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

For calendar year 2013, or tax year beginning 11/01 **, 2013, and ending** 12/31 **, 2013**

LEO GOODWIN FOUNDATION, INC.
800 CORPORATE DRIVE #500
FORT LAUDERDALE, FL 33334

A Employer identification number 52-6054098

B Telephone number (see the instructions) 954-772-6863

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 15,308,076.

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

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	Line	**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	35.	35.		
	4	Dividends and interest from securities	207,989.	207,989.		
	5a	Gross rents	7,791.	7,791.		
	b	Net rental income or (loss) 7,524.				
	6a	Net gain/(loss) from sale of assets not on line 10	504,617.			
	b	Gross sales price for all assets on line 6a 2,494,456.				
	7	Capital gain net income (from Part IV, line 2)		504,617.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	-141,966.	-141,966.		
	12	**Total.** Add lines 1 through 11	578,466.	578,466.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages	15,450.	9,600.		5,850.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE ST 2	693.			
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) SEE ST 3	6,452.	6,452.		
	17	Interest	23,739.	23,739.		
	18	Taxes (attach schedule)(see instrs) SEE STM 4	13,299.	12,625.		674.
	19	Depreciation (attach sch) and depletion SEE STMT 5	153.			
	20	Occupancy	5,565.			
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 6	3,073.	267.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	68,424.	52,683.		6,524.
	25	Contributions, gifts, grants paid				
	26	**Total expenses and disbursements.** Add lines 24 and 25	68,424.	52,683.	0.	6,524.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	510,042.			
	b	**Net investment income** (if negative, enter -0-)		525,783.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

914 F

		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	89,998.	64,640.	64,640.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less· allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,860.		
	10a	Investments – U S and state government obligations (attach schedule) STATEMENT 7	527,876.	324,855.	344,593.
	b	Investments – corporate stock (attach schedule) STATEMENT 8	5,598,558.	6,111,417.	7,046,464.
	c	Investments – corporate bonds (attach schedule). STATEMENT 9	720,041.	948,738.	957,291.
	11	Investments – land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) STATEMENT 10	6,877,640.	7,280,919.	6,893,725.
	14	Land, buildings, and equipment: basis ▶ 6,146.			
		Less accumulated depreciation (attach schedule) SEE STMT 11 ▶ 4,783.	1,516.	1,363.	1,363.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	13,822,489.	14,731,932.	15,308,076.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ SEE STATEMENT 12)	389,952.	397,866.	
	23	**Total liabilities** (add lines 17 through 22)	389,952.	397,866.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	13,432,537.	14,334,066.	
	30	**Total net assets or fund balances** (see instructions)	13,432,537.	14,334,066.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	13,822,489.	14,731,932.	

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	13,432,537.
2	Enter amount from Part I, line 27a	2	510,042.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	391,487.
4	Add lines 1, 2, and 3	4	14,334,066.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,334,066.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	SEE STATEMENT 14			
b				
c				
d				
e				

	(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	504,617.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2012	823,560.	14,634,772.	0.056274
2011	866,329.	14,349,146.	0.060375
2010	955,273.	15,399,863.	0.062031
2009	905,630.	16,162,875.	0.056031
2008	732,112.	16,170,061.	0.045276

2	**Total** of line 1, column (d)	2	0.279987
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	0.055997
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,512,001.
5	Multiply line 4 by line 3	5	812,629.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,258.
7	Add lines 5 and 6	7	817,887.
8	Enter qualifying distributions from Part XII, line 4	8	6,524.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1.				
	Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b			1	10,516.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	10,516.
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	10,516.
6	Credits/Payments				
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	6,860.		
b	Exempt foreign organizations – tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments. Add lines 6a through 6d			7	6,860.
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** SEE STATEMENT 15 ►			9	3,840.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD FL			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

			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 ► ELLIOT BORKSON Telephone no ► 954-772-6863

Located at ► 800 CORPORATE DR, #500 FT LAUDERDALE FL ZIP + 4 ► 33334

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

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

			Yes	No
16	At any time during calendar year 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.			
1 a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		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** 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 (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
HELEN M. FURIA 3711 NE 27TH STREET FT. LAUDERDALE, FL 33317	PRESIDENT 30.00	0.	0.	0.
ELLIOT P. BORKSON 2970 WESTBROOK FT. LAUDERDALE, FL 33332	VICE PRESIDE 20.00	0.	0.	0.
ALAN J. GOLDBERG 404 DEERCREEK RUN DEERFIELD BEACH, FL 33442	TREASURER 20.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:				
a	Average monthly fair market value of securities			1a	15,045,018.
b	Average of monthly cash balances.			1b	77,319.
c	Fair market value of all other assets (see instructions)			1c	4,869.
d	**Total** (add lines 1a, b, and c)			1d	15,127,206.
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	394,210.
3	Subtract line 2 from line 1d			3	14,732,996.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	220,995.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	14,512,001.
6	**Minimum investment return.** Enter 5% of line 5. SHORT YEAR MODIFIED PERCENTAGE 0.8356 %			6	121,262.

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	121,262.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,516.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,516.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	110,746.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	110,746.
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	110,746.

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	6,524.
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	6,524.
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	6,524.

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					110,746.
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 __			0.		
3 Excess distributions carryover, if any, to 2013.					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012	40,623.				
f **Total** of lines 3a through e		40,623.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 6,524.					
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					6,524.
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).)*		40,623.			40,623.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 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					63,599.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012					
e Excess from 2013					

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))

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient 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*				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	35.	
4 Dividends and interest from securities			14	207,989.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	-239.	
b Not debt-financed property			16	7,763.	
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	504,617.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 17				-141,966.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				578,199.	

13 Total. Add line 12, columns (b), (d), and (e) 13 578,199.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

VP | 11/5/14 ▶ VICE 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 ELLIOT S. MELAMED	Preparer's signature Elliot Melamed CPA ELLIOT S. MELAMED	Date 11/5/2014	Check ☐ if self-employed	PTIN P00897585

Firm's name ▶ MELAMED & KARP P.A. — Firm's EIN ▶ 20-0026986

Firm's address ▶ 12466 W ATLANTIC BLVD
CORAL SPRINGS, FL 33071-4086 — Phone no (954) 757-3333

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS LP	$ -765.		
ARMORY CREDIT 83-0480572	-31,691.		
EL PASO PIPELINE PARTNERS	-1,201.		
ENBRIDGE ENEGY PTNRS	-7,465.		
ENERGY TRANSFER EQUITY LP	-5,570.		
ENERGY TRANSFER PTNRS LP	-2,107.		
ENTERPRISE PROD PTNRS LP	-13,359.		
EQT MIDSTREAM PARTNERS	-144.		
EV ENERGY PTNRS LP	-976.		
GENESIS ENERGY LP	-2,256.		
HIGHBRIDGE COMM LLC	-39,918.		
KINDER MORGAN EN PTNRS LP	-9,822.		
LINN ENERGY LP	-5,411.		
MAGELLAM MID PTNRS LP	-59.		
MARKWEST ENERGY PTNRS LP	-9,532.		
MCDONALD US LP 27-4266771	-4,504.		
MISCELLANEOUS INCOME	876.		
ML ASPECT FUTURE LLC	-13,479.		
ML WINTON LLC 20-1227904	8,137.		
NUSTAR ENERGY LP	-106.		
ODP AIV I LP	5,378.		
ODP AIV II LP	1,570.		
ODP AIV III LP	-31,462.		
ONEOK PARTNERS LP	-7,236.		
OPPENHEIMER DRILL PTNRS	-30,865.		
OPPENHEIMER FD 13-4324770	-7,688.		
ORTUS CURRENCY FUTURE LLC	-35,903.		
PEAK SELECT FD 20-3420757	-4,725.		
PLAINS ALL AMER PIPE LP	-86.		
PTNRS GROUP PVT EQUITY	-9,822.		
REGENCY ENERGY PTNRS LP	-7,164.		
RYE SELECT FD 13-3771103	1,885.		
TARA RESOURCES LP	-2,018.		
WHISTLER PTNR- 13-4068791	-10,948.		
WILLIAMS PTNRS LP	-4,966.		
XANTHUS PTNR - 13-4038889	141,436.		
TOTAL	$ -141,966.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	$ 693.			
TOTAL	$ 693.	$ 0.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	$ 6,452.	$ 6,452.		
TOTAL	$ 6,452.	$ 6,452.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHOLDING	$ 337.	$ 337.		
FOREIGN TAX WITHHOLDING K-1	672.	672.		
PAYROLL TAXES	1,774.	1,100.		$ 674.
TAX ON INVESTMENT INCOME	10,516.	10,516.		
TOTAL	$ 13,299.	$ 12,625.	$ 0.	$ 674.

STATEMENT 5
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
COMPUTER								
2/15/12	2,861	1,345	200DB	0.32		153	0	0

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	$ 2,806.			
RENTAL EXPENSES	267.	$ 267.		
TOTAL	$ 3,073.	$ 267.	$ 0.	$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOND GOVT AGENCY CIBC S/T - OIA	COST	$ 253,297.	$ 272,863.
U.S. TREASURY NOTES CIBC S/T	COST	71,558.	71,730.
		$ 324,855.	$ 344,593.
	TOTAL	$ 324,855.	$ 344,593.

STATEMENT 8
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB FUND EMERALD - E6 GATEWAY	COST	$ 1,307,015.	$ 1,320,743.
ML MUTAL FD MOGEN GENERAL A/C	COST	150,226.	93,231.
STOCK EMERALD CONCENTRATED EQUITY CE1	COST	1,572,171.	1,770,615.
STOCK EMERALD CONCENTRATED EQUITY CE2	COST	1,200,911.	1,638,996.
ML OFI BARING/ALLIANCE BERNSTEIN M7BAB	COST	704,838.	853,499.
ML RENAISSANCE/THORNBERG ADRS M7RTH	COST	671,256.	865,420.
ML WESTERN ASSET MIDDLE MKT DEBT FUND	COST	505,000.	503,960.
	TOTAL	$ 6,111,417.	$ 7,046,464.

STATEMENT 9
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOND CORPORATE CIBC S/T - OIA	COST	$ 948,738.	$ 957,291.
	TOTAL	$ 948,738.	$ 957,291.

STATEMENT 10
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
XANTHUS FUND PARTERSHIP	COST	$ 1,232,350.	$ 1,196,526.
DEFERRED COMPENSATION TRUST	COST	87,539.	87,539.
PEAK SELECT ACCESS PARTNERSHIP	COST	811,408.	784,309.
OPCO DISTRESSED OPPORTUNITIES LP	COST	715,312.	720,662.
LGF INVESTMENTS, LLC	COST	1,905,820.	900,000.
MCDONALD USAF, LP	COST	206,486.	300,650.
MILLER / HOWARD LLC	COST	533,394.	1,117,415.
OPP DRILLING PARTNERS LP	COST	280,354.	269,902.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ML ASPECT FUTURES ACCESS LLC	COST	$ 241,406.	$ 241,715.
ML HIGHBRIDGE COMMODITIES LLC	COST	161,737.	164,607.
ML PARTNERS GROUP PRIVATE EQUITY LLC	COST	347,489.	340,886.
ML WINTON FUTURES ACCESS LLC	COST	282,121.	282,443.
SUSA EUROPEAN EQUITY FUND	COST	300,000.	306,780.
WHISTLER PROMISSORY NOTE HOLDBACK - OPP	COST	0.	4,788.
TOTAL OTHER INVESTMENTS		$ 7,105,416.	$ 6,718,222.
OTHER SECURITIES			
CERTIFICATE OF DEPOSIT - STONEGATE	COST	25,000.	25,000.
INVESTMENT MANAGEMENT CASH FUND	COST	73.	73.
INVESTMENT MANAGEMENT MONEY FUND	COST	150,430.	150,430.
TOTAL OTHER SECURITIES		$ 175,503.	$ 175,503.
TOTAL		$ 7,280,919.	$ 6,893,725.

STATEMENT 11
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 1,249.	$ 1,249.	$ 0.	$ 0.
MACHINERY AND EQUIPMENT	4,897.	3,534.	1,363.	1,363.
TOTAL	$ 6,146.	$ 4,783.	$ 1,363.	$ 1,363.

STATEMENT 12
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

OPPENHEIMER MARGIN LOANS PAYABLE	$ 394,210.
FEDERAL INCOME TAX PAYABLE	3,656.
TOTAL	$ 397,866.

STATEMENT 13
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

K-1 BOOK TAX ADJUSTMENTS	$ 298,107.
OTHER BOOK/TAX ADJUSTMENTS	93,380.
TOTAL	$ 391,487.

STATEMENT 14
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	271 271 ENERGY TRANSFER EQUITY LP	PURCHASED	VARIOUS	VARIOUS
2	136.402 YACKTMAN FOCUSED SVC	PURCHASED	12/26/2012	11/27/2013
3	20718.218 YACKTMAN FOCUSED SVC	PURCHASED	VARIOUS	11/27/2013
4	3064.1560 GREENSPRING FD	PURCHASED	VARIOUS	11/25/2013
5	10431.8490 PAYDEN HIGH INC FD	PURCHASED	4/03/2013	11/25/2013
6	347.5670 RYDEX INVERSE GOVT LG BD	PURCHASED	8/22/2013	11/25/2013
7	479 SPDR GOLD TRUST	PURCHASED	2/26/2013	11/25/2013
8	12166.8340 GABELLI ENTERPRISE MERG & ACQUIS	PURCHASED	VARIOUS	11/25/2013
9	3079.0660 GREENSPRING FD	PURCHASED	VARIOUS	11/25/2013
10	9828.3750 PAYDEN HIGH INC FD	PURCHASED	VARIOUS	11/25/2013
11	7 BAIDU INC	PURCHASED	VARIOUS	11/01/2013
12	120 CHICAGO BRDG & IRON CO	PURCHASED	VARIOUS	11/04/2013
13	29 EMBRAER SA	PURCHASED	2/18/2010	11/01/2013
14	109 HITACHI LTD	PURCHASED	VARIOUS	11/05/2013
15	16 NOVARTIS	PURCHASED	2/18/2010	11/01/2013
16	20 SYGENTA AG	PURCHASED	3/26/2012	11/18/2013
17	22 TENCENT HOLDINGS	PURCHASED	VARIOUS	11/01/2013
18	10 YUM BRANDS INC	PURCHASED	3/08/2012	11/22/2013
19	141 WAL-MART DE MEX	PURCHASED	VARIOUS	11/06/2013
20	292 ELEKTA B SHS	PURCHASED	VARIOUS	11/07/2013
21	503 TULLOW OIL	PURCHASED	VARIOUS	11/01/2013
22	94 BNP PARIBAS	PURCHASED	VARIOUS	11/20/2013
23	163 CENTRICA PLC	PURCHASED	VARIOUS	11/13/2013
24	524 ING GP NV SPDS	PURCHASED	VARIOUS	11/21/2013
25	206 KONINKLUKE AHOLD	PURCHASED	VARIOUS	11/20/2013
26	223 LONZA GROUP	PURCHASED	10/19/2012	11/20/2013
27	113 PETRLEO BRAS VTG	PURCHASED	2/17/2012	11/04/2013
28	39 ROYAL DUTCH SHEL	PURCHASED	2/17/2012	11/04/2013
29	135 UPM KYMMENE OY	PURCHASED	8/13/2012	11/20/2013
30	150 CENTRICA PLC	PURCHASED	12/14/2012	11/13/2013
31	58 HEINEKEN NV	PURCHASED	1/31/2013	11/01/2013
32	171 SOCIETE GENERAL SPN	PURCHASED	12/02/2012	11/20/2013
33	40 AT&T INC	PURCHASED	8/07/2012	11/08/2013
34	839.2040 CULLEN HIGH DIV	PURCHASED	VARIOUS	12/04/2013
35	30598.7230 CULLEN HIGH DIV	PURCHASED	VARIOUS	12/04/2013
36	3959.7450 FORWARD SELECT INC	PURCHASED	VARIOUS	12/04/2013
37	3487.3580 THIRD AVE FOCUSED	PURCHASED	5/22/2013	12/04/2013
38	2090.2580 ALLIANZ GI CONVERTIBLE	PURCHASED	VARIOUS	12/30/2013
39	336.208 FPA CRESCENT FD	PURCHASED	VARIOUS	12/30/2013
40	1902.1380 FORWARD SELECT INC	PURCHASED	1/04/2012	12/04/2013
41	14193.0500 THIRD AVE FOCUSED	PURCHASED	4/02/2012	12/04/2013
42	3699.5410 FPA CRESCENT FD	PURCHASED	VARIOUS	12/30/2013
43	689 JULIUS BAER GROUP	PURCHASED	VARIOUS	11/29/2013
44	337 KONINKLUKE AHOLD	PURCHASED	VARIOUS	12/05/2013
45	91 ROYAL DUTCH SHEL	PURCHASED	VARIOUS	12/05/2013
46	340 SYMRISE AG ADR	PURCHASED	VARIOUS	12/18/2013
47	169 SUNCORE ENERGY INC	PURCHASED	VARIOUS	12/05/2013
48	64 UPM KYMMENE OY	PURCHASED	8/13/2012	12/23/2013
49	62 GRUPO FIN BANORTE	PURCHASED	6/27/2013	12/18/2013
50	4 SYMRISE AG ADR	PURCHASED	6/05/2013	12/18/2013
51	27 CARNIVAL CORP PAIRED	PURCHASED	2/18/2010	12/20/2013
52	59 DIAGEO PLC	PURCHASED	11/29/2011	12/09/2013
53	871 FLEXTRONICS INTL	PURCHASED	VARIOUS	VARIOUS
54	24 HSBC HLDG	PURCHASED	VARIOUS	12/04/2013
55	80 HENNES AND MAURITZ	PURCHASED	2/08/2010	12/17/2013

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
56	91 KOMATSU NEW	PURCHASED	VARIOUS	12/06/2013
57	209 PRUDENTIAL PLC	PURCHASED	1/25/2012	12/10/2013
58	11 TARA MOTORS	PURCHASED	12/11/2012	12/13/2013
59	8 TENCENT HOLDINGS	PURCHASED	11/15/2011	12/13/2013
60	1 DIAGEO PLC	PURCHASED	6/05/2013	12/09/2013
61	E6CE1 MUTUAL FUND CAP GAIN	PURCHASED	VARIOUS	VARIOUS
62	E6CE2 MUTUAL FUND CAP GAIN	PURCHASED	VARIOUS	VARIOUS
63	GAT MUTUAL FUND CAP GAIN	PURCHASED	VARIOUS	VARIOUS
64	AA WHISTLER FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
65	AA WHISTLER FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
66	AA WHISTLER FD K-1 SEC 1250	PURCHASED	VARIOUS	VARIOUS
67	MCDONALD USAF LP L/T C/G	PURCHASED	VARIOUS	VARIOUS
68	PEAK SELECT ACCESS K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
69	PEAK SELECT ACCESS K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
70	OPPEN PVT EQ FD K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
71	OPPEN PVT EQ FD K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
72	OPPEN PVT EQ FD K-1 SEC 1250	PURCHASED	VARIOUS	VARIOUS
73	OPPEN PVT EQ FD K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
74	OPPEN PVT EQ FD K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS
75	OPPEN AIV I LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
76	OPPEN AIV II LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
77	OPPEN AIV III LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
78	PARTNERS GROUP PVT EQ K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
79	PARTNERS GROUP PVT EQ K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
80	PARTNERS GROUP PVT EQ K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
81	PARTNERS GROUP PVT EQ K-1 SEC 1256	PURCHASED	VARIOUS	VARIOUS
82	ARMORY CREDIT OPP FD LP K-1 S/T C/G	PURCHASED	VARIOUS	VARIOUS
83	ARMORY CREDIT OPP FD LP K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
84	AMERIGAS PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
85	EL PASO PIPELINE K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
86	ENBRIDGE ENERGY K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
87	ENBRIDGE ENERGY K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
88	ENERGY TRNSFR EQ K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
89	ENERGY TRNSFR EQ K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
90	ENERGY TRNSFR PTNRS K-1 L/T C/G	PURCHASED	VARIOUS	VARIOUS
91	ENERGY TRNSFR PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
92	ENTERPRISE PROD PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
93	EV ENERGY PTNRS LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
94	EQT MIDSTREAM PTNRS LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
95	GENESIS ENERGY P K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
96	KINDER MORGAN ENERGY PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
97	LINN ENERGY LLC K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
98	MLARKWEST ENERGY PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
99	NUSTAR ENERGY LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
100	ONEOK PTNRS LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
101	PLAINS ALL AM ENERGY PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
102	REGENCY ENERGY PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
103	TARGA RESOURCES PTNRS LP K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
104	WILLIAMS PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
105	WILLIAMS PTNRS K-1 SEC 1231	PURCHASED	VARIOUS	VARIOUS
106	ORTUS CURRENCY FUTURES K-1	PURCHASED	11/01/2013	12/31/2013

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	19,788.		9,362.	10,426.				$ 10,426.
2	3,504.		2,795.	709.				709.
3	532,251.		383,927.	148,324.				148,324.
4	82,242.		74,655.	7,587.				7,587.
5	76,048.		77,300.	-1,252.				-1,252.
6	3,424.		3,500.	-76.				-76.
7	57,447.		74,838.	-17,391.				-17,391.
8	161,176.		133,612.	27,564.				27,564.
9	82,642.		74,673.	7,969.				7,969.
10	71,649.		70,845.	804.				804.
11	1,140.		930.	210.				210.
12	9,153.		2,943.	6,210.				6,210.
13	830.		650.	180.				180.
14	7,509.		5,867.	1,642.				1,642.
15	1,236.		874.	362.				362.
16	1,575.		1,366.	209.				209.
17	1,193.		484.	709.				709.
18	784.		662.	122.				122.
19	3,451.		3,515.	-64.				-64.
20	4,227.		4,466.	-239.				-239.
21	3,756.		4,705.	-949.				-949.
22	3,407.		3,571.	-164.				-164.
23	3,784.		3,102.	682.				682.
24	6,734.		4,360.	2,374.				2,374.
25	3,690.		2,672.	1,018.				1,018.
26	2,068.		1,090.	978.				978.
27	1,948.		3,333.	-1,385.				-1,385.
28	2,725.		2,880.	-155.				-155.
29	2,277.		1,486.	791.				791.
30	3,483.		3,282.	201.				201.
31	1,966.		2,045.	-79.				-79.
32	1,859.		1,264.	595.				595.
33	40,000.		41,106.	-1,106.				-1,106.
34	13,653.		12,851.	802.				802.
35	497,807.		387,088.	110,719.				110,719.
36	96,357.		102,670.	-6,313.				-6,313.
37	39,296.		40,035.	-739.				-739.
38	71,834.		71,518.	316.				316.
39	11,052.		10,139.	913.				913.
40	46,287.		41,738.	4,549.				4,549.
41	159,928.		141,818.	18,110.				18,110.
42	121,609.		94,488.	27,121.				27,121.
43	6,431.		5,674.	757.				757.
44	5,879.		4,642.	1,237.				1,237.
45	6,233.		6,681.	-448.				-448.
46	3,849.		2,496.	1,353.				1,353.
47	5,814.		6,060.	-246.				-246.
48	1,056.		705.	351.				351.
49	2,214.		1,811.	403.				403.
50	45.		41.	4.				4.
51	1,045.		913.	132.				132.
52	7,490.		4,847.	2,643.				2,643.
53	6,388.		6,258.	130.				130.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
54	1,299.		1,088.	211.				$ 211.
55	691.		486.	205.				205.
56	1,824.		2,402.	-578.				-578.
57	8,815.		4,610.	4,205.				4,205.
58	332.		280.	52.				52.
59	481.		162.	319.				319.
60	127.		119.	8.				8.
61	24,604.		0.	24,604.				24,604.
62	41,999.		0.	41,999.				41,999.
63	16,939.		0.	16,939.				16,939.
64	0.		1,245.	-1,245.				-1,245.
65	13,327.		0.	13,327.				13,327.
66	1.		0.	1.				1.
67	0.		6,531.	-6,531.				-6,531.
68	34,792.		0.	34,792.				34,792.
69	20,895.		0.	20,895.				20,895.
70	0.		663.	-663.				-663.
71	12,137.		0.	12,137.				12,137.
72	377.		0.	377.				377.
73	584.		0.	584.				584.
74	0.		56.	-56.				-56.
75	0.		393.	-393.				-393.
76	5,371.		0.	5,371.				5,371.
77	0.		68.	-68.				-68.
78	290.		0.	290.				290.
79	5,101.		0.	5,101.				5,101.
80	7.		0.	7.				7.
81	3.		0.	3.				3.
82	0.		11,887.	-11,887.				-11,887.
83	0.		10,944.	-10,944.				-10,944.
84	7.		0.	7.				7.
85	50.		0.	50.				50.
86	0.		4.	-4.				-4.
87	0.		257.	-257.				-257.
88	205.		0.	205.				205.
89	0.		49.	-49.				-49.
90	718.		0.	718.				718.
91	95.		0.	95.				95.
92	95.		0.	95.				95.
93	23.		0.	23.				23.
94	0.		10.	-10.				-10.
95	0.		25.	-25.				-25.
96	0.		113.	-113.				-113.
97	0.		432.	-432.				-432.
98	0.		4.	-4.				-4.
99	32.		0.	32.				32.
100	0.		17.	-17.				-17.
101	0.		114.	-114.				-114.
102	0.		119.	-119.				-119.
103	0.		52.	-52.				-52.
104	2.		0.	2.				2.
105	0.		88.	-88.				-88.
106	0.		2,988.	-2,988.				-2,988.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
							TOTAL	$ 504,617.

STATEMENT 15
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE	$	3,656.
LATE PAYMENT PENALTY		128.
LATE INTEREST		56.
TOTAL	$	3,840.

STATEMENT 16
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	ELLIOT BORKSON
CARE OF:	LEO GOODWIN FOUNDATION
STREET ADDRESS:	800 CORPORATE DR SUITE 500
CITY, STATE, ZIP CODE:	FORT LAUDERDALE, FL 33327
TELEPHONE:	954-772-6863
E-MAIL ADDRESS:	
FORM AND CONTENT:	1. LETTER STATING PURPOSE OF PROGRAM AND AMOUNT REQUESTED. 2. OBJECTIVES: SPECIFIC PROGRAM DESCRIPTION; TYPE OF PERSON REACHED (AGE, GEOGRAPHIC LOCATION, SOCIAL AND ECONOMIC STATUS), NUMBER OF PERSONS TO BE REACHED. PRIORITY GIVEN TO RESIDENT OF BROWARD COUNTY AND FLORIDA. 3. HOW WILL FUNDS BE USED. 4. LINE ITEM OPERATING BUDGET AND AUDITED STATEMENTS AND TAX RETURN. 5. IRS DETERMINATION LETTER OF 501(C)(3) STATUS AND VERIFICATION THAT IT HAS NOT BEEN REVOKED. 6. FUNDING SOURCES WITH DOLLAR AMOUNTS OR RECEIVED. 7. NAMES OF GOVERNING BOARD MEMBERS.
SUBMISSION DEADLINES:	ACCEPTED ANYTIME PROVIDED SUFFICIENT TIME TO REVIEW.
RESTRICTIONS ON AWARDS:	NONE, OTHER THAN QUALIFICATION FOR CHARITABLE PURPOSES.

STATEMENT 17
FORM 990-PF, PART XVI-A, LINE 11
OTHER REVENUE

OTHER REVENUE	(A) BUSINESS CODE	(B) UNRELATED BUSINESS AMOUNT	(C) EXCLUSION CODE	(D) EXCLUDED AMOUNT	(E) RELATED OR EXEMPT FUNCTION
AMERIGAS PARTNERS LP			1	$ -765.	
ARMORY CREDIT 83-0480572			1	-31,691.	
EL PASO PIPELINE PARTNERS			1	-1,201.	
ENBRIDGE ENEGY PTNRS			1	-7,465.	
ENERGY TRANSFER EQUITY LP			1	-5,570.	
ENERGY TRANSFER PTNRS LP			1	-2,107.	
ENTERPRISE PROD PTNRS LP			1	-13,359.	
EQT MIDSTREAM PARTNERS			1	-144.	
EV ENERGY PTNRS LP			1	-976.	
GENESIS ENERGY LP			1	-2,256.	
HIGHBRIDGE COMM LLC			1	-39,918.	
KINDER MORGAN EN PTNRS LP			1	-9,822.	
LINN ENERGY LP			1	-5,411.	
MAGELLAM MID PTNRS LP			1	-59.	
MARKWEST ENERGY PTNRS LP			1	-9,532.	
MCDONALD US LP 27-4266771			1	-4,504.	
MISCELLANEOUS INCOME			1	876.	
ML ASPECT FUTURE LLC			1	-13,479.	
ML WINTON LLC 20-1227904			1	8,137.	
NUSTAR ENERGY LP			1	-106.	
ODP AIV I LP			1	5,378.	
ODP AIV II LP			1	1,570.	
ODP AIV III LP			1	-31,462.	
ONEOK PARTNERS LP			1	-7,236.	
OPPENHEIMER DRILL PTNRS			1	-30,865.	
OPPENHEIMER FD 13-4324770			1	-7,688.	
ORTUS CURRENCY FUTURE LLC			1	-35,903.	
P&A MULTI FD 20-2970615			1		
PEAK SELECT FD 20-3420757			1	-4,725.	
PLAINS ALL AMER PIPE LP			1	-86.	
PTNRS GROUP PVT EQUITY			1	-9,822.	
REGENCY ENERGY PTNRS LP			1	-7,164.	
RYE SELECT FD 13-3771103			1	1,885.	
TARA RESOURCES LP			1	-2,018.	
WHISTLER PTNR- 13-4068791			1	-10,948.	
WILLIAMS PTNRS LP			1	-4,966.	
XANTHUS PTNR - 13-4038889			1	141,436.	
TOTAL		$ 0.		$ -141,966.	$ 0.