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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation JOHN E & NELLIE J BASTIEN MEMORIAL FOUNDATION		A Employer identification number 59-6160694
Number and street (or P O box number if mail is not delivered to street address) 440 E. SAMPLE ROAD, SUITE 209		B Telephone number 954-942-3203
City or town, state, and ZIP code POMPANO BEACH, FL 33064		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,767,923. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

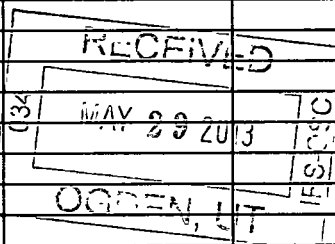
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		229,279.	229,279.		STATEMENT 1
4 Dividends and interest from securities		182,896.	167,575.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		33,352.			
b Gross sales price for all assets on line 6a 1,792,031.					
7 Capital gain net income (from Part IV, line 2)			32,604.		
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		445,527.	429,458.		
13 Compensation of officers, directors, trustees, etc		120,000.	36,000.		84,000.
14 Other employee salaries and wages		16,792.	5,038.		11,754.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		12,352.	3,706.		8,646.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,597.	479.		1,118.
19 Depreciation and depletion		245.	0.		
20 Occupancy		11,685.	3,505.		8,180.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		17,172.	5,152.		12,020.
24 Total operating and administrative expenses. Add lines 13 through 23		179,843.	53,880.		125,718.
25 Contributions, gifts, grants paid		356,000.			356,000.
26 Total expenses and disbursements. Add lines 24 and 25		535,843.	53,880.		481,718.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-90,316.			
b Net investment income (if negative, enter -0-)			375,578.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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**JOHN E & NELLIE J BASTIEN
MEMORIAL FOUNDATION**

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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	17,012.	12,842.	12,842.
	2 Savings and temporary cash investments	893,653.	1,583,733.	1,583,733.
	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	3,000,993.	85,290.	62,007.
	b Investments - corporate stock STMT 7	5,310,290.	7,363,207.	7,724,797.
	c Investments - corporate bonds STMT 8	269,847.	351,472.	377,510.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 5,629.				
Less: accumulated depreciation ▶ 4,929.	251.	700.	700.	
15 Other assets (describe ▶ STATEMENT 9)	1,277.	6,334.	6,334.	
16 Total assets (to be completed by all filers)	9,493,323.	9,403,578.	9,767,923.	
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 ▶ STATEMENT 10)	138.	0.		
23 Total liabilities (add lines 17 through 22)	138.	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	9,493,185.	9,403,578.	
	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	9,493,185.	9,403,578.		
31 Total liabilities and net assets/fund balances	9,493,323.	9,403,578.		

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	9,493,185.
2 Enter amount from Part I, line 27a	2	-90,316.
3 Other increases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	3	709.
4 Add lines 1, 2, and 3	4	9,403,578.
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	9,403,578.

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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			
b SEE ATTACHED STATEMENTS			
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 1,792,031.		1,758,679.	32,604.

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			
b			
c			
d			
e			32,604.

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	32,604.
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	492,153.	9,716,797.	.050650
2010	450,431.	9,630,874.	.046769
2009	421,815.	8,915,331.	.047313
2008	448,244.	9,063,126.	.049458
2007	481,462.	9,449,866.	.050949

2 Total of line 1, column (d)	2	.245139
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	.049028
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,728,176.
5 Multiply line 4 by line 3	5	476,953.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,756.
7 Add lines 5 and 6	7	480,709.
8 Enter qualifying distributions from Part XII, line 4	8	481,718.

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)	1	3,756.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	3,756.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	3,756.
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	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,057.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,057.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,301.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► FOUNDATION Located at ► 440 E. SAMPLE RD, POMPANO BEACH, FL	Telephone no. ► 954-942-3203 ZIP+4 ► 33064		
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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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

6b

X

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

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

7b

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

N/A

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
SCOTT L. PORTER	TRUSTEE			
14211 LITTLE CYPRESS CIRCLE				
PALM BEACH GARDENS, FL 33410	2.00	0.	0.	0.
CAROLYN E. SCHNEIDER	TRUSTEE			
291 NE 28TH STREET #202				
LIGHTHOUSE POINT, FL 33064	2.00	0.	0.	0.
JILL T. LAWSON	TRUSTEE			
5050 LEITNER DRIVE WEST				
CORAL SPRINGS, FL 33067	2.00	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

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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. 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 THE FOUNDATION MAKES QUALIFYING DISTRIBUTIONS DIRECTLY TO AND FOR THE ACTIVE CONDUCT OF QUALIFIED ORGANIZATIONS. DISTRIBUTIONS ARE MADE DIRECTLY FOR THE ACTIVE CONDUCT	0.
2 OF THE ACTIVITIES CONSTITUTING THE PURPOSE OR FUNCTION FOR WHICH IT IS ORGANIZED AND OPERATED.	0.
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 NONE	0.
2	
All other program-related investments. See instructions.	
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	8,595,891.
b	Average of monthly cash balances	1b	1,280,430.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	9,876,321.
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	9,876,321.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	148,145.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,728,176.
6	Minimum investment return. Enter 5% of line 5	6	486,409.

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	486,409.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,756.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,756.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	482,653.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	482,653.
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	482,653.

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	481,718.
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	481,718.
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	3,756.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	477,962.

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				482,653.
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	210.			
c From 2009				
d From 2010				
e From 2011	13,399.			
f Total of lines 3a through e	13,609.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	481,718.			
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				481,718.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	935.			935.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,674.			
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	12,674.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	12,674.			
e Excess from 2012				

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	
---	--

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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(i)(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					
-----------------------------	--	--	--	--	--

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:

SEE STATEMENT 11

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:

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Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOPT-A-FAMILY 1712 SECOND AVENUE NORTH LAKE WORTH, FL 33460	NONE	PUBLIC	UNRESTRICTED	2,000.
AGING & DISABILITY RESOURCE CENTER OF BROWARD 5300 HIATUS ROAD SUNRISE, FL 33351	NONE	PUBLIC	UNRESTRICTED	1,000.
ALZHEIMER'S DISEASE AND RELATED DISORDERS 225 NORTH MICHIGAN AVENUE FL 17 CHICAGO, IL 60601	NONE	PUBLIC	UNRESTRICTED	5,000.
AMERICAN CANCER SOCIETY 32 EAST LAS OLAS BOULEVARD FORT LAUDERDALE, FL 33309	NONE	PUBLIC	UNRESTRICTED	5,000.
AMERICAN DIABETES ASSOCIATION RESEARCH FOUNDATION PO BOX 7023 MERRIFIELD, VA 22116	NONE	PUBLIC	UNRESTRICTED	1,000.
Total			SEE CONTINUATION SHEET(S)	3a356,000.
b Approved for future payment				
NONE				
Total			3b	0.

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	THRU MORGAN KEEGAN & COMPANY, INC.	P	VARIOUS	VARIOUS
b	THRU MORGAN KEEGAN & COMPANY, INC.	P	VARIOUS	VARIOUS
c	THRU CITIGROUP GLOBAL MKTS INC.	P	VARIOUS	VARIOUS
d	GNMA POOL 003233 5500 17MY20	P	VARIOUS	VARIOUS
e	GNMA POOL 003233 5500 17MY20	P	06/19/02	01/20/13
f	GNMA POOL 003238 6000 32MY20	P	VARIOUS	VARIOUS
g	GNMA POOL 003238 6000 32MY20	P	06/19/02	01/20/13
h	MOTORS LIQ CO GUC TR UBI	P	06/12/12	06/12/12
i	PUBLIC STORAGE 6.45% SR X PFD	P	VARIOUS	10/15/12
j	THRU MORGAN STANLEY SMITH BARNEY HOLDINGS, LLC	P	VARIOUS	VARIOUS
k	RETURN OF CAPITAL - THRU CITIGROUP	P	VARIOUS	VARIOUS
l	ALLIANCE RESOURCE PARTNERS, LP (SCH K-1)	P	VARIOUS	VARIOUS
m	EL PASO PIPELINE PARTNERS, LP (SCH K-1)	P	VARIOUS	VARIOUS
n	ENTERPRISE PRODUCTS PARTNERS, LP	P	VARIOUS	VARIOUS
o	ONEOK PARTNERS, LP	P	VARIOUS	VARIOUS

(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 134,219.		121,333.	12,886.
b 80,973.		80,248.	725.
c 350,000.		350,000.	0.
d 9,019.		9,290.	-271.
e 919.		919.	0.
f 2,459.		2,520.	-61.
g 332.		332.	0.
h 13.			13.
i 251.			251.
j 596,368.		600,939.	-4,571.
k 4,568.		4,568.	0.
l			1.
m			-591.
n			-136.
o			-16.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			12,886.
b			725.
c			0.
d			-271.
e			0.
f			-61.
g			0.
h			13.
i			251.
j			-4,571.
k			0.
l			1.
m			-591.
n			-136.
o			-16.

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	
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	

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	SUBURBAN PROPANE PARTNERS, LP	P	VARIOUS	VARIOUS
b	THRU CURIAN 600R	P	VARIOUS	VARIOUS
c	THRU CURIAN 600R	P	VARIOUS	VARIOUS
d	THRU CURIAN 900V	P	VARIOUS	VARIOUS
e	THRU CURIAN 900V	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			-6.
b	542,779.	545,049.	-2,270.
c	17,702.	12,739.	4,963.
d	18,438.	18,691.	-253.
e	16,352.	12,051.	4,301.
f	17,639.		17,639.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-6.
b			-2,270.
c			4,963.
d			-253.
e			4,301.
f			17,639.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	32,604.
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

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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
AMERICAN HEART ASSOCIATION 6444 NW 5TH WAY FORT LAUDERDALE, FL 33309	NONE	PUBLIC	UNRESTRICTED	5,000.
AMERICAN LUNG ASSOC OF FLORIDA 2020 SOUTH ANDREWS AVENUE FORT LAUDERDALE, FL 33301	NONE	PUBLIC	UNRESTRICTED	3,000.
AMERICAN RED CROSS 825 FERN STREET WEST PALM BEACH, FL 33401	NONE	PUBLIC	UNRESTRICTED	5,000.
AMVETS 2450 NE 51ST STREET SUITE 11 FORT LAUDERDALE, FL 33308	NONE	PUBLIC	UNRESTRICTED	7,500.
ANN STOCK CENTER 1790 SW 43RD WAY FORT LAUDERDALE, FL 33317	NONE	PUBLIC	UNRESTRICTED	2,000.
AUTISM RESEARCH INSTITUTE 4182 ADAMS AVENUE SAN DIEGO, CA 92116	NONE	PUBLIC	UNRESTRICTED	5,000.
BIG BROTHERS & BIG SISTERS BROWARD 4101 RAVENSWOOD ROAD SUITE 226 FORT LAUDERDALE, FL 33312	NONE	PUBLIC	UNRESTRICTED	2,000.
BIT BY BIT THERAPY 8000 NW 84TH AVENUE PARKLAND, FL 33067	NONE	PUBLIC	UNRESTRICTED	5,000.
BOY SCOUTS OF AMERICA 15255 NW 82 AVENUE PARKLAND, FL 33067	NONE	PUBLIC	UNRESTRICTED	1,000.
BOYS AND GIRLS CLUB OF BROWARD COUNTY 877 NW 61ST STREET FORT LAUDERDALE, FL 33309	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				342,000.

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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
BOYS CLUB OF THE PALM BEACHES 800 NORTHPOINT PARKWAY SUITE 204 WEST PALM BEACH, FL 33407	NONE	PUBLIC	UNRESTRICTED	5,000.
BREAD OF THE MIGHTY FOOD BANK PO BOX 5086 GAINESVILLE, FL 32627	NONE	PUBLIC	UNRESTRICTED	3,000.
BREAST CANCER FOUNDATION 2600 NETWORK BLVD., SUITE 300 FRISCO, TX 75034	NONE	PUBLIC	UNRESTRICTED	5,000.
BROWARD CHILDREN'S CENTER, INC. 200 SE 19TH AVENUE POMPANO BEACH, FL 33060	NONE	PUBLIC	UNRESTRICTED	5,000.
BROWARD SPECIAL OLYMPICS 5101 NW 21ST AVENUE SUITE 440 FORT LAUDERDALE, FL 33309	NONE	PUBLIC	UNRESTRICTED	2,000.
C.R.O.S MINISTRIES 301 FIRST AVENUE LAKE WORTH, FL 33460	NONE	PUBLIC	UNRESTRICTED	5,000.
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 680388 ORLANDO, FL 32868	NONE	PUBLIC	UNRESTRICTED	2,000.
CENTER FOR FAMILY SERVICES 4101 PARKER AVENUE WEST PALM BEACH, FL 33405	NONE	PUBLIC	UNRESTRICTED	1,000.
CENTER FOR GROUP COUNSELING 22455 BOCA RIO ROAD BOCA RATON, FL 33433	NONE	PUBLIC	UNRESTRICTED	1,000.
CHILDREN'S AID CLUB PO BOX 11503 FORT LAUDERDALE, FL 33339	NONE	PUBLIC	UNRESTRICTED	2,000.
Total from continuation sheets				

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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
CHILDREN'S HEALTHCARE CHARITY 631 US HWY 1 STE 400 NORTH PALM BEACH, FL 33408	NONE	PUBLIC	UNRESTRICTED	1,000.
CHILDREN'S TUMOR FOUNDATION 95 PINE STREET 16TH FLOOR NEW YORK, NY 10005	NONE	PUBLIC	UNRESTRICTED	5,000.
CHILDRENS HOME SOCIETY OF FLORIDA 401 NE 4TH STREET FORT LAUDERDALE, FL 33301	NONE	PUBLIC	UNRESTRICTED	1,000.
COOPERATIVE FEEDING PROGRAM 1 NW 33RD TERRACE FORT LAUDERDALE, FL 33311	NONE	PUBLIC	UNRESTRICTED	2,000.
COVENANT HOUSE OF FLORIDA 733 BREAKERS AVENUE FORT LAUDERDALE, FL 33304	NONE	PUBLIC	UNRESTRICTED	5,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA 386 PARK AVE SOUTH NEW YORK, NY 10016	NONE	PUBLIC	UNRESTRICTED	5,000.
DEAF SERVICE CENTER 3111 SOUTH DIXIE HWY SUITE 237 WEST PALM BEACH, FL 33405	NONE	PUBLIC	UNRESTRICTED	1,000.
DUKE CHILDRENS HOSPITAL 2301 ERWIN ROAD DURHAM, NC 27710	NONE	PUBLIC	UNRESTRICTED	5,000.
DUKE COMPREHENSIVE CANCER CENTER DUMC 3827 DURHAM, NC 27710	NONE	PUBLIC	UNRESTRICTED	4,000.
EPILEPSY FOUNDATION OF SOUTH FLORIDA 7300 NORTH KENDALL DRIVE SUITE 700 MIAMI, FL 33156	NONE	PUBLIC	UNRESTRICTED	4,000.
Total from continuation sheets				

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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
EPISCOPAL CHURCH OF ST. MARK THE EVANGELIST 1750 EAST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33334	NONE	PUBLIC	UNRESTRICTED	5,000.
FEEDING SOUTH FLORIDA 2970 NW 27TH STREET FORT LAUDERDALE, FL 33311	NONE	PUBLIC	UNRESTRICTED	3,000.
FIRST PRESBYTERIAN CHURCH OF NPB 717 PROSPERITY FARMS RD NORTH PALM BEACH, FL 33408	NONE	PUBLIC	UNRESTRICTED	5,000.
FLORENCE FULLER CHILD DEVELOPMENT CENTERS 200 NE 14TH STREET BOCA RATON, FL 33432	NONE	PUBLIC	UNRESTRICTED	5,000.
FLORIDA LIONS EYE BANK PO BOX 016880 MIAMI, FL 33101	NONE	PUBLIC	UNRESTRICTED	2,000.
FLORIDA SHERIFF'S YOUTH RANCH PO BOX 2000 BOYS RANCH, FL 32060	NONE	PUBLIC	UNRESTRICTED	3,000.
FLORIDA'S CHILDREN FIRST 1801 N UNIVERSITY DR # 3B CORAL SPRINGS, FL 33071	NONE	PUBLIC	UNRESTRICTED	5,000.
FORT LAUDERDALE AREA YOUTH FOR CHRIST 675 NORTHWEST 22ND ROAD FT. LAUDERDALE, FL 33311	NONE	PUBLIC	UNRESTRICTED	2,000.
FORT LAUDERDALE CHILDREN'S THEATRE 2542B EAST SUNRISE BOULEVARD FORT LAUDERDALE, FL 33304	NONE	PUBLIC	UNRESTRICTED	2,000.
FOUNDATION FIGHTING BLINDNESS 5310 NW 33RD AVENUE SUITE 219 FORT LAUDERDALE, FL 33309	NONE	PUBLIC	UNRESTRICTED	3,000.
Total from continuation sheets				

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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
FRIENDS OF ABUSED CHILDREN 222 LAKEVIEW AVE WEST PALM BEACH, FL 33401	NONE	PUBLIC	UNRESTRICTED	1,000.
GILDA'S CLUB OF SOUTH FLORIDA 119 ROSE DRIVE FORT LAUDERDALE, FL 33316	NONE	PUBLIC	UNRESTRICTED	2,000.
GOSHEN VALLEY FOUNDATION 387 GOSHEN CHURCH WAY WALESKA, GA 30183	NONE	PUBLIC	UNRESTRICTED	5,000.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS ROAD YORKTOWN, NY 10598	NONE	PUBLIC	UNRESTRICTED	2,000.
HABITAT FOR HUMANITY OF BROWARD, INC. 3564 NORTH OCEAN BOULEVARD FORT LAUDERDALE, FL 33308	NONE	PUBLIC	UNRESTRICTED	4,000.
HANDY, INC 501 NE 8TH STREET FORT LAUDERDALE, FL 33304	NONE	PUBLIC	UNRESTRICTED	5,000.
HARVARD SCHOLARSHIP FUND PO BOX 40 HARVARD, IL 60033	NONE	PUBLIC	UNRESTRICTED	5,000.
HENDERSON MENTAL HEALTH CENTER 4740 NORTH STATE ROAD 7 BUILDING B FORT LAUDERDALE, FL 33319	NONE	PUBLIC	UNRESTRICTED	4,000.
HOLY CROSS HOSPITAL 4725 NORTH FEDERAL HIGHWAY FORT LAUDERDALE, FL 33308	NONE	PUBLIC	UNRESTRICTED	20,000.
HOSPICE & HOMECARE BY THE SEA 1531 W PALMETTO PARK ROAD BOCA RATON, FL 33486	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
HOSPICE OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH, FL 33407	NONE	PUBLIC	UNRESTRICTED	5,000.
HOUSE OF HOPE & STEPPING STONE 908 SW 1ST STREET FORT LAUDERDALE, FL 33312	NONE	PUBLIC	UNRESTRICTED	2,000.
INSIGHT FOR THE BLIND 1401 NE 4TH AVENUE FORT LAUDERDALE, FL 33304	NONE	PUBLIC	UNRESTRICTED	1,000.
JACK & JILL CHILDRENS CENTER 1315 W BROWARD BOULEVARD FORT LAUDERDALE, FL 33312	NONE	PUBLIC	UNRESTRICTED	5,000.
JEWISH FAMILY SERVICES OF BROWARD COUNTY 100 SOUTH PINE ISLAND ROAD SUITE 230 PLANTATION, FL 33324	NONE	PUBLIC	UNRESTRICTED	1,000.
JUNIOR ACHIEVEMENT 2335 E. ATLANTIC BOULEVARD SUITE 200 POMPANO BEACH, FL 33062	NONE	PUBLIC	UNRESTRICTED	3,000.
JUVENILE DIABETES RESEARCH 1450 CENTREPARK BOULEVARD SUITE 330 WEST PALM BEACH, FL 33401	NONE	PUBLIC	UNRESTRICTED	2,000.
KIDFOCUS, INC PO BOX 16936 PLANTATION, FL 33318	NONE	PUBLIC	UNRESTRICTED	2,000.
KIDNEY FOUNDATION OF SOUTH FLORIDA 2561 CORAL WAY CORAL GABLES, FL 33145	NONE	PUBLIC	UNRESTRICTED	2,000.
KIDS IN DISTRESS 819 NORTHEAST 26TH STREET FORT LAUDERDALE, FL 33305	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				

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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
LEARN ALLY 777 GLADES ROAD BOCA RATON, FL 33431	NONE	PUBLIC	UNRESTRICTED	3,000.
LEUKEMIA & LYMPHOMA SOCIETY 4360 NORTHLAKE BOULEVARD SUITE 109 PALM BEACH GARDENS, FL 33410	NONE	PUBLIC	UNRESTRICTED	1,500.
LIFELINE FAMILY CENTER 907 SW 5TH AVENUE CAPE CORAL, FL 33090	NONE	PUBLIC	UNRESTRICTED	5,000.
LIGHTHOUSE OF BROWARD COUNTY 650 NORTH ANDREWS AVENUE FORT LAUDERDALE, FL 33311	NONE	PUBLIC	UNRESTRICTED	4,000.
LITERACY COALITION OF PALM BEACH COUNTY 551 SE 8TH ST DELRAY BEACH, FL 33483	NONE	PUBLIC	UNRESTRICTED	1,000.
LOCKS OF LOVE 2925 10TH AVENUE NORTH SUITE 102 LAKE WORTH, FL 33461	NONE	PUBLIC	UNRESTRICTED	3,000.
LOUISIANA STATE UNIVERSITY 3418 PATRICK F. TAYLOR HALL BATON ROUGE, LA 70803	NONE	PUBLIC	UNRESTRICTED	5,000.
MAKE-A-WISH FOUNDATION 4491 SOUTH STATE ROAD 7 SUITE 201 FORT LAUDERDALE, FL 33314	NONE	PUBLIC	UNRESTRICTED	3,000.
MARCH OF DIMES 712 NE 13 COURT FORT LAUDERDALE, FL 33304	NONE	PUBLIC	UNRESTRICTED	1,000.
MD ANDERSON CANCER CENTER 1400 S ORANGE AVENUE ORLANDO, FL 32806	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				

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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
NATIONAL MULTIPLE SCHLEROSIS SOCIETY 3201 W COMMERCIAL BOULEVARD SUITE 8 FORT LAUDERDALE, FL 33309	NONE	PUBLIC	UNRESTRICTED	2,000.
NATIONAL OVARIAN CANCER COALITION 500 NE SPANISH RIVER BOULEVARD SUITE 8 BOCA RATON, FL 33431	NONE	PUBLIC	UNRESTRICTED	4,000.
NATIONAL PARKINSON FOUNDATION 1501 NW 9TH AVENUE MIAMI, FL 33145	NONE	PUBLIC	UNRESTRICTED	3,000.
NICKLAUS CHILDREN'S HEALTHCARE FOUNDATION 11770 US HWY ONE NORTH PALM BEACH, FL 33408	NONE	PUBLIC	UNRESTRICTED	5,000.
OUR SAVIOR LUTHERAN CHURCH 8001 NW 5TH STREET PLANTATION, FL 33324	NONE	PUBLIC	UNRESTRICTED	3,000.
PACE CENTER FOR GIRLS OF BROWARD 2225 NORTH ANDREWS AVENUE WILTON MANORS, FL 33311	NONE	PUBLIC	UNRESTRICTED	2,000.
PARALYZED VETERANS OF AMERICA 801 EIGHTEEN STREET NW WASHINGTON, DC 20006	NONE	PUBLIC	UNRESTRICTED	1,000.
PLACE OF HOPE 9078 ISAIAH LANE PALM BEACH GARDENS, FL 33418	NONE	PUBLIC	UNRESTRICTED	6,000.
QUANTUM HOUSE 901 45TH STREET WEST PALM BEACH, FL 33407	NONE	PUBLIC	UNRESTRICTED	5,000.
REHABILITATION CENTER FOR CHILDREN AND ADULTS 300 ROYAL PALM WAY PALM BEACH, FL 33480	NONE	PUBLIC	UNRESTRICTED	2,000.
Total from continuation sheets				

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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
SALVATION ARMY 1445 WEST BROWARD BOULEVARD FORT LAUDERDALE, FL 33312	NONE	PUBLIC	UNRESTRICTED	5,000.
SEAGULL INDUSTRIES FOR THE DISABLED 3879 WEST INDUSTRIAL WAY RIVIERA BEACH, FL 33404	NONE	PUBLIC	UNRESTRICTED	2,000.
SHERIDAN HOUSE FAMILY MINISTRIES 4200 SW 54TH COURT FORT LAUDERDALE, FL 33314	NONE	PUBLIC	UNRESTRICTED	4,000.
SOS CHILDREN'S VILLAGE 3681 NW 59 PLACE COCONUT CREEK, FL 33073	NONE	PUBLIC	UNRESTRICTED	4,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC	UNRESTRICTED	4,000.
TAKE STOCK IN CHILDREN 600 SE 3RD AVENUE 8TH FLOOR FORT LAUDERDALE, FL 33301	NONE	PUBLIC	UNRESTRICTED	5,000.
THE HAVEN 21441 BOCA RIO ROAD BOCA RATON, FL 33433	NONE	PUBLIC	UNRESTRICTED	5,000.
THE LORD'S PLACE 22600 SUNSET CROSSING RD DIAMOND BAR, CA 91765	NONE	PUBLIC	UNRESTRICTED	2,000.
UNITED CEREBRAL PALSEY 3117 SW 13TH COURT FORT LAUDERDALE, FL 33312	NONE	PUBLIC	UNRESTRICTED	2,000.
UNIV OF FLORIDA COLLEGE OF MEDICINE UNIVERSITY OF FLORIDA COMMUNITY DEVELOPMENT OFFICE PO BOX 100243 GAINESVILLE, FL 32610	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				

JOHN E & NELLIE J BASTIEN
MEMORIAL FOUNDATION

59-6160694

Part XV | **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
UNIVERSITY OF FLORIDA INSTITUTE ON AGING PO BOX 100107 GAINESVILLE, FL 32610	NONE	PUBLIC	UNRESTRICTED	4,000.
VETERANS OF FOREIGN WARS 406 WEST 34TH STREET SUITE 514 KANSAS CITY, MO 64111	NONE	PUBLIC	UNRESTRICTED	1,000.
WILDLIFE CARE CENTER OF BROWARD 3200 SW 4TH AVENUE FORT LAUDERDALE, FL 33315	NONE	PUBLIC	UNRESTRICTED	5,000.
WOMEN HEART 818 18TH STREET NW SUITE 1000 WASHINGTON, DC 20006	NONE	PUBLIC	UNRESTRICTED	5,000.
WOUNDED WARRIOR PROJECT 1120 G STREET NW SUITE 700 WASHINGTON, DC 20005	NONE	PUBLIC	UNRESTRICTED	4,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTEREST INCOME	229,279.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	229,279.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST INCOME	200,535.	17,639.	182,896.
TOTAL TO FM 990-PF, PART I, LN 4	200,535.	17,639.	182,896.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,352.	3,706.		8,646.
TO FORM 990-PF, PG 1, LN 16B	12,352.	3,706.		8,646.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	1,317.	395.		922.
FOREIGN TAX	280.	84.		196.
TO FORM 990-PF, PG 1, LN 18	1,597.	479.		1,118.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	2,351.	705.		1,646.
OFFICE EXPENSE	1,374.	412.		962.
POSTAGE	135.	41.		94.
TELEPHONE	1,206.	362.		844.
INVESTMENT FEES	12,106.	3,632.		8,474.
TO FORM 990-PF, PG 1, LN 23	17,172.	5,152.		12,020.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTES	X		0.	0.
GNMA SECURITIES	X		85,290.	62,007.
TOTAL U.S. GOVERNMENT OBLIGATIONS			85,290.	62,007.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			85,290.	62,007.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCKS	2,891,036.	2,913,471.
COMMON STOCK	2,349,059.	2,543,803.
MUTUAL FUNDS	1,907,012.	1,994,081.
PUBLICLY TRADED PARTNERSHIPS	216,100.	273,442.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,363,207.	7,724,797.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GENWORTH FINANCIAL	48,256.	52,555.
HOME DEPOT	98,729.	104,626.
TEXTRON INC	47,981.	56,612.
ALCOA INC	49,881.	54,127.
MORGAN STANLEY	0.	0.
GOLDMAN SACHS GROUP INC	106,625.	109,590.
TOTAL TO FORM 990-PF, PART II, LINE 10C	351,472.	377,510.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDABLE SECURITY DEPOSIT	1,277.	1,277.	1,277.
PREPAID EXCISE TAX	0.	5,057.	5,057.
TO FORM 990-PF, PART II, LINE 15	1,277.	6,334.	6,334.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAXES PAYABLE	138.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	138.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 11
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

N/A

FORM AND CONTENT OF APPLICATIONS

LETTER SUPPORTING FUNDING NEED AND COPY OF IRS DETERMINATION FOR CHARITABLE ORGANIZATION

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT	12
	PART XVII, LINE 2, COLUMN (C)		

NAME OF AFFILIATED OR RELATED ORGANIZATION

N/A

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

N/A

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FILE CABINETS	04/23/92	SL	7.00		16	149.				149.	149.		0.	149.
2	PEDASTEL	06/23/94	SL	7.00		16	129.				129.	129.		0.	129.
3	COPIER	03/15/96	SL	7.00		16	600.				600.	600.		0.	600.
4	FURNITURE	08/08/96	SL	7.00		16	1,418.				1,418.	1,418.		0.	1,418.
5	TYPEWRITER	09/27/00	SL	7.00		16	500.				500.	500.		0.	500.
6	SOFTWARE	05/26/04	SL	3.00		16	265.				265.	265.		0.	265.
7	MONITOR/PRINTER	05/26/04	SL	7.00		16	454.				454.	454.		0.	454.
8	COMPUTER	09/14/05	SL	7.00		16	1,023.				1,023.	927.		96.	1,023.
9	BROTHER PRINTER	09/12/07	SL	7.00		16	397.				397.	242.		57.	299.
10	OFFICE EQUIPMENT	02/01/12	SL	7.00		16	694.				694.			92.	92.
* TOTAL 990 PAGE 10 DEPR							5,629.				5,629.	4,684.		245.	4,929.

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone