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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: H ANGELA WHITMAN FOUNDATION INC CU

A Employer identification number: 46-0747528

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1908 — Room/suite:

B Telephone number (see instructions): (305) 728-3823

City or town: ORLANDO — State: FL — ZIP code: 32802-1908

Foreign country name — Foreign province/state/county — Foreign postal code

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)* ▶ $ 195,894

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) (see instructions))*

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	225,000			
	2	Check ▶☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,083	2,750		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,798			
	b	Gross sales price for all assets on line 6a 44,912				
	7	Capital gain net income (from Part IV, line 2)		1,798		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	229,881	4,548	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,000	12,500		12,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	46	28		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	912	912		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,958	13,440	0	12,500
	25	Contributions, gifts, grants paid	159,030			159,030
	26	**Total expenses and disbursements.** Add lines 24 and 25	184,988	13,440	0	171,530
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	44,893			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		84,083	84,083
	2	Savings and temporary cash investments	111,039		
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	32,249	104,081	111,811
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	143,288	188,164	195,894
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	143,288	188,164	
	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** (see instructions)	143,288	188,164	
	31	**Total liabilities and net assets/fund balances** (see instructions)	143,288	188,164	

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	143,288
2	Enter amount from Part I, line 27a	2	44,893
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	188,181
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	5	17
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	188,164

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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

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 — 1,798

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	55,996	169,430	0.330496
2011			0 000000
2010			0 000000
2009			0.000000
2008			0.000000

2	Total of line 1, column (d)	2	0 330496
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 330496
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	167,243
5	Multiply line 4 by line 3	5	55,273
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	55,273
8	Enter qualifying distributions from Part XII, line 4	8	171,530

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	1	
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	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 9		
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	9
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 9 **Refunded** ▶	11	

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 ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, 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*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (305) 728-3823

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

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

		Line	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

			Line	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)?		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 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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
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)*		3b	N/A	
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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RAYMOND KUHN 4502 N FEDERAL HIGHWAY APT 2 LIGHTHOUSE P(	PRESIDENT & DIR	25,000		
H ANGELA WHITMAN 10225 COLLINS AVENUE #1102 BAL HARBOUR, FL	TREASURER, SEC	0		
ROBERT KUHN 315 DURAND DRIVE LOS ANGELES, CA 90068	DIRECTOR	0		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	114,014
b	Average of monthly cash balances	1b	55,776
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	169,790
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	169,790
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	2,547
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	167,243
6	**Minimum investment return.** Enter 5% of line 5	6	8,362

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	8,362
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a		
b	Income tax for 2013. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,362
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,362
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,362

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	171,530
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the·		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	171,530
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	171,530

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					8,362
2 Undistributed income, if any, as of the end of 2013.					
a Enter amount for 2012 only				0	
b Total for prior years. 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012	47,542				
f Total of lines 3a through e		47,542			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 171,530					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2013 distributable amount					8,362
e Remaining amount distributed out of corpus		163,168			
5 Excess distributions carryover applied to 2013. *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		210,710			
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					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions				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) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		210,710			
10 Analysis of line 9.					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	47,542				
e Excess from 2013	163,168				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

1a 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

N/A

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.

N/A

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*				
See Attached Statement				
Total ▶ **3a**				159,030
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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,083	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,798	
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		4,881	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 4,881

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	Not Applicable

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
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Paul T Kulen 4/5/2014 President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
	DONALD J. ROMAN		5/1/2014	☒	P00364310
	Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶	13-4008324
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no	412-355-6000

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**
H. ANGELA WHITMAN FOUNDATION INC. CU	46-0747528

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
H. ANGELA WHITMAN FOUNDATION INC CU	46-0747528

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	H. ANGELA WHITMAN REV TR IMA Foreign State or Province Foreign Country	$ 200,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	MARSHA MADORSKY Foreign State or Province Foreign Country:	$ 25,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country:	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
H. ANGELA WHITMAN FOUNDATION INC. CU	46-0747528

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
H. ANGELA WHITMAN FOUNDATION INC CU

Employer identification number
46-0747528

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions.) ▶ $ 0
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
For. Prov Country	

(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
For. Prov. Country	

(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
For Prov Country	

(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
For Prov. Country	

What are the portfolio's investments (Summary)?

GENSPRING FAMILY OFFICES

Allocation Summary by Investment

H Angela Whitman Foundation Inc Cust (Custom: 5263)

As of December 31, 2013

Investment Strategy/Holding	Description	Total Cost	Market Value	% Portfolio
Cash & Equivalents				
Money Mkt Obligs Tr Fd Treas Inst	Money Market	$80,126.00	$80,126.00	41.75%
Total Cash & Equivalents		$80,126 00	**$80,126.00**	41.75%
U.S. Investment Grade Bonds				
Vanguard Bd Index Fd Tot Bd Ptf Ins	Intermediate Duration Bond	$7,836 88	$7,525.76	3.92%
Total U.S. Investment Grade Bonds		$7,836 88	**$7,525.76**	3.92%
Global Investment Grade Bonds				
Templeton Income Tr Glb Bd Advsor	Global Bond	$4,002.86	$4,089.38	2.13%
Total Global Investment Grade Bonds		$4,002.86	**$4,089.38**	2.13%
High Yield Bonds				
Neuberger Berman Incom Hi Incm Instl	High Yield Bonds	$1,197.46	$1,178.05	0.61%
Valued Advisers Tr A Ok Stg Instl	Diversified Credit Oriented	$1,879.99	$1,831.32	0.95%
Total High Yield Bonds		$3,077.45	**$3,009.37**	1.57%
Emerging Market Bonds				
Tcw Fds Inc Emrg Mkts Cl I	Emerging Market Bond USD Currency	$2,285.43	$2,052.11	1.07%
Total Emerging Market Bonds		$2,285 43	**$2,052.11**	1.07%
U.S. Equities				
Dfa Invt Dimension Grp Us Core Eq 2Pt	U.S. Value Equities	$20,936.21	$26,127.45	13.61%
Total U.S. Equities		$20,936 21	**$26,127.45**	13.61%
Non U.S. Equities				
Artisan Fds Inc Intl Value Inv	Non U.S. Value Equities	$13,582.57	$15,432.22	8.04%
Dfa Invt Dimension Grp Large Cap Intl	Non U.S. Large Cap Equities	$7,486 40	$8,383.98	4.37%
Total Non U.S. Equities		$21,068.97	**$23,816.21**	12.41%
Emerging Market Equities				
Dfa Invt Dimension Grp Emrg Mkts Val	Emerging Markets Value Equities	$4,324.33	$3,922.00	2.04%
Total Emerging Market Equities		$4,324.33	**$3,922.00**	2.04%
Master Limited Partnerships				
Jpmorgan Chase And Co Alerian Ml Etn	*Master Limited Partnerships*	$6,074.60	$6,489.00	3 38%
Total Master Limited Partnerships		$6,074.60	**$6,489.00**	3.38%
Real Estate				

Inception Date 12/31/2000. This is a customized assembly of accounts created for informational purposes and not necessarily reflective of an Investment Policy Statement This report may contain discretionary, non discretionary and/or reported assets. Cash may include GenSpring fees accrued but not yet collected. Please see the Disclosures and Definitions at the end of this report for definitions of the various Category categories and information integral to your investment decision making process Past performance is not necessarily indicative of future results The performance data herein is UNAUDITED.

What are the portfolio's investments (Summary)?

GENSPRING FAMILY OFFICES

Allocation Summary by Investment (continued)

H Angela Whitman Foundation Inc Cust (Custom 5263)

As of December 31, 2013

Investment Strategy/Holding	Description	Total Cost	Market Value	% Portfolio
Dfa Invt Dimension Grp Real Estate Pt	REITs	$5,845 26	$5,556.07	2.89%
Total Real Estate		$5,845.26	**$5,556.07**	2.89%
Precious Metals				
Spdr Gold Trust Gold Shs	Gold	$4,298 87	$2,919.72	1.52%
Total Precious Metals		$4,298.87	**$2,919.72**	1.52%
Relative Value				
Unified Ser Tr Iron Strat Inc	High Yield Long Short	$3,385.07	$3,441.04	1.79%
Total Relative Value		$3,385.07	**$3,441.04**	1.79%
Managed Futures				
Northern Lts Fd Tr Alt Mgdfutst I	Managed Futures	$9,389.70	$8,900.15	4.64%
Total Managed Futures		$9,389.70	**$8,900.15**	4.64%
Equity Long Short				
Fpa Fds Tr Fpa Crescent I	Equity Long Short	$5,763.13	$7,161.15	3.73%
Iva Fiduciary Tr Iva Wrldwide I	Equity Long Short	$5,792.01	$6,801.93	3.54%
Total Equity Long Short		$11,555.13	**$13,963.08**	7.27%
Grand Total		**$184,206.77**	**$191,937.36**	**100.00%**

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				Amount
MIAMI LIGHTHOUSE FOR THE BLIND AND VISUALLY IMPAIRED				
Street: 601 SW 8TH AVENUE				
City: MIAMI	**State:** FL	**Zip Code:** 33130	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** PC			
Purpose of grant/contribution: GENERAL PURPOSE CHARITIES				60,000

Name				Amount
LIGHTHOUSE OF BROWARD COUNTY				
Street: 650 N ANDREWS AVE				
City: FORT LAUDERDALE	**State:** FL	**Zip Code:** 33311	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** PC			
Purpose of grant/contribution: GENERAL PURPOSE CHARITIES				10,000

Name				Amount
FIU SCHOOL OF ARTS AND SCIENCES				
Street: 11200 SW 8TH STREET				
City: MIAMI	**State:** FL	**Zip Code:** 33199	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** PC			
Purpose of grant/contribution: GENERAL PURPOSE CHARITIES				10,000

Name				Amount
BASCOM PALMER EYE INSTITUTE				
Street: 900 NW 17TH ST				
City: MIAMI	**State:** FL	**Zip Code:** 33136	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** PC			
Purpose of grant/contribution: GENERAL PURPOSE CHARITIES				25,000

Name				Amount
FAIRCHILD TROPICAL BOTANIC GARDENS				
Street: 10901 OLD CUTLER RD				
City: MIAMI	**State:** FL	**Zip Code:** 33156-4296	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** PC			
Purpose of grant/contribution: GENERAL PURPOSE CHARITIES				25,000

Name				Amount
MIAMI JEWISH HEALTH SYSTEM				
Street: 5200 NE 2ND AVE				
City: MIAMI	**State:** FL	**Zip Code:** 33137	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** PC			
Purpose of grant/contribution: GENERAL PURPOSE CHARITIES				8,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
LOTUS HOUSE	203 NW 36TH ST	MIAMI	FL	33127		NONE	PC	GENERAL PURPOSE CHARITIES	16,000
BEST BUDDIES	3975 SOUTH ORANGE BLOSSON TRAIL, SUITE 113	ORLANDO	FL	32839		NONE	PC	GENERAL PURPOSE CHARITIES	1,000
IRC OF MIAMI	730 NW 107TH AVENUE, SUITE 100	MIAMI	FL	33172		NONE	PC	GENERAL PURPOSE CHARITIES	125
HUMANE SOCIETY OF GREATER MIAMI	16101 W DIXIE HWY	NORTH MIAMI BEACH	FL	33160		NONE	PC	GENERAL PURPOSE CHARITIES	250
MIAMI LIGHTHOUSE FOR THE BLIND	601 SW 8TH AVE	MIAMI	FL	33130		NONE	PC	GENERAL PURPOSE CHARITIES	2,000
PALM BEACH ZOO FUND	1301 SUMMIT BLVD	WEST PALM BEACH	FL	33405-3035		NONE	PC	GENERAL PURPOSE CHARITIES	1,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
WPBT2				
Street				
P O BOX 610002				
City	**State**	**Zip Code**	**Foreign Country**	
MIAMI	FL	33261		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL PURPOSE CHARITIES				155
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	1,462
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	44,912	43,114	1,798
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	DFA US CORE EQUITY 2 POR	233203397			2/1/2013		8/13/2013	6,300	5,485				0	815
2	X	DFA US CORE EQUITY 2 POR	233203397			9/10/2013		9/24/2013	103	102				0	1
3	X	DFA US CORE EQUITY 2 POR	233203397			2/1/2013		9/24/2013	3,397	2,946				0	451
4	X	DFA EMERGING MARKETS VA	233203587			2/1/2013		8/13/2013	8,200	9,161				3	-958
5	X	DFA EMERGING MARKETS VA	233203587			3/1/2013		9/24/2013	27	30				0	-3
6	X	DFA EMERGING MARKETS VA	233203587			2/1/2013		9/24/2013	674	722				0	-48
7	X	DFA L/C INTERNATIONAL POR	233203868			2/1/2013		8/13/2013	5,000	4,802				0	198
8	X	FPA CRESCENT FUND-I	30254T759			1/2/2013		8/13/2013	339	302				0	37
9	X	FPA CRESCENT FUND-I	30254T759			7/1/2013		8/13/2013	36	35				0	1
10	X	FPA CRESCENT FUND-I	30254T759			9/15/2011		8/13/2013	1,624	1,330				0	294
11	X	IVA WORLD FUND-I	45070A206			12/13/2012		8/13/2013	266	239				0	27
12	X	IVA WORLD FUND-I	45070A206			12/14/2011		8/13/2013	1,734	1,485				0	249
13	X	NEUBERGER BERMAN HI IN B	64128K868			2/28/2013		8/13/2013	8	8				0	0
14	X	NEUBERGER BERMAN HI IN B	64128K868			3/28/2013		8/13/2013	9	9				0	0
15	X	NEUBERGER BERMAN HI IN B	64128K868			4/30/2013		8/13/2013	9	9				0	0
16	X	NEUBERGER BERMAN HI IN B	64128K868			5/31/2013		8/13/2013	9	9				0	0
17	X	NEUBERGER BERMAN HI IN B	64128K868			2/1/2013		8/13/2013	666	674				0	-8
18	X	ALTEGRIS MANAG FUT STRA	66537V336			2/1/2013		8/13/2013	1,300	1,410				0	-110
19	X	UIT	78463V107			1/1/1901		1/7/2013	2	1				0	1
20	X	SPDR GOLD TR GOLD ETF	78463V107			9/20/2012		2/1/2013	1,293	1,368				0	-75
21	X	UIT	78463V107			1/1/1901		2/21/2013	2	2				0	0
22	X	UIT	78463V107			1/1/1901		3/12/2013	2	1				0	1
23	X	UIT	78463V107			1/1/1901		4/9/2013	2	2				0	0
24	X	UIT	78463V107			1/1/1901		5/10/2013	2	2				0	0
25	X	DFA US CORE EQUITY 2 POR	233203397			3/8/2013		8/13/2013	74	67				0	7
26	X	DFA US CORE EQUITY 2 POR	233203397			6/10/2013		8/13/2013	128	122				0	6
27	X	UIT	78463V107			1/1/1901		6/17/2013	2	2				0	0
28	X	UIT	78463V107			1/1/1901		7/10/2013	2	2				0	0
29	X	SPDR GOLD TRUST	78463V107			9/20/2012		8/13/2013	1,533	2,052				0	-519
30	X	UIT	78463V107			1/1/1901		8/15/2013	2	1				0	1
31	X	UIT	78463V107			1/1/1901		9/19/2013	1	2				0	-1
32	X	UIT	78463V107			1/1/1901		10/14/2013	1	2				0	-1
33	X	UIT	78463V107			1/1/1901		11/13/2013	1	2				0	-1
34	X	UIT	78463V107			1/1/1901		12/17/2013	1	1				0	0
35	X	TCW EMERG MKTS INCOME-I	87234N765			2/1/2013		8/13/2013	300	332				2	-30
36	X	TEMPLETON GLOBAL BD-ADV	880208400			10/31/2011		2/1/2013	5,600	5,541				0	59
37	X	TEMPLETON GLOBAL BOND F	880208400			10/31/2011		8/13/2013	900	920				0	-20
38	X	IRON STRATEGIC INCOME FU	90470K446			2/1/2013		8/13/2013	1,200	1,191				0	9
39	X	IRON STRATEGIC INCOME FU	90470K446			2/1/2013		9/24/2013	1,000	986				0	14
40	X	VANGUARD TOTL BD MKT IDX	921937504			2/28/2013		8/14/2013	15	15				0	0
41	X	VANGUARD TOTL BD MKT IDX	921937504			4/30/2013		8/14/2013	18	19				0	-1
42	X	VANGUARD TOTL BD MKT IDX	921937504			2/4/2013		8/14/2013	1,668	1,729				1	-60

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		46	28	0	0
1	FOREIGN TAXES	28	28		
2	ESTIMATED EXCISE TAX DUE	9			
3	PRIOR YEAR EXCISE TAX DUE	9			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		912	912	0	0
1	MISCELLANEOUS DEDUCTIONS	892	892		
2	ACCOUNT ANALYSIS FEE	20	20		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			32,249	104,081	111,811
1	OTHER INVESTMENTS		32,249	104,081	111,811

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	1,462
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						43,450	0	6	43,120	336	0	0	0	336
1	DFA US CORE EQUITY 2 PORT	233203397		2/1/2013	8/13/2013	6,300		0	5,485	815	0	0	0	815
2	DFA US CORE EQUITY 2 PORT	233203397		9/10/2013	9/24/2013	103		0	102	1	0	0	0	1
3	DFA US CORE EQUITY 2 PORT	233203397		2/1/2013	9/24/2013	3,397		0	2,946	451	0	0	0	451
4	DFA EMERGING MARKETS VALUE FUNI	233203587		2/1/2013	8/13/2013	8,200		3	9,161	-958	0	0	0	-958
5	DFA EMERGING MARKETS VALUE FUNI	233203587		3/1/2013	9/24/2013	27		0	30	-3	0	0	0	-3
6	DFA EMERGING MARKETS VALUE FUNI	233203587		2/1/2013	9/24/2013	674		0	722	-48	0	0	0	-48
7	DFA I/C INTERNATIONAL PORTF	233203868		2/1/2013	8/13/2013	5,000		0	4 802	198	0	0	0	198
8	FPA CRESCENT FUND-I	30254T759		1/2/2013	8/13/2013	339		0	302	37	0	0	0	37
9	FPA CRESCENT FUND-I	30254T759		7/1/2013	8/13/2013	36		0	35	1	0	0	0	1
10	FPA CRESCENT FUND-I	30254T759		9/15/2011	8/13/2013	1 624		0	1,330	294	0	0	0	294
11	IVA WORLD FUND-I	45070A206		12/13/2012	8/13/2013	266		0	239	27	0	0	0	27
12	IVA WORLD FUND-I	45070A206		12/14/2011	8/13/2013	1,734		0	1,485	249	0	0	0	249
13	NEUBERGER BERMAN HI IN B-INS	64128K868		2/28/2013	8/13/2013	8		0	8	0	0	0	0	0
14	NEUBERGER BERMAN HI IN B-INS	64128K868		3/28/2013	8/13/2013	9		0	9	0	0	0	0	0
15	NEUBERGER BERMAN HI IN B-INS	64128K868		4/30/2013	8/13/2013	9		0	9	0	0	0	0	0
16	NEUBERGER BERMAN HI IN B-INS	64128K868		5/31/2013	8/13/2013	9		0	9	0	0	0	0	0
17	NEUBERGER BERMAN HI IN B-INS	64128K868		2/1/2013	8/13/2013	666		0	674	-8	0	0	0	-8
18	ALTEGRIS MANAG FUT STRATEG-I	66537V336		2/1/2013	8/13/2013	1 300		0	1 410	-110	0	0	0	-110
19	UIT	78463V107		1/1/1901	1/7/2013	2		0	1	1	0	0	0	1
20	SPDR GOLD TR GOLD ETF	78463V107		9/20/2012	2/1/2013	1 293		0	1 368	-75	0	0	0	-75
21	UIT	78463V107		1/1/1901	2/21/2013	2		0	2	0	0	0	0	0
22	UIT	78463V107		1/1/1901	3/12/2013	2		0	1	1	0	0	0	1
23	UIT	78463V107		1/1/1901	4/9/2013	2		0	2	0	0	0	0	0
24	UIT	78463V107		1/1/1901	5/10/2013	2		0	2	0	0	0	0	0
25	DFA US CORE EQUITY 2 PORT	233203397		3/8/2013	8/13/2013	74		0	67	7	0	0	0	7
26	DFA US CORE EQUITY 2 PORT	233203397		6/10/2013	8/13/2013	128		0	122	6	0	0	0	6
27	UIT	78463V107		1/1/1901	6/17/2013	2		0	2	0	0	0	0	0
28	UIT	78463V107		1/1/1901	7/10/2013	2		0	2	0	0	0	0	0
29	SPDR GOLD TRUST	78463V107		9/20/2012	8/13/2013	1,533		0	2,052	-519	0	0	0	-519
30	UIT	78463V107		1/1/1901	8/15/2013	2		0	1	1	0	0	0	1
31	UIT	78463V107		1/1/1901	9/19/2013	1		0	2	-1	0	0	0	-1
32	UIT	78463V107		1/1/1901	10/14/2013	1		0	2	-1	0	0	0	-1
33	UIT	78463V107		1/1/1901	11/13/2013	1		0	2	-1	0	0	0	-1
34	UIT	78463V107		1/1/1901	12/17/2013	1		0	1	0	0	0	0	0
35	TCW EMERG MKTS INCOME-I	87234N765		2/1/2013	8/13/2013	300		2	332	-30	0	0	0	-30
36	TEMPLETON GLOBAL BD-ADV	880208400		10/31/2011	2/1/2013	5 600		0	5,541	59	0	0	0	59
37	TEMPLETON GLOBAL BOND FUND-AD	880208400		10/31/2011	8/13/2013	900		0	920	-20	0	0	0	-20
38	IRON STRATEGIC INCOME FUND-INST	90470K446		2/1/2013	8/13/2013	1 200		0	1,191	9	0	0	0	9
39	IRON STRATEGIC INCOME FUND-INST	90470K446		2/1/2013	9/24/2013	1 000		0	986	14	0	0	0	14
40	VANGUARD TOTL BD MKT IDX INS	921937504		2/28/2013	8/14/2013	15		0	15	0	0	0	0	0
41	VANGUARD TOTL BD MKT IDX INS	921937504		4/30/2013	8/14/2013	18		0	19	-1	0	0	0	-1
42	VANGUARD TOTL BD MKT IDX INS	921937504		2/4/2013	8/14/2013	1,668		1	1,729	-60	0	0	0	-60

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

FLORIDA ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990-PF TO THEIR OFFICE

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										25,000	0	0
1	RAYMOND KUHN		4502 N FEDERAL HIGHWAY APT 2	LIGHTHOUSE POINT	FL	33064		PRESIDENT & DIRECTOR		25,000	0	0
2	H ANGELA WHITMAN		10225 COLLINS AVENUE #1102	BAL HARBOUR	FL	33154		TREASURE R, SECRETARY		0	0	0
3	ROBERT KUHN		315 DURAND DRIVE	LOS ANGELES	CA	90068		DIRECTOR		0	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/13/2013	2	6
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment	12/11/2013	5	3
6	Other payments		6	
7	Total		7	9