EXTENSION GRANTED TO 11/17/14

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , **and ending**

Name of foundation: THE SAMUELS FAMILY FOUNDATION, INC.

A Employer identification number: 27-1602205

Number and street (or P O box number if mail is not delivered to street address): 5012 N.W. 24TH CIRCLE

Room/suite:

B Telephone number: 561-909-2100

City or town, state or province, country, and ZIP or foreign postal code: BOCA RATON, FL 33431

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: ☒ 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)* ▶$ 2,367,119.

J Accounting method: ☒ 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	783,550.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,172.	11,609.		STATEMENT 1
	4 Dividends and interest from securities	16,996.	16,996.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,749.			
	b Gross sales price for all assets on line 6a 61,749.				
	7 Capital gain net income (from Part IV, line 2)		16,749.		
	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				
	12 **Total.** Add lines 1 through 11	832,467.	45,354.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,904.	3,904.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	124.	124.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,028.	4,028.		0.
	25 Contributions, gifts, grants paid	82,410.			82,410.
	26 **Total expenses and disbursements.** Add lines 24 and 25	86,438.	4,028.		82,410.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	746,029.			
	b **Net investment income** (if negative, enter -0-)		41,326.		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	559,807.	952,841.	952,841.
	2	Savings and temporary cash investments		159,765.	158,497.
	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 STMT 6	152,580.	148,813.	143,307.
	b	Investments - corporate stock STMT 7	670,381.	103,896.	94,250.
	c	Investments - corporate bonds STMT 8	78,711.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	179,765.	1,023,730.	1,018,224.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,641,244.	2,389,045.	2,367,119.
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 ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,641,244.	2,389,045.	
	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**	1,641,244.	2,389,045.	
	31	**Total liabilities and net assets/fund balances**	1,641,244.	2,389,045.	

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	1,641,244.
2	Enter amount from Part I, line 27a	2	746,029.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,772.
4	Add lines 1, 2, and 3	4	2,389,045.
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	2,389,045.

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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	$20,000 BANK OF AMERICA CERTIFICATE OF			
b	DEPOSIT	P	04/13/12	04/25/13
c	$25,000 FORD MOTOR CREDIT MED TERM NTS	P	04/02/12	04/22/13
d	CAPITAL GAINS DIVIDENDS			
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	20,000.	0.	20,000.	0.
c	25,000.	0.	25,000.	0.
d	16,749.			16,749.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				0.
c				0.
d				16,749.
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 16,749.

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))
2012	84,512.	1,329,237.	.063579
2011	60,903.	612,526.	.099429
2010	0.	8,213.	.000000
2009			
2008			

2	Total of line 1, column (d)	2	.163008
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	.054336
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,689,639.
5	Multiply line 4 by line 3	5	91,808.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	413.
7	Add lines 5 and 6	7	92,221.
8	Enter qualifying distributions from Part XII, line 4	8	82,410.

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 ▶ ☐ 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, col. (b).			1	827.
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	827.
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	827.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	87.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,587.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	1.
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	759.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		759. **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 the 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? *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
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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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, col. (c), and Part XV*	7	X	
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 2013 or the taxable year beginning in 2013 (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 STMT 10	10	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARJORIE HORWIN, CPA Telephone no. ▶ 561-909-2100

Located at ▶ 225 NE MIZNER BVLD., #685, BOCA RATON, FL ZIP+4 ▶ 33432

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 2013, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	4b		X

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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)? N/A **5b**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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
SHERRI L. SAMUELS 5012 N.W. 24TH CIRCLE BOCA RATON, FL 33431	DIRECTOR/SECY-TREASURER 0.30	0.	0.	0.
JEFFREY K. SAMUELS 4326 TRANQUILITY DRIVE HIGHLAND BEACH, FL 33487	DIRECTOR/VICE-PRESIDENT 0.30	0.	0.	0.
VELIA SAMUELS-SWEET 4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487	DIRECTOR/PRESIDENT 0.30	0.	0.	0.

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
NONE				

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
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

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.

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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	544,924.
b	Average of monthly cash balances			1b	1,170,446.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,715,370.
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	1,715,370.
4	*Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)*			4	25,731.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,689,639.
6	**Minimum investment return.** Enter 5% of line 5			6	84,482.

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	84,482.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	827.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	827.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	83,655.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	83,655.
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	83,655.

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	82,410.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	82,410.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	82,410.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					83,655.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011	29,890.				
e From 2012	18,376.				
f **Total** of lines 3a through e		48,266.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	82,410.				
a Applied to 2012, 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 2013 distributable amount					82,410.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		1,245.			1,245.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		47,021.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
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 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		47,021.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	28,645.				
d Excess from 2012	18,376.				
e Excess from 2013					

Form **990-PF** (2013)

323581
10-10-13

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

VELIA SAMUELS-SWEET

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 address 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*				
AMERICAN FRIENDS OF MOGAN DAVID ADOM 3300 PGA BLVD., SUITE 510 PALM BEACH GARDENS, FL 33410	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
AMERICAN JEWISH COMMITTEE 165 EAST 56TH STREET NEW YORK, NY 10022	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	300.
APLASTIC ANEMIA AND MDS INTERNATIONAL FOUNDATION 100 PARK AVENUE, SUITE 108 ROCKVILLE, MD 20850	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
BOCA HELPING HANDS 1500 N.W. 1ST COURT BOCA RATON, FL 33432	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
DISASTER RELIEF FUND 500 C STREET SW WASHINGTON, DC 20472	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	82,410.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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
	(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	15,172.	
4 Dividends and interest from securities			14	16,996.	
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			14	16,749.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		48,917.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	48,917.

(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).

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

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

▶ 11-10-14 ▶ DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MARJORIE A. HORWIN, CPA	CPA	11/4/14		P01283081

Firm's name ▶ MORRISON, BROWN, ARGIZ & FARRA, LLC

Firm's EIN ▶ 01-0720052

Firm's address ▶ 225 NE MIZNER BLVD., SUITE 685
BOCA RATON, FL 33432

Phone no. (561) 909-2100

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs.gov/form990 ·

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THE SAMUELS FAMILY FOUNDATION, INC.	27-1602205

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 its Form 990-PF, Part I, line 2, 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
THE SAMUELS FAMILY FOUNDATION, INC.	27-1602205

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	THE VELIA SAMUELS-SWEET CLAT NO. 1 DATED 9/7/2010 4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487	$ 397,300.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	THE VELIA SAMUELS-SWEET CLAT NO. 2 DATED 9/7/10 4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487	$ 386,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE SAMUELS FAMILY FOUNDATION, INC.	27-1602205

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	Employer identification number
THE SAMUELS FAMILY FOUNDATION, INC.	27-1602205

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

THE SAMUELS FAMILY FOUNDATION, INC. 27-1602205

Part XV Supplementary Information

3 *Grants and Contributions Paid During the Year (Continuation)*

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
ISRAEL PROJECT INC. 2020 K STREET NW, SUITE 7600 WASHINGTON, DC 20472	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	1,000.
JEWISH ASSOCIATION FOR RESIDENTIAL CARE 21160 95TH AVE SOUTH BOCA RATON, FL 33428	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY 9901 DONNA KLEIN BOULEVARD BOCA RATON, FL 33428	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	10,960.
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,150.
LITERACY COALITION OF PALM BEACH COUNTY 551 SE 8TH STREET, SUITE 505 DELRAY BEACH, FL 33483	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	3,000.
NATIONAL COUNCIL OF JEWISH WOMEN 475 RIVERSIDE DRIVE, SUITE 1901 NEW YORK, NY 10115	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST 2300 NORTH MANGO ROAD WEST PALM BEACH, FL 33409	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	5,000.
RUTH RALES JEWISH FAMILY SERVICES 21300 RUTH & BARON COLEMAN BLVD. BOCA RATON, FL 33428	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	10,000.
STAND AMONG FRIENDS INC. 777 GLADES ROAD BOCA RATON, FL 33431	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	1,000.
TEMPLE BETH EL OF BOCA RATON 333 SOUTHWEST 4TH AVENUE BOCA RATON, FL 33432	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	10,000.
Total from continuation sheets				65,110.

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05-01-13

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
WLRN PUBLIC RADIO AND TELEVISION 172 NE 15TH STREET MIAMI, FL 33132	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	2,000.
WOMEN IN THE VISUAL ARTS 2960 NW 2ND AVENUE, #6 BOCA RATON, FL 33488-0668	NONE	CHARITABLE	TO SUPPORT EXEMPT ACTIVITIES.	7,000.
Total from continuation sheets				

323631
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #88563	8,093.	4,530.	
UBS #23427	7,079.	7,079.	
TOTAL TO PART I, LINE 3	15,172.	11,609.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #88563	33,745.	16,749.	16,996.	16,996.	
TO PART I, LINE 4	33,745.	16,749.	16,996.	16,996.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,904.	3,904.		0.
TO FORM 990-PF, PG 1, LN 16B	3,904.	3,904.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	95.	95.		0.
FOREIGN TAX PAID	29.	29.		0.
TO FORM 990-PF, PG 1, LN 23	124.	124.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
NON-TAXABLE ADJUSTMENT OF COST BASIS OF INVESTMENTS AT 12/31/13	1,772.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,772.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427		X	0.	0.
MORGAN STANLEY #8563		X	148,813.	143,307.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			148,813.	143,307.
TOTAL TO FORM 990-PF, PART II, LINE 10A			148,813.	143,307.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427	0.	0.
MORGAN STANLEY #8563	103,896.	94,250.
TOTAL TO FORM 990-PF, PART II, LINE 10B	103,896.	94,250.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS # 23427	COST	0.	0.
MORGAN STANLEY #8563	COST	1,023,730.	1,018,224.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,023,730.	1,018,224.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
THE VELIA SAMUELS-SWEET CHARITABLE LEAD ANNUITY TRUST NO. 1, DATED 9/7/2010	4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487
THE VELIA SAMUELS-SWEET CHARITABLE LEAD ANNUITY TRUST NO. 2, DATED 9/7/2010	4740 S. OCEAN BLVD., #905 HIGHLAND BEACH, FL 33487

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

Investment Objectives†: Income, Capital Appreciation, Aggressive Income, Speculation

Brokerage Account

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$500.00			
MORGAN STANLEY BANK N.A. #	706,619.27	141.00	—	0.020
MORGAN STANLEY PRIVATE BANK NA #	245,000.00	49 00	—	0 020
BANK DEPOSITS	$951,619.27	$190 00		

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, BDP, AND MMFs	40.2%	$952,119.27	$190.00 $0.00

 # Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

EIN: 27-1602205

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
NEW HAMPSHIRE ST FED HWY GRANT	12/17/12	10,000.000	$111.484	$11,148.35			$393 40	3.79
ANTIC REV-A BABDP			$110.049	$11,004.91	$10,366.00	$(638.91) LT A	$131.13	
CUSIP 64469NAA7								
Unit Price: $103.660, Coupon Rate 3.934%; Matures 09/01/2020; Int Semi-Annually Mar/Sep 01; Yield to Maturity 3 317%, Subject to Federal Tax. Moody AA3 S&P AA; Issued 11/18/10								
GEORGIA MUN ELEC AUTH PWR REV	10/16/12	25,000.000	109.421	27,355.25			1,107.50	4.44
CUSIP 3735412H3			108 337	27,084.25	24,925.00	(2,159.25) LT A	553.75	
Unit Price: $99.700; Coupon Rate 4 430%; Matures 01/01/2022, Int Semi-Annually Jan/Jul 01; Yield to Maturity 4.475%; Subject to Federal Tax; Moody A2 S&P A; Issued 01/18/12								
CHARLES CNTY MD GENL OBLIG TAXABLE	2/14/12	50,000.000	111.378	55,688.75			2,625.00	4.95
PUB IMPT			108.066	54,033.06	52,961.00	(1,072 06) LT A	874.99	
CUSIP 159807T48								
Unit Price. $105 922, Coupon Rate 5 250%; Matures 03/01/2022, Int. Semi-Annually Mar/Sep 01, Callable $100.00 on 03/01/18; Yield to Call 3.702%; Subject to Federal Tax; Moody AA1 S&P AA+; Issued 03/15/08								
NORTH CAROLINA TPK AUTH TRIANG LE	8/7/12	50,000 000	116.776	58,387 75			3,000.00	5.44
EXPWY SYS REV BUILD AMERICA			113.383	56,691.25	55,054.50	(1,636.75) LT A	1,500.00	
CUSIP 65830TAF2								
Unit Price $110 109; Coupon Rate 6 000%; Matures 01/01/2025; Int. Semi-Annually Jan/Jul 01; Callable $100 00 on 01/01/19, Yield to Call 3.763%; Subject to Federal Tax, Moody AA2 S&P AA; Issued 07/29/09								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUNICIPAL BONDS	135,000.000	$152,580.10			$7,125.90	4.97%
		$148,813.47	$143,306.50	$(5,506.97) LT	$3,059.87	
TOTAL MUNICIPAL BONDS (incl.accr.int.)	6.2%		$146,366.37			

U.S. and State Government Obligations - Part II, Line 10a

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GENERAL ELECTRIC CAPITAL CORP	10/18/11	9,000 000	$96.733	$8,706.00			$45.30	0 50
CUSIP 36962GK94			$96.733	$8,706.00	$9,015.03	$309.03 LT A	$2.01	
Unit Price: $100.167; Coupon Rate 0 502%; Matures 09/15/2014; Interest Paid Quarterly Dec 15; Floater, Moody A1 S&P AA+; Issued 09/17/04								
DOW CHEMICAL CO	2/21/12	20,000.000	100.000	20,000.00			610.00	3 11
CUSIP 26054LPK3			100.000	20,000.00	19,594.00	(406.00) LT A	230.44	
Unit Price. $97.970, Coupon Rate 3.050%, Matures 02/15/2019; Int. Semi-Annually Feb/Aug 15; Callable $100 00 on 02/15/14; Yield to Maturity 3.486%; Moody BAA2 S&P BBB; Issued 02/24/12								

Attachment to 2013 Form 990-PF, Part II

EIN: 27-1602205

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GENERAL ELECTRIC CAPITAL CORPORATION CUSIP 36966TEA6	12/19/11	25,000 000	100.021 100.019	25,005.25 25,004 72	24,801.25	(203.47) LT A	1,000 00 —	4.03
Unit Price: $99 205; Coupon Rate 4.000%, Matures 12/30/2026; Int. Semi-Annually Jun/Dec 30, Callable $100.00 on 06/30/14; Yield to Maturity 4.079%; Stepped; Moody A1 S&P AA+; Issued 12/30/11								
CORPORATE BONDS		54,000.000		$53,711.25 $53,710.72	$53,410.28	$(300.44) LT	$1,655.30 $232.45	3.10%

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GENERAL ELEC CAP CORP 4.875%-A (GEB)	10/4/12	2,000 000	$25.093 $25.093	$50,185 25 $50,185.25	$40,840.00	$(9 345 25) LT A	$2,437 40 —	5.96
Unit Price: $20.420; Coupon Rate 4.875%, Matures 10/15/2052; Interest Paid Quarterly Apr 15; Callable $25.00 on 10/15/17; Moody A1 S&P AA+								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME	54,000.000	$103,896.50 $103,895.97	$94,250.28	$(9,645.69) LT	$4,092.70 $232.45	4.34%
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	4.0%		$94,482.73			

Corporate Stock - Part II, Line 10b

006857 MSDDT236

CERTIFICATES OF DEPOSIT

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TRANSPORTATION ALLIANCE BK OGDEN UTAH - FID CUSIP 89387W5A9	11/9/11	25,000.000	$100.000 $100.000	$25,000.00 $25,000.00	$24,885.50	$(114 50) LT A	$437.50 $38 04	1.75
Unit Price. $99.542; Coupon Rate 1.750%; Matures 11/29/2021; Interest Paid Quarterly Feb 29, Callable $100.00 on 02/28/14, Yield to Maturity 1.812%; Stepped; Issued 11/29/11; Maturity Value = $25,000.00								
WELLS FARGO BK NA SIOUX FALLS SOUTH DAKOTA FID CUSIP 94986THY6	10/6/11	35,000 000	99.900 99.900	34,965 00 34,965.00	34,803.65	(161.35) LT A	700.00 1.94	2.01
Unit Price $99.439, Coupon Rate 2.000%, Matures 09/30/2023; Interest Paid Quarterly Dec 30; Callable $100 00 on 09/30/14; Yield to Maturity 2.064%; Stepped; Issued 09/30/11; Maturity Value = $35,000 00								

Attachment to 2013 Form 990-PF, Part II

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

CERTIFICATES OF DEPOSIT (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
HSBC BK USA NA MC LEAN VA FID	11/2/11	25,000.000	100.000	25,000.00			562.50	2.20
CUSIP 40431GA82			100.000	25,000.00	**25,461.50**	461.50 LT A	73.03	
Unit Price: $101 846, Coupon Rate 2.250%; Matures 11/14/2023, Int. Semi-Annually May/Nov 14, Callable $100 00 on 11/14/15, Yield to Maturity 2.042%, Stepped; Issued 11/14/11; Maturity Value = $25,000.00								
GOLDMAN SACHS CD New York NY CD	10/24/12	50,000.000	99.600	49,800.00			1,000.00	2.05
CUSIP 38143AM36			99 600	49,800.00	**48,773.50**	(1,026.50) LT A	206.04	
Unit Price: $97.547, Coupon Rate 2.000%· Matures 10/17/2024; Int Semi-Annually Apr/Oct 17, Callable $100.00 on 04/17/14; Yield to Maturity 2 257%, Stepped; Issued 10/17/12; Maturity Value = $50,000.00								
BMO HARRIS BK NATL ASSN CHICAGO IL - FID	10/17/11	25,000.000	100 000	25,000 00			562.50	2.28
			100.000	25,000.00	**24,573.00**	(427.00) LT A	98.90	
CUSIP 05573JCM4								
Unit Price $98.292; Coupon Rate 2.250%, Matures 10/28/2026; Int Semi-Annually Apr/Oct 28, Callable $100.00 on 04/28/14; Yield to Maturity 2.406%; Stepped, Issued 10/28/11; Maturity Value = $25,000.00								

	Face Value Percentage of Assets %	Orig. Total Cost Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CERTIFICATES OF DEPOSIT	160,000.000	$159,765.00			$3,262.50	2.06%
		$159,765.00	$158,497.15	$(1,267.85) LT	$417.95	
TOTAL CERTIFICATES OF DEPOSIT (incl accr int)	6.7%		$158,915.10			

Corporate Bonds - Part II, Line 10c

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash, due to but not limited to the following. investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMER CENT DIVERSIFIED BD C (CDBCX)	11/12/12	5,309.735	$11.301	$60,005.25	$56,017.69	$(3,987.56) LT A		
	11/30/12	3 921	11.290	44 27	41.36	(2 91) LT A		
	12/7/12	24.192	11.180	270.47	255.22	(15.25) LT A		
	12/7/12	22.481	11.180	251 34	237.17	(14.17) LT A		
	12/31/12	5.145	11 151	57.37	54 27	(3.10) ST A		
	1/31/13	3.818	11.061	42.23	40.27	(1.96) ST A		

Account Detail

Active Assets Account
7-19-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	2/28/13	5.197	11.089	57.63	54.82	(2 81) ST A		
	3/28/13	5.865	11.090	65.04	61.87	(3.17) ST A		
	4/30/13	6 445	11.170	71.99	67.99	(4.00) ST A		
	Purchases	5,386.799		60,865 59	**56,830.66**	(4,019.89) LT (15 04) ST		
Short Term Reinvestments		84.010		894.95	886 30	(8.65) ST		
	Total	5,470 809		61,760 54	**57,717.03**	(4,019.89) LT (23.69) ST	760.00	1.31
Total Purchases vs Market Value				60,865 59	57,717.03			
Net Value Increase/(Decrease)					(3,148 56)			
Share Price: $10 550, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
AMERICAN GR FD OF AMERICA A (AGTHX)	12/16/13	643.637	46.610	30,000.00	27,676 39	(2,323.61) ST		
	Purchases	643.637		30,000 00	**27,676.39**	(2,323.61) ST		
Short Term Reinvestments		44 261		1,857 21	1,903 22	46.01 ST		
	Total	687 898		31,857.21	**29,579.61**	(2,277 60) ST	—	—
Total Purchases vs Market Value				30,000.00	29,579 61			
Net Value Increase/(Decrease)					(420 39)			
Share Price. $43.000, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
BLACKROCK EQUITY DIVIDEND C (MCDVX)	12/19/13	2,153 036	23.223	50,000.00	**51,113.07**	1,113 07 ST	553.00	1.08
Share Price: $23.740; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
BLACKROCK GLOBAL ALLOCATION A (MDLOX)	5/17/13	1,106 195	22.600	25,000 00	23,595.14	(1,404.86) ST		
	7/15/13	1,356 558	22.115	30,000 00	28,935 38	(1,064.62) ST		
	11/4/13	877.678	22.787	20,000.00	18,720.87	(1,279.13) ST		
	12/10/13	1,098.615	22 756	25,000.00	23,433.46	(1,566.54) ST		
	Purchases	4,439.046		100,000.00	**94,684.85**	(5,315.15) ST		
Short Term Reinvestments		248.587		5,181.60	5,302.36	120.76 ST		
	Total	4,687 633		105,181.60	**99,987.21**	(5,194.39) ST	1,280.00	1.28
Total Purchases vs Market Value				100,000 00	99,987.21			
Net Value Increase/(Decrease)					(12 79)			
Share Price: $21.330; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
DAVIS NEW YORK VENTURE A (NYVTX)	10/1/13	604 584	41.351	25,000 00	25,035 82	35.82 ST		
	11/13/13	577.484	43.291	25,000.00	23,913 61	(1,086 39) ST		
	Purchases	1,182.068		50,000.00	**48,949.43**	(1,050.57) ST		
Short Term Reinvestments		54.082		2,183.28	2,239.54	56 26 ST		
	Total	1,236.150		52,183.28	**51,188.97**	(994.31) ST	253 00	0.49

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Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				50,000.00	51,188 97			
Net Value Increase/(Decrease)					1,188 97			
Share Price $41.410; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
DIAMOND HILL LARGE CAP A (DHLAX)	2/23/12	1,487.210	16.810	25,000.00	31,960 14	6,960 14 LT A		
	12/28/12	19.077	16.320	311.34	409.96	98.62 LT A		
	12/28/12	4 222	16 322	68 91	90 73	21 82 LT A		
	5/17/13	952 835	20.990	20,000.00	20,476.42	476.42 ST		
	Purchases	2,463 344		45,380.25	**52,937.25**	7,080 58 LT 476.42 ST		
Short Term Reinvestments		121.302		2,537.62	2,606.77	69.15 ST		
	Total	2,584.646		47,917.87	**55,544.04**	7,080.58 LT 545.57 ST	429.00	0.77
Total Purchases vs Market Value				45,380.25	55,544.04			
Net Value Increase/(Decrease)					10,163.79			
Share Price· $21 490; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
EAGLE SMALL CAP GROWTH A (HRSCX)	2/23/12	560 287	44.629	25,005.25	31,768.27	6,763 02 LT A		
	11/13/13	172.510	57.968	10,000 00	9,781.32	(218.68) ST		
	12/10/13	437 485	57.145	25,000.00	24,805 40	(194.60) ST		
	Purchases	1,170.282		60,005.25	**66,354 99**	6,763.02 LT (413.28) ST		
Short Term Reinvestments		14 735		807.93	835 47	27.54 ST		
	Total	1,185 017		60,813.18	**67,190 46**	6,763.02 LT (385 74) ST	—	—
Total Purchases vs Market Value				60,005.25	67,190 46			
Net Value Increase/(Decrease)					7,185.21			
Share Price· $56.700; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
FIRST EAGLE GLOBAL A (SGENX)	7/25/12	521.594	47 940	25,005.25	27,962.65	2,957 40 LT A		
	9/24/12	488.091	51 231	25,005.25	26,166.55	1,161.30 LT A		
	12/13/12	24 232	47 959	1,162 15	1,299 07	136 92 LT A		
	12/13/12	10 779	47.960	516 96	577.86	60.90 LT A		
	12/13/12	5 516	47.959	264 54	295.71	31.17 LT A		
	12/13/12	4.168	47.965	199 92	223 44	23.52 LT A		
	11/4/13	351.874	56 839	20,000 00	18,863 96	(1,136 04) ST		
	Purchases	1,406 254		72,154.07	**75,389.24**	4,371 21 LT (1,136.04) ST		
Short Term Reinvestments		65.780		3,418.60	3,526 46	107 86 ST		

Attachment to 2013 Form 990-PF, Part II

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Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,472 034		75,572.67	**78,915.74**	4,371.21 LT (1,028.18) ST	—	—
Total Purchases vs Market Value				72,154.07	78,915 74			
Net Value Increase/(Decrease)					6,761.67			
Share Price $53 610, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
FIRST EAGLE GOLD A (SGGDX)	7/25/12	1,160.093	25 865	30,005.25	16,832.95	(13,172.30) LT A		
	8/23/12	871.080	28.706	25,005.25	12,639 37	(12,365.88) LT A		
	9/11/12	846 024	29 556	25,005.25	12,275 81	(12,729.44) LT A		
	12/13/12	8.499	27.420	233.04	123 32	(109.72) LT A		
	Total	2,885.696		80,248.79	**41,871.45**	(38,377.34) LT	—	—
Share Price· $14.510; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
GOLDMAN SACHS INCOME BUILDER A (GSBFX)	7/25/12	2,406 160	20.782	50,005.25	54,571.71	4,566 46 LT A		
	7/30/12	7 993	20.320	162 42	181.28	18 86 LT A		
	8/30/12	8.000	20.430	163.44	181.44	18.00 LT A		
	9/27/12	7.904	20.930	165.43	179.26	13 83 LT A		
	10/31/12	8.092	20.990	169.85	183.53	13.68 LT A		
	11/29/12	8.186	20.910	171.17	185.66	14.49 LT A		
	12/12/12	71.961	20.540	1,478.08	1,632.08	154 00 LT A		
	12/28/12	14 720	20.290	298.67	333.85	35.18 LT A		
	1/30/13	8.468	21.090	178.59	192 05	13.46 ST A		
	2/27/13	10.445	21 120	220.60	236.89	16.29 ST A		
	3/27/13	8.835	21 490	189.86	200.38	10.52 ST A		
	4/29/13	7.117	21 841	155 44	161.41	5.97 ST A		
	Purchases	2,567.881		53,358.80	**58,239.54**	4,834.50 LT 46.24 ST		
Short Term Reinvestments		88 157		1,948.98	1,999 40	50.42 ST		
	Total	2,656 038		55,307.78	**60,238.94**	4,834.50 LT 96.66 ST	2,199 00	3 65
Total Purchases vs Market Value				53,358 80	60,238 94			
Net Value Increase/(Decrease)					6,880.14			
Share Price: $22.680; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
JP MORGAN LARGE CAP GRW A (OLGAX)	2/22/12	1,024.590	24 405	25 005.25	32,561.47	7,556.22 LT A		
	12/18/12	3 258	24 331	79 27	103.54	24.27 LT A		
	12/31/12	0.231	23.983	5.54	7.34	1 80 ST A		

006857 MSDDT235

Account Detail

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,028 079		25,090.06	32,672.35	7,580.49 LT 1.80 ST	—	—
Share Price. $31 780, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
JP MORGAN LARGE CAP GRW C (OLGCX)	12/10/13	928 091	26.937	25,000.00	25,773.09	773.09 ST	—	—
Share Price $27.770; Dividend Cash, Capital Gains Cash								
JP MORGAN STRAT INC OPPORT C (JSOCX)	11/12/12	5,115 090	11 731	60,005.25	60,562.66	557.41 LT A		
	11/30/12	11 328	11.740	132.99	134 12	1.13 LT A		
	12/13/12	1.437	11.809	16 97	17 01	0 04 LT A		
	12/31/12	14.788	11 790	174 35	175 08	0 73 ST A		
	1/31/13	6 499	11.870	77 14	76.94	(0.20) ST A		
	2/28/13	9 551	11 859	113 27	113 08	(0.19) ST A		
	3/28/13	9.979	11.890	118 65	118 15	(0.50) ST A		
	4/30/13	9 539	11 919	113 70	112 94	(0.76) ST A		
	Purchases	5,178.211		60,752.32	61,309 98	558 58 LT (0.92) ST		
Short Term Reinvestments		48.322		571 85	572.13	0 28 ST		
	Total	5,226.533		61,324 17	61,882.15	558 58 LT (0.64) ST	1,181 00	1 90
Total Purchases vs Market Value				60,752.32	61,882.15			
Net Value Increase/(Decrease)					1,129 83			
Share Price· $11.840, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
MANAGERS AMG YACKTMAN FOCUSED (YAFFX)	7/25/12	1,025.115	19.583	20,075.00	25,781 64	5,706.64 LT A		
	12/26/12	4 588	20.490	94 01	115.39	21.38 LT A		
	12/26/12	2.161	20.491	44.28	54 35	10 07 LT A		
	Purchases	1,031.864		20,213.29	25,951 38	5,738.09 LT		
Short Term Reinvestments		37 443		936.83	941 69	4.86 ST		
	Total	1,069.307		21,150.12	26,893 07	5,738.09 LT 4.86 ST	149.00	0 55
Total Purchases vs Market Value				20,213 29	26,893.07			
Net Value Increase/(Decrease)					6,679.78			
Share Price. $25 150; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
MANAGERS AMG YACKTMAN SVC (YACKX)	7/25/12	1,105.583	18.158	20,075 00	26,025 42	5,950 42 LT A		
	12/26/12	8.193	19.080	156 32	192 86	36.54 LT A		
	12/26/12	0 643	19 082	12.27	15.13	2.86 LT A		
	Purchases	1,114 419		20,243.59	26,233.41	5,989.82 LT		
Short Term Reinvestments		41.837		980 24	984.84	4.60 ST		

EIN: 27-1602205

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,156.256		21,223.83	**27,218.27**	5,989.82 LT 4.60 ST	244.00	0 89
Total Purchases vs Market Value				20,243 59	27,218 27			
Net Value Increase/(Decrease)					6,974.68			
Share Price $23 540, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
PRINCIPAL PREFERRED SEC A (PPSAX)	10/20/11	2,564.103	9 752	25,005.25	25,307.69	302 44 LT A		
	10/31/11	13.734	9.690	133.08	135 55	2.47 LT A		
	11/30/11	14 181	9.380	133 02	139.96	6.94 LT A		
	12/19/11	9.226	9.440	87.09	91.06	3.97 LT A		
	12/27/11	15 098	9 390	141.77	149 01	7.24 LT A		
	1/31/12	12.265	9.770	119.83	121.05	1.22 LT A		
	2/29/12	11.706	9 970	116.71	115.53	(1.18) LT A		
	3/30/12	11.872	10 030	119.08	117.17	(1.91) LT A		
	4/30/12	11.696	10.000	116 96	115.43	(1.53) LT A		
	5/1/12	2,458.210	10 172	25,005.25	24,262.53	(742.72) LT A		
	5/31/12	23.617	9 890	233 57	233.09	(0.48) LT A		
	6/29/12	23.934	10.040	240 30	236.22	(4.08) LT A		
	7/24/12	2,892.960	10 372	30,005 25	28,553.51	(1,451.74) LT A		
	7/31/12	35.579	10.220	363 62	351.16	(12.46) LT A		
	8/31/12	35.332	10 360	366.04	348.72	(17.32) LT A		
	9/28/12	41 291	10 440	431 08	407.54	(23.54) LT A		
	10/31/12	40 024	10.580	423.45	395 03	(28.42) LT A		
	11/30/12	40.841	10.540	430.46	403 10	(27.36) LT A		
	12/19/12	47 108	10.550	496.99	464.95	(32 04) LT A		
	12/27/12	40.447	10 510	425.10	399.21	(25 89) LT A		
	1/31/13	36.015	10.610	382.12	355.46	(26.66) ST A		
	2/28/13	34.619	10 650	368.69	341.68	(27.01) ST A		
	3/28/13	34.474	10 690	368.53	340.25	(28 28) ST A		
	4/30/13	31.711	10 790	342.16	312.98	(29.18) ST A		
	Purchases	8,480 043		85,855.40	**83,697.88**	(2,046 39) LT (111.13) ST		
Short Term Reinvestments		551 554		5,565.90	5,443.83	(122.07) ST		
	Total	9,031.597		91,421.30	**89,141.86**	(2,046.39) LT (233.20) ST	4,877.00	5.47

Attachment to 2013 Form 990-PF, Part II

EIN: 27-1602205

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				85,855.40	89,141.86			
Net Value Increase/(Decrease)					3,286.46			
Share Price $9.870; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
RIDGEWORTH HIGH INCOME A (SAHIX)	10/20/11	3.644.315	6 861	25,005 25	25,983.96	978.71 LT A		
	11/1/11	4.545	6.829	31.04	32 40	1.36 LT A		
	12/1/11	24.556	6 550	160.84	175.08	14.24 LT A		
	12/16/11	30.394	6.500	197.56	216.70	19.14 LT A		
	12/16/11	7.652	6.500	49.74	54.55	4 81 LT A		
	12/16/11	2 409	6.501	15.66	17.17	1 51 LT A		
	1/3/12	22 581	6.570	148 36	161.00	12.64 LT A		
	1/31/12	18 763	6.780	127 21	133.78	6 57 LT A		
	2/29/12	21 261	6.960	147.98	151.59	3 61 LT A		
	3/30/12	20 030	6 900	138 21	142.81	4 60 LT A		
	4/30/12	20 994	6 910	145 07	149 68	4.61 LT A		
	5/1/12	3,511 236	7 121	25,005.25	25,035 11	29.86 LT A		
	5/31/12	38.876	6.750	262.41	277 18	14 77 LT A		
	6/20/12	2,853.067	7.012	20,005 25	20,342 36	337.11 LT A		
	6/29/12	42.743	6.850	292.79	304.75	11.96 LT A		
	7/31/12	54.797	6.930	379.74	390.70	10.96 LT A		
	8/23/12	3,501.401	7.141	25,005 25	24,964 98	(40 27) LT A		
	8/31/12	59 337	6.970	413.58	423.07	9 49 LT A		
	9/28/12	67 814	7 040	477 41	483.51	6.10 LT A		
	10/31/12	66 400	7.070	469 45	473.43	3 98 LT A		
	11/30/12	70.329	7.120	500.74	501 44	0 70 LT A		
	12/31/12	69.270	7.210	499.44	493.89	(5.55) ST A		
	1/31/13	65.041	7.270	472 85	463.74	(9 11) ST A		
	2/28/13	67.907	7.280	494 36	484.17	(10 19) ST A		
	3/28/13	64 686	7.330	474 15	461.21	(12 94) ST A		
	4/30/13	65.394	7.430	485.88	466.25	(19 63) ST A		
	Purchases	14,415.798		101,405 47	**102,784.51**	1,436.46 LT (57.42) ST		
Short Term Reinvestments		829 931		5,953.65	5,917.40	(36 25) ST		
	Total	15,245.729		107,359.12	**108,702 05**	1,436.46 LT (93 67) ST	6,373 00	5 86

EIN: 27-1602205

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013

Account Detail

Active Assets Account
719-016688-563

SAMUELS FAMILY FOUNDATION INC
C/O VELIA SAMUELS SWEET

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				101,405.47	108,702.05			
Net Value Increase/(Decrease)					7,296.58			
Share Price. $7 130; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
THORNBURG INTL VALUE A (TGVAX)	2/23/12	539.763	27.800	15,005.25	16,943 16	1,937 91 LT A		
	3/26/12	0.951	26.961	25 64	29.85	4.21 LT A		
	6/25/12	3.398	23.870	81.11	106.66	25 55 LT A		
	9/24/12	1 543	26.448	40.81	48 43	7.62 LT A		
	3/22/13	0.389	28.072	10.92	12 21	1.29 ST A		
	7/23/13	490 304	30.593	15,000 00	15,390.64	390.64 ST		
	10/1/13	633 708	31.560	20,000.00	19,892.09	(107.91) ST		
	Purchases	1,670 056		50,163 73	52,423.04	1,975.29 LT 284.02 ST		
Short Term Reinvestments		5.475		154.67	171.86	17.19 ST		
	Total	1,675.531		50,318 40	52,594.92	1,975.29 LT 301.21 ST	402 00	0.76
Total Purchases vs Market Value				50,163.73	52,594.92			
Net Value Increase/(Decrease)					2,431 19			
Share Price· $31.390, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	43.0%	$1,023,729.92	$1,018,224.28	$1,884.42 LT $(7,390.56) ST	$18,700.00 $0.00	1.84%

Investments - Other - Part II, Line 13

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,436,204.36	$2,366,397 48	$(14,536.09) LT $(7,390.56) ST	$33,371.10 $3,710.27	1.41%

TOTAL VALUE (includes accrued interest)	$2,370,107.75

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account. Another financial institution has provided us with the transaction detail for this position.
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included