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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 Ortega Charitable Foundation		A Employer identification number 65-0014714
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd		
City or town, state, and ZIP code Wilmington DE 19809-1377		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 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) \$ 39,809,973	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)	8,431,622			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	24,637	24,637		
	4 Dividends and interest from securities	736,501	736,501		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	152,158			
	b Gross sales price for all assets on line 6a 9,616,349				
	7 Capital gain net income (from Part IV, line 2)		191,021		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	132,537	89,703			
12 Total. Add lines 1 through 11	9,477,455	1,041,862	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	5,978			5,978
	b Accounting fees (attach schedule)	6,800			6,800
	c Other professional fees (attach schedule)	135,638	135,638		
	17 Interest				
	18 Taxes (attach schedule) (See instructions)	140,351	94,654		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,520			3,520
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,890	1,997		21,475
	24 Total operating and administrative expenses. Add lines 13 through 23	320,177	232,289	0	37,773
	25 Contributions, gifts, grants paid	726,750			726,750
26 Total expenses and disbursements. Add lines 24 and 25	1,046,927	232,289	0	763,523	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	8,430,528				
b Net investment income (if negative, enter -0-)		809,573			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	91,573		
	2 Savings and temporary cash investments	3,681,865	3,741,963	3,741,964
	3 Accounts receivable ▶ 1,381			
	Less allowance for doubtful accounts ▶		1,381	1,381
	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) ▶ 4,230,158			
	Less allowance for doubtful accounts ▶		4,230,158	4,230,158
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	18,887		
	10 a Investments—U S. and state government obligations (attach schedule)		6,863,302	7,174,562
	b Investments—corporate stock (attach schedule)	10,361,575	10,472,004	13,992,974
	c Investments—corporate bonds (attach schedule)	3,840,138	5,120,166	5,376,209
	11 Investments—land, buildings, and equipment basis ▶ 1,310,000			
Less accumulated depreciation (attach schedule) ▶		1,310,000	1,310,000	
12 Investments—mortgage loans	1,000,000	3,982,725	3,982,725	
13 Investments—other (attach schedule)	8,332,666			
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)	27,326,704	35,721,699	39,809,973	
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 ▶)	35,533		
	23 Total liabilities (add lines 17 through 22)	35,533	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted	27,291,171		
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		35,721,699	
	30 Total net assets or fund balances (see instructions)	27,291,171	35,721,699	
31 Total liabilities and net assets/fund balances (see instructions)	27,326,704	35,721,699		

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	27,291,171
2 Enter amount from Part I, line 27a	2	8,430,528
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	35,721,699
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	35,721,699

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 Publicly-traded Securities				
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 9,616,349		9,425,328	191,021	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			191,021	
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	191,021	
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	0	

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	305,394	13,494,849	0.022630
2010	322,245	9,644,487	0.033412
2009	288,769	9,144,486	0.031578
2008	362,575	4,271,416	0.084884
2007	371,117	9,752,000	0.038055
2 Total of line 1, column (d)			0.210559
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			0.042112
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			34,470,619
5 Multiply line 4 by line 3			1,451,627
6 Enter 1% of net investment income (1% of Part I, line 27b)			8,096
7 Add lines 5 and 6			1,459,723
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			763,523

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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	16,191	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	16,191	
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	16,191	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	26,700		
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	26,700		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,509		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 10,509 Refunded <input type="checkbox"/>	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

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 ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Rd, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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? <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	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? <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 checked="" type="checkbox"/> Yes <input 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			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 ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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
Merrill Lynch 153 East 53rd Street, 47th Floor, New York, NY 10022	Investment Management	130,888
Total number of others receiving over \$50,000 for professional services		►

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	
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	► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	25,784,209
b	Average of monthly cash balances	1b	3,927,705
c	Fair market value of all other assets (see instructions)	1c	5,283,638
d	Total (add lines 1a, b, and c)	1d	34,995,552
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	34,995,552
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	524,933
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,470,619
6	Minimum investment return. Enter 5% of line 5	6	1,723,531

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	1,723,531
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,191
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	5,613
c	Add lines 2a and 2b	2c	21,804
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,701,727
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,701,727
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	1,701,727

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	763,523
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	763,523
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	763,523

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				1,701,727
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			568,496	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 763,523				
a Applied to 2011, but not more than line 2a			568,496	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				195,027
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				1,506,700
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	24,637	
4 Dividends and interest from securities			14	736,501	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	-38,863	18	191,021	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Pass-Through K-1 Inc/Loss	525990	42,834			
b Interest on Notes Receivable			14	45,675	
c Foreign Tax Refund			01	80	
d Interest on Loans Receivable			14	43,948	
e _____					
12 Subtotal. Add columns (b), (d), and (e)		3,971		1,041,862	0
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations)				13 1,045,833	

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

Ortega Foundation

65-0014714

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

Name of organization Ortega Foundation	Employer identification number 65-0014714
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Estate of Jose A Ortega 5050 N Kendall Drive Coral Gables FL 33156 Foreign State or Province _____ Foreign Country _____	\$ 8,431,622	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Ortega Foundation

Employer identification number

65-0014714

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PARK CENTER DEVELOPMENT LLC NOTE	\$ 6,198,962	7/19/2012
1	301 MAJORCA AVENUE, CORAL GABLES, FL	\$ 680,000	4/18/2012
1	NOTE REC - MIYAKO USA, INC	\$ 850,000	3/1/2012
1	LAND - 6222 CLARCONA OCOEE RD, ORLANDO, FL	\$ 630,000	2/13/2012
		\$	
		\$	

Name of organization Ortega Foundation	Employer identification number 65-0014714
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For Prov	Country	

Part I, Line 11 (990-PF) - Other Income

		132,537	89,703	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	K-1 Inc/Loss MIYAKO USA INC	42,834	0	
2	Foreign Tax Refund	80	80	
3	Interest on Loans Receivable	43,948	43,948	
4	Interest on Notes Receivable	45,675	45,675	

Part I, Line 16a (990-PF) - Legal Fees

		5,978	0	0	5,978
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	5,978	0		5,978

Part I, Line 16b (990-PF) - Accounting Fees

		6,800	0	0	6,800
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Preparation of Annual Return and Tax Consults	6,800	0		6,800

Part I, Line 16c (990-PF) - Other Professional Fees

		135,638	135,638	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Appraisal Services	4,750	4,750		0
2	Investment Management Services	130,888	130,888		0

Part I, Line 18 (990-PF) - Taxes

		140,351	94,654	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	26,700	0		0
2	Foreign Tax Paid	9,375	9,375		0
3		110	0		0
4		18,887	0		0
5	State or Local Property Taxes	85,279	85,279		0

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Part I, Line 23 (990-PF) - Other Expenses

		27,890	1,997	0	21,475
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	16,562	0		16,562
2	Administrative Set-Up Fee	4,750	0		4,750
3	Bank Charges	1,997	1,997		0
4	K-1 Exp MIYAKO USA INC	4,418	0		0
5	Office Supplies	163	0		163

Part II, Line 7 (990-PF) - Other Notes

4,230,15804,230,15804,230,158																
Borrower's Name	Check "X" if Business	Check "X" if SOI(c)(3) Org	Original Amount	Net Balance Due Beginning of Year	Balance Due End of Year	Allowance for Doubtful Accts End of Year	FMV of Other Notes	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Consideration FMV	Relationship
1 MIYAKO USA INC SALE OF INT NOTE			296,234	0	296,234	0	296,234	None	6/15/2012	1/1/2017	Principal & int. at maturity	5.00%	Investment	N/A		None
2 MIYAKO USA INC NOTE			850,000	0	850,000	0	850,000	Inventory & equipment	3/1/2012	2/1/2027	Principal & int. at maturity	7.00%	Investment	N/A		None
3 PARK CENTER DEVELOPMENT LLC NOTE			3,083,924	0	3,083,924	0	3,083,924	None	7/19/2012	None	Principal & int. at maturity	None	Investment	N/A		None

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local									
		0		6,863,302		0		0		0		7,174,562	
		0		0		0		0		0		0	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation						
1	FHLM CORP-1.00%-06/29/2017	156,000		155,852		157,938							
2	FHLMC - 1.375% - 01/09/2013	274,000		277,196		274,066							
3	FHLMC - 4.875% - 11/15/2013	273,000		280,988		284,278							
4	FHLMC - 5.000% - 07/15/2014	60,000		66,479		64,363							
5	FHLMC A97040 - 4.000% - 02/01/2041	217,392		227,107		232,282							
6	FHLMC J19197 - 3.000% - 05/01/2027	110,230		115,328		116,332							
7	FNMA - 0.625% - 10/30/2014	97,000		97,435		97,604							
8	FNMA - 3.500% - 02/01/2041 - POOL #AE08	75,807		78,792		80,886							
9	FNMA - 4.500% - 12/01/2039 - POOL PAC8	443,547		469,605		479,280							
10	FNMA - 5.000% - 11/01/2033 - POOL 72502	162,072		174,734		176,577							
11	FNMA - 5.375% - 06/12/2017	239,000		257,622		287,393							
12	FNMA - 5.500% - 04/01/2036 - POOL 74541	114,490		124,758		125,112							
13	FNMA AL1953 - 4.500% - 01/01/2027	88,020		95,143		94,719							
14	FNMA POOL #AH0969 - 3.500% - 12/01/202	91,666		95,533		97,297							
15	FNMA POOL #AJ7689 4.00%-12/01/2041	91,808		97,976		98,544							
16	FNMA POOL #AL0160 - 4.50% - 05/01/2041	64,323		69,168		69,707							
17	US T BILL - 1.250% - 09/30/2015	391,000		396,359		400,774							
18	US T BILL - 2.000% - 02/15/2022	136,000		137,026		140,643							
19	US T BILL - 2.000% - 04/30/2016	128,000		130,210		134,670							
20	US T BILL BILL - 5.250% - 11/15/2028	146,000		160,675		201,708							
21	US T BILL BOND - 3.125% - 02/15/2042	197,000		202,709		205,989							
22	US T BILL BOND - 4.250% - 05/15/2039	200,000		197,816		255,156							
23	US T BILL NOTE - 0.000% - 08/15/2022	94,000		92,322		93,383							
24	US T BILL NOTE - 0.250% - 03/31/2014	130,000		129,752		130,061							
25	US T BILL NOTE - 0.250% - 04/30/2014	413,000		412,831		413,177							
26	US T BILL NOTE - 1.000% - 03/31/2017	248,000		253,627		252,437							
27	US T BILL NOTE - 1.000% - 10/31/2016	304,000		305,918		309,794							
28	US T BILL NOTE - 1.250% - 04/15/2014	230,000		233,428		233,036							
29	US T BILL NOTE - 1.500% - 08/31/2018	153,000		153,045		158,415							
30	US T BILL NOTE - 2.375% - 10/31/2014	125,000		131,833		129,815							
31	US T BILL NOTE - 2.625% - 06/30/2014	74,000		76,269		76,642							
32	US T BILL NOTE - 2.625% - 08/15/2020	166,000		166,281		182,290							
33	US T BILL NOTE - 2.750% - 02/15/2019	49,000		53,141		54,256							
34	US T BILL NOTE - 3.125% - 05/15/2019	274,000		304,228		310,304							
35	US T BILL NOTE - 3.375% - 11/15/2019	95,000		107,213		109,102							
36	US T BILL NOTE - 3.500% - 05/15/2020	157,000		163,665		182,280							
37	US T BILL NOTE - 4.250% - 11/15/2017	155,000		163,208		181,496							
38	US TIPS - 2.000% - 01/15/2026	215,610		208,030		282,756							

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

10,361,575							10,472,004		0	
Description		Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year				
1	3M CO	1,690		147,263		156,917				
2	ABBOTT LABS	2,665		33,206		174,558				
3	ACE LTD	435		12,602		34,713				
4	ACTIVISION BLIZZARD INC	3,422		41,825		36,342				
5	AGILENT TECHNOLOGIES INC	2,916		113,295		119,381				
6	AIA GROUP LTD ADR	2,017		31,677		31,929				
7	ALTERA CORPORATION	1,206		41,402		41,474				
8	AMER INTERNATIONAL GROUP INC	1,804		62,003		63,681				
9	AMERICAN EXPRESS CO	642		31,671		36,902				
10	AMGEN INC	756		43,357		65,167				
11	ANHEUSER BUSCH COS INC	1,010		72,178		88,284				
12	APPLE INC	397		183,011		211,273				
13	ASML HOLDING NV NY REG SHS	1,162		81,010		74,821				
14	ASSA ABLOY UNSP/ADR	4,039		66,839		74,762				
15	AT&T CORP COM NEW	2,337		68,006		78,780				
16	ATLAS COPCO AB A SHS ADR	2,315		56,567		64,496				
17	BANCO ITAU HOLDING FINANCIERA	2,325		32,662		38,270				
18	BANK OF NOVA SCOTIA	999		49,930		57,822				
19	BHP BILLITON LIMITED	1,100		83,699		86,262				
20	BNP PARIBAS SPONS ADR	1,141		22,925		33,329				
21	BOEING CO	2,000		64,102		150,720				
22	BRISTOL-MYERS SQUIBB CO	5,292		118,595		172,466				
23	BRITISH SKY BROADCASTING ADR	2,171		97,315		109,397				
24	CANADIAN NATL RAILWAY CO	697		54,826		63,434				
25	CANON INC	1,104		39,653		43,288				
26	CAPITAL ONE FINANCIAL CORP	1,066		46,328		61,753				
27	CATERPILLAR INC.	1,069		103,208		95,793				
28	CENTURY LINK INC	1,051		39,317		41,115				
29	CHEVRON CORP	2,703		253,863		292,301				
30	CHINA LIFE INS CO SP ADR	549		22,805		27,280				
31	CHUBB CORP	2,126		125,910		160,130				
32	CITIGROUP INC	3,323		98,770		131,458				
33	COCA-COLA CO	2,917		104,164		105,741				
34	COMCAST CORP	1,349		29,573		48,456				
35	COMCAST CORP CL A	3,382		123,316		126,352				
36	CONOCOPHILLIPS	740		41,065		42,913				
37	CONSOL ENERGY INC.	681		28,514		21,860				
38	CVS CAREMARK CORP	2,267		107,719		109,609				
39	DEERE CO	2,256		35,448		194,964				
40	DIAGEO PLC ADS	827		70,022		96,412				
41	DISCOVER FINL SVCS COM	2,156		52,147		83,114				
42	DOMINION RESOURCES INC	1,447		74,824		74,955				
43	DOVER CORP	799		33,938		52,502				
44	DOW CHEMICAL PV	852		23,554		27,545				
45	DR PEPPER/7-UP COMP.	1,120		43,754		49,482				
46	DU PONT DE NEMOURS	1,824		88,130		82,041				
47	ELI LILLY & CO	4,000		48,089		197,280				
48	EMC CORP-MASS	2,498		62,109		63,199				

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

Description		Num Shares/ Face Value	10,361,575		10,472,004		0		13,992,974	
			Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year				
49	ENBRIDGE INC	1,550		53,140		67,146				
50	EQT CORPORATION	677		42,631		39,929				
51	EXPEDITORS INTL WASH INC	970		38,252		38,364				
52	EXXON MOBIL CORP	5,048		273,923		436,903				
53	FANUC LIMITED UNSPONSORED	1,945		55,659		59,686				
54	FIFTH THIRD BANCORP	2,230		33,686		33,896				
55	FIRST ENERGY CORP	757		34,037		31,612				
56	FLUOR CORP NEW	3,000		15,947		176,220				
57	FOREST LABORATORIES	1,668		48,152		58,914				
58	GEN DYNAMICS CP	612		24,259		42,393				
59	GENERAL ELECTRIC CO	10,318		164,306		216,575				
60	GENERAL MILLS INC	827		32,625		33,427				
61	GOLDMAN SACHS GROUP	835		98,895		106,513				
62	GOOGLE INC CL A	216		129,606		152,794				
63	HALLIBURTON COMPANY	3,000		21,719		104,070				
64	HENNES & MAURITZ AB	10,961		73,523		75,741				
65	HOME DEPOT INC	1,141		43,649		70,571				
66	HONEYWELL INTERNATIONAL INC.	555		30,347		35,226				
67	HSBC HLDGS PLC ADS	987		38,874		52,380				
68	HUMANA INC	1,500		16,850		102,945				
69	ICICI BK LTD ADS	1,127		36,428		49,148				
70	IMPERIAL TOBACCO GRO	1,612		123,935		124,914				
71	INGERSOL-RAND PLC	1,522		69,703		72,995				
72	INTEL CORP	1,745		43,538		35,982				
73	INTERNATIONAL BUSINESS MACHINES	1,047		13,726		200,553				
74	INTERNATIONAL PAPER CO	1,936		72,577		77,130				
75	JOHNSON & JOHNSON	2,826		28,762		198,103				
76	JOHNSON CONTROLS INC	806		25,395		24,720				
77	JP MORGAN CHASE & CO	6,102		207,616		268,299				
78	KIMBERLY CLARK CORP	508		36,214		42,890				
79	KLA TENCOR CORP	881		45,334		42,077				
80	KOMERCNI BANKA, A.S	111		19,924		23,384				
81	L BRANDS INC	2,064		76,313		97,132				
82	LIBERTY GLOBAL INC	1,032		51,881		64,975				
83	LINDE AG SPONSORED ADR	5,479		87,116		96,924				
84	LORILLARD INC COMMON STOCK	448		48,481		52,268				
85	LOWES COMPANIES INC.	6,000		97,429		213,120				
86	MARATHON OIL CORP COM	2,757		74,105		84,530				
87	MARATHON PETROLEUM CORP	584		21,468		36,792				
88	MASTERCARD INC	219		106,100		107,590				
89	MCDONALD'S CORP	2,028		10,326		178,890				
90	MCKESSON CORP	915		50,442		88,718				
91	MEADWESTVACO CORP	1,346		33,876		42,897				
92	MERCADOLIBRE, INC	571		45,274		44,852				
93	MERCK & CO INC.	3,900		152,714		159,666				
94	MICROSOFT CORPORATION	6,780		198,255		181,092				
95	NEWS CORP CL A	4,285		66,188		109,310				
96	NEXTERA ENERGY, INC	1,008		55,791		69,744				

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

Description		Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97	NIKE INC-CL B	1,142		56,669		58,927
98	NISSAN MOTOR LTD ASR	5,341		98,637		101,960
99	NORTHEAST UTIL	974		33,699		38,064
100	NORTHROP GRUMMAN CORP	598		35,240		40,413
101	NRG ENERGY	2,097		64,254		48,210
102	OCCIDENTAL PETROLEUM CORP	798		78,100		61,135
103	ORACLE CORP	2,659		83,195		88,598
104	PEABODY ENERGY CORP	690		27,298		18,361
105	PFIZER INC	7,430		168,531		186,339
106	PHILIP MORRIS INTL	2,844		205,001		237,872
107	PHILLIPS 66	370		12,204		19,647
108	POSCO	310		25,485		25,467
109	PRAXAIR INC	494		49,823		54,068
110	PROCTER GAMBLE CO	2,809		88,054		190,703
111	PRUDENTIAL FINCL INC	807		43,340		43,037
112	PT BANK RAKYAT INDONESIA ORDINARY S	63,186		44,145		45,582
113	PUBLIC SVC ENTERPRISE GROUP INC	985		32,970		30,141
114	QUALCOMM INC	2,000		39,604		123,719
115	RAYTHEON CO	2,418		122,317		139,180
116	RECKITT BENCKISER GROUP	5,649		62,555		72,420
117	RIO TINTO PLC SPONSORED ADR	2,521		132,638		146,445
118	ROCHE HOLDING LTD ADR	2,825		125,225		142,663
119	ROGERS COMM CL B	1,083		40,960		49,298
120	ROSS STORES, INC	1,226		28,913		66,314
121	ROYAL DUTCH SHEL PLC SPONS ADR B	1,533		104,116		108,674
122	SANOFI-AVENTIS SPONSORED ADR	2,113		75,423		100,114
123	SBERBANK SPONSORED ADR	4,163		50,203		50,664
124	SCHLUMBERGER LTD	1,891		35,111		131,044
125	SEMPRA ENERGY COM	506		26,933		35,896
126	SMC CORP	314		50,651		56,768
127	SOUTHERN CO	1,275		55,355		54,583
128	SPDR S&P MIDCAP 400 EFT TRUST	2,400		210,832		445,703
129	SWATCH GROUP AG	2,703		57,229		68,656
130	TERADATA CORPORATION	742		47,564		45,922
131	TIME WARNER CABLE INC	1,010		95,944		98,162
132	TORONTO DOMINION	533		38,938		44,948
133	TOTAL FINA ELF S A	1,219		61,704		63,400
134	TRAVELERS COMPANIES INC (THE)	2,306		124,257		165,617
135	UNILEVER N V N Y	2,255		74,746		86,367
136	UNITED TECHNOLOGIES CORP	1,112		87,843		91,195
137	UNITEDHEALTH GROUP INC.	1,878		72,568		101,863
138	US BANCORP DEL NEW	4,409		131,870		140,823
139	V F CORP	530		71,578		80,014
140	VALERO ENERGY CORP NEW	2,482		57,198		84,686
141	VEECO INSTRUMENTS INC	1,432		39,451		42,230
142	VERIZON COMMUNICATIONS	4,596		169,465		198,869
143	VODAFONE GROUP PLC	6,490		179,241		163,483
144	WAL-MART STORES INC	792		45,552		54,038

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

		10,361,575		10,472,004		0		13,992,974	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
145	WALT DISNEY HOLDINGS CO.	1,517		75,306		75,531			
146	WANT WANT CHINA HLDG	488		31,460		34,111			
147	WELLS FARGO & CO	3,292		82,563		112,521			
148	WESTERN DIGITAL CORP	1,851		48,488		78,649			
149	WEYERHAEUSER CO	2,126		33,038		59,145			
150	ZURICH INSURANCE GROUP AG	2,687		63,343		72,012			

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

		3,840,138		5,120,166		0		5,376,209	
	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	AETNA INC NOTE - 1.500% - 11/15/2017				65,371		65,131		
2	ANHEUSER BUSCH INBEV WOR - 2.500% -				126,840		126,789		
3	AT&T INC BD - 5.500% - 02/01/2018				226,462		263,275		
4	BHP BILLITON FIN USALTD NOTE - 01.625%				255,110		258,713		
5	BP CAPITAL MARKETS - 3.875% - 03/10/201				226,336		239,704		
6	BRISTOL MYERS SQUIBB CO - 0.875% - 08/				65,525		65,351		
7	CISCO SYSTEMS INC - 4.450% - 01/15/2020				226,486		256,265		
8	CITIGROUP INC - 3.953% - 06/15/2016				60,050		64,582		
9	CITIGROUP INC SR NT - 4.500% - 01/14/202				120,605		140,578		
10	COMCAST CORP NT - 5.300% - 01/15/2014				58,396		56,656		
11	COSTCO WHSL CORP - 1.70% - 12/15/2019				73,261		73,497		
12	DIRECTV HLDGS LLC / DIRECTV - 3.500% -				61,849		63,565		
13	ENTERPRISE PRODS OPER LLC - 1.2500%				79,230		79,485		
14	FNMA - 750% - 12/19/2014				354,304		354,112		
15	GE CO NT - 5.000% - 02/01/2013				268,128		264,002		
16	GENERAL ELEC CAP CORP - 2.950% - 05/01				122,245		127,458		
17	GOLDMAN SACHS GROUP INC - 5.250% - 0				93,679		106,018		
18	GOLDMAN SACHS GROUP INC NOTE - 5.75				262,259		281,366		
19	HCP INC NOTE - 02.625% - 02/01/2020				84,659		84,669		
20	JP MORGAN CHASE - 5.125% - 09/15/2014				254,354		278,647		
21	JPMORGAN CHASE & CO - 5.150% - 10/01/2				94,609		98,924		
22	JPMORGAN CHASE & CO SR NT - 6.000% -				58,909		63,451		
23	KINDER MORGAN ENERGY PARTNERS 3.9				77,191		82,333		
24	KRAFT FOODS INC - 4.125% - 02/09/2016				64,186		64,281		
25	METLIFE INC NT - 5.000% - 06/15/2015				57,772		58,348		
26	NEWS AMER INC SR NT - 4.500% - 02/15/20				62,129		66,262		
27	OMNICOM GROUP INC - 03.625% - 05/01/20				94,425		96,880		
28	ORACLE CORP NOTES - 4.950% - 04/15/201				57,075		54,693		
29	PEPSICO INC - 5.000% - 06/01/2018				109,266		130,466		
30	PRUDENTIAL FINL - 5.100% - 09/20/2014				58,107		57,799		
31	RABOBANK NEDERLAND MTN - 3.375% - 01				63,580		66,606		
32	ROYAL BK OF CANADA MTN - 1.150% - 03/1				96,138		97,042		
33	TIME WARNER CABLE INC NOTE - 4.125% -				60,979		65,707		
34	UPS - 4.500% - 01/15/2013				130,081		125,179		
35	VERIZON COMMUNICATIONS - 4.600% - 04/				82,728		86,374		
36	VERIZON COMMUNICATIONS - 6.350% - 04/				219,436		250,228		
37	WAL MART STORES INC NT - 2.875% - 04/0				233,538		242,691		
38	WATSON PHARMACEUTICALS I - 01.875% -				100,220		100,302		
39	WELLS FARGO - 2.625% - 12/15/2016				93,137		98,149		
40	WELLS FARGO CO - 3.500% - 03/08/2022				125,708		123,731		
41	WELLS FARGO CO MTN BE - 1.250% - 02/13				95,803		96,900		

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		0	0	0	0	1,310,000	1,310,000	1,310,000
		Asset Description	Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1		301 MAJORCA AVENUE, CORAL GABLES, FL				680,000	680,000	
2		LAND - 6222 CLARCONA OCOEE ROAD, OCOEE, FL				630,000	630,000	

Part VII-B, Line 5c (990-PF) - Expenditure Responsibility

Grantee Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Grant Date	Grant Amount	Grant Purpose	Am't Expended by Grantee	Any Diversion by Grantee?	Dates of Reports by Grantee	Date of Verification	Verification
1 Gus Machado Family Foundation		1200 W 49th Street	Hialeah	FL	33012		4/16/2012	1,000	General Operating Expenses	1,000	Not to the knowledge of grantor	11/6/13		None necessary

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Mana Elena Wollberg		Foundation Source 501 Silverside Rd	Wilmington	DE	19809-1377		Trustee	1.00	0	0	0

Part XIII (990-PF) – Undistributed Income

In 2013, the Ortega Charitable Foundation (the "Foundation") discovered that on its Form 990-PF for the taxable years ending 2007 through 2011, Parts X and XI were not recorded properly. The Foundation would not have been subject to an underdistribution penalty under §4942 for the referenced years if the average value of the assets had been properly recorded in Part X. Therefore, the Foundation has chosen not to amend Form 990-PF for taxable years ending 2007-2011. Instead, the Foundation has adjusted the amount reported in Part XIII of Form 990-PF for year ending 2012 to reflect the correct balance.

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

Recipient(s) paid during the year

Name

FOUNDATION FOR HUMAN RIGHTS IN CUBA INC

Street

1312 SW 27TH AVE STE 304

City

MIAMI

State

FL

Zip Code

33145

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

GUS MACHADO FAMILY FOUNDATION INC

Street

1200 W 49TH ST

City

HIALEAH

State

FL

Zip Code

33012

Foreign Country**Relationship**

N/A

Foundation Status

PF

Purpose of grant/contribution

General Operating Expenses

Amount

1,000

Name

JOSE MARTI FOUNDATION INC

Street

1118 S GREENWAY DR

City

CORAL GABLES

State

FL

Zip Code

33134

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General Education Scholarship

Amount

50,000

Name

JUVENILE DIABETES RESEARCH FDN - SOUTH FL CHAPTER

Street

3411 NW 9TH ST, STE 701

City

FORT LAUDERDALE

State

FL

Zip Code

33309

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Art For A Cure Campaign

Amount

500

Name

LIGA CONTRA EL CANCER - LEAGUE AGAINST CANCER INC

Street

2180 SW 12TH AVE

City

MIAMI

State

FL

Zip Code

33129

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

200,000

Name

MARIAN CENTER CHARITABLE TRUST

Street

15701 NW 37TH AVE

City

OPA LOCKA

State

FL

Zip Code

33054

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(3)

Purpose of grant/contribution

General & Unrestricted

Amount

20,000

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

Recipient(s) paid during the year

Name

MIAMI CHILDRENS HOSPITAL FOUNDATION INC

Street

3196 SW 62ND AVE

City

MIAMI

State

FL

Zip Code

33155

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Nico's Promise Program

Amount

5,000

Name

MINDO FUTURES INC

Street

3500 E GLENCOE ST

City

MIAMI

State

FL

Zip Code

33133

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

REGIS HOUSE INC

Street

2010 NW 7TH ST

City

MIAMI

State

FL

Zip Code

33125

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

SER-JOBS FOR PROGRESS INC

Street

5600 NW 36 ST STE 561

City

MIAMI

State

FL

Zip Code

33166

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

500

Name

ST JUDE CHILDRENS RESEARCH HOSPITAL INC

Street

501 ST JUDE'S PL

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

250

Name

UNIV OF TEXAS AT AUSTIN - M D ANDERSON CANCER CENTER

Street

P O BOX 4486

City

HOUSTON

State

TX

Zip Code

77210

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

35,000