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

For calendar year 2012, or tax year beginning 7/01 **, 2012, and ending** 6/30 , 2013

JAY & DEANIE STEIN FOUNDATION TRUST
1200 RIVERPLACE BLVD 10TH FLOOR
JACKSONVILLE, FL 32207

A Employer identification number 31-1585141

B Telephone number (see the instructions)

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: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ► $ 22,978,357.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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 (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	23.	23.		
	4	Dividends and interest from securities	717,236.	717,236.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	648,488.			
	b	Gross sales price for all assets on line 6a 2,064,126.				
	7	Capital gain net income (from Part IV, line 2)		648,488.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,365,747.	1,365,747.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc.	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST 1	11,250.	11,250.		
	b	Accounting fees (attach sch) SEE ST 2	42,853.	14,284.		28,569.
	c	Other prof fees (attach sch)				
	17	Interest	4.	4.		
	18	Taxes (attach schedule)(see instrs)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 3	72.	72.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	54,179.	25,610.		28,569.
	25	Contributions, gifts, grants paid PART XV	1,292,556.			1,292,556.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,346,735.	25,610.	0.	1,321,125.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	19,012.			
	b	**Net investment income** (if negative, enter -0-)		1,340,137.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	79,389.	528,146.	528,146.
	3	Accounts receivable ►			
		Less. allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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) STATEMENT 4	95,391.	55,516.	58,266.
	b	Investments – corporate stock (attach schedule). STATEMENT 5	5,372,229.	5,565,761.	7,013,683.
	c	Investments – corporate bonds (attach schedule) STATEMENT 6	4,153,499.	3,938,969.	4,078,659.
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 7	8,895,366.	8,526,494.	11,299,603.
	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)	18,595,874.	18,614,886.	22,978,357.
LIABILITIES	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	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ 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 ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	18,595,874.	18,614,886.	
	30	**Total net assets or fund balances** (see instructions).	18,595,874.	18,614,886.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	18,595,874.	18,614,886.	

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	18,595,874.
2	Enter amount from Part I, line 27a	2	19,012.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	18,614,886.
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	18,614,886.

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	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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	1,705,068.		1,415,638.	289,430.
b	359,058.			359,058.
c				
d				
e				

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				289,430.
b				359,058.
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	648,488.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,298,239.	21,978,168.	0.059069
2010	2,709,583.	22,712,324.	0.119300
2009	1,261,616.	21,321,071.	0.059172
2008	138,529.	15,084,619.	0.009183
2007	1,540,724.	21,092,246.	0.073047

2	**Total** of line 1, column (d)	2	0.319771
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	0.063954
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,724,283.
5	Multiply line 4 by line 3	5	1,453,309.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,401.
7	Add lines 5 and 6	7	1,466,710.
8	Enter qualifying distributions from Part XII, line 4	8	1,321,125.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here. ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)** b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	1	26,803.
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	26,803.
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	26,803.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 64,008.		
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	64,008.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	37,205.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 37,205. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SHORSTEIN & SHORSTEIN, P.A. Telephone no. ► 904-739-1311

Located at ► 8265 BAYBERRY ROAD JACKSONVILLE FL ZIP + 4 ► 32256

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X
	See the 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
1 a	During the year did the foundation (either directly or indirectly):				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ 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.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)? **5 b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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? **6 b** No: X

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? N/A **7 b**

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
JAY STEIN 1200 RIVERPLACE BLVD 10TH FLR JACKSONVILLE, FL 32207	TRUSTEE 2.00	0.	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 N/A	
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 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	22,755,117.
b	Average of monthly cash balances		1b	315,221.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	23,070,338.
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	23,070,338.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	346,055.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	22,724,283.
6	**Minimum investment return.** Enter 5% of line 5		6	1,136,214.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,136,214.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 26,803.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	26,803.
3	Distributable amount before adjustments. Subtract line 2c from line 1.		3	1,109,411.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,109,411.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,109,411.

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	1,321,125.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,321,125.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,321,125.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,109,411.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009					
d From 2010	1,482,508.				
e From 2011	217,012.				
f **Total** of lines 3a through e		1,699,520.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 1,321,125.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions).			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2012 distributable amount					1,109,411.
e Remaining amount distributed out of corpus		211,714.			
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		1,911,234.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,911,234.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	1,482,508.				
d Excess from 2011	217,012.				
e Excess from 2012	211,714.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 . . .					
b 85% of line 2a . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . .					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .					
(3) Largest amount of support from an exempt organization . .					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

JAY STEIN

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total . . . . ► **3a**				1,292,556.
b *Approved for future payment*				
Total . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	23.	
4 Dividends and interest from securities			14	717,236.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	648,488.	
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)				1,365,747.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,365,747.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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
N/A		

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) is based on all information of which preparer has any knowledge.

JS

Signature of officer or trustee

11/16/14

Date

President

Title

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

Paid Preparer Use Only

Print/Type preparer's name MARK J. SHORSTEIN	Preparer's signature	Date 1/15/14	Check ☐ if self-employed	PTIN P00542864
Firm's name ► SHORSTEIN & SHORSTEIN, P.A.			Firm's EIN ► 59-2701990	
Firm's address ► 8265 BAYBERRY RD. JACKSONVILLE, FL 32256			Phone no (904) 739-1311	

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 11,250.	$ 11,250.		
TOTAL	$ 11,250.	$ 11,250.	$ 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
PROFESSIONAL FEES	$ 42,853.	$ 14,284.		$ 28,569.
TOTAL	$ 42,853.	$ 14,284.	$ 0.	$ 28,569.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	$ 72.	$ 72.		
TOTAL	$ 72.	$ 72.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
2900 FNMA 11/1/35 5.5%	COST	$ 46,027.	$ 46,440.
400 FNMA GTD 4/1/35 5.5%	COST	9,489.	11,826.
		$ 55,516.	$ 58,266.
	TOTAL	$ 55,516.	$ 58,266.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3000 AMERICAN EXPRESS	COST	$ 62,081.	$ 224,280.
2000 AUTOMATIC DATA PROCESSING	COST	38,914.	137,720.
4748 CISCO SYSTEMS	COST	48,285.	115,543.
374 CITIGROUP INC NEW	COST	79,086.	17,941.
5400 COMCAST CORP-SPECIAL CL A	COST	60,824.	214,218.
5250 GENERAL ELECTRIC CO	COST	136,933.	121,748.
3500 HOME DEPOT INC	COST	47,380.	271,145.
2500 JOHNSON & JOHNSON	COST	73,772.	214,650.
700 ELI LILLY & CO	COST	51,000.	34,384.
2000 MICROSOFT CORP	COST	92,742.	69,090.
4112 EXXON MOBIL CORP	COST	135,825.	371,519.
3962 PFIZER INC	COST	86,416.	110,976.
2000 PROCTER & GAMBLE CO	COST	62,933.	153,980.
683 TIME WARNER INC	COST	66,405.	39,491.
21894 STEIN MART	COST	554,575.	298,853.
50 AMERICAN INTERNATIONAL GROUP INC NEW	COST	86,981.	2,235.
1400 IBM CORP	COST	169,094.	267,554.
1600 WAL-MART STORES INC	COST	73,468.	119,184.
3000 DU PONT DE NEMOURS	COST	139,524.	157,500.
500 MORGAN STANLEY	COST	27,604.	12,215.
2000 AMGEN INC	COST	130,169.	197,320.
4000 APPLIED MATERIALS	COST	89,521.	59,680.
1200 CHEVRONTEXACO CORP	COST	51,893.	142,008.
1000 INTEL CORP	COST	32,075.	24,230.
564 KRAFT FOODS GROUP INC COM	COST	15,602.	31,511.
1000 ALTRIA GROUP	COST	10,767.	34,990.
2000 CONOCOPHILLIPS	COST	50,441.	121,000.
1000 FIFTH THIRD BANCORP	COST	58,425.	18,050.
150 LIBERTY GLOBAL PLC CL C NEW	COST	2,791.	10,184.
2000 SYMANTEC CORP	COST	35,994.	44,960.
600 AMERIPRISE FINANCIAL	COST	8,842.	48,528.
150 LIBERTY GLOBAL PLC CL A NEW	COST	3,997.	11,023.
750 LIBERTY MEDIA INTERACTIVE SER A	COST	14,028.	17,257.
500 BROADRIDGE FINANCIAL	COST	4,166.	13,290.
1000 WESTERN UNION CO	COST	18,209.	17,110.
250 DISCOVER FINANCIAL SERVICES	COST	5,451.	11,910.
1000 PHILIP MORRIS INTL INC	COST	24,536.	86,620.
15 ASCENT MEDIA CORP SER A	COST	429.	1,171.
150 DISCOVERY COMMUNICATIONS INC SER C	COST	2,199.	10,466.
150 DISCOVERY COMMUNICATIONS SER A	COST	2,449.	11,586.
171 TIME WARNER CABLE INC NEW	COST	23,410.	19,234.
348820.882 JPMORGAN HIGH YIELD BOND FUND	COST	2,688,657.	2,801,031.
62 AOL INC	COST	4,857.	2,262.
865 MERCK & CO	COST	33,333.	40,179.
600 DIRECTV COM	COST	10,107.	36,984.
1000 KROGER CO	COST	100,264.	106,001.
26 AMERICAN INTL GRP INC WT 1/19/21	COST	0.	474.
202 LIBERTY MEDIA CORP SER A	COST	3,274.	25,606.
1000 PHILLIPS 66 COM	COST	14,990.	58,910.
37 LIBERTY INTER CO VENTURE SER A	COST	1,805.	3,145.
1692 MONDELEZ INTL INC COM	COST	28,862.	48,273.
202 STARZ LIBERTY CAPITAL SER A	COST	376.	4,464.
	TOTAL	$ 5,565,761.	$ 7,013,683.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
500 DEVON ENERGY CORP NEW 1/15/14 5.625%	COST	$ 49,887.	$ 51,251.
250 NORFOLK SOUTHERN CORP NOTES DUE 6/15	COST	25,031.	25,592.
11300 ISHARES IBOXX $ H/Y CORP BND	COST	1,001,348.	1,026,944.
1200 BOSTON SCIENTIFIC CORP DUE 1/15/15	COST	120,083.	125,544.
500 CNA FINL CORP 11/15/19 7.35%	COST	50,131.	60,541.
1000 FORD MTR CR CO DUE 1/15/20 8.125%	COST	98,679.	120,457.
500 GOLDMAN SACHS GROUP INC MEDIUM TERM	COST	46,775.	49,443.
1000 MORGAN STANLEY SR NT 11/20/14 4.2%	COST	100,335.	103,448.
500 ROPER INDS INC NEW	COST	50,176.	58,182.
1000 SEACOR HLDGS INC DUE 10/1/19 7.375%	COST	99,704.	105,504.
300 ST JUDE MEDICAL INC SR NT DUE 9/15	COST	30,051.	30,097.
1000 VODAFONE GROUP PLC NEW 11/24	COST	99,575.	105,252.
1000 WILLIS GROUP NORTH AMERICA DUE 7/15	COST	99,263.	107,307.
1000 AMER EXPRESS CREDIT CO SR UNSECURED	COST	100,000.	100,578.
1000 ANHEUSER BUSCH INBEV WORLDWIDE INC	COST	100,000.	100,296.
1000 AON CORP SR UNSECURED DUE 5/27/16	COST	99,959.	104,320.
1000 AVATAR HOLDINGS INC	COST	100,280.	99,000.
500 BNP PARIBAS US DUE 1/10/14	COST	50,000.	50,150.
500 COVANTA HLDG CORP SR NT DUE 12/1/20	COST	50,000.	52,430.
1000 GENERAL ELEC CAP CORP NT DUE 1/7/14	COST	100,000.	100,388.
1000 GENERAL ELEC CAP CORP SR UNSECURED	COST	100,025.	100,441.
900 PETROBAS INTL FIN CO DUE 1/27/16 3.8	COST	89,697.	92,595.
400 RANGE RES CORP SR NT DUE 8/1/20	COST	40,150.	42,900.
1000 RANGE RESOURCES CORP SR SUB NT 5.75	COST	99,875.	103,000.
350 ROWAN COS INC SR NT DUE 9/1/17 5%	COST	34,826.	37,828.
500 ROYAL BK SCOTLAND PLC DUE 1/11/14	COST	49,849.	50,545.
1000 XEROX CORP SR NT FLTG RATE DUE 5/16	COST	100,296.	99,929.
1000 BUNGE LTD FIN CORP DUE 6/15/17 3.2%	COST	99,808.	102,303.
250 CENTURYTEL INC DUE 2/15/15 5%	COST	26,350.	26,125.
250 COVANTA HLDG CORP SR NT DUE 10/1/22	COST	25,000.	25,265.
500 GOLDMAN SACHS GROUP INC DUE 2/7/16	COST	49,866.	52,193.
1000 GREAT LAKES DREDGE & DOCK CORP SR N	COST	90,000.	103,625.
1000 HEINZ H J CO	COST	101,850.	97,000.
460 MEDAMERICAN ENERGY HOLDINGS CO NEW	COST	49,663.	47,250.
500 NEWFIELD EXPL CO SR UNSECURED DUE	COST	50,000.	48,500.
1250 TRANSOCEAN SEDCO FOREX INC DUE 12/1	COST	124,882.	135,928.
500 VORNADO REALTY TRUST	COST	52,238.	52,053.
250 AV HOMES INC SR NT 7.5%16 DUE2/15/16	COST	25,000.	29,906.
1000 BANK OF AMERICA CORP DUE 3/22/16	COST	100,000.	99,707.
700 GENERAL ELEC CAP CORP SR UNSE 1/8/16	COST	70,000.	70,419.
500 TECH DATA CORP SR UNSE DUE 9/21/17	COST	50,667.	50,793.
1500 VORNADO REALTY TRUST 5.4% SER L	COST	37,650.	33,630.
	TOTAL	$ 3,938,969.	$ 4,078,659.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
5000 STATE OF ISRAEL BOND	COST	$ 50,000.	$ 50,000.
TOTAL OTHER INVESTMENTS		$ 50,000.	$ 50,000.
OTHER PUBLICLY TRADED SECURITIES			
445397.356 FIRST EAGLE OVERSEAS FD CL A	COST	7,581,741.	9,967,993.
6100 MIDCAP SPDR TR	COST	894,753.	1,281,610.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 8,476,494.	$ 11,249,603.
TOTAL		$ 8,526,494.	$ 11,299,603.

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CONGREGATION AHAVATH CHESED 8727 SAN JOSE BLVD JACKSONVILLE, FL 32217	N/A	PUBLIC	RELIGIOUS	$ 8,674.
JEWISH FAMILY & COMMUNITY SVCS 6261 DUPONT STATION COURT E JACKSONVILLE, FL 32217	N/A	PUBLIC	COMMUNITY SERVICES	1,000.
JACKSONVILLE JEWISH FEDERATION 8505 SAN JOSE BLVD #A JACKSONVILLE, FL 32217	N/A	PUBLIC	SUPPORT JEWISH AGENCY	50,000.
LINCOLN CENTER 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC	SUPPORT ARTS	5,000.
METROPOLITAN MUSEUM OF ART 1000 5TH AVENUE NEW YORK, NY 10028	N/A	PUBLIC	SUPPORT ARTS	20,000.
JACKSONVILLE SYMPHONY 300 WEST WATER STREET STE 200 JACKSONVILLE, FL 32202	N/A	PUBLIC	SUPPORT ARTS	1,200.
THE BRIDGE OF NORTHEAST FL 1824 PEARL STREET JACKSONVILLE, FL	N/A	PUBLIC	SUPPORT CHILDREN	1,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HEBREW UNION CONGREGATION P O BOX 1333 504 MAIN STREET GREENVILLE, MS 38702	N/A	PUBLIC	RELIGIOUS	$ 807.
NEW YORK UNIVERSITY 25 WEST 4TH STREET 4TH FLOOR NEW YORK, NY 10012	N/A	PUBLIC	EDUCATION	157,500.
AISH HA TORAH 3150 SHERIDAN AVENUE MIAMI BEACH, FL 33140	N/A	PUBLIC	RELIGIOUS	500.
DOUGLAS ANDERSON SCHOOL ARTS 2445 SAN DIEGO ROAD JACKSONVILLE, FL 32207	N/A	PUBLIC	EDUCATION	2,500.
PARK EAST SYNAGOGUE 163 EAST 67TH STREET NEW YORK, NY 10021	N/A	PUBLIC	RELIGIOUS	2,850.
US HOLOCAUST MEMORIAL MUSEUM DEVELOP OFFICE, PO BOX 97349 WASHINGTON, DC 20090	N/A	PUBLIC	SUPPORT ARTS	444,000.
GOLDRING WOLDENBERG INSTITUTE PO BOX 16528 JACKSON, MS 39236	N/A	PUBLIC	RELIGIOUS	15,000.
SOUTHERN JEWISH HISTORICAL SOCIETY PO BOX 71601 MARIETTA, GA 30007	N/A	PUBLIC	GENERAL SUPPORT	500.
RECESS ACTIVITIES, INC. 41 GRAND STREET, GROUND FLOOR NEW YORK, NY 10013	N/A	PUBLIC	SUPPORT ARTS	2,500.
THE ASPEN INSTITUTE ONE DUPONT CIRCLE, SUITE 700 WASHINGTON, DC 20036	N/A	PUBLIC	TO SUPPORT EDUCATIONAL & POLICY STUDIES ORGANIZATION	10,000.
THE NATIONAL THEATRE 1321 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	N/A	PUBLIC	SUPPORT ARTS	45,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN CANCER SOCIETY P.O. BOX 22718 OKLAHOMA CITY, OK 73123	N/A	PUBLIC	CANCER RESEARCH	$ 500.
ANTI-DEFAMATION LEAGUE 2 SOUTH BISCAYNE BLVD MIAMI, FL 33131	N/A	PUBLIC	FIGHT AGAINST HATE AND ANTI-SEMITISM	7,500.
BRENUA UNIVERSITY 500 WASHINGTON STREET SE GAINESVILLE, GA 30501	N/A	PUBLIC	EDUCATION	1,000.
CARNEGIE HALL 57TH STREET AND SEVENTH AVE NEW YORK CITY, NY	N/A	PUBLIC	SUPPORT ARTS	500.
CENTER FOR JEWISH HISTORY 15 WEST 16TH STREET NEW YORK, NY 10011	N/A	PUBLIC	HISTORIC PRESERVATION	100.
CENTRAL SYNAGOGUE 123 EAST 55TH STREET NEW YORK, NY 10022	N/A	PUBLIC	RELIGIOUS	24,475.
CITY RESCUE MISSION 426 S MCDUFF AVE JACKSONVILLE, FL 32254	N/A	PUBLIC	SERVING THE NEEDS OF THE HOMELESS AND NEEDY IN THE JACKSONVILLE AREA	4,000.
ELEPHANT FAMILY 17-18 HAYWARDS PLACE LONDON, ECIR OEQ ENGLAND	N/A	PUBLIC	PROTECTING ENDANGERED ELEPHANTS AND PRESERVING THEIR NATURAL HABITAT	6,150.
THE COMMUNITY FOUNDATION 245 RIVERSIDE AVENUE, SUITE 310 JACKSONVILLE, FL 32202	N/A	PUBLIC	TO HELP THE CITIZENS OF JACKSONVILLE AND THE SURRONDING REGION BE GOOD STEWARDS TAKING CARE OF OUR PEOPLE, ENVIRONMENT, COMMUNITIES AND OUR TALENTS	400,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
JACKSONVILLE UNIVERSITY 2800 UNIVERSITY BLVD. N. JACKSONVILLE, FL 32211	N/A	PUBLIC	IN MEMORY OF DR. KINNE	$ 500.
JAZZ & JULEPS 2801 S UNIVERSITY AVE LITTLE ROCK, AR 72204	N/A	PUBLIC	TO BENEFIT THE DWANE TREAT STUDENT SCHOLARSHIP FUND FOR THE DEPARTMENT OF AUDIOLOGY AND SPEECH PATHOLOGY	1,000.
THE JULLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A	PUBLIC	EDUCATION	1,000.
KIPP FOUNDATION 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	N/A	PUBLIC	TO PROVIDE STUDENTS IN UNDERSERVED COMMUNITIES WITH A COLLEGE-PREPARATORY EDUCATION	5,000.
MACCABIAH GAMES 1926 ARCH STREET, SUITE 4R PHILADELPHIA, PA 19103	N/A	PUBLIC	GENERAL SUPPORT OF TEAM USA MEMEBERS	300.
MAYO CLINIC OF JACKSONVILLE 4500 SAN PABLO ROAD JACKSONVILLE, FL 32224	N/A	PUBLIC	MEDICAL SUPPORT	54,500.
THE MONTICELLO CABINET P.O. BOX 316 CHARLOTTESVILLE, VA 22902	N/A	PUBLIC	EDUCATION	5,000.
THE CHILDREN'S CHRISTMAS PARTY OF JAX PO BOX 5338 JACKSONVILLE, FL 32247	N/A	PUBLIC	TO PURCHASE 25,000 NEW TOYS AND PROVIDE IN-KIND SERVICES TO CHILDREN IN NORTHEAST FLORIDA	2,500.
THEATRE JACKSONVILLE 2032 SAN MARCO BOULEVARD JACKSONVILLE, FL 32207	N/A	PUBLIC	SUPPORT ARTS	3,000.
UNIVERSITY OF NORTH FLORIDA 4567 ST JOHNS BLUFF ROAD S JACKSONVILLE, FL 32224	N/A	PUBLIC	EDUCATION	7,500.
			TOTAL	$ 1,292,556.