EXTENSION GRANTED TO 07/15/14

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 SEP 1, 2012 , and ending AUG 31, 2013

Name of foundation: EDYTH BUSH CHARITABLE FOUNDATION, INC.

A Employer identification number: 23-7318041

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1967 — Room/suite:

B Telephone number: 407-647-4322

City or town, state, and ZIP code: WINTER PARK, FL 32790-1967

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 75,414,999.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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))

		(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	35,000.		N/A = NOT APPLICABLE	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	29.	29.		STATEMENT 1
	4 Dividends and interest from securities	1,228,664.	1,159,762.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,744,782.			STATEMENT 3
	b Gross sales price for all assets on line 6a 18,359,755.				
	7 Capital gain net income (from Part IV, line 2)		2,034,220.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income		-32,311.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	3,008,475.	3,161,700.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	611,816.	165,616.		446,200.
	14 Other employee salaries and wages	104,125.	26,664.		77,461.
	15 Pension plans, employee benefits	858,092.	248,847.		609,245.
	16a Legal fees STMT 5	2,766.	581.		2,185.
	b Accounting fees STMT 6	39,391.	8,272.		31,119.
	c Other professional fees STMT 7	278,131.	278,131.		0.
	17 Interest				
	18 Taxes STMT 8	20,686.	0.		0.
	19 Depreciation and depletion	72,396.	6,314.		
	20 Occupancy	56,504.	18,646.		37,858.
	21 Travel, conferences, and meetings	38,115.	3,812.		34,304.
	22 Printing and publications	19,434.	1,943.		17,491.
	23 Other expenses STMT 9	238,642.	94,161.		144,481.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,340,098.	852,987.		1,400,344.
	25 Contributions, gifts, grants paid	2,421,090.			2,421,090.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,761,188.	852,987.		3,821,434.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,752,713.			
	b **Net investment income** (if negative, enter -0-)		2,308,713.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	507,687.	508,173.	508,173.
	2 Savings and temporary cash investments	484,506.	259,264.	259,264.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 11	33,863,990.	32,102,178.	42,326,367.
	c Investments - corporate bonds STMT 12	13,098,063.	14,336,228.	14,088,999.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	16,291,039.	15,413,163.	17,799,892.
	14 Land, buildings, and equipment: basis ▶ 1,565,636.		STMT 15	
	Less accumulated depreciation ▶ 1,148,192.	474,262.	417,444.	417,444.
	15 Other assets (describe ▶ ARTWORK)	14,860.	14,860.	14,860.
	16 **Total assets** (to be completed by all filers)	64,734,407.	63,051,310.	75,414,999.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	64,734,407.	63,051,310.	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	64,734,407.	63,051,310.	
	31 **Total liabilities and net assets/fund balances**	64,734,407.	63,051,310.	

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	64,734,407.
2 Enter amount from Part I, line 27a	2	-1,752,713.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	69,616.
4 Add lines 1, 2, and 3	4	63,051,310.
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	63,051,310.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	18,359,755.		16,325,535.	2,034,220.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				
b				
c				
d				
e				2,034,220.

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	2,034,220.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,963,383.	69,673,355.	.056885
2010	3,916,832.	74,243,071.	.052757
2009	3,334,721.	68,320,172.	.048810
2008	2,205,171.	59,944,833.	.036787
2007	4,206,589.	85,851,500.	.048998

2 **Total** of line 1, column (d)	2	.244237
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	.048847
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	73,285,202.
5 Multiply line 4 by line 3	5	3,579,762.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,087.
7 Add lines 5 and 6	7	3,602,849.
8 Enter qualifying distributions from Part XII, line 4	8	3,837,012.

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)

1a 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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	23,087.
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	23,087.
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	23,087.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	48,521.		
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	48,521.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	25,434.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	25,434.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		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?	2		X
If "Yes," attach a detailed description of the activities			
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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
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?	7	X	
If "Yes," complete Part II, col (c), and Part XV.			
8a 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*	8b	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 ▶ WWW.EDYTHBUSH.ORG

14 The books are in care of ▶ DAVID A. ODAHOWSKI Telephone no. ▶ 407-647-4322

Located at ▶ 199 E. WELBOURNE AVE, SUITE 100, WINTER PARK, FL ZIP+4 ▶ 32789-4365

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | 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
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? ☐ 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)?	1b		X
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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.) N/A	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. ▶ ______, ______, ______, ______			
3a	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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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)? ☒ 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: No X

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? SEE STATEMENT 21 ☒ 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 X

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? N/A — 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.

(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 14		611,816.	12,653.	STMT 16 4,736.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
SUE ELLEN KABBOURIM - 199 E. WELBOURNE AVE, SUITE 100, WINTER PARK FL, 32789-4365	EXECUTIVE ASSISTANT 35.00	56,125.	2,806.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
THE BOGDAHN GROUP ORLANDO, FL	CONSULTING SERVICES	75,000.
FLAG CAPITAL MANAGEMENT STAMFORD, CT	INVESTMENT SERVICES	61,266.
METROPOLIS ORLANDO, FL	MARKETING/MEDIA CONSULTING SERVICES	60,027.
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**

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	73,489,234.
b	Average of monthly cash balances	1b	911,986.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	74,401,220.
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	74,401,220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,116,018.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,285,202.
6	**Minimum investment return.** Enter 5% of line 5	6	3,664,260.

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	3,664,260.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	23,087.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,087.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,641,173.
4	Recoveries of amounts treated as qualifying distributions			4	69,619.
5	Add lines 3 and 4			5	3,710,792.
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	3,710,792.

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	3,821,434.
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	15,578.
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	3,837,012.
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	5	23,087.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,813,925.

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				3,710,792.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			696,570.	
b Total for prior years: ___, ___, ___		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: ▶ $ 3,837,012.				
a Applied to 2011, but not more than line 2a			696,570.	
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				3,140,442.
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				570,350.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	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)

	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).)

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:

DAVID ODAHOWSKI, PRESIDENT, 407-647-4322
199 E. WELBOURNE AVE, SUITE 100, WINTER PARK, FL 32789-4365

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

SEE ATTACHED GRANT REQUEST REQUIREMENTS - STATEMENT 17

c Any submission deadlines:

THERE ARE NO SUBMISSION DEADLINES.

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

SEE ATTACHED GRANT POLICIES AND PROCEDURES - STATEMENT 18

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 ATTACHED STATEMENT 19				2,421,090.
Total			▶ 3a	2,421,090.
b Approved for future payment				
SEE ATTACHED STATEMENT 20				1,562,934.
Total			▶ 3b	1,562,934.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	29.	
4 Dividends and interest from securities	900000	5,034.	14	1,223,630.	
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	900000	13,842.	18	1,730,940.	
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)		18,876.		2,954,599.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 2,973,475.

(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).
	NONE

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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	

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
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

Signature of officer or trustee: David A. Odahowski | Date: 6/27/14 | Title: PRESIDENT/CEO

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	PTIN
LORI SIMS	Lori Sims LORI SIMS	05/01/14		P00147779

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 420 SOUTH ORANGE AVENUE, SUITE 500 ORLANDO, FL 32801 — Phone no. 407-802-1200

223622
12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
EDYTH BUSH CHARITABLE FOUNDATION, INC.	23-7318041

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ____________

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

Name of organization	Employer identification number
EDYTH BUSH CHARITABLE FOUNDATION, INC.	23-7318041

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DR. ARLYNE D. O'GARA, TRUSTEE 1670 GRANDVIEW BOULEVARD KISSIMMEE, FL 34744	$ 35,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
EDYTH BUSH CHARITABLE FOUNDATION, INC.	23-7318041

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: EDYTH BUSH CHARITABLE FOUNDATION, INC.

Employer identification number: 23-7318041

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.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BANK OF AMERICA	P	VARIOUS	VARIOUS
b	PIMCO TOTAL RETURN FUND	P	VARIOUS	VARIOUS
c	PIMCO DIVERSIFIED FUND	P	VARIOUS	VARIOUS
d	PIMCO SHORT-TERM FUND	P	VARIOUS	VARIOUS
e	VANGUARD TOTAL BOND FUND	P	VARIOUS	VARIOUS
f	TIFF REALTY & RESOURCES III	P	VARIOUS	VARIOUS
g	TIFF REALTY & RESOURCES 2008	P	VARIOUS	VARIOUS
h	WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	P	VARIOUS	VARIOUS
i	VANGUARD INSTITUTIONAL INDEX FUND	P	VARIOUS	VARIOUS
j	MANNING & NAPIER OVERSEAS FUND	P	VARIOUS	VARIOUS
k	TIFF PRIVATE EQUITY PARTNERS 2007	P	VARIOUS	VARIOUS
l	FLAG PRIVATE EQUITY III	P	VARIOUS	VARIOUS
m	FORTRESS PARTNERS OFFSHORE FUND	P	VARIOUS	VARIOUS
n	TIFF PRIVATE EQUITY PARTNERS 2008	P	VARIOUS	VARIOUS
o	COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	P	VARIOUS	VARIOUS

	(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			-95.	95.
b	350,000.		196,168.	153,832.
c	450,000.		451,353.	-1,353.
d	650,000.		637,024.	12,976.
e	650,000.		623,655.	26,345.
f	96,265.		63,830.	32,435.
g	86,235.		49,664.	36,571.
h	80,000.		94,704.	-14,704.
i	900,000.		737,774.	162,226.
j	400,000.		386,969.	13,031.
k	167,117.		27,229.	139,888.
l	323,763.		193,133.	130,630.
m	117,960.		107,496.	10,464.
n	104,329.		62,767.	41,562.
o	146,558.		83,733.	62,825.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				95.
b				153,832.
c				-1,353.
d				12,976.
e				26,345.
f				32,435.
g				36,571.
h				-14,704.
i				162,226.
j				13,031.
k				139,888.
l				130,630.
m				10,464.
n				41,562.
o				62,825.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	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). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	KING STREET CAPITAL, LP	P	VARIOUS	VARIOUS
b	FLAG VENTURE PARTNERS VI	P	VARIOUS	VARIOUS
c	MERIDIAN SPECIAL INVESTMENT FUND	P	VARIOUS	VARIOUS
d	BROWN ADVISORY LARGE-CAP GROWTH	P	VARIOUS	VARIOUS
e	MOODY ALDRICH FOCUSED VALUE	P	VARIOUS	VARIOUS
f	DEPRINCE, RACE & ZOLLO LARGE CAP VALUE FD.	P	VARIOUS	VARIOUS
g	WELLS CAPITAL HERITAGE ALLCAP GROWTH FUND	P	VARIOUS	VARIOUS
h	PARTNERSHIP CAPITAL GAINS ADJUSTMENT	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(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	623.		287.	336.
b	136,638.		104,884.	31,754.
c	72,599.		60,994.	11,605.
d	1,748,756.		1,407,220.	341,536.
e	5,380,162.		5,304,646.	75,516.
f	4,269,081.		3,702,729.	566,352.
g	2,229,669.		2,318,809.	-89,140.
h			-289,438.	289,438.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				336.
b				31,754.
c				11,605.
d				341,536.
e				75,516.
f				566,352.
g				-89,140.
h				289,438.
i				
j				
k				
l				
m				
n				
o				

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	2,034,220.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SALEM TRUST - BROWN ADVISORY LARGE CAP GROWTH	8.
SALEM TRUST - DEPRINCE, RACE, ZOLLO LARGE-CAP VALUE FUND	2.
SALEM TRUST - MOODY ALDRICH FOCUSED VALUE	4.
SALEM TRUST - RECEIPTS AND DISBURSEMENTS ACCOUNT	9.
SALEM TRUST - WELLS CAPITAL HERITAGE ALLCAP GROWTH FUND	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
3M COMPANY COMMON STOCK	49,000.	0.	49,000.
BROWN ADVISORY LARGE-CAP GROWTH	69,722.	0.	69,722.
DEPRINCE, RACE, ZOLLO LARGE-CAP VALUE FUND	190,633.	0.	190,633.
MANNING & NAPIER OVERSEAS FUND	95,018.	0.	95,018.
MOODY ALDRICH FOCUSED VALUE	15,692.	0.	15,692.
OTHER INCOME	7.	0.	7.
PIMCO DIVERSIFIED FUND	147,483.	0.	147,483.
PIMCO SHORT-TERM FUND	24,558.	0.	24,558.
PIMCO TOTAL RETURN FUND	227,200.	0.	227,200.
TIFF PRIVATE EQUITY PARTNERS 2007	18,929.	0.	18,929.
TIFF PRIVATE EQUITY PARTNERS 2008	5,223.	0.	5,223.
TIFF REALTY & RESOURCES 2008	3,825.	0.	3,825.
TIFF REALTY & RESOURCES III	21,998.	0.	21,998.
VANGUARD INSTITUTIONAL INDEX FUND	121,417.	0.	121,417.
VANGUARD RUSSELL VALUE INDEX	97,634.	0.	97,634.
VANGUARD TOTAL BOND MARKET	81,124.	0.	81,124.
WELLS CAPITAL HERITAGE ALLCAP GROWTH	40,274.	0.	40,274.
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND	18,927.	0.	18,927.
TOTAL TO FM 990-PF, PART I, LN 4	1,228,664.	0.	1,228,664.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BANK OF AMERICA			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	-95.	0.	0.	95.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO TOTAL RETURN FUND			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	350,000.	196,168.	0.	0.	153,832.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO DIVERSIFIED FUND			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	450,000.	451,353.	0.	0.	-1,353.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO SHORT-TERM FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
650,000.	637,024.	0.	0.	12,976.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD TOTAL BOND FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
650,000.	623,655.	0.	0.	26,345.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF REALTY & RESOURCES III	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
96,265.	63,830.	0.	0.	32,435.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF REALTY & RESOURCES 2008	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,235.	49,664.	0.	0.	36,571.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,000.	94,704.	0.	0.	-14,704.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD INSTITUTIONAL INDEX FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
900,000.	737,774.	0.	0.	162,226.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MANNING & NAPIER OVERSEAS FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400,000.	386,969.	0.	0.	13,031.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF PRIVATE EQUITY PARTNERS 2007	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
167,117.	27,229.	0.	0.	139,888.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG PRIVATE EQUITY III	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
323,763.	193,133.	0.	0.	130,630.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FORTRESS PARTNERS OFFSHORE FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
117,960.	107,496.	0.	0.	10,464.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFF PRIVATE EQUITY PARTNERS 2008	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
104,329.	62,767.	0.	0.	41,562.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
146,558.	83,733.	0.	0.	62,825.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KING STREET CAPITAL, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
623.	287.	0.	0.	336.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG VENTURE PARTNERS VI	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
136,638.	104,884.	0.	0.	31,754.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERIDIAN SPECIAL INVESTMENT FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,599.	60,994.	0.	0.	11,605.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN ADVISORY LARGE-CAP GROWTH	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,748,756.	1,407,220.	0.	0.	341,536.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MOODY ALDRICH FOCUSED VALUE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,380,162.	5,304,646.	0.	0.	75,516.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEPRINCE, RACE & ZOLLO LARGE CAP VALUE FD.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,269,081.	3,702,729.	0.	0.	566,352.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS CAPITAL HERITAGE ALLCAP GROWTH FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,229,669.	2,318,809.	0.	0.	-89,140.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP CAPITAL GAINS ADJUSTMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,744,782.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	0.	4,447.	
TUCKERBROOK SB GLOBAL DISTRESSED FUND	0.	-11,331.	
TIFF REALTY & RESOURCES III	0.	586.	
TIFF REALTY & RESOURCES 2008	0.	-4,741.	
TIFF PRIVATE EQUITY PARTNERS 2008	0.	-12,012.	
TIFF PRIVATE EQUITY PARTNERS 2007	0.	-16,518.	
PERENNIAL REAL ESTATE FUND	0.	10,363.	
FLAG VENTURE PARTNERS VI	0.	-59,497.	
FLAG PRIVATE EQUITY III	0.	4,629.	
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	0.	-9,180.	
CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FUND	0.	94,825.	
LANDMARK REAL ASSETS FUND	0.	-33,263.	
HARBINGER CLASS L HOLDINGS, LLC	0.	169.	
HARBINGER CLASS PE HOLDINGS TRUST	0.	726.	
MEDLEY OPPORTUNITY FUND	0.	-1,620.	
STYX PARTNERS FUND	0.	104.	
KING STREET CAPITAL	0.	2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-32,311.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,766.	581.		2,185.
TO FM 990-PF, PG 1, LN 16A	2,766.	581.		2,185.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	39,391.	8,272.		31,119.
TO FORM 990-PF, PG 1, LN 16B	39,391.	8,272.		31,119.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	278,131.	278,131.		0.
TO FORM 990-PF, PG 1, LN 16C	278,131.	278,131.		0.

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES AND FEES	5,686.	0.		0.
EXCISE TAX	15,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,686.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	3,139.	0.		3,139.
EDUCATIONAL TRAINING	6,390.	1,342.		5,048.
EQUIPMENT RENTAL & MAINTENANCE	12,451.	2,615.		9,836.
INFORMATION SERVICES	75,000.	75,000.		0.
INSURANCE	24,507.	5,146.		19,361.
LIBRARY MAINTENANCE	1,040.	0.		1,040.
OFFICE EXPENSES	22,645.	4,755.		17,890.
OTHER SERVICES	40,671.	0.		40,671.
POSTAGE	2,352.	682.		1,670.
TECHNOLOGY SERVICES	15,933.	4,621.		11,312.
MISCELLANEOUS	34,514.	0.		34,514.
TO FORM 990-PF, PG 1, LN 23	238,642.	94,161.		144,481.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
RECOVERY OF PRIOR YEAR DISTRIBUTABLE AMOUNT	69,616.
TOTAL TO FORM 990-PF, PART III, LINE 3	69,616.

FORM 990-PF | CORPORATE STOCK | STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERIDIAN SPECIAL INVESTMENT FUND	252,199.	143,660.
3M COMPANY COMMON STOCK	219,875.	2,271,600.
VANGUARD INSTITUTIONAL INDEX FUND	4,347,247.	5,999,420.
CITY OF LONDON GLOBAL EMERGING MARKETS COUNTRY FUND	1,236,484.	3,472,076.
MANNING & NAPIER OVERSEAS FUND	5,453,329.	5,924,283.
BROWN ADVISORY LARGE-CAP GROWTH FUND	4,635,333.	6,083,215.
MOODY ALDRICH FOCUSED VALUE FUND	0.	0.
DEPRINCE, RACE & ZOLLO LARGE-CAP VALUE FUND	5,525,961.	6,066,477.
WELLS CAPITAL HERITAGE ALLCAP GROWTH	5,334,116.	6,424,659.
VANGUARD RUSSELL VALUE INDEX FUND	5,097,634.	5,940,977.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,102,178.	42,326,367.

EDYTH BUSH CHARITABLE FOUNDATION, INC. 23-7318041

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PIMCO DIVERSIFIED FUND	3,055,427.	2,953,771.
PIMCO TOTAL RETURN FUND	5,684,301.	5,646,537.
PIMCO SHORT-TERM FUND	2,576,698.	2,574,320.
VANGUARD TOTAL BOND MARKET INDEX FUND	3,019,802.	2,914,371.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,336,228.	14,088,999.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF PRIVATE EQUITY PARTNERS 2007	COST	1,499,703.	1,359,135.
FLAG PRIVATE EQUITY III	COST	1,233,433.	1,580,719.
FORTRESS PARTNERS OFFSHORE FUND	COST	954,070.	1,285,329.
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI	COST	1,260,712.	1,527,532.
TUCKERBROOK SB GLOBAL DISTRESSED FUND I	COST	1,343,209.	1,663,894.
FLAG VENTURE PARTNERS VI	COST	1,307,258.	1,955,325.
TIFF REALTY & RESOURCES III	COST	773,889.	803,582.
WESTPORT CAPITAL PARTNERS REAL ESTATE FUND I	COST	898,553.	630,042.
PERENNIAL REAL ESTATE FUND	COST	2,694,006.	2,932,949.
TIFF REALTY & RESOURCES 2008	COST	663,615.	710,371.
TIFF PRIVATE EQUITY PARTNERS 2008	COST	631,105.	684,869.
STYX PARTNERS, L.P.	COST	13,471.	14,833.
MEDLEY OPPORTUNITY FUND, L.P.	COST	118,671.	51,260.
KINGSTREET CAPITAL, L.P.	COST	322.	296.
HARBINGER CLASS L HOLDINGS LLC	COST	2,800.	2,420.
HARBINGER CLASS PE HOLDINGS, L.P.	COST	30,156.	17,967.
LANDMARK REAL ASSETS FUND	COST	1,988,190.	2,579,369.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,413,163.	17,799,892.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GERALD F. HILBRICH 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	CHAIRMAN 5.00	12,500.	0.	0.
HERBERT W. HOLM 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	VICE-CHAIRMAN 5.00	12,500.	0.	0.
DEBORAH C. GERMAN 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
MATTHEW W. CERTO 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
RICHARD J. WALSH 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
DAVID A. ODAHOWSKI 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	PRESIDENT & DIRECTOR 45.00	271,250.	0.	4,736.
DEBORAH J. HESSLER 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	CORPORATE SECRETARY 45.00	94,262.	4,713.	0.
MARY ELLEN HUTCHESON, CPA 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	VICE PRESIDENT & TREASURER 45.00	158,804.	7,940.	0.
HARVEY L. MASSEY 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
ELIZABETH DVORAK 199 E. WELBOURNE AVE, SUITE 100 WINTER PARK, FL 32789-4365	DIRECTOR 5.00	12,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		611,816.	12,653.	4,736.

EDYTH BUSH CHARITABLE FOUNDATION, INC. EIN: 23-7318041

FORM 990-PF, PART II, BALANCE SHEETS
LINE 14, COLUMN B
FYE: AUGUST 31, 2013

DESCRIPTION	COST	ACCUMULATED DEPRECIATION 8/31/12	CURRENT DEPRECIATION	DISPOSALS	ACCUMULATED DEPRECIATION 8/31/13
OFFICE CONDOMINIUM UNITS AND IMPROVEMENTS	1,306,137	869,603	56,043	(4,920)	920,726
FURNITURE, FIXTURES AND EQUIPMENT	259,500	219,068	16,353	(7,955)	227,466
	1,565,637	1,088,671	72,396	(12,875)	1,148,192

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
FORM 990 PF, PART VIII - OFFICERS' COMPENSATION
LINE 1, COLUMN (e)
FYE: AUGUST 31, 2013

Explanation of Foundation provided automobile as a fringe benefit:
Mr. Odahowski, President, was provided with a Foundation owned automobile for business and personal use for the entire fiscal year.
The automobile's annual lease value is $ 6,850 (using the IRS' Annual Lease Value Table) of which $ 4,736 is a taxable fringe benefit.

EDYTH BUSH
CHARITABLE FOUNDATION

OUTLINE OF GRANT REQUEST REQUIREMENTS

This Foundation asks that requests for grants be submitted in writing or through our online grant application. Contact the Foundation office for details on how to access the online application form. Most applicants will use our online application to apply for funding. We strongly encourage you to apply online as you will have immediate acknowledgment of the receipt of your application and it will be processed much faster. However, if you wish to submit your request in writing, it should include the following:

1. Name, address, telephone number, and Federal Employer Identification Number (EIN) of the tax-exempt organization which will be the recipient of the grant.

2. The amount requested, and a complete statement of why the grant is needed and what will be done with the money.

3. Name, contact information, and position or relationship to the organization of the individual signing the grant request.

4. A signed statement that the grant request has been authorized by the governing board to be submitted on behalf of the requesting organization

5. List of other funders (and amounts) you are approaching for this project.

6 List specific goals you expected to accomplish with the grant funds.

7. How the project or operations will be financed after funds from this Foundation are expended.

8. Measurement tests by which the effectiveness of the grant, if made, should be judged when the grant funds have been expended.

9. A detailed budget of the project or need, showing how the requested funds from this Foundation would be spent. (Three columns usually are effective: Line Item, Total Project, and Foundation Funds.). Include the length of time funds will be needed.

10. A statement that the requesting organization will furnish a report showing how the funds were spent and that funds were spent solely for the purposes for which the grant is sought. Such reports must satisfy the requirements of the Edyth Bush Charitable Foundation, Inc., the Internal Revenue Service, and may be required to be certified by a Certified Public Accountant. If a grant is made by the Foundation to your organization, you will be expected to accept the General terms and Conditions "Exhibit A" available in the Grantee Tool Box at www edythbush org.

11. The names, occupations and business affiliations of each of the Board of Directors or the Trustees responsible for the management of the requesting organization.

12 The application must furnish as attachments·

   (a) A statement signed by you that your organization's tax exemption under Internal Revenue Code Section 501(c)(3) and your status under Section 509(a) has not been revoked or modified.

(b) Your agency's latest annual IRS Form 990 and Audit, if such audits are made. Provide the most recent quarterly or monthly management financial report as well, if the annual statement is more than three months old.

Grant requests will not be returned to the applicants.

When a grant request has been acted on, such action is final upon the request as presented. It normally will not be carried over for future consideration unless specifically designated for further investigation or deferred by the Board of Directors. The applicant is not precluded by denial of a request from making other new grant requests in the future unless the field of a denied request is one which our Board of Directors has limited by a policy determination.

Grant requests should be transmitted through www.edytbush.org or mailed to:

Edyth Bush Charitable Foundation, Inc.
199 E. Welbourne Avenue, Suite 100
P O. Box 1967
Winter Park, Florida 32790-1967
Telephone: (407) 647-4322
Toll free in Florida: (888) 647-4322

Dated: November 2, 1979
(As Revised April 2010)

EDYTH BUSH
CHARITABLE FOUNDATION

GRANT POLICIES AND PROCEDURES

A. Geographic Limitations:

The Foundation welcomes grant requests from otherwise eligible tax-exempt organizations under Internal Revenue Code Sections 501(c)(3) and Section 509(a) located and/or operating within the Orlando MSA of Orange, Seminole, Osceola and Lake Counties, Florida. Other grant requests should have special interest or support from one or more of our Directors

B. General Purposes:

1. Based on policy resolutions adopted by Edyth Bush (Mrs. Archibald G. Bush), our Founder, while she was still alive, this Foundation is operated exclusively for charitable, religious, literary, and other exempt purposes.

   "Special consideration will be given to distributions and grants to charitable, religious and educational organizations which are organized and operated to help underprivileged or needy people to improve themselves, or to relieve human suffering; "--.

2. As a practical matter, we have made grants for challenge and development purposes, construction and renovation, equipment and expansion of functions, pilot projects and seed start-up of new programs, and study or planning grants to determine feasibility and market. We also have made emergency grants, emergency and other Program-Related Investment Loans. Over 50% of our grants are on a challenge or match basis, either "pay-as-matched" or "all-or-nothing."

3. Typically, grants range from $5,000 to $50,000. Many of our larger grants are on a challenge match basis.

4. The Foundation has broad interests in human service, education, health care and a limited interest in the arts. The Foundation has elected to focus these interests by concentrating on certain priorities within the particular field. This focus is more clearly defined by the Foundation's Grant Policy Limitations.

C. Grant Policy Limitations:

In addition to the Orlando MSA geographic limitation, the Foundation will ordinarily deny grant requests (as adopted by our Board of Directors):

1. "From chiefly tax-supported institutions, or their 'support' foundations (more than 50% government funding of the operations or project indicates 'chiefly tax-supported') or to continue dropped or discontinued government funded programs or projects until at least one (1) year or more of 51% private funding has been completed successfully;

2. "For individual scholarships or for individual research grants even if through an exempt or otherwise qualified educational organization;

3. "For alcoholism or drug abuse programs or facilities;

4. "For routine operating expenses;

5. "To pay off deficits or pre-existing debt;

6. "For foreign organizations or for foreign expenditure. For this purpose 'foreign' means outside the United States, or its territories and possessions, whether the organization itself is U.S. based or foreign based;

7. "For travel projects or fellowships;

8. "For chiefly church, sacramental, denominational or inter-denominational purposes, except outreach projects for elderly, indigents, needy, youth, or homeless regardless of belief, race, color, creed, or sex;

9. "For endowment funds or other purely revenue generating funds;

10. "Advocacy organizations or advocacy component funding;

11. "For cultural or arts organizations unless their collections, exhibits, projects or performances are of demonstrated nationally recognized quality; or for the demonstrated educational value of children, K-12th grade.

12. "From organizations having receipts or revenues from memberships and/or contributions of less than $25,000 in the previous year, or from any organization whose Internal Revenue Code Section 509(a) 'publicly supported' status will need renewal in the next six (6) months.

Most of the policies are those favored by Edyth Bush, our founder, in her personal giving or in her Foundation policies prior to her death.

D. Grant Request Procedures:

1. We suggest that initial contact be through the Eligibility Quiz located at the Foundation's website at www edythbush org. You may also contact us by telephone (407-647-4322), by email, or through a letter of inquiry stating the amount sought and purpose of the grant, and nature of the organization.

2. Grant requests are submitted through our online grant application or by mail. The Program Officer will provide you the necessary information for access to our online application.

3. We may conduct a field review (site visit) by one or more Officers or Directors of the Foundation. The field review includes a conference with the organization's professional staff involved in the request, one or more of its Board of Directors or Trustees, appropriate accounting personnel of the organization, as well as a review of actual operations.

4. After our review, you will be notified of the Foundation's determination. If approved, you are asked to accept the grant terms, including our General Terms and Conditions – "Exhibit A". You may be asked to attend a Grantee Conference held at our office prior to payout of the grant. If the grant is a match or challenge grant, you should be prepared to meet the deadlines specified in the grant letter within which to certify the match to us, including enough information for the Foundation to verify the certification. Copies of all grant-related documents, including the

Acceptance Letter, Exhibit A, and Grantee Conference are available in the Grantee Toolbox at www.edythbush.org.

5. Program-Related Investment Loans:

Requests for emergency, construction, renovation, or "bridge" loans require a complete grant request and must comply with all of the Foundation's grant policies. Loans are ordinarily for up to a maximum of three years at simple interest. After a file is complete, the request will typically be reviewed and a decision made within sixty days. We suggest talking to the Program Officer before filing a loan request.

E. Grantee Reporting Requirements:

We do ask grantees to provide us with a progress report at least every six months. When the grant funds have been fully spent, we require a final report containing a list of the disbursements of the grant balanced against the grant budget, together with an evaluation of the results of the grant. New grant requests will not be processed by the Foundation from the same organization until the final report has been filed on any prior grant. The Foundation from time-to-time conducts post-review audits of previously completed grants. This is primarily for the purpose of assisting the Foundation in establishing its own grant policies as well as to review the stewardship of the grant funds by your organization.

F. Reapplications:

In case a grant request is denied, reapplication on the same grant request ordinarily will not be considered. However, unless the organization is not eligible for tax or policy reasons, denial of a grant request is without prejudice to your submitting other requests on different projects or on other subjects.

G. Submission of Requests

The Foundation has no submission deadline dates and grant requests are received at any time. All request materials received become property of the Foundation and will not be returned to sender.

H. Office Conferences and Technical Assistance:

Please phone in advance for appointments. Much can be done by telephone rather than travel. Our telephone lines are open during office hours (9:00 A M. to 5:00 P M), and we encourage phone or email contact.

I. Grant Request Outline:

Grant requests should follow carefully our Online Grant Application or Outline of Grant Request Requirements The Outline, along with other important information, is available on our website www.edythbush org.

Edyth Bush Charitable Foundation, Inc.
199 E. Welbourne Avenue, Suite 100, Winter Park, Florida 32789
407-647-4322 or 1-888-647-4322
www.edythbush.org

Dated: November 2, 1979 (As Revised April 2010)

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
PART XV - SUPPLEMENTARY INFORMATION
LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE: AUGUST 31, 2013

Recipient Organization	Tax Status	Purpose of Grant or Contribution	Amount
Albin Polasek Foundation 633 Osceola Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	In recognition of Richard J. Conlee's support of Winter Park cultural nonprofit organizations	$ 5,000
American Symphony Orchestra League 33 West 60th Street, 5th Floor New York, New York 10023	501(c)(3) Public Charity	To include Florida orchestras in the Orchestra Mapping Project	$ 10,000
Association of Fundraising Professionals Central Florida Chapter Post Office Box 398 Winter Park, Florida 32790	501(c)(3) Public Charity	David R. Roberts Youth in Philanthropy Award and the H Clifford Lee Lifetime Achievement Award presented annually at the National Philanthropy Day event	$ 11,000
Atlantic Center For The Arts Inc. 1414 Art Center Avenue New Smyrna Beach, Florida 32168	501(c)(3) Public Charity	To fund the Pabst Charitable Foundation for the Arts and The National Center for Creative Aging Arts "Caregivers" Toolkit Workshop	$ 10,000
Boys & Girls Clubs of Central Florida, Inc Post Office Box 2987 Orlando, Florida 32802	501(c)(3) Public Charity	A challenge grant to help defray a portion of the remodeling costs to create the Syd & Marianne Levy Service Center Headquarters	$ 250,000
Catholic Charities of Orlando, Inc 1771 North Semoran Boulevard Orlando, Florida 32807-3598	501(c)(3) Public Charity	For volunteer and administrative support of the Million Meal Challenge Orlando	$ 5,000
Celebration Foundation 610 Sycamore Street Suite 110 Celebration, Florida 34747-4946	501(c)(3) Public Charity	To provide funding to the Main Street Philanthropy program for the Tupperware Boys and Girls Club in Osceola County	$ 5,000
Central Florida Women's Resource Center, Inc. 199 E Welbourne Avenue, Suite 203 Winter Park, Florida 32789	501(c)(3) Public Charity	Participation in Orlando Business Journal 2012 Partners in Philanthropy edition	$ 2,266
Christian HELP Foundation, Inc. 450 Seminola Boulevard Casselberry, Florida 32707	501(c)(3) Public Charity	Hire a Development Coordinator to provide support to the Development Director in preparation of Christian HELP's Building Better Futures program	$ 50,000
First Presbyterian Church of Orlando 106 East Church Street Orlando, Florida 32801-3390	501(c)(3) Public Charity	Infant Child Care Center playground renovation	$ 8,000
The First Tee of Central Florida 199 E. Welbourne Avenue, Suite 201 Winter Park, Florida 32789	501(c)(3) Public Charity	To fund office renovations and furniture	$ 20,000
Florida Chamber Foundation, Inc. 136 S. Bronough Street P. O. Box 11309 Tallahassee, Florida 32302-3309	501(c)(3) Public Charity	In support of 2013 programs	$ 50,000

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
PART XV - SUPPLEMENTARY INFORMATION
LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE: AUGUST 31, 2013

Recipient Organization	Tax Status	Purpose of Grant or Contribution	Amount
Florida Philanthropic Network 1211 N. Westshore Boulevard, Suite 314 Tampa, Florida 33607	501(c)(3) Public Charity	In support of 2013 Programs	$ 5,000
A Gift For Teaching 6501 Magic Way, Bldg. #400C Orlando, Florida 32809	501(c)(3) Public Charity	In support of "2013 Summer of Dreams" day camp for homeless children	$ 5,000
A Gift For Teaching 6501 Magic Way, Bldg. #400C Orlando, Florida 32809	501(c)(3) Public Charity	To complete a Winifred Johnson Clive Foundation match for the art and music program	$ 1,500
Global Stroke Resource, Inc 127 W. Fairbanks Avenue, Suite 522 Winter Park, Florida 32789	501(c)(3) Public Charity	For Philanthropy and Nonprofit Leadership Center membership, course work and consulting	$ 2,500
Grants Managers Network 1666 K Street, NW, Suite 440 Washington, DC 20005	501(c)(3) Public Charity	In support of 2013 programs	$ 1,000
Harbor House OCCADV P.O. Box 680748 Orlando, Florida 34868	501(c)(3) Public Charity	To hire a Director of Community Education and Awareness to oversee the Community and Continuing Education Program, and to fund integration of donor and financial software systems	$ 122,098
Harvest Time International 225 N Kennel Road Sanford, Florida 32771	501(c)(3) Public Charity	To purchase equipment, dental supplies, computers and software for free dental clinic serving homeless and uninsured families	$ 95,494
The James Madison Institute For Public Policy Studies Inc. 100 North Duval Street Tallahassee, Florida 32301-7725	501(c)(3) Public Charity	In support of FYE 2013 programs	$ 5,000
Junior Achievement, Inc 2121 Camden Road Orlando, Florida 32803	501(c)(3) Public Charity	To fund two Junior Achievement Academy Scholarships at $3,500 each	$ 7,000
Kids in Distressed Situations, Inc. 112 West 34th St, Suite 1133 New York, New York 10120	501(c)(3) Public Charity	In support of the Central Florida Capacity Building Program	$ 50,000
Lake Nona Institute Inc. 9801 Lake Nona Boulevard Orlando, Florida 32827	501(c)(3) Public Charity	To sponsor the 2nd Annual Lake Nona Impact Forum	$ 50,000
LifeStream Behavioral Center, Inc. 515 West Main Street Leesburg, Florida 34748	501(c)(3) Public Charity	Fund first year cost to reopen Anthony House, which provides transitional housing and services for homeless families and individuals	$ 200,000
Mayo Clinic Jacksonville 4500 San Pablo Road South Jacksonville, Florida 32224	501(c)(3) Public Charity	For patient care programs at the Jacksonville, Florida Clinic	$ 5,000

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
PART XV - SUPPLEMENTARY INFORMATION
LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE: AUGUST 31, 2013

Recipient Organization	Tax Status	Purpose of Grant or Contribution	Amount
McDaniel College 2 College Hill Westminster, Maryland 21157	501(c)(3) Public Charity	In support of educational programs	$ 1,000
Orlando Community and Youth Trust 595 N. Primrose Avenue Orlando, Florida 32803	501(c)(3) Public Charity	To match a National Endowment of the Arts grant to improve Loch Haven Park	$ 16,666
Orlando Repertory Theatre Civic Theatre of Central Florida 1001 E. Princeton Street Orlando, Florida 32803	501(c)(3) Public Charity	Presenting Sponsor of Orlando Repertory Theatre's 10th Birthday Season	$ 60,000
Philanthropy and Nonprofit Leadership Center Rollins College 1000 Holt Avenue - 2755 Winter Park, FL 32789	501(c)(3) Public Charity	Support the Philanthropy and Nonprofit Leadership Center's programs and services	$ 333.333
Philanthropy and Nonprofit Leadership Center Rollins College 1000 Holt Avenue - 2755 Winter Park, FL 32789	501(c)(3) Public Charity	Participation in Orlando Business Journal 2012 Partners in Philanthropy edition	$ 2,266
The Philanthropy Roundtable 1730 M Street NW, Suite 601 Washington, DC 20036	501(c)(3) Public Charity	In support of 2013 programs	$ 5,000
Rollins College 1000 Holt Avenue Winter Park, Florida 32789-4499	501(c)(3) Public Charity	To support the hiring and support of Florida Nonprofit Alliance's staff and its launch as a membership organization	$ 50,000
Rollins College 1000 Holt Avenue Winter Park, Florida 32789-4499	501(c)(3) Public Charity	PeerSpectives Leadership Development Roundtable for Nonprofit Executives Expansion	$ 10,267
Rollins College 1000 Holt Avenue Winter Park, Florida 32789-4499	501(c)(3) Public Charity	Expansion and Renovation of the Archibald Granville Bush Science Center at Rollins College	$ 600,000
Rollins College 1000 Holt Avenue Winter Park, Florida 32789-4499	501(c)(3) Public Charity	Winter Park Institute Presents: An Evening with the Honorable Jeb Bush, March 20, 2014. The presentation "America's Promise in Uncertain Times" is part of the WPI's Distinguished Visiting Scholar Series	$ 50,000
Rollins College 1000 Holt Avenue Winter Park, Florida 32789-4499	501(c)(3) Public Charity	PeerSpectives Leadership Development Pilot for Nonprofit Executives	$ 18,200
Shepherd's Hope, Inc 4851 S Apopka Vineland Road Orlando, Florida 32819	501(c)(3) Public Charity	To fund the new Vice President of Operations position	$ 109,508

EDYTH BUSH CHARITABLE FOUNDATION, INC. **EIN: 23-7318041**
PART XV - SUPPLEMENTARY INFORMATION
LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE: AUGUST 31, 2013

Recipient Organization	Tax Status	Purpose of Grant or Contribution	Amount
Winter Park Improvement Foundation, Inc. c/o Winter Park Chamber of Commerce 151 West Lyman Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	In support of the agency's 2013 Chamber Cares effort to raise funds for the Down Syndrome Association of Central Florida	$ 3,335
Winter Park Day Nursery, Inc. 741 S. Pennsylvania Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	In recognition of Richard J. Conlee's support of Winter Park educational nonprofit organizations	$ 5,000
Winter Park Day Nursery, Inc 741 S. Pennsylvania Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	Participation in Orlando Business Journal 2012 Partners in Philanthropy edition	$ 2.266
Winter Park Public Library 460 E New England Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	Library Director's discretionary fund	$ 5,000
The Winter Park Sidewalk Art Festival Foundation PO Box 597 Winter Park, Florida 32790-0597	501(c)(3) Public Charity	Designated to the 54th Winter Park Sidewalk Art Festival - Edyth Bush Charitable Foundation "Art of Philanthropy" award	$ 5,000
***Grant Totals**			**$ 2,252,699**
*Board/Staff Matching Gifts	Various 501(c)(3) Public Charities		$ 70,200
*Gifts (Memorials, Events, Sponsorships)	Various 501(c)(3) Public Charities		$ 98.191
Total FYE 2013 Grants and Contributions			**$ 2,421,090**

*Expenditure responsibility report is attached at Statement 21 for a certain grant included in one of these categories that was made to the following entity
Charles Hosmer Morse Foundation

EDYTH BUSH CHARITABLE FOUNDATION, INC. EIN: 23-7318041
Part XV--SUPPLEMENTARY INFORMATION
LINE 3b--GRANTS AND CONTRIUBTIONS APPROVED FOR FUTURE PAYMENT
FYE: AUGUST 31, 2013

Recipient Organization	Tax Status	Purpose of Grant or Contribution	Amount
Association of Fundraising Professionals Central Florida Chapter Post Office Box 398 Winter Park, Florida 32790	501(c)(3) Public Charity	David R Roberts Youth in Philanthropy Award and the H Clifford Lee Lifetime Achievement Award presented annually at the National Philanthropy Day event	$ 11,000
LifeStream Behavioral Center, Inc 515 West Main Street Leesburg, Florida 34748	501(c)(3) Public Charity	Funding costs to reopen Anthony House, providing transitional housing and services for homeless families and individuals	$ 50,000
Orlando Repertory Theatre (Civic Theatre of Central Florida) 1001 E Princeton Street Orlando, Florida 32803	501(c)(3) Public Charity	To match Orange County Cultural Facilities funds for the purposes of completing final renovation of the Edyth Bush Theatre	$ 120,000
Philanthropy and Nonprofit Leadership Center Rollins College 1000 Holt Avenue - 2755 Winter Park, Florida 32789	501(c)(3) Public Charity	Support the Philanthropy and Nonprofit Leadership Center's programs and services	$ 666,667
Rollins College 1000 Holt Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	Expand PeerSpectives Leadership Development Roundtable for Nonprofit Executives	$ 10,267
Rollins College 1000 Holt Avenue Winter Park, Florida 32789	501(c)(3) Public Charity	Expansion and Renovation of the Archibald Granville Bush Science Center at Rollins College	$ 400,000
University Of Central Florida Foundation, Inc 12424 Research Parkway Suite 140 Orlando, Florida 32826	501(c)(3) Public Charity	Funding towards creating "41" endowed scholarships at the UCF Medical School to honor the inaugural class of 41 students	$ 300,000
The Winter Park Sidewalk Art Festival Foundation Inc PO Box 597 Winter Park, Florida 32790	501(c)(3) Public Charity	Designated to the 55th Winter Park Sidewalk Art Festival - "Art of Philanthropy" award	$ 5,000
			$ 1,562,934

Edyth Bush Charitable Foundation, Inc.
EIN: 23-7318041
Expenditure Responsibility Statement
Form 990-PF
Fiscal Year End August 31, 2013

Pursuant to IRC Regulation §53.4945-5(d)(2), the Edyth Bush Charitable Foundation, Inc. provides the following information:

Grantee:	Charles Hosmer Morse Foundation 445 N. Park Avenue PO Box 40 Winter Park, Florida 32790
Amount of Grant:	$100
Purpose of grant:	General support for the Charles Hosmer Morse Foundation, the operating foundation for the Morse Museum of American Art
Reports:	The Charles Hosmer Morse Foundation submitted full and complete report of it expenditures
Diversions:	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.