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

**2012**

Department of the Treasury  
Internal Revenue Service

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

**For calendar year 2012, or tax year beginning** 3/01, **2012, and ending** 2/28, 2013

Elise M. Besthoff Charitable Foundation  
1400 Centerpark Blvd #900  
West Palm Beach, FL 33401

**A** Employer identification number  
65-6193280

**B** Telephone number (see the instructions)  
561-686-9604

**C** If exemption application is pending, check here

**D 1** Foreign organizations, check here

**2** Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**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

**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

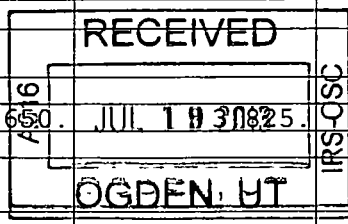
**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 2,821,217.

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis)*

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc. received (att sch)				
<b>2</b>	Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	80,332.	80,332.	80,332.	
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain/(loss) from sale of assets not on line 10	79,804.			
<b>b</b>	Gross sales price for all assets on line 6a	1,134,502.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		79,804.		
<b>8</b>	Net short-term capital gain			3,787.	
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit/(loss) (att sch)				
<b>11</b>	Other income (attach schedule) See Statement 1	7,351.			
<b>12</b>	<b>Total.</b> Add lines 1 through 11	167,487.	160,136.	84,119.	
<b>13</b>	Compensation of officers, directors, trustees, etc	15,000.	7,500.	7,500.	7,500.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach sch) See St 2	946.	473.	473.	237.
<b>c</b>	Other prof fees (attach sch) See St 3	9,997.	4,998.	4,997.	4,997.
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule)(see instrs)				
<b>19</b>	Depreciation (attach sch) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings	7,650.		3,825.	3,825.
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)				
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	33,593.	16,796.	16,795.	16,559.
<b>25</b>	Contributions, gifts, grants paid Part XV	112,100.			112,100.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	145,693.	16,796.	16,795.	128,659.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	21,794.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		143,340.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter 0-)			67,324.	

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ADMINISTRATIVE EXPENSES



g/14 22

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		
<b>A S S E T S</b>	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		177,091.	94,978.	98,978.
	3	Accounts receivable	319.			
		Less allowance for doubtful accounts		319.	319.	319.
	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 sch)				
		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)		2,369,198.	2,473,105.	2,721,920.
		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	<b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item l)		2,546,608.	2,568,402.	2,821,217.	
<b>L I A B I L I T I E S</b>	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	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		2,546,608.	2,568,402.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)		2,546,608.	2,568,402.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		2,546,608.	2,568,402.		

**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	2,546,608.
2	Enter amount from Part I, line 27a	2	21,794.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,568,402.
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	2,568,402.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 4			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <span style="float: right;">[ If gain, also enter in Part I, line 7 if (loss), enter -0- in Part I, line 7 ]</span>	2	79,804.
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 <span style="float: right;">]</span>	3	3,787.

**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

(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 (column (b) divided by column (c))
2011	119,487.	2,653,140.	0.045036
2010	111,980.	2,567,867.	0.043608
2009	140,642.	2,380,133.	0.059090
2008	102,808.	2,691,342.	0.038200
2007	120,619.	3,065,930.	0.039342

2 Total of line 1, column (d)	2	0.225276
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	0.045055
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,689,835.
5 Multiply line 4 by line 3	5	121,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,433.
7 Add lines 5 and 6	7	122,624.
8 Enter qualifying distributions from Part XII, line 4	8	128,659.

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

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

<b>1 a</b> 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 instrs)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	1,433.
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0.
<b>3</b> Add lines 1 and 2	<b>3</b>	1,433.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	1,433.
<b>6</b> Credits/Payments		
<b>a</b> 2012 estimated tax prmts and 2011 overpayment credited to 2012	<b>6 a</b>	
<b>b</b> Exempt foreign organizations – tax withheld at source	<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld	<b>6 d</b>	
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	0.
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	15.
<b>9</b> Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	1,448.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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>1 b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
<b>1 c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4 b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL		
<b>8 b</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? <i>If 'No,' attach explanation</i>	X	
<b>9</b> 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)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>Christina Worley</u> Telephone no <u>561-686-9604</u> Located at <u>1400 Centerpark Blvd West Palm Beach FL</u> ZIP + 4 <u>33401</u>			
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 <u>N/A</u>			
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 <u>N/A</u>		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
<b>1 a</b> 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>b</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"/>	1 b	N/A
<b>c</b> 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?	1 c	X
<b>2</b> 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))		
<b>a</b> 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<b>b</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)	2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
<b>3 a</b> 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>b</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)	3 b	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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?	4 b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

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

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

If 'Yes' to 6b, file Form 8870

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

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

	<b>5 b</b>	N/A
	<b>6 b</b>	X
	<b>7 b</b>	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 Statement 5		15,000.	0.	0.

**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 <u>Touro Infirmary Foundation in New Orleans</u>	
	86,800.
2 <u>Reece School - school for attention deficit disorder childres.</u>	
	10,000.
3 <u>Opportunity, Inc. - opportunity early childhood center in WPB, FL</u>	
	5,000.
4 <u>Community Foundation: Early Learning Coalition of Palm Beach County Fund</u>	
	5,000.

**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 <u>N/A</u>	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	2,616,043.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	114,754.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	2,730,797.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,730,797.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	40,962.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,689,835.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	134,492.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	134,492.
<b>2 a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	1,433.
<b>b</b> Income tax for 2012 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	1,433.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	133,059.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	133,059.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	133,059.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
<b>a</b> Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	<b>1 a</b>	128,659.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	128,659.
<b>5</b> 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)	<b>5</b>	1,433.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	127,226.

**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				133,059.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			126,343.	
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 ▶ \$ 128,659.				
a Applied to 2011, but not more than line 2a			126,343.	
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				2,316.
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				130,743.
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 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 6

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

See Statement for Line 2a

**c** Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> Paid during the year See Statement 7</p>				
<p><b>Total</b></p>			▶ <b>3 a</b>	112,100.
<p><b>b</b> Approved for future payment</p>				
<p><b>Total</b></p>			▶ <b>3 b</b>	





Elise M. Besthoff Charitable Foundation

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Statement 1  
Form 990-PF, Part I, Line 11  
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Total	\$ 7,351.	\$ 0.	\$ 0.

Statement 2  
Form 990-PF, Part I, Line 16b  
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 946.	\$ 473.	\$ 473.	\$ 237.
Total	\$ 946.	\$ 473.	\$ 473.	\$ 237.

Statement 3  
Form 990-PF, Part I, Line 16c  
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory	\$ 9,997.	\$ 4,998.	\$ 4,997.	\$ 4,997.
Total	\$ 9,997.	\$ 4,998.	\$ 4,997.	\$ 4,997.

Statement 4  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	367 Apt Invt & Managment	Purchased	1/05/2006	11/09/2012
2	1273.345 Artisan International	Purchased	10/28/2011	11/05/2012
3	256.101 Choen & Steers	Purchased	11/09/2012	2/20/2013
4	1666.667 Eaton Vance Flo	Purchased	8/30/2012	2/14/2013
5	590.669 Eaton Vance Flo	Purchased	8/30/2012	2/20/2013
6	1571.268 Eaton Vance Flo	Purchased	9/27/2012	2/20/2013
7	3238.469 Equinox Commo	Purchased	12/08/2011	11/29/2012
8	1250.948 Forward commo	Purchased	12/06/2011	11/29/2012
9	50000 GE Cap Finl Inc	Purchased	9/11/2008	9/18/2012
10	4500 Hancock John Pf	Purchased	3/02/2007	2/20/2013
11	800 Hewlett-Packard	Purchased	3/17/2005	11/05/2012
12	100 Ishares Russell	Purchased	5/23/2008	11/05/2012
13	400 Ishares Russell	Purchased	5/23/2008	11/05/2012
14	850 iShares Tr DJ Re	Purchased	11/09/2012	2/20/2013
15	1322 Ishares TrRussell	Purchased	Various	1/16/2013

Elise M. Besthoff Charitable Foundation

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Statement 4 (continued)  
Form 990-PF, Part IV, Line 1  
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
16	615 Ishares Russell	Purchased	5/23/2008	8/30/2012
17	300 Mack Cali Realt	Purchased	1/05/2006	11/09/2012
18	600 Market Vectors	Purchased	12/12/2011	11/28/2012
19	2068.966 Ridgeworth Hig	Purchased	8/30/2012	2/14/2013
20	804.597 Ridgeworth Hig	Purchased	8/30/2012	2/20/2013
21	1991.465 Ridgeworth Hig	Purchased	9/27/2012	2/20/2013
22	500 Spdr Barclays hi	Purchased	8/30/2012	2/20/2013
23	1956.947 TIAA CREF Hig	Purchased	8/30/2012	2/14/2013
24	1080 Utd Dominion R	Purchased	12/31/2000	11/09/2012
25	42528.685 Vitrus Multi Sec	Purchased	2/28/2011	2/04/2013
26	50 iShares Tr DJ Re	Purchased	12/09/2009	2/20/2013
27	1140 Ishares Russell	Purchased	Various	1/16/2013
28	710 Ishares Trust S	Purchased	5/23/2008	8/30/2012
29	UBS	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	9,388.		12,351.	-2,963.				\$ -2,963.
2	30,000.		27,759.	2,241.				2,241.
3	17,376.		17,000.	376.				376.
4	15,000.		14,768.	232.				232.
5	5,316.		5,233.	83.				83.
6	14,141.		14,000.	141.				141.
7	31,705.		33,000.	-1,295.				-1,295.
8	26,620.		33,000.	-6,380.				-6,380.
9	50,000.		50,000.	0.				0.
10	103,846.		90,588.	13,258.				13,258.
11	11,120.		16,259.	-5,139.				-5,139.
12	11,056.		10,126.	930.				930.
13	44,223.		40,503.	3,720.				3,720.
14	58,395.		45,476.	12,919.				12,919.
15	99,948.		79,468.	20,480.				20,480.
16	49,745.		44,346.	5,399.				5,399.
17	7,666.		9,429.	-1,763.				-1,763.
18	28,666.		33,147.	-4,481.				-4,481.
19	15,000.		14,400.	600.				600.
20	5,841.		5,600.	241.				241.
21	14,458.		14,000.	458.				458.
22	20,392.		20,008.	384.				384.
23	20,509.		20,000.	509.				509.
24	25,675.		11,750.	13,925.				13,925.
25	215,000.		210,347.	4,653.				4,653.
26	3,435.		2,249.	1,186.				1,186.
27	99,923.		81,871.	18,052.				18,052.
28	100,058.		97,913.	2,145.				2,145.
29	0.		107.	-107.				-107.
								Total \$ 79,804.

Elise M. Besthoff Charitable Foundation

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**Statement 5**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
Gary Sellari 580 Village Blvd, Suite 110 West Palm Beach, FL 33409	Dir/Treasurer 0	\$ 3,000.	\$ 0.	\$ 0.
Jeanne Reid Browning 132 Prestwick Circle Vero Beach, FL 32967	Director/Secra 0	3,000.	0.	0.
Wyatt Rushton 210 East 68th Street, Apt 9B New York, NY 10021	Director/VP 0	3,000.	0.	0.
Christina Worley 1400 Centerpark Blvd West Palm Beach, FL 33401	President/Direc 0	3,000.	0.	0.
Jeanne Rushton 210 East 68th Street, Apt 9B New York, NY 10021	Director 0	3,000.	0.	0.
		Total \$ 15,000.	\$ 0.	\$ 0.

**Statement 6**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:  
Name: Christina Worley  
Care Of: Castle Wealth Management  
Street Address: 1400 Centerpark Blvd, #900  
City, State, Zip Code: West Palm Beach, FL 33401  
Telephone: 561-686-9604  
E-Mail Address:  
Form and Content: Letter and year end report.  
Submission Deadlines: no deadline  
Restrictions on Awards: none

Elise M. Besthoff Charitable Foundation

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Statement 7  
Form 990-PF, Part XV, Line 3a  
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Reece School 180 East 93rd Street New York City, NY 10128,	None	Education	For its building fund.	\$ 10,000.
Opportunity, Inc. 1713 Quail Drive West Palm Beach, FL 33409	None	Education	For its general purposes.	5,000.
Community Foundation 700 South Dixie Highway, Suite 200 West Palm Beach, FL 33401	None	Public	For the Early Learning Coalition Fund.	5,000.
FICAM 12 NE 5th Ave Delray Beach, FL 33483	None	Medical	For professional services for attention deficit disorder afflicted youth.	5,000.
Touro Infirmary Foundation 1401 Forcher Street New Orleans, LA 70115	NONE	Medical	Support of Cancer Services.	86,800.
Norton Museum of Art 1451 S. Olive Ave West Palm Beach, FL 33401	None	Public	For its general purposes.	300.
			Total	\$ <u>112,100.</u>

Elise M. Besthoff Charitable Foundation

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**Average Monthly Fair Market Value of Securities  
Form 990-PF, Part X, Line 1a**

Security	March	April	May	June	July	August	September	October	November	December	January	February
	2,545,080	2,581,149	2,540,457	2,498,880	2,543,682	2,615,495	2,672,737	2,660,056	2,624,194	2,638,172	2,725,846	2,746,764
Averages	<u>2,545,080</u>	<u>2,581,149</u>	<u>2,540,457</u>	<u>2,498,880</u>	<u>2,543,682</u>	<u>2,615,495</u>	<u>2,672,737</u>	<u>2,660,056</u>	<u>2,624,194</u>	<u>2,638,172</u>	<u>2,725,846</u>	<u>2,746,764</u>

Totals 31,392,512 Number of Months 12

Average Monthly Fair Market Value 2,616,043

Elise M. Besthoff Charitable Foundation

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**Average Monthly Cash Balances  
Form 990-PF, Part X, Line 1b**

Cash Bal.	March	April	May	June	July	August	September	October	November	December	January	February
	242,602	183,138	119,605	134,997	123,479	65,688	47,329	73,712	104,395	107,836	83,075	91,188
Averages	<u>242,602</u>	<u>183,138</u>	<u>119,605</u>	<u>134,997</u>	<u>123,479</u>	<u>65,688</u>	<u>47,329</u>	<u>73,712</u>	<u>104,395</u>	<u>107,836</u>	<u>83,075</u>	<u>91,188</u>

Totals 1,377,044 Number of Months 12

Average Monthly Cash Balances 114,754

Elise M. Besthoff Charitable Foundation

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**Forms needed for this return**

Federal: 990-PF

**Tax Rates**

<u>Private Foundation</u>	<u>Marginal</u>	<u>Effective</u>
Federal	1.0 %	1.0 %

**Underpayment Penalty**

Federal Private Foundation	15.
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**Carryovers to 2013**

None

**Undistributed Income Carryovers to 2013**

2012 Undistributed Income	130,743.
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**Federal Estimates**

Form 990-PF

	<u>Estimate</u>	<u>Overpayment</u>	<u>Balance</u>
7/15/13	1,436.	0.	1,436.
8/15/13	0.	0.	0.
11/15/13	0.	0.	0.
2/18/14	0.	0.	0.
Total	<u>\$ 1,436.</u>	<u>\$ 0.</u>	<u>\$ 1,436.</u>