EXTENSION GRANTED TO NOVEMBER 15, 2013

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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation

THE SAMUELS FAMILY FOUNDATION, INC.

A Employer identification number: 27-1602205

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

5012 N.W. 24TH CIRCLE

B Telephone number: 561-909-2100

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: [X] 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) ▶$ 1,647,554.

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

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))	(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	783,520.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,292.	6,292.		STATEMENT 1
4 Dividends and interest from securities	14,342.	14,342.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,223.			
b Gross sales price for all assets on line 6a 184,305.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 **Total.** Add lines 1 through 11	802,931.	20,634.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 3	4,150.	4,150.		0.
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	211.	150.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	4,361.	4,300.		0.
25 Contributions, gifts, grants paid	84,675.			84,675.
26 **Total expenses and disbursements.** Add lines 24 and 25	89,036.	4,300.		84,675.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	713,895.			
b **Net investment income** (if negative, enter -0-)		16,334.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	597,186.	559,807.	559,807.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	0.	152,580.	153,101.
	b Investments - corporate stock STMT 7	50,960.	670,381.	673,745.
	c Investments - corporate bonds STMT 8	58,516.	78,711.	79,146.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	219,965.	179,765.	181,755.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	926,627.	1,641,244.	1,647,554.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	926,627.	1,641,244.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	926,627.	1,641,244.	
	31 **Total liabilities and net assets/fund balances**	926,627.	1,641,244.	

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	926,627.
2	Enter amount from Part I, line 27a	2	713,895.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	722.
4	Add lines 1, 2, and 3	4	1,641,244.
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	1,641,244.

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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	UBS #23427- SEE ATTACHED	P	01/01/12	12/31/12
b	UBS #23427- SEE ATTACHED	P	01/01/11	12/31/12
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	74,305.		75,528.	-1,223.
b	110,000.		110,000.	0.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-1,223.
b				0.
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	-1,223.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2011	60,903.	612,526.	.099429
2010	0.	8,213.	.000000
2009			
2008			
2007			

2	Total of line 1, column (d)	2	.099429
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	.049715
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,329,237.
5	Multiply line 4 by line 3	5	66,083.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	163.
7	Add lines 5 and 6	7	66,246.
8	Enter qualifying distributions from Part XII, line 4	8	84,675.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b		1	163.
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	163.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	163.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 250.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	250.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	87.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 87. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARJORIE HORWIN, CPA Telephone no. ▶ 561-909-2100

Located at ▶ 225 NE MIZNER BVLD., #685, BOCA RATON, FL ZIP+4 ▶ 33432

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 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	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):			
	(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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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 2012 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 2012.)* N/A	3b		
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 2012?	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)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SHERRI L. SAMUELS 5012 N.W. 24TH CIRCLE BOCA RATON, FL 33431	DIRECTOR/SECY-TREASURER 0.30	0.	0.	0.
JEFFREY K. SAMUELS 4326 TRANQUILITY DRIVE HIGHLAND BEACH, FL 33487	DIRECTOR/VICE-PRESIDENT 0.30	0.	0.	0.
VELIA SAMUELS-SWEET 4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487	DIRECTOR/PRESIDENT 0.30	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	720,229.
b	Average of monthly cash balances		1b	629,250.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,349,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,349,479.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	20,242.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,329,237.
6	**Minimum investment return.** Enter 5% of line 5		6	66,462.

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	66,462.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 163.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	163.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	66,299.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	66,299.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	66,299.

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	84,675.
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	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	84,675.
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	5	163.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	84,512.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				66,299.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 29,890.				
f **Total** of lines 3a through e	29,890.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 84,675.				
a Applied to 2011, 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 2012 distributable amount				66,299.
e Remaining amount distributed out of corpus	18,376.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	48,266.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	48,266.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 29,890.				
e Excess from 2012 18,376.				

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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN FRIENDS OF MOGAN DAVID ADOM 3300 PGA BLVD., SUITE 510 PALM BEACH GARDENS, FL 33410	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,000.
APLASTIC ANEMIA AND MDS INTERNATIONAL FOUNDATION 100 PARK AVENUE, SUITE 108 ROCKVILLE, MD 20850	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	3,000.
BOCA HELPING HANDS 1500 N.W. 1ST COURT BOCA RATON, FL 33432	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY 9901 DONNA KLEIN BOULEVARD BOCA RATON, FL 33428	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	3,000.
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	3,150.
Total SEE CONTINUATION SHEET(S)			▶ 3a	84,675.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,292.	
4 Dividends and interest from securities			14	14,342.	
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			14	-1,223.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		19,411.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 19,411.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Shiri Samuels 9-12-2013 DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARJORIE A. HORWIN CPA	M H CPA	8/19/13		P01283081
Firm's name ▶ MORRISON, BROWN, ARGIZ & FARRA, LLC			Firm's EIN ▶ 01-0720052	
Firm's address ▶ 225 NE MIZNER BLVD., SUITE 685 BOCA RATON, FL 33432			Phone no. (561) 909-2100	

Form **990-PF** (2012)

223622
12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE SAMUELS FAMILY FOUNDATION, INC.

Employer identification number

27-1602205

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ ________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE SAMUELS FAMILY FOUNDATION, INC.	27-1602205

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE VELIA SAMUELS-SWEET CLAT NO. 1 DATED 9/7/2010 4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487	$ 397,292.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	THE VELIA SAMUELS-SWEET CLAT NO. 2 DATED 9/7/10 4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487	$ 386,228.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE SAMUELS FAMILY FOUNDATION, INC.	27-1602205

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE SAMUELS FAMILY FOUNDATION, INC.

Employer identification number: 27-1602205

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

The Samuels Family Foundation
EIN 27-1602205

UBS

Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period
Cash	103 97	-9,500 00				
UBS SELECT PRIME CAPITAL	544,320.97	569,307.91	1 00	0 09%	Nov 1 to Nov 30	30
Total	**$544,424.94**	**$559,807.91**				

Equities

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
DIAMOND HILL LARGE CAP									
FUND CLASS A									
Symbol. DHLAX									
Trade date Feb 23, 12	1,487 210	16 809	25,000.00	25,000 00	16 540	24,598 44	-401.56		ST
Total reinvested	23.299	16 320		380 25	16.540	385.37	5.12		
EAI $316 Current yield: 1.26%									
Security total	1,510.509	16 802	25,000.00	25,380.25		24,983.81	-396.44	-16.19	
EAGLE SMALL CAP GROWTH									
FUND CLASS A									
Symbol. HRSCX									
Trade date. Feb 23, 12	560.287	44 629	25,005 25	25,005.25	42 810	23,985 88	-1,019.37	-1,019 37	ST

continued next page

The Samuels Family Foundation
EIN 27-1602205

UBS Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets › **Equities** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
JP MORGAN LARGE CAP									
GROWTH FUND CLASS A									
Symbol· OLGAX									
Trade date· Feb 22, 12	1,024.590	24.405	25,005.25	25,005 25	23.980	24,569 66	-435 59		ST
Total reinvested	3.258	24.330		79.27	23.980	78 13	-1 14		
EAI: $79 Current yield· 0 32%									
Security total	1,027 848	24 405	25,005.25	25,084.52		24,647.79	-436 73	-357.46	
THORNBURG INTERNATIONAL									
VALUE FUND CLASS A									
Symbol. TGVAX									
Trade date· Feb 23, 12	539.763	27.799	15,005.25	15,005 25	27.450	14,816.48	-188.77		ST
Total reinvested	5 892	25 044		147 56	27.450	161.74	14 18		
EAI $158 Current yield. 1 05%									
Security total	545 655	27 770	15,005 25	15,152 81		14,978 22	-174 59	-27 03	
YACKTMAN FUND SERVICE									
CLASS									
Symbol. YACKX									
Trade date· Jul 25, 12	1,105 583	18 157	20,075.00	20,075.00	19 120	21,138.75	1,063.75		ST
Total reinvested	8 836	19 079		168 59	19 120	168.94	0.35		
EAI· $280 Current yield 1 31%									
Security total	1,114.419	18 165	20,075 00	20,243.59		21,307.69	1,064 10	1,232.69	
YACKTMAN FOCUSED FUND									
SERVICE CLASS									
Symbol· YAFFX									
Trade date: Jul 25, 12	1,025 115	19.583	20,075.00	20,075 00	20 520	21,035.35	960.35		ST
Total reinvested	6.749	20 490		138 29	20.520	138.49	0.20		
EAI $168 Current yield· 0 79%									
Security total	1,031 864	19 589	20,075 00	20,213 29		21,173.84	960.55	1,098 84	
Total			**$130,165.75**	**$131,079.71**		**$131,077.23**	**-$2.48**	**$911.48**	

Total estimated annual income: $1,001

CPZ20003001632396 PZ2000082903 00004 1212 002364799 BX23427180 111000

Attachment to 2012 Form 990-PF
Part II End of the Year Balance

UBS Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets (continued)

Fixed Income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs.

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
TRANS ALLIANCE BK UT US RATE 01 6500% MAT 11/29/2021 STEP RATE CD CALLABLE 02/28/2013 @ 100.0000 STEP TO 01.7500% ON 11/30/2013 ACCRUED INTEREST $35.03 CUSIP 89387W5A9 EAI $413 Current yield. 1.65%	Nov 09, 11	25,000.000	100 000	25,000 00	100 300	25,075 00	75 00	LT
BK OF AMERICA NA NC US RATE 02.0000% MAT 04/25/2022 STEP RATE CD CALLABLE 04/25/2013 @ 100 0000 STEP TO 02.2500% ON 04/26/2015 ACCRUED INTEREST $73 42 CUSIP 06051VYP5 EAI. $400 Current yield: 1 99%	Apr 13, 12	20,000 000	100.000	20,000 00	100.537	20,107 40	107.40	ST
WELLS FARGO BK NA CA US RATE 02.0000% MAT 09/30/2023 STEP RATE CD CALLABLE 09/30/2014 @ 100 0000 STEP TO 02.5000% ON 10/01/2014 CUSIP 94986THY6 EAI: $700 Current yield 1 94%	Oct 06, 11	35,000.000	99 900	34,965.00	103.150	36,102 50	1,137.50	LT
HSBC BANK USA VA US RATE 02.2500% MAT 11/14/2023 STEP RATE CD CALLABLE 11/14/2015 @ 100 0000 STEP TO 02.5000% ON 11/15/2015 ACCRUED INTEREST $72.43 CUSIP 40431GA82 EAI $563 Current yield· 2.18%	Nov 02, 11	25,000.000	100 000	25,000 00	103.402	25,850 50	850 50	LT

continued next page

CPZ20003001632397 PZ2000082903 00004 1212 002364799 BX23427180 111000

Your assets › **Fixed income** › **Certificates of deposit** (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GOLDMAN SACHS BANK NY US RATE 02 0000% MAT 10/17/2024 STEP RATE CD CALLABLE 10/17/2013 @ 100 0000 STEP TO 02 2500% ON 10/18/2016 ACCRUED INTEREST $205.48 CUSIP 38143AM36 EAI $1,000 Current yield: 2.01%	Oct 24, 12	50,000.000	99 600	49,800.00	99.676	49,838 00	38 00	ST
BMO HARRIS BK NA IL US RATE 02 2500% MAT 10/28/2026 STEP RATE CD CALLABLE 04/28/2013 @ 100 0000 STEP TO 02.5000% ON 10/29/2015 ACCRUED INTEREST $98.63 CUSIP 05573JCM4 EAI· $563 Current yield· 2 27%	Oct 17, 11	25,000.000	100 000	25,000 00	99 128	24,782 00	-218.00	LT
Total		**$180,000.000**		**$179,765.00**		**$181,755.40**	**$1,990.40**	

Total accrued interest: $484.99

Total estimated annual income: $3,639

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID). If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GENL ELEC CAP CORP ADJ RATE MATURES 09/15/14 CUSIP 36962GK94 Moody: A1 S&P: AA+ EAI $51 Current yield 0.57%	Oct 18, 11	9,000 000	96 675	8,706 00	99 880	8,989 20	283.20	LT

continued next page

CPZ20003001632398 PZ2000082903 00004 1212 002364799 BX2342718O 111000

The Samuels Family Foundation
EIN 27-1602205

UBS Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Adviser:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
FORD MOTOR CRDT CO LLC MED TERM NTS RATE 03.500% MATURES 04/20/15 CALLABLE ACCRUED INTEREST $172 57 CUSIP 34540TCJ9 Moody Baa3 S&P· BB+ EAI· $875 Current yield 3 52%	Apr 02, 12	25,000 000	100 000	25,000.00	99 389	24,847 25	-152.75	ST
DOW CHEMICAL CO MED TERM NTS RATE 03 050% MATURES 02/15/19 CALLABLE ACCRUED INTEREST $230 44 CUSIP 26054LPK3 Moody: Baa2 S&P BBB EAI: $610 Current yield: 3 05%	Feb 21, 12	20,000.000	100 000	20,000 00	100 012	20,002 40	2 40	ST
GENERAL ELEC CAP CORP STEP UP CALL RATE 04 000% MATURES 12/30/26 CALLABLE CUSIP 36966TEA6 Moody. A1 S&P. AA+ EAI: $1,000 Current yield: 3 95%	Dec 19, 11	25,000 000	100 000	25,005 25	101 228	25,307 00	301 75	LT
Total		**$79,000.000**		**$78,711.25**		**$79,145.85**	**$434.60**	

Total accrued Interest: $403.01

Total estimated annual income: $2,536

The Samuels Family Foundation
EIN 27-1602205

UBS Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number. BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets › **Fixed income** (continued)

Municipal securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been automatically adjusted for mandatory amortization of bond premium on coupon tax-exempt municipal securities and for accreted original issue discount for securities issued at a discount. When original cost basis is displayed, amortization has been done using the constant yield method, otherwise amortization has been done using the straight line method

Holding	Trade date	Total face value at maturity ($)	Purchase price($)	Cost basis ($)	Price on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
NEW HAMPSHIRE ST FED HWY TAX SR A RV BE/R/ RATE 03 934% MATURES 09/01/20 ACCRUED INTEREST $131.13 CUSIP 64469NAA7 Moody· Aa3 S&P: AA EAI $393 Current yield 3 60%	Dec 17, 12	10,000 000	111.431	11,148 35	109.299	10,929 90	-218 45	ST
GEORGIA MUNI ELEC AU-07A TAX SR A RV BE/R/ RATE 04 430% MATURES 01/01/22 ACCRUED INTEREST $553 75 CUSIP 3735412H3 Moody: A2 S&P: A EAI $1,108 Current yield· 3 99%	Oct 16, 12	25,000.000	109 400	27,355.25	111.039	27,759 75	404 50	ST
CHARLES CNTY MD TAXABLE OID@98 5413 BE/R/ RATE 05.250% MATURES 03/01/22 CALLABLE 03/01/18 @ 100 00 ACCRUED INTEREST $875.00 CUSIP 159807T48 Moody Aa1 S&P: AA EAI: $2,625 Current yield. 4.65%	Feb 14, 12	50,000 000	111 367	55,688 75	112.937	56,468 50	779.75	ST
NORTH CAROLINA TPK AUTH TAX B-BUI OID99 735BE/R/ RATE 06.000% MATURES 01/01/25 CALLABLE 01/01/19 @ 100 00 ACCRUED INTEREST $1,500 00 CUSIP 65830TAF2 Moody. Aa2 S&P AA EAI· $3,000 Current yield. 5 18%	Aug 07, 12	50,000 000	116.765	58,387.75	115 885	57,942 50	-445.25	ST
Total		**$135,000.000**		**$152,580.10**		**$153,100.65**	**$520.55**	

Total accrued interest: $3,059.88

Total estimated annual income: $7,126

CPZ20003001632400 PZ2000082903 00004 1212 002364799 BX234271B0 111000

Attachment to 2012 Form 990-PF
Part II End of the Year Balance

The Samuels Family Foundation
EIN 27-1602205

UBS

Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets › **Fixed income** (continued)

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client Investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
AMERICAN CENTURY									
DIVERSIFIED BOND FUND									
CLASS C									
Symbol· CDBCX									
Trade date. Nov 12, 12	5,309.735	11.300	60,005 25	60,005 25	11 150	59,203 53	-801.72		ST
Total reinvested	50 594	11.188		566.08	11 150	564.12	-1 96		
EAI. $1,270 Current yield 2.12%									
Security total	5,360.329	11 300	60,005.25	60,571 33		59,767.66	-803.68	-237.60	
JP MORGAN STRATEGIC									
INCOME OPPORTUNITIES									
FUND CLASS C									
Symbol JSOCX									
Trade date: Nov 12, 12	5,115.090	11 731	60,005 25	60,005 25	11.820	60,460 36	455.11		ST
Total reinvested	12.765	11 747		149 96	11.820	150 88	0 92		
EAI: $1,712 Current yield: 2 82%									
Security total	5,127 855	11.731	60,005.25	60,155.21		60,611 24	456 03	605 99	
PRINCIPAL INVESTORS									
PREFERRED SECURITIES									
FUND A									
Symbol: PPSAX									
Trade date· Oct 20, 11	2,564 103	9 752	25,005 25	25,005.25	10.530	27,000 00	1,994 75		LT
Trade date· May 1, 12	2,458 210	10.172	25,005 25	25,005.25	10.530	25,884.95	879.70		ST
Trade date Jul 24, 12	2,892 960	10 371	30,005.25	30,005 25	10.530	30,462.87	457.62		ST
Total reinvested	427 951	10.230		4,378.15	10 530	4,506.32	128.17		

continued next page

Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EAI· $4,756 Current yield: 5 41%									
Security total	8,343 224	10 115	80,015.75	84,393 90		87,854 14	3,460 24	7,838 39	
RIDGEWORTH HIGH INCOME A									
Symbol SAHIX									
Trade date: Oct 20, 11	3,644 315	6 861	25,005 25	25,005.25	7 210	26,275.51	1,270.26		LT
Trade date. May 1, 12	3,511 236	7.121	25,005.25	25,005 25	7 210	25,316.01	310 76		ST
Trade date. Jun 20, 12	2,853 067	7 011	20,005 25	20,005 25	7 210	20,570 61	565.36		ST
Trade date Aug 23, 12	3,501 401	7 141	25,005 25	25,005 25	7 210	25,245 10	239 85		ST
Total reinvested	573.481	6.901		3,957 79	7 210	4,134 80	177 01		
EAI· $6,281 Current yield 6 19%									
Security total	14,083 500	7 028	95,021 00	98,978 79		101,542 03	2,563 24	6,521.03	
Total			**$295,047.25**	**$304,099.23**		**$309,775.07**	**$5,675.83**	**$14,727.82**	

Total estimated annual income: $14,019

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
GENERAL ELECTRIC CAPITAL CORP (GECC) 4.875% DUE 10/15/52 CALLABLE Symbol GEB Exchange. NYSE EAI $2,438 Current yield 4.78%	Oct 4, 12	2,000.000	25.092	50,185 25	25 490	50,980 00	794 75	ST

CPZ20003001632402 PZ2000082903 00004 1212 002364799 BX23427180 111000

UBS Business Services Account
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets (continued)

Broad commodities

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE GOLD FUND									
CLASS A									
Symbol: SGGDX									
Trade date: Jul 25, 12	1,160.093	25.864	30,005.25	30,005 25	27.370	31,751.74	1,746.49		ST
Trade date: Aug 23, 12	871.080	28.706	25,005.25	25,005 25	27.370	23,841.46	-1,163.79		ST
Trade date: Sep 11, 12	846.024	29 556	25,005.25	25,005.25	27.370	23,155 67	-1,849.58		ST
Total reinvested	8.499	27.419		233 04	27 370	232.62	-0.42		
EAI. $234 Current yield. 0.30%									
Security total	2,885.696	27 809	80,015.75	80,248.79		78,981.49	-1,267 30	-1,034.26	

Other

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE GLOBAL FUND									
CLASS A									
Symbol: SGENX									

continued next page

The Samuels Family Foundation
EIN 27-1602205

UBS **Business Services Account**
December 2012

Account name: THE SAMUELS FAMILY
Account number: BX 23427 1B

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Your assets › **Other** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Jul 25, 12	521 594	47 940	25,005 25	25,005 25	48 590	25,344.25	339 00		ST
Trade date: Sep 24, 12	488 091	51.230	25,005 25	25,005 25	48.590	23,716.34	-1,288 91		ST
Total reinvested	44 695	47 959		2,143 57	48 590	2,171 73	28 16		
EAI: $540 Current yield· 1.05%									
Security total	1,054 380	49 464	50,010 50	52,154 07		51,232 32	-921 75	1,221 82	
GOLDMAN SACHS INCOME BUILDER FUND CLASS A									
Symbol. GSBFX									
Trade date: Jul 25, 12	2,406 160	20.782	50,005 25	50,005.25	20.410	49,109.72	-895.53		ST
Total reinvested	126 856	20.567		2,609 06	20 410	2,589.13	-19 93		
EAI: $2,158 Current yield· 4.17%									
Security total	2,533 016	20.771	50,005 25	52,614 31		51,698 85	-915 46	1,693 60	
Total			**$100,015.75**	**$104,768.38**		**$102,931.17**	**-$1,837.21**	**$2,915.42**	

Total estimated annual income: $2,698

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	559,807.91	33.90%	559,807.91	-	
Equities	**Mutual funds**	1 131,077.23	7.94%	2 131,079.71	1,001.00	-2.48
Fixed income Line 13	Certificates of deposits	181,755 40 (c)		179,765 00 (b)	3,639 00	1,990 40
Line 10c	Corporate bonds and notes	79,145 85 (c)		78,711 25 (b)	2,536 00	434 60
Line 10 a	Municipal securities	153,100.65 (c)		152,580.10 (b)	7,126 00	520 55
	Mutual funds	1 309,775.07		2 304,099 23	14,019 00	5,675 83
	Preferred securities	50,980 00		50,185 25	2,438 00	794 75
	Total accrued interest	3,947 88				
	Total fixed income	**778,704.85**	**47.15%**	**765,340.83**	**29,758.00**	**9,416.13**
Broad commodities	**Mutual funds**	1 78,981.49	4.78%	2 80,248.79	234.00	-1,267.30
Other	**Mutual funds**	102,931.17	6.23%	104,768.38	2,698.00	-1,837.21
Total		**$1,651,502.65**	**100.00%**	**$1,641,245.62**	**$33,691.00**	**$6,309.14**

Line 10b   Σ1s $673,744.96 (c)   Σ2s $670,381.36 (b)

CPZ20003001632404 PZ2000082903 00004 1212 002364799 BX234271B0 111000

Your Financial Advisor:
THE BANYAN WEALTH MGMT GROUP
561-367-1800/800-937-7071

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
JP MORGAN CHASE & CO MLN EFFICIENTE 5 2/29/2016 Original cost basis · $50,000 00	FIFO	50,000 000	Feb 24, 12	Sep 27, 12	49,610 25	50,722 41		-1,112 16	
MORGAN STANLEY 05.000% 102718 DTD102711 FC012712 MED TERM NTS	FIFO	25,000 000	Oct 19, 11	May 11, 12	24,694 75	24,805 25		-110 50	
Total					**$74,305.00**	**$75,527.66**		**-$1,222.66**	
Net short-term capital gains and losses								**-$1,222.66**	

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
BK OF AMERICA NA NC US RT 02 0000% MAT 10/28/21 STEP RATE CD	FIFO	20,000 000	Oct 12, 11	Oct 28, 12	20,000 00	20,000 00			
HARRIS NA IL US RT 02 5000% MAT 06/27/23 STEP RATE CD	FIFO	15,000 000	Jun 16, 11	Dec 27, 12	15,000 00	15,000 00			
JP MORGAN CHASE BA OH US RT 01 0000% MAT 06/08/20 STEP RATE CD	FIFO	25,000 000	Nov 22, 11	Dec 10, 12	25,000 00	25,000 00			
MIZRAHI TEFAHOT BK CA US RT 02.0000% MAT 12/21/21 STEP RATE CD	FIFO	50,000.000	Dec 14, 11	Dec 21, 12	50,000.00	50,000 00			
Total					**$110,000.00**	**$110,000.00**			
Net long-term capital gains or losses									**$0.00**
Net capital gains/losses:								**-$1,222.66**	

2012: FORM 990-PF, PART IV -- ATTACHMENT

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LITERACY COALITION OF PALM BEACH COUNTY 551 SE 8TH STREET, SUITE 505 DELRAY BEACH, FL 33483	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,500.
NATIONAL COUNCIL OF JEWISH WOMEN 475 RIVERSIDE DRIVE, SUITE 1901 NEW YORK, NY 10115	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,100.
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST 2300 NORTH MANGO ROAD WEST PALM BEACH, FL 33409	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
TEMPLE BETH EL OF BOCA RATON 333 SOUTHWEST 4TH AVENUE BOCA RATON, FL 33432	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	10,000.
THE ISRAEL PROJECT 2020 K STREET NW WASHINGTON, DC 20006	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	1,000.
WLRN PUBLIC RADIO AND TELEVISION 172 NE 15TH STREET MIAMI, FL 33132	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,000.
WOMEN IN THE VISUAL ARTS 2960 NW 2ND AVENUE, #6 BOCA RATON, FL 33488-0668	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	6,200.
BARD COLLEGE AT SIMON'S ROCK 84 ALFORD RD SIMON'S ROCK GREAT BARRINGTON, MA 01230	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES TO SUPPORT EXEMPT ACTIVITIES.	500.
RUTH RALES JEWISH FAMILY SERVICES 21300 RUTH & BARON COLEMAN BLVD. BOCA RATON, FL 33428	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	19,000.
TRI COUNTY HUMANE SOCIETY 21287 BOCA RIO RD. BOCA RATON, FL 33433	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	1,000.
Total from continuation sheets				68,525.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WAYNE BARTON STUDY CENTER 269 NE 14TH STREET BOCA RATON, FL 33432	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,500.
THE MARVELWOOD SCHOOL 476 SKIFF MOUNTAIN RD.-PO BOX 3001 KENT, CT 06757	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	3,000.
JEWISH ASSOCIATION FOR RESIDENTIAL CARE 21160 95TH AVE SOUTH BOCA RATON, FL 33428	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
ST. ANDREW'S CANCER CENTER 6045 VERDE TRAIL SOUTH BOCA RATON, FL 33433	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	225.
SJA CUB SCOUT PAC323 1325 W. WALNUT HILL LANE IRVING, TX 75015	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	3,500.
HADASSAH 50 WEST 58TH STREET NEW YORK, NY 10019	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,000.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
LESS: TAXABLE ACCRUED INTEREST PAID	-2,020.
UBS - #23427	8,312.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,292.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS - #23427	14,342.	0.	14,342.
TOTAL TO FM 990-PF, PART I, LN 4	14,342.	0.	14,342.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	4,150.	4,150.		0.
TO FM 990-PF, PG 1, LN 16A	4,150.	4,150.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS ANNUAL FEE - #23427	150.	150.		0.
ANNUAL REPORT FEE	61.	0.		0.
TO FORM 990-PF, PG 1, LN 23	211.	150.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
NON-TAXABLE ADJUSTMENT OF COST BASIS OF INVESTMENTS AT 12/31/12	722.
TOTAL TO FORM 990-PF, PART III, LINE 3	722.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427		X	152,580.	153,101.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			152,580.	153,101.
TOTAL TO FORM 990-PF, PART II, LINE 10A			152,580.	153,101.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427	670,381.	673,745.
TOTAL TO FORM 990-PF, PART II, LINE 10B	670,381.	673,745.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427	78,711.	79,146.
TOTAL TO FORM 990-PF, PART II, LINE 10C	78,711.	79,146.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427	COST	179,765.	181,755.
TOTAL TO FORM 990-PF, PART II, LINE 13		179,765.	181,755.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
THE VELIA SAMUELS-SWEET CHARITABLE LEAD ANNUITY TRUST NO. 1, DATED 9/7/2010	4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487
THE VELIA SAMUELS-SWEET CHARITABLE LEAD ANNUITY TRUST NO. 2, DATED 9/7/2010	4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487

Form **8868** (Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE SAMUELS FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 27-1602205
	Number, street, and room or suite no. If a P.O. box, see instructions. 5012 N.W. 24TH CIRCLE	Social security number (SSN)
	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) . . . . [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ MARJORIE HORWIN, CPA 225 NE MIZNER BVLD., #685 - BOCA RATON, FL 33432
  Telephone No. ▶ 561-909-2100 FAX No. ▶ 561-392-3265
- 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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

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	$ 250.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 250.

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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

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01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II | Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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 THE SAMUELS FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 27-1602205
	Number, street, and room or suite no. If a P.O. box, see instructions. 5012 N.W. 24TH CIRCLE	Social security number (SSN)
	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) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MARJORIE HORWIN, CPA
  225 NE MIZNER BVLD., #685 - BOCA RATON, FL 33432

  Telephone No. ▶ 561-909-2100 FAX No. ▶ 561-392-3265
- 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______________ , and ending ______________.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN AS THE TAXPAYER IS AWAITING INFORMATION FROM THIRD PARTIES.

8a	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.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 250.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 7/8/13

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