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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 01-01-2012 , and ending 12-31-2012

Name of foundation HI FOUNDATION INC		A Employer identification number 65-0848161	
Number and street (or P O box number if mail is not delivered to street address) 2848 EAST OAKLAND PARK BOULEVARD		B Telephone number (see instructions) (954) 566-7559	
City or town, state, and ZIP code FORT LAUDERDALE, FL 33306		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 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,856,622		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

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)	72,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,215	3,215		
	4 Dividends and interest from securities.	75,167	75,167		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	72,759			
	b Gross sales price for all assets on line 6a _____ 1,696,100				
	7 Capital gain net income (from Part IV , line 2)		72,759		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,960	2,960		
	12 Total. Add lines 1 through 11	226,101	154,101		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,120	2,560		2,560
	c Other professional fees (attach schedule)	17,421	17,421		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,237	1,625		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	62	31		31
	24 Total operating and administrative expenses. Add lines 13 through 23	27,840	21,637		2,591
	25 Contributions, gifts, grants paid	252,000			252,000
	26 Total expenses and disbursements. Add lines 24 and 25	279,840	21,637		254,591
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-53,739			
	b Net investment income (if negative, enter -0-)		132,464		
	c Adjusted net income (if negative, enter -0-)				

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	2,913	2,868	2,868
	2	Savings and temporary cash investments	876,586	755,968	755,968
	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 page 15 of the 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)			
	b	Investments—corporate stock (attach schedule)	4,397,819	4,464,743	5,097,786
	c	Investments—corporate bonds (attach schedule).			
	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)	5,277,318	5,223,579	5,856,622	
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)	0	0	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,277,318	5,223,579	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,277,318	5,223,579	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,277,318	5,223,579	

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	5,277,318
2	Enter amount from Part I, line 27a	2	-53,739
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,223,579
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,223,579

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)
1 a	JP MORGAN - SEE ATTACHED STATEMENT B	P		
b	JP MORGAN - SEE ATTACHED STATEMENT B	P		
c	CAPITAL GAINS DIVIDENDS	P		
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 164,757		157,398	7,359
b 1,472,725		1,465,943	6,782
c 58,618			58,618
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			7,359
b			6,782
c			58,618
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	72,759
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 page 18 of 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	249,561	5,538,282	0 045061
2010	243,658	5,054,629	0 048205
2009	283,856	4,292,263	0 066132
2008	300,184	5,576,667	0 053829
2007	247,983	6,527,088	0 037993


2 Total of line 1, column (d).	2	0 251220
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050244
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,491,343
5 Multiply line 4 by line 3.	5	275,907
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,325
7 Add lines 5 and 6.	7	277,232
8 Enter qualifying distributions from Part XII, line 4.	8	254,591

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	2,649
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	2,649
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,649
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,440	
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	2,440
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	209
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	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 .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶H I FOUNDATION INC Telephone no ▶(954) 566-7559 Located at ▶2848 E OAKLAND PARK BLVD FORT LAUDERDALE FL ZIP +4 ▶33306			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

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?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

2

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

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

Total

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

0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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 page 24 of the 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	4,856,834
b	Average of monthly cash balances.	1b	718,134
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,574,968
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,574,968
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	83,625
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,491,343
6	Minimum investment return. Enter 5% of line 5.	6	274,567

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	274,567
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,649
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,649
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	271,918
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	271,918
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	271,918

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	254,591
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	254,591
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	254,591
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				271,918
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			226,160	
b Total for prior years 20__, 20__, 20__		0		
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 ▶ \$ 254,591				
a Applied to 2011, but not more than line 2a			226,160	
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.				28,431
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).)	0			0
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.		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.				243,487
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.	0			
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

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. . . .

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

	Tax year	Prior 3 years			(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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

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

MS LUCIE SMITH
2848 E OAKLAND PARK BLVD
FORT LAUDERDALE, FL 33306
(954) 566-7559

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

LETTER OF REQUEST

c Any submission deadlines
NONE

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	252,000
b Approved for future payment				
Total			3b	0

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	3,215	
4	Dividends and interest from securities.			14	75,167	
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.			14	2,960	
8	Gain or (loss) from sales of assets other than inventory			18	72,759	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		154,101	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	154,101	154,101

[illegible]

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			



[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

 2013-05-02  Title

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00096288
	KAREN A BOWMAN	KAREN A BOWMAN			
	Firm's name <input type="checkbox"/>	MCGLADREY LLP		Firm's EIN <input type="checkbox"/> 42-0714325	
		100 NE THIRD AVENUE SUITE 300			
	Firm's address <input type="checkbox"/>	FORT LAUDERDALE, FL 33301		Phone no (954) 462-6351	

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization HI FOUNDATION INC	Employer identification number 65-0848161
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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 HI FOUNDATION INC	Employer identification number 65-0848161
--	---

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
<u>1</u>	RICHARD S INGHAM 2848 EAST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33306	\$ 72,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
 		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization HI FOUNDATION INC	Employer identification number 65-0848161
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

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
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

TY 2012 Accounting Fees Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,120	2,560		2,560

**TY 2012 Investments Corporate
Stock Schedule****Name:** HI FOUNDATION INC**EIN:** 65-0848161

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US LARGE CAP EQUITIES (STATEMENT A, PAGES 1-6)	2,770,849	3,386,705
US MID/SMALL CAP EQUITIES (STATEMENT A, PAGE 6-7)	606,584	630,618
NON US EQUITIES (STATEMENT A, PAGES 7-8)	1,087,310	1,080,463

TY 2012 Other Expenses Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEE	62	31		31

TY 2012 Other Income Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SEC V BANK OF AMERICA CORP FAIR FUND	3	3	3
MISCELLANEOUS	2,957	2,957	2,957

TY 2012 Other Professional Fees Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	17,421	17,421		0

TY 2012 Substantial Contributors Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Name	Address
RICHARD INGHAM	2848 EAST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33306

TY 2012 Taxes Schedule**Name:** HI FOUNDATION INC**EIN:** 65-0848161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX CY	3,612	0		0
FOREIGN TAX WITHHELD	1,625	1,625		0



HI FOUNDATION INC ACCT. A24735002
 For the Period 12/1/12 to 12/31/12

Note: P indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	79.80	145.000	11,571.00	10,146.04	1,424.96	284.20	2.46%
AMAZON COM INC 023135-10-6 AMZN	250.87	50.000	12,543.50	7,347.50	5,196.00		
ANADARKO PETROLEUM CORP 032511-10-7 APC	74.31	75.000	5,573.25	6,341.99	(768.74)	27.00	0.48%
APPLE INC. 037833-10-0 AAPL	532.17	85.000	45,234.71	35,009.90	10,224.81	901.00	1.99%
P ASML HOLDING N.V. N07059-21-0 ASML	64.39	100.000	6,439.00	6,339.00	100.00	67.30	1.05%
BAIDU INC SPONS ADR 056752-10-8 BIDU	100.29	30.000	3,008.70	3,676.40	(667.70)		
BANK OF AMERICA CORP 060505-10-4 BAC	11.61	800.000	9,288.00	7,844.48	1,443.52	32.00	0.34%
BARC BREN SPX 03/27/13 10%BUFFER-2 XLEV- 8.2%CAP 12.4%MAXRTRN INITIAL LEVEL-03/09/12 SPX.1370 87 06738K-W7-2	106.55	85,000.000	90,567.50	85,000.00	5,567.50		
BIOGEN IDEC INC 09062X-10-3 BIIB	146.37	70.000	10,245.90	8,705.09	1,540.81		



H I FOUNDATION INC ACCT. A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
BNP CONT BUFF EQ SPX 10/17/13 80 5% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-09/28/12 SPX 1440 67 05574L-AC-2	99.93	50.000.000	49,964.91	50,000.00	(35.09)		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41.18	185.000	7,618.30	6,363.30	1,255.00	203.50 50.88	2.67%
CBS CORP CLASS B W/I 124857-20-2 CBS	38.05	125.000	4,756.25	1,500.00	3,256.25	60.00 720.00	1.25%
CELGENE CORPORATION 151020-10-4 CELG	78.47	50.000	3,923.50	3,324.49	599.01		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19.65	510.000	10,020.99	10,088.70	(67.71)	285.60	2.85%
CITIGROUP INC NEW 172967-42-4 C	39.56	290.000	11,472.40	8,605.60	2,866.80	11.60	0.10%
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50.67	100.000	5,067.00	5,767.00	(700.00)	180.00	3.55%
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73.88	145.000	10,712.89	9,058.94	1,643.95		
COMCAST CORP CL A 20030N 10-1 CMCS A	37.36	350.000	13,076.00	11,023.25	2,052.75	227.50 56.88	1.74%
COVIDIEN PLC NEW G2554F 11 3 COV	57.74	140.000	8,083.60	6,813.99	1,269.61	145.60	1.80%



HI FOUNDATION INC ACCT A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
CSX CORP 126408-10-3 CSX	19.73	335,000	6,609.55	7,130.43	(520.88)	187.60	2.84%
CULLEN HIGH DIVIDEND EQUITY FUND 230001-40-6 CHDV X	13.89	26,620.762	369,762.38	340,000.00	29,762.38	8,917.95 976.98	2.41%
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	150,000	7,944.00	7,423.50	520.50	246.00	3.10%
ENSCO PLC G3157S-10-6 ESV	59.28	100,000	5,928.00	5,777.60	150.40	150.00	2.53%
EOG RESOURCES INC 26875P-10-1 EOG	120.79	60,000	7,247.40	6,173.45	1,073.95	40.80	0.56%
EXXON MOBIL CORP 30231G-10-2 XOM	86.55	275,000	23,801.25	20,297.00	3,504.25	627.00	2.63%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34.20	245,000	8,379.00	8,485.11	(106.11)	306.25	3.65%
GENERAL MILLS INC 370334-10-4 GIS	40.42	230,000	9,296.60	8,914.31	382.29	303.60	3.27%
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127.56	95,000	12,118.20	10,069.74	2,048.46	190.00	1.57%
GS CONT BUFF EQ SPX 02/06/13 80% CONTIN BARRIER- 7.5%CPN 20% CAP INITIAL LEVEL-01/20/12 SPX 1315.38 38143U-N2-3	109.65	85,000.000	93,203.35	85,000.00	8,203.35		
HOME DEPOT INC 437076 10-2 HD	61.85	160,000	9,896.00	7,550.40	2,345.60	185.60	1.88%



HI FOUNDATION INC ACCT A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63.47	180.000	11,424.60	9,259.10	2,155.50	295.20	2.58%
ING GROUP N V SPONS ADR 456837-10-3 ING	9.49	39,780.000	377,512.20	23,948.99	353,563.21		
JOHNSON CONTROLS INC 478366-10-7 JCI	30.67	400.000	12,268.00	10,952.80	1,315.20	304.00	2.48%
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71 8 JGAS X	10.03	35,152.142	352,605.98	332,156.25	30,449.73		
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	25,432.718	562,571.72	528,665.57	33,906.15	4,298.12	0.76%
LENNAR CORP 526057-10-4 LEN	38.67	150.000	5,800.50	4,824.50	976.00	24.00	0.41%
LOWES COMPANIES INC 548661-10-7 LOW	35.52	415.000	14,740.80	10,597.29	4,143.51	265.60	1.80%
MERCK AND CO INC 58933Y-10-5 MRK	40.94	375.000	15,352.50	18,468.89	(3,116.39)	645.00 161.25	4.20%
METLIFE INC 59156R-10-8 MET	32.94	315.000	10,376.10	10,596.45	(220.35)	233.10	2.25%
MICROSOFT CORP 594918-10-4 MSFT	25.71	925.000	24,706.75	25,126.72	(419.97)	851.00	3.44%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25.45	250.000	6,363.25	6,093.98	269.27	130.00 32.50	2.04%



HI FOUNDATION INC ACCT. A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10.97	29,846.862	327,420.08	278,645.87	48,774.21	4,029.32	1.23%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76.61	165.000	12,640.65	15,445.84	(2,805.19)	356.40	2.82%
ORACLE CORP 68389X-10-5 ORCL	33.32	480.000	15,993.60	13,524.00	2,469.60	115.20	0.72%
PACCAR INC 693718-10-8 PCAR	45.21	185.000	8,363.85	8,487.49	(123.64)	148.00	1.77%
PFIZER INC 717081-10-3 PFE	25.08	730.000	18,307.67	13,859.90	4,447.77	700.80	3.83%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83.64	110.000	9,200.40	9,536.58	(336.18)	374.00 93.50	4.07%
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	200.000	13,578.00	11,556.00	2,022.00	449.60	3.31%
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS FUND 742935-40-6 OSTF X	28.05	9,800.916	274,915.69	257,011.65	17,904.04	6,096.16	2.22%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53.33	150.000	7,999.50	7,481.50	518.00	240.00	3.00%
QUALCOMM INC 747525-10-3 QCOM	61.86	235.000	14,537.10	10,761.15	3,775.95	235.00	1.62%
SCHLUMBERGER LTD 806857-10-8 SLB	69.30	185.000	12,820.32	13,089.64	(269.32)	203.50 50.88	1.59%
SPDR S&P 500 ETF TRUST 78462F 10-3 SPY	142.41	2,161.000	307,748.01	284,118.90	23,629.11	6,705.58 2,208.17	2.18%



H I FOUNDATION INC ACCT. A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
TIME WARNER INC NEW 887317-30-3 TWX	47.83	200.000	9,566.00	9,247.98	318.02	208.00	2.17 %
P UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54.24	150.000	8,136.00	8,172.00	(36.00)	127.50	1.57 %
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82.01	230.000	18,862.30	15,260.80	3,601.50	492.20	2.61 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43.27	240.000	10,384.80	8,742.93	1,641.87	494.40	4.75 %
WELLS FARGO & CO 949746-10-1 WFC	34.18	715.000	24,438.70	23,337.43	1,101.27	629.20	2.57 %
WILLIAMS COMPANIES INC 969457-10-0 WMB	32.74	125.000	4,092.50	3,200.41	892.09	162.50	3.97 %
YUM BRANDS INC 988498-10-1 YUM	55.40	160.000	10,524.00	8,881.20	1,742.80	214.40	2.02 %
Total US Large Cap Equity			\$3,386,704.70	\$2,770,849.02	\$615,855.68	\$42,607.88 \$4,351.04	1.26 %
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP YAL FD 00080Y-87-5 ARID X	11.07	16,946.519	187,597.97	195,000.00	(7,402.03)	5,541.51	2.95 %
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	1,980.000	201,366.00	199,349.56	2,016.44	2,872.98	1.43 %
Total US Mid Cap Equity			\$388,963.97	\$394,349.56	(\$5,385.59)	\$8,414.49	2.16 %



H I FOUNDATION INC ACCT. A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Small Cap Equity							
JPM SMALL CAP EQUITY FD - SEL FUND 367 4812A1-37-3 VSEI X	38.36	6,299.631	241,653.85	212,234.55	29,419.30	2,891.53	1.20%
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	8,614.436	261,706.57	237,500.00	24,206.57		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	9,631.523	333,635.96	377,196.55	(43,560.59)	7,194.74	2.16%
Total EAFE Equity			\$595,342.53	\$614,696.55	(\$19,354.02)	\$7,194.74	1.21%
European Large Cap Equity							
VANGUARD MSCI EUROPE ETF 922042-87-4 VGK	48.84	1,070.000	52,258.80	48,041.29	4,217.51	1,571.83	3.01%
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA FC JP R5 19763P-57-2 TAPR X	13.07	10,496.556	137,189.99	126,826.72	10,363.27	2,687.11	1.96%



HI FOUNDATION INC ACCT. A24735002
 For the Period 12/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	6,781.022	113,988.98	116,535.06	(2,546.08)	1,084.96	0.95 %
Total Asia ex-Japan Equity			\$251,178.97	\$243,361.78	\$7,817.19	\$3,772.07	1.50 %
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	4,080.000	181,682.40	181,209.89	472.51	3,978.00	2.19 %

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD S INGHAM	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
RICHARD S INGHAM JR	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
FREDERICK H INGHAM	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
TIMOTHY C INGHAM	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
ANNELLE I CARNEY	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
HILARY I HICKMAN	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
SHARON I HORAL	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY PO BOX 13600 TAMPA,FL 33681	NONE	501(C)(3)	CHARITABLE DONATION	10,500
AMERICAN RED CROSS BROWARD COUNTY 6710 WSUNRISE BOULEVARD PLANTATION,FL 33313	NONE	501(C)(3)	CHARITABLE DONATION	10,000
AMERICAN RED CROSS-PALM BEACH COUNTY RELIEF 825 FERN STREET WEST PALM BCH,FL 33401	NONE	501(C)(3)	CHARITABLE DONATION	500
AMERICAN RED CROSS-US DISASTER RELIEF 825 FERN STREET WEST PALM BCH,FL 33401	NONE	501(C)(3)	CHARITABLE DONATION	1,000
AUTISM RESEARCH INSTITUTE 4182 ADAMS AVENUE SAN DIEGO,CA 92116	NONE	501(C)(3)	CHARITABLE DONATION	5,500
BLANK PARK ZOO FOUNDATION 7401 SW 9TH STREET DES MOINES,IA 50315	NONE	501(C)(3)	CHARITABLE DONATION	5,000
BOCA HELPING HANDS 138 NW 16TH STREET BOCA RATON,FL 33432	NONE	501(C)(3)	CHARITABLE DONATION	500
BONNET HOUSE 900 N BIRCH ROAD FORT LAUDERDALE,FL 33304	NONE	501(C)(3)	CHARITABLE DONATION	10,000
BROWARD COUNTY LIBRARY FOUNDATION 800 E BROWARD BOULEVARD FORT LAUDERDALE,FL 33301	NONE	501(C)(3)	CHARITABLE DONATION	10,000
BROWARD PERFORMING ARTS FOUNDATION 201 SW FIFTH AVENUE FORT LAUDERDALE,FL 33312	NONE	501(C)(3)	CHARITABLE DONATION	5,000
CHILDREN'S HOME SOCIETY OF FLORIDA 401 NE 4TH STREET FORT LAUDERDALE,FL 33301	NONE	501(C)(3)	CHARITABLE DONATION	5,000
CONNESTEE FALLS SCHOLARSHIP FUND 33 CONNESTEE TRAIL BREVARD,NC 28712	NONE	501(C)(3)	CHARITABLE DONATION	1,000
COVENANT HOUSE PO BOX 39282 FORT LAUDERDALE,FL 333390282	NONE	501(C)(3)	CHARITABLE DONATION	10,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEWYORK,NY 10001	NONE	501(C)(3)	CHARITABLE DONATION	5,000
EAGLE RANCH PO BOX 7200 CHESTNUT MOUNTAIN,GA 30502	NONE	501(C)(3)	CHARITABLE DONATION	3,000


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Name and address (home or business)				
a Paid during the year				
FAU DEPARTMENT OF ECONOMICS 777 GLADES ROAD BOCA RATON,FL 33431	NONE	501(C)(3)	CHARITABLE DONATION	5,000
FEEDING SOUTH FLORIDA 426 CLAREMORE DRIVE WEST PALM BCH,FL 33401	NONE	501(C)(3)	CHARITABLE DONATION	5,000
FEEDING SOUTH FLORIDA 5850 NW 32ND AVENUE MIAMI,FL 33142	NONE	501(C)(3)	CHARITABLE DONATION	500
FUNDING ARTS BROWARD 401 EAST LAS OLAS BLVD STE 2200 FORT LAUDERDALE,FL 33301	NONE	501(C)(3)	CHARITABLE DONATION	10,000
GILDA'S CLUB SOUTH FLORIDA 119 ROSE DRIVE FORT LAUDERDALE,FL 33316	NONE	501(C)(3)	CHARITABLE DONATION	2,000
GOLD COAST JAZZ SOCIETY 1350 E SUNRISE BOULEVARD FORT LAUDERDALE,FL 33304	NONE	501(C)(3)	CHARITABLE DONATION	10,000
HEIFER PROJECT INTERNATIONAL PO BOX 8058 LITTLE ROCK,AR 72203	NONE	501(C)(3)	CHARITABLE DONATION	1,500
HENDERSON MENTAL HEALTH CENTER 4740 NORTH STATE ROAD 7 STE 201 FORT LAUDERDALE,FL 33319	NONE	501(C)(3)	CHARITABLE DONATION	5,000
HOLY CROSS HOSPITAL 4725 N FEDERAL HIGHWAY FORT LAUDERDALE,FL 33308	NONE	501(C)(3)	CHARITABLE DONATION	5,000
HOPE SOUTH FLORIDA PO BOX 14156 FORT LAUDERDALE,FL 33302	NONE	501(C)(3)	CHARITABLE DONATION	5,000
JOE DIMAGGIO CHILDREN'S HOSPITAL 3501 JOHNSON STREET HOLLYWOOD,FL 33021	NONE	501(C)(3)	CHARITABLE DONATION	5,000
KIDS IN DISTRESS 819 NE 26TH STREET WILTON MANOR,FL 33305	NONE	501(C)(3)	CHARITABLE DONATION	10,000
MAKE A WISH FOUNDATION 4491 SOUTH STATE ROAD 7 201 FORT LAUDERDALE,FL 33314	NONE	501(C)(3)	CHARITABLE DONATION	500
MOFFITT CANCER CENTER FOUNDATION 12902 MAGNOLIA DRIVE TAMPA,FL 33612	NONE	501(C)(3)	CHARITABLE DONATION	5,000
MUSEUM OF DISCOVERY AND SCIENCE 401 SW 2ND STREET FORT LAUDERDALE,FL 33312	NONE	501(C)(3)	CHARITABLE DONATION	10,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
SALVATION ARMY OF BREVARD PO BOX 748 BREVARD,NC 28712	NONE	501(C)(3)	CHARITABLE DONATION	500
SHERIDAN HOUSE FAMILY MINISTRIES 1700 S FLAMINGO ROAD DAVIE,FL 33325	NONE	501(C)(3)	CHARITABLE DONATION	5,000
SOS CHILDREN'S VILLAGE OF FLORIDA 3681 NW 59TH PLACE COCONUT CREEK,FL 330739903	NONE	501(C)(3)	CHARITABLE DONATION	10,000
SPANISH RIVER COMMUNITY HIGH SCHOOL 5100 JOG ROAD BOCA RATON,FL 33496	NONE	501(C)(3)	CHARITABLE DONATION	3,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL PO BOX 50 MEMPHIS,TN 38101	NONE	501(C)(3)	CHARITABLE DONATION	5,500
STETSON UNIVERSITY 421 NORTH WOODLAND BLVD UNIT 8279 DELAND,FL 32723	NONE	501(C)(3)	CHARITABLE DONATION	2,500
THE BOYS AND GIRLS CLUBS OF BROWARD COUNTY 877 NW 61ST STREET FORT LAUDERDALE,FL 33309	NONE	501(C)(3)	CHARITABLE DONATION	10,000
THE BOYS AND GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHPOINT PKWY STE 204 WEST PALM BCH,FL 33407	NONE	501(C)(3)	CHARITABLE DONATION	500
THE FREE CLINIC & PHARMACY FOR TRANSYLVANIA COUNTY 89 HOSPITAL DRIVE BREVARD,NC 28712	NONE	501(C)(3)	CHARITABLE DONATION	1,000
THE SALVATION ARMY 1445 W BROWARD BOULEVARD FORT LAUDERDALE,FL 33312	NONE	501(C)(3)	CHARITABLE DONATION	10,000
THE SUSAN G KOMEN BREAST CANCER FOUNDATION 13555 SW 101ST LANE MIAMI,FL 33186	NONE	501(C)(3)	CHARITABLE DONATION	5,000
TRANSYLVANIA COMMUNITY HOSPITAL FOUNDATION PO BOX 2440 BREVARD,NC 28712	NONE	501(C)(3)	CHARITABLE DONATION	1,000
UNITED WAY OF BROWARD 1300 SOUTH ANDREWS AVENUE FORT LAUDERDALE,FL 33316	NONE	501(C)(3)	CHARITABLE DONATION	10,000
UNITED WAY OF TRANSYLVANIA COUNTY PO BOX 53 BREVARD,NC 28712	NONE	501(C)(3)	CHARITABLE DONATION	1,000
USO WORLD HEADQUARTERS PO BOX 96860 WASHINGTON,DC 200777677	NONE	501(C)(3)	CHARITABLE DONATION	5,500

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Name and address (home or business)				
a <i>Paid during the year</i>				
WEDGEWOOD CHRISTIAN YOUTH & FAMILY SVCS 3300 36TH ST SE GRAND RAPIDS, MI 495180007	NONE	501(C)(3)	CHARITABLE DONATION	5,000
WOMEN IN DISTRESS PO BOX 676 FORT LAUDERDALE, FL 33302	NONE	501(C)(3)	CHARITABLE DONATION	10,000
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 980636462	NONE	501(C)(3)	CHARITABLE DONATION	5,000
Total  3a				252,000