rental income or (loss)	795,396.				
	6a Net gain/(loss) from sale of assets not on line 10	798,277.				
	b Gross sales price for all assets on line 6a	13,025,223.				
	7 Capital gain net income (from Part IV, line 2)		798,277.			
	8 Net short-term capital gain.			0.		
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit/(loss) (att sch)						
11 Other income (attach schedule)						
SEE STATEMENT 1	58,982.					
12 Total. Add lines 1 through 11	2,641,916.	2,582,934.	1,784,657.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	606,154.	181,846.		424,308.	
	14 Other employee salaries and wages	173,110.	51,933.		121,177.	
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)	SEE ST 2	15,922.	7,961.		7,961.
	b Accounting fees (attach sch)	SEE ST 3	18,750.	9,375.		9,375.
	c Other prof fees (attach sch)	SEE ST 4	22,490.	11,245.		11,245.
	17 Interest	39.	39.			
	18 Taxes (attach schedule) SEE STM 5	85,632.	5,435.			48,911.
	19 Depreciation (attach sch) and depletion	244,043.	244,043.			
	20 Occupancy	21,465.	18,245.			3,220.
	21 Travel, conferences, and meetings	11,675.	5,838.			5,837.
	22 Printing and publications					
	23 Other expenses (attach schedule)	SEE STATEMENT 6	676,495.	482,665.		193,830.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,875,775.	1,018,625.			825,864.
25 Contributions, gifts, grants paid PART XV	990,980.				990,980.	
26 Total expenses and disbursements. Add lines 24 and 25	2,866,755.	1,018,625.	0.		1,816,844.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements	-224,839.					
b Net investment income (if negative, enter -0-)		1,564,309.				
c Adjusted net income (if negative, enter -0-)			1,784,657.			

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	561,533.	1,151,074.	1,151,074.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ► <u>2,000,000.</u>	STATEMENT 7		
		Less allowance for doubtful accounts	2,000,000.	2,000,000.	2,000,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 8	18,124,627.	17,314,590.	18,327,346.
	c	Investments – corporate bonds (attach schedule) STATEMENT 9	4,734,232.	6,954,266.	6,994,240.
	11	Investments – land, buildings, and equipment basis ► <u>19,625,503.</u>			
		Less: accumulated depreciation (attach schedule) SEE STMT 10 ► <u>1,762,360.</u>	18,028,521.	17,863,143.	15,126,010.
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 11	3,071,795.	944,414.	149,862.
	14	Land, buildings, and equipment: basis ► <u>311,701.</u>			
		Less accumulated depreciation (attach schedule) SEE STMT 12 ► <u>156,477.</u>	163,358.	155,224.	374,969.
	15	Other assets (describe ► SEE STATEMENT 13)	5,621,371.	5,747,108.	5,747,108.
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	52,305,437.	52,129,819.	49,870,609.
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 14)	14,201.	63,422.	
	23	Total liabilities (add lines 17 through 22)	14,201.	63,422.	
N F E T A S S E T S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	52,291,236.	52,066,397.	
	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)	52,291,236.	52,066,397.	
	31	Total liabilities and net assets/fund balances (see instructions)	52,305,437.	52,129,819.	

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	52,291,236.
2	Enter amount from Part I, line 27a	2	-224,839.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	52,066,397.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	52,066,397.

Part IV | Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 15					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss).	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	798,277.	
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	-4,297.	

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	2,584,232.	46,329,790.	0.055779
2009	3,217,406.	51,810,213.	0.062100
2008	3,160,379.	51,501,340.	0.061365
2007	2,905,503.	61,932,028.	0.046914
2006	2,805,285.	66,111,189.	0.042433

2 Total of line 1, column (d)	2	0.268591
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	0.053718
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	44,001,532.
5 Multiply line 4 by line 3	5	2,363,674.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,643.
7 Add lines 5 and 6	7	2,379,317.
8 Enter qualifying distributions from Part XII, line 4	8	1,816,844.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1]	31,286.
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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-) . . .	0.	31,286.
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 5,341.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 11,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7 16,341.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	15,360.	SEE STATEMENT 16
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ►	Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8a		
8b	X	
9		X
10		X

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
 (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
 If 'Yes,' attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 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

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions).
 N/A

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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	THOMAS P. WARLOW III	Telephone no. 407-841-8253
	Located at P.O. BOX 547918 ORLANDO FL	ZIP + 4 32854-7918
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	
16	15	N/A
		N/A
16	Yes	No
		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?		2a	
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__		<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)		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?		3a	
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))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)

(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 Yes No Yes No Yes No 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)?Organizations relying on a current notice regarding disaster assistance check here **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A Yes No

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

 Yes No**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

 Yes No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

 Yes No

5b N/A

6b X

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
SEE STATEMENT 17		606,154.	0.	0.

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

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

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

>

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

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

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

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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	25,670,807.
b Average of monthly cash balances	1b	1,001,696.
c Fair market value of all other assets (see instructions)	1c	17,999,103.
d Total (add lines 1a, b, and c)	1d	44,671,606.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	44,671,606.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	670,074.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,001,532.
6 Minimum investment return. Enter 5% of line 5	6	2,200,077.

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	2,200,077.
2a Tax on investment income for 2011 from Part VI, line 5	2a	31,286.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	31,286.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,168,791.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	2,168,791.
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	2,168,791.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,816,844.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,816,844.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,816,844.

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				2,168,791.
2 Undistributed income, if any, as of the end of 2011.			1,553,775.	
a Enter amount for 2010 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,816,844.			1,553,775.	
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			263,069.	
e Remaining amount distributed out of corpus	0.			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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				1,905,722.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►			
1 b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							(e) Total
2 b	85% of line 2a							
2 c	Qualifying distributions from Part XII, line 4 for each year listed							
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities							
2 e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
3 a	'Assets' alternative test — enter							
3 a (1)	Value of all assets							
3 a (2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
3 b	'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
3 c	'Support' alternative test — enter							
3 c (1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
3 c (2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)							
3 c (3)	Largest amount of support from an exempt organization							
3 c (4)	Gross investment income							

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 18

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
FLORIDA HOSPITAL FOUNDATION AND OTHER CHARITIES ORLANDO, FL 32804			GENERAL USE, NO RESTRICTIONS	990,980.
Total			► 3a	990,980.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	989,261.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	795,396.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	798,277.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISCELLANEOUS INCOME			1	58,982.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,641,916.	
13 Total. Add line 12, columns (b), (d), and (e)			13	2,641,916.	
(See worksheet in line 13 instructions to verify calculations)					

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

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STATEMENT 12
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 78,658.	\$ 74,496.	\$ 4,162.	\$ 39,602.
MACHINERY AND EQUIPMENT	15,700.	15,333.	367.	367.
BUILDINGS	197,550.	58,242.	139,308.	335,000.
IMPROVEMENTS	19,793.	8,406.	11,387.	0.
TOTAL	\$ 311,701.	\$ 156,477.	\$ 155,224.	\$ 374,969.

STATEMENT 13
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ARTWORK	\$ 4,934,000.	\$ 4,934,000.
CEMETARY LOTS	8,970.	8,970.
DEPOSITS	7,962.	7,962.
OTHER NON-CURRENT ASSETS	12,050.	12,050.
PREPAID COMMISSIONS	162,474.	162,474.
PREPAID INSURANCE	4,765.	4,765.
TAX CERTIFICATES	616,887.	616,887.
TOTAL	\$ 5,747,108.	\$ 5,747,108.

STATEMENT 14
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TENANT DEPOSITS	\$ 32,680.
SALES TAX PAYABLE	4,797.
EXCISE TAXES PAYABLE	25,945.
TOTAL	\$ 63,422.

STATEMENT 15
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITFM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1				
2				
3				
4				
5	NET SECTION 1231 GAIN - MERRIWELL	PURCHASED	VARIOUS	VARIOUS
6	SALE OF SECURITIES - TRUSTMARK	PURCHASED	VARIOUS	VARIOUS
7	SALE OF SECURITIES - CHARLES SCHWAB	PURCHASED	VARIOUS	VARIOUS
8	LAND EASEMENT	PURCHASED	VARIOUS	VARIOUS
9	TIMBER	PURCHASED	VARIOUS	VARIOUS

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME		\$ 58,982.	
TOTAL	<u>\$ 58,982.</u>	<u>\$ 0.</u>	<u>0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 15,922.	\$ 7,961.		\$ 7,961.
TOTAL	<u>\$ 15,922.</u>	<u>\$ 7,961.</u>	<u>\$ 0.</u>	<u>\$ 7,961.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 18,750.	\$ 9,375.		\$ 9,375.
TOTAL	<u>\$ 18,750.</u>	<u>\$ 9,375.</u>	<u>\$ 0.</u>	<u>\$ 9,375.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX COMPLIANCE/CONSULTING	\$ 22,490.	\$ 11,245.		\$ 11,245.
TOTAL	<u>\$ 22,490.</u>	<u>\$ 11,245.</u>	<u>\$ 0.</u>	<u>\$ 11,245.</u>

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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 31,286.			
PROPERTY TAXES	54,346.	\$ 5,435.		
TOTAL	\$ 85,632.	\$ 5,435.	\$ 0.	\$ 48,911.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
1615 EDGEWATER EXPENSE	\$ 16,990.	\$ 16,990.		
520 KERRY DRIVE EXPENSE	606.	515.		\$ 91.
801 N ORANGE AVE	251,897.	251,897.		
ANDERSEN TERRACE LOT 3 & 4	12,364.	1,236.		11,128.
BANK CHARGES	223.	223.		
CAM- ANDERSEN BLDG	50,754.	5,076.		45,678.
GREENHOUSE EXPENSES	1,327.	1,327.		1,327.
INSURANCE	37,208.	15,106.		22,102.
INVESTMENT EXPENSES	154,199.	154,199.		
MEALS & ENTERTAINMENT	2,366.	1,183.		1,183.
MEETINGS	9,344.	4,672.		4,672.
MISCELLANEOUS	32,893.	16,447.		16,446.
OFFICE EXPENSES	3,650.	1,825.		1,825.
OIL AND GAS EXPENSES	162.	162.		
REPAIRS & MAINTENANCE	20,172.	3,665.		16,507.
UTILITIES	82,340.	9,469.		72,871.
TOTAL	\$ 676,495.	\$ 482,665.	\$ 0.	\$ 193,830.

STATEMENT 7
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
OTHER NOTES AND LOANS	\$ 2,000,000.	\$ 2,000,000.	\$ 0.
618 EAST SOUTH STREET, LLC			
TOTAL	\$ 2,000,000.	\$ 2,000,000.	\$ 0.
ALLOWANCE FOR DOUBTFUL ACCOUNTS		\$ 0.	
NET OTHER NOTES/LOANS REC. - BOOK VALUE		\$ 2,000,000.	

STATEMENT 8
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>CORPORATE STOCKS</u>			
CORPORATE STOCKS	COST TOTAL	\$ 17,314,590. \$ 17,314,590.	\$ 18,327,346. \$ 18,327,346.

STATEMENT 9
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>CORPORATE BONDS</u>			
CORPORATE BONDS	COST TOTAL	\$ 6,954,266. \$ 6,954,266.	\$ 6,994,240. \$ 6,994,240.

STATEMENT 10
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	\$ 8,072,999.	\$ 1,518,965.	\$ 6,554,034.	\$ 4,497,000.
IMPROVEMENTS	1,387,847.	243,395.	1,144,452.	121,010.
LAND	10,164,657.		10,164,657.	10,508,000.
TOTAL	\$ 19,625,503.	\$ 1,762,360.	\$ 17,863,143.	\$ 15,126,010.

STATEMENT 11
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
OIL & GAS INTEREST	COST	\$ 26,000.	\$ 26,000.
TIMBER	COST	1,364,559.	0.
REFORESTATION	COST	482,456.	0.
ACCUMULATED DEPLETION	COST	-983,202.	0.
MINERAL DEPOSITS	COST	84,025.	84,177.
INVESTMENT IN CYPRESS INVEST. GRADE CONV	COST	0.	0.
INVESTMENT IN PARTNERSHIP	COST	-29,424.	39,685.
		TOTAL \$ 944,414.	\$ 149,862.

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STATEMENT 15 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION				(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
	10	CYPRESS INV PARTNERSHIP					
ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)
1	0.		4,270.	-4,270.			\$ -4,270.
2	0.		27.	-27.			-27.
3	28,898.		0.	28,898.			28,898.
4	213.		0.	213.			213.
5	557.		0.	557.			557.
6	12415219.		11305184.	1110035.			1110035.
7	440,105.		486,742.	-46,637.			-46,637.
8	35,000.		0.	35,000.			35,000.
9	105,231.		99,837.	5,394.			5,394.
10	0.		330,886.	-330,886.			-330,886.
						TOTAL	\$ <u>798,277.</u>

STATEMENT 16
FORM 990-PF, PART VI, LINE 9
TAX DUE

STATEMENT 17
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
T. PICTON WARLOW, IV P.O. BOX 547918 ORLANDO, FL 32854-7918	VICE PRESIDENT 20.00	\$ 73,077.	\$ 0.	\$ 0.
THOMAS P. WARLOW III P.O. BOX 547918 ORLANDO, FL 32854-7918	PRESIDENT 40.00	258,667.	0.	0.
MARY ALICE PHELPS 6450 GIBSON DRIVE ORLANDO, FL 32809	ASST. SECRETARY 40.00	62,378.	0.	0.

STATEMENT 17 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
JEFFRY B. FUQUA P.O. BOX 547918 ORLANDO, FL 32854-7918	SECRETARY 20.00	\$ 73,077.	\$ 0.	\$ 0.
MARINA C. NICE P.O. BOX 57 WINTER PARK, FL 32790	TREASURER 20.00	86,088.	0.	0.
MARJORIE A. BROWN P.O. BOX 1660 WINTER PARK, FL 32790	ASSISTANT SEC. 4.00	2,061.	0.	0.
CLAUDE C. DOURNAUX 1523 EASTIN STREET ORLANDO, FL 32804	PROPERTY MGR 40.00	46,806.	0.	0.
ROBERT B. WHITE, JR 558 W NEW ENGLAND AVE STE 240 WINTER PARK, FL 32789	DIRECTOR 3.00	4,000.	0.	0.
		TOTAL \$ 606,154.	\$ 0.	\$ 0.

STATEMENT 18
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: THOMAS P. WARLOW III, PRESIDENT
 CARE OF:
 STREET ADDRESS: P.O. BOX 547918
 CITY, STATE, ZIP CODE: ORLANDO, FL 32854
 TELEPHONE: 407-647-5654
 FORM AND CONTENT: REQUEST BY LETTER
 SUBMISSION DEADLINES: N/A
 RESTRICTIONS ON AWARDS: N/A

**Department of the Treasury
Internal Revenue Service**

► **File a separate application for each return.**

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only.

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. MARTIN ANDERSEN-GRACIA ANDERSEN FOUNDATION	Employer identification number (EIN) or X 59-6166589
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions P.O. BOX 547918	Social security number (SSN) <input type="text"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ORLANDO, FL 32854-7918	

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of. ► THOMAS P. WARLOW III

Telephone No. ► 407-841-8253 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 6/15, 20 13, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

► calendar year 20 ____ or
► tax year beginning 11/01 , 20 11 , and ending 10/31 , 20 12 .

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

COPY

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.

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.

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.

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.

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)