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

Department of the Treasury
Internal Revenue Service

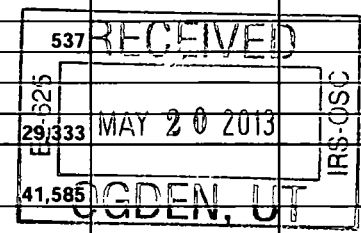
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation KANTNER FOUNDATION, INC.		A Employer identification number 65-011831 65-0011831
Number and street (or P O box number if mail is not delivered to street address) 3801 PGA BOULEVARD	Room/suite 902	B Telephone number (See instructions) (561) 775-7500
City or town, state, and ZIP code PALM BEACH GARDENS, FL 33410		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,957,379	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33	33		
	4 Dividends and interest from securities	163,830	163,830		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,553			
	b Gross sales price for all assets on line 6a 456,671				
	7 Capital gain net income (from Part IV, line 2)		3,553		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	167,416	167,416			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	38,423	5,763		23,054
	b Accounting fees (attach schedule)	10,975	5,488		5,487
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,626	464		61
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	5,374			4,031
	21 Travel, conferences, and meetings				
	22 Printing and publications	26,362			26,362
	23 Other expenses (attach schedule)	31,351	29,333		1,682
	24 Total operating and administrative expenses. Add lines 13 through 23	119,111	41,585		60,677
	25 Contributions, gifts, grants paid	171,000			171,000
26 Total expenses and disbursements. Add lines 24 and 25	290,111	41,585		231,677	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(122,695)				
b Net investment income (if negative, enter -0-)		125,831			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	555,223	325,296	325,296
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	290,207	265,047	278,131
	b Investments—corporate stock (attach schedule)	3,625,960	3,869,063	4,011,659
	c Investments—corporate bonds (attach schedule)	437,014	326,303	342,293
	11 Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,908,404	4,785,709	4,957,379	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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	4,908,404	4,785,709	
	30 Total net assets or fund balances (see instructions)	4,908,404	4,785,709	
31 Total liabilities and net assets/fund balances (see instructions)	4,908,404	4,785,709		

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	4,908,404
2 Enter amount from Part I, line 27a		2	(122,695)
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	4,785,709
5 Decreases not included in line 2 (itemize) ▶		5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	4,785,709

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE SCHEDULE ATTACHED				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			3,553	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	3,553
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	267,610	4,811,708	.0556164
2010	257,493	4,736,071	.0543685
2009	151,168	3,698,700	.0408706
2008	165,561	3,735,716	.0443184
2007	182,001	3,193,968	.0569827

2	Total of line 1, column (d)	2	.2521566
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	.0504313
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,910,462
5	Multiply line 4 by line 3	5	247,641
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,258
7	Add lines 5 and 6	7	248,899
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	231,677

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,517	
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		
3	Add lines 1 and 2	3	2,517	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,517	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,961	
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	3,961	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,444	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,259 Refunded 185	11	185	

Part VII-A Statements Regarding Activities

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

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► WWW.KANTNERFOUNDATION.ORG				
14	The books are in care of ► THOMAS N. SILVERMAN	Telephone no. ►	(561) 775-7500	
	Located at ► 3801 PGA BOULEVARD, SUITE 902, PALM BEACH GARDENS, FL	ZIP+4 ►	33410	
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		<input type="checkbox"/>
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 ✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

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

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

	5b	N/A
	6b	✓
	7b	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE ATTACHED				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities N/A

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶

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	4,603,828
b	Average of monthly cash balances	1b	381,413
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,985,241
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,985,241
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	74,779
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,910,462
6	Minimum investment return. Enter 5% of line 5	6	245,523

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	245,523
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,517
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,517
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	243,006
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	243,006
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	243,006

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	231,677
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	231,677
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	231,677

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				243,006
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20 __, 20 __, 20 __		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0			
b From 2008	0			
c From 2009	0			
d From 2010	6,951			
e From 2011	34,947			
f Total of lines 3a through e	41,898			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>231,677</u>				
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				231,677
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).)	11,329			11,329
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,569			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	30,569			
10 Analysis of line 9:				
a Excess from 2008	0			
b Excess from 2009	0			
c Excess from 2010	0			
d Excess from 2011	30,569			
e Excess from 2012	0			

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

- 1a** 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 N/A
- 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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).)
-
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- THOMAS N. SILVERMAN, 3801 PGA BOULEVARD, SUITE 902, PALM BEACH GARDENS, FL 33410**
- b** The form in which applications should be submitted and information and materials they should include:

- FORMAL APPLICATION AVAILABLE UPON REQUEST**
- c** Any submission deadlines:
- NO**
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NON ACADEMIC TALENTS, SUCH AS ATHLETIC ABILITY, WILL NOT BE CONSIDERED IN SELECTING QUALIFIED RECIPIENT.

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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)				
<p>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				171,000
<p>Total ▶ 3a</p>				171,000
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				0

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INFORMATION ATTACHMENT

Page 1, Part I, Line 16a – Legal Fees

Legal advice \$ 38,423

Page 1, Part I, Line 16b – Accounting Fees

Tax return preparation and advice \$ 10,975

Page 1, Part I, Line 18 – Taxes

State of Florida Annual Report \$ 61

Foreign Withholding 464

Section 4940 Excise Tax on Investment Income 6,101

\$ 6,626

Page 1, Part I, Line 23 – Other Expenses

Office expense \$ 2,242

Advisory fees 29,109

\$ 31,351

Book Value Fair
Market Value

Page 2, Part II, Line 10a – U.S. and State
Government Obligations

See Attachment 1 \$ 265,047 \$ 278,131

Page 2, Part II, Line 10b – Corporate Stock

See Attachment 1 \$ 3,869,063 \$ 4,011,659

Page 2, Part II, Line 10c – Corporate Bonds

See Attachment 1 \$ 326,303 \$ 342,293

INFORMATION ATTACHMENT (CONTINUED)

Page 3, Part IV, Line 1 - Capital Gains and Losses
for Tax on Investment Income

(a) Description of Property Sold	(b) How acquired P - Purchase D - Donation	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed or Allowable	(g) Cost or Other Basis Plus Expense of Sale	(h) Gain or (Loss)
465 116 SHS Harding Loevner Emerg Mkts Adv Cl	P	11/23/11	04/30/12	\$ 22,516		\$ 19,000	\$ 3,516
10,529 356 SHS PIMCO Low Duration Fd Instl Cl	P	Various	04/30/12	110,217		109,641	576
85 201 SHS Permtt Micro Cap Opportunities Fd	P	Various	04/30/12	2,323		1,861	462
641 849 SHS Vaughan Nelson Value Oppty Cl Y	P	05/26/10	04/30/12	9,975		8,714	1,261
925 SHS SCHW Intl Eq ETF	P	Various	12/18/12	25,207		25,785	(578)
925 SHS SCHW Intl Scap ETF	P	Various	12/18/12	25,281		26,659	(1,378)
\$25,000 Fed Farm Cr Bk 2 1%, 01/05/15	P	03/28/11	01/05/12	25,000		24,994	6
\$25,000 Citigroup 6 375%, 08/12/14	P	03/11/11	02/16/12	27,272		27,922	(650)
\$25,000 Boeing Cap Cp 2 125%, 08/15/16	P	07/28/11	02/28/12	26,038		25,010	1,028
\$25,000 Fed Natl Mtg 3%, 10/20/17	P	08/26/11	04/20/12	25,000		25,429	(429)
\$25,000 Fed Natl Mtg 3%, 10/25/16	P	04/06/11	04/25/12	25,000		25,000	0
\$25,000 Fed Farm Cr Bk 2 75%, 07/26/17	P	07/12/11	07/26/12	25,000		25,025	(25)
\$25,000 New Jersey Econ 2 382%, 09/01/12	P	03/11/11	09/01/12	25,000		25,161	(161)
\$25,000 Fed Natl Mtg 1%, 01/25/16	P	04/17/12	10/25/12	25,000		25,025	(25)
\$25,000 Fed Natl Mtg 1 75%, 10/26/16	P	10/14/11	10/26/12	25,000		25,025	(25)
\$25,000 Fed Natl Mtg 1 05%, 08/21/15	P	01/04/12	11/21/12	25,000		25,025	(25)
Pnn Distr - FHLMC J1-6680 3%	P		01/17/12	445		445	0
Pnn Distr - FHLMC J1-6680 3%	P		02/15/12	699		699	0
Pnn Distr - FHLMC J1-6680 3%	P		03/15/12	905		905	0
Pnn Distr - FHLMC J1-6680 3%	P		04/16/12	707		707	0
Pnn Distr - FHLMC J1-6680 3%	P		05/15/12	464		464	0
Pnn Distr - FHLMC J1-6680 3%	P		06/15/12	429		429	0
Pnn Distr - FHLMC J1-6680 3%	P		07/16/12	673		673	0
Pnn Distr - FHLMC J1-6680 3%	P		08/15/12	696		696	0
Pnn Distr - FHLMC J1-6680 3%	P		09/17/12	997		997	0
Pnn Distr - FHLMC J1-6680 3%	P		10/15/12	540		540	0
Pnn Distr - FHLMC J1-6680 3%	P		11/15/12	775		775	0
Pnn Distr - FHLMC J1-6680 3%	P		12/17/12	512		512	0
				<u>\$ 456,671</u>		<u>\$ 453,118</u>	<u>\$ 3,553</u>

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INFORMATION ATTACHMENT (CONTINUED)

Page 6, Part VIII, Line 1 – List of all Officers, Directors,
 Trustees, Foundation Managers and Their Compensation

<u>Name and Address</u>	<u>Title and Average Hours per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans and Deferred Compensation</u>	<u>Expense Accounts, Other Allowances</u>
Morris A. Crady 701 E Ocean Boulevard Stuart, FL	President (to 5/10/12) 0	\$ 0	\$ 0	\$ 0
Connie P. Santini 254 Cypher Beach Road Hopewell, PA	Vice-President/ Treasurer 0	0	0	0
Thomas N. Silverman 3801 PGA Blvd. Suite 902 Palm Beach Gardens, FL	Chairman/ Secretary President (from 5/11/12) 0	0	0	0
Richard C. Jarchow, Sr. 888 SE 3 rd Ave., Suite 401 Fort Lauderdale, FL	Trustee Vice-President (from 5/11/12) 0	0	0	0
Michael Moehle 13 Crystal River Road Cocoa Beach, FL	Trustee 0	0	0	0
Tim B. Wright 1002 SE Monterey Commons Boulevard, Suite 100 Stuart, FL	Trustee 0	0	0	0
Richard C. Geisinger, Jr. 8 Castle Hill Way Stuart, FL	Trustee 0	0	0	0
Samuel B. Silverman 142 Commodore Drive Jupiter, FL	Trustee 0	0	0	0

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INFORMATION ATTACHMENT (CONTINUED)

Page 11, Part XV, Line 3a – Grants and
Contributions Paid During the Year or
Approved for Future Payment.

<u>Recipient</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
University of Florida Scholarship – Alexander Osherow Post Office Box 14425 Gainesville, FL 32604	Exempt	Scholarship	\$ 3,000
University of Florida Scholarship – Hanna Kivisto Post Office Box 14425 Gainesville, FL 32604	Exempt	Scholarship	3,000
University of Florida Scholarship – Patrick A. Tully Post Office Box 14425 Gainesville, FL 32604	Exempt	Scholarship	3,000
Palm Beach Atlantic University Scholarship – Elizabeth Gonzalez 901 S. Flagler Drive West Palm Beach, FL 33401	Exempt	Scholarship	3,000
The Heritage Foundation 214 Massachusetts Ave., NE Washington, DC 20002	Exempt	General Use	10,000
Treasure Coast Hospices Foundation 1201 SE Indian St. Stuart, FL 34997	Exempt	General Use	13,000
Upper Pemigewasset Historical Society Post Office Box 863 Lincoln, NH 03251	Exempt	General Use	5,000

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INFORMATION ATTACHMENT (CONTINUED)

Page 11, Part XV, Line 3a – Grants and
Contributions Paid During the Year or
Approved for Future Payment. (Continued)

<u>Recipient</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
The Salvation Army Post Office Box 2475 Stuart, FL 34995	Exempt	General Use	\$ 15,000
Children's Books on Tape 142 Commodore Drive Jupiter, FL 33477	Exempt	General Use	10,000
YMCA of The Treasure Coast Richard C. Geisinger, Sr. Branch 1700 SE Monterey Road Stuart, FL 34996	Exempt	General Use	5,000
Cutler/Kantner Scholarship Fund Cutler, ME 04626	Exempt	General Use	40,000
Fort Lauderdale Historical Society 219 SW Second Avenue Fort Lauderdale, FL 33301	Exempt	General Use	8,000
El Sol Jupiter's Neighborhood Resource Center 106 Military Trail Jupiter, FL 33458	Exempt	General Use	10,000
Virginia Tech Scholarship 902 Prices Fork Road Suite 4500 Blacksburg, VA 24061	Exempt	General Use	50,000

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INFORMATION ATTACHMENT (CONTINUED)

Page 11, Part XV, Line 3a – Grants and
Contributions Paid During the Year or
Approved for Future Payment. (Continued)

<u>Recipient</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Pathfinders of Palm Beach - Martin County Scholarship Fund, Inc. 2751 South Dixie Highway West Palm Beach, FL 33405	Exempt	General Use	\$ 3,000 (15,000)*
Foundation for Teaching Economics 260 Russell Blvd., Suite B Davis, CA 95616	Exempt	General Use	5,000
			<u>\$ 171,000</u>

* 2011 Contribution returned in 2012.

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ATTACHMENT I

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>U S AND STATE GOVERNMENT OBLIGATIONS</u>		
BERGEN CNTY NJ 4 7%, 03/15/14	\$ 26,478	\$ 25,219
CALIFORNIA ST 6 2%, 10/01/19	32,208	36,510
COMMONWEALTH FI 5.792%, 06/01/18	27,149	29,275
DU PAGE CNTY ILL 2 3%, 10/01/13	25,007	25,323
HOMER MICH CMNTY 3 75%, 05/01/15	25,025	25,834
ILLINOIS ST FOR 4.071%, 01/01/14	25,070	25,752
KENTUCKY ASSET 3 928%, 04/01/16	25,350	26,713
MISSISSIPPI ST 3 243%, 10/01/21	25,497	26,449
SAN DIEGO CNTY 5.728%, 08/15/17	26,418	28,233
UTAH ST BRD REG 4.947%, 08/01/18	26,845	28,823
	<u>\$ 265,047</u>	<u>\$ 278,131</u>
<u>CORPORATE STOCK</u>		
DRIEHAUS ACTIVE INCM FD	\$ 241,333	\$ 235,063
EDGEWOOD GROWTH FD CL INS	38,785	49,819
GATEWAY FUND CL Y	230,000	234,433
GUGGENHEIM MANAGED FUTURES STRAT	248,500	210,237
HARDING LOEVNER INSTL EMERGING MARKETS	179,633	189,270
ISHARES RUSSELL MICROCAP INDEX FD	143,565	165,331
JPMORGAN ALERIAN MLP INDEX	281,072	341,640
JPMORGAN CORE BOND FUND SEL	196,000	198,197
NUVEEN TRADEWINDS INTL VALUE CL I	141,282	126,121

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ATTACHMENT I (CONTINUED)

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>CORPORATE STOCK (CONTINUED)</u>		
OAKMARK INTL SMALL CAP FD	\$ 5,180	\$ 5,008
PIMCO COMMODITY REAL RETURN STRATEGY CL INSTL	126,177	109,637
PIMCO EMERGING LOCAL BOND FD INSTL CL	210,000	215,540
PIMCO TOTAL RETURN FD	1,025,158	1,082,704
SCHW INTL EQ ETF	77,468	75,339
SCHW INTL SCAP ETF	80,323	75,388
SCHW US LCAP ETF	175,439	209,095
SCHW US SCAP ETF	115,885	121,755
TFS MARKET NEUTRAL FD	251,000	253,374
THORNBURG VALUE FUND CL I	64,185	70,061
VAUGHAN NELSON VALUE OPPORTUNITY FUND	38,078	43,647
	<u>\$ 3,869,063</u>	<u>\$ 4,011,659</u>
<u>CORPORATE BONDS</u>		
BANK OF AMERICA 6.5%, 08/01/16	\$ 28,043	\$ 28,869
BERKSHIRE HATHAWAY 3.75%, 08/15/21	24,881	27,539
BHP BILLITON FINANCE USA 1 125%, 11/21/14	24,936	25,302
BP CAP MARKETS 4 75%, 03/10/19	26,686	28,987
FED HOME LOAN MTG 2.875%, 02/09/15	26,178	26,340
FED NATL MTG ASSN 1.25%, 03/06/17	24,994	25,049
FED NATL MTG ASSN 1 125%, 04/27/17	25,025	25,457

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ATTACHMENT I (CONTINUED)

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
<u>CORPORATE BONDS (CONTINUED)</u>		
FHLMC J1-6680 3%, 09/01/26	\$ 17,391	\$ 17,908
GENERAL ELECTRIC CAP 5.625%, 05/01/18	27,270	29,688
GOLDMAN SACHS 5.25%, 04/01/13	25,511	25,292
JPMORGAN CHASE & CO 3.15%, 07/05/16	25,520	26,486
VERIZON COMM INC 3%, 04/01/16	24,895	26,620
WELLS FARGO & CO 4.6%, 04/01/21	<u>24,973</u>	<u>28,756</u>
	<u>\$ 326,303</u>	<u>\$ 342,293</u>