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

2013

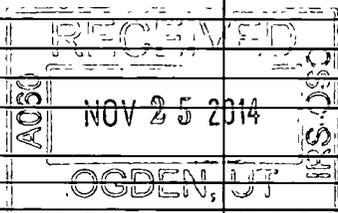
Department of the Treasury
Internal Revenue Service

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

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

Name of foundation BBX Capital Foundation, Inc		A Employer identification number 65-0499150
Number and street (or P O box number if mail is not delivered to street address) 401 East Las Olas Blvd	Room/suite 800	B Telephone number (see the instructions) (954) 940-5369
City or town, state or province, county, and ZIP or foreign postal code Fort Lauderdale FL 33301		C If exemption application is pending, check here . ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 3,849,439.	J Accounting method <input type="checkbox"/> Other (specify) _____ <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (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 ▶ <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	0.			
2 CK ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	5.	5.	5.	
4 Dividends and interest from securities	235,445.	235,445.	235,445.	
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	164,821.	L-6a Stmt		
b Gross sales price for all assets on line 6a	754,556.			
7 Capital gain net income (from Part IV, line 2)		164,821.		
8 Net short-term capital gain			53,408.	
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	400,271.	400,271.	288,858.	
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	25,630.			
25 Contributions, gifts, grants paid	122,900.			122,900.
26 Total expenses and disbursements. Add lines 24 and 25	148,530.			122,900.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	251,741.			
b Net Investment Income (if negative, enter -0-)		400,271.		
c Adjusted net income (if negative, enter -0-)			288,858.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	24,408.	10,842.	10,842.
	2	Savings and temporary cash investments		920,022.	920,022.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) . ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b. Stmt	2,969,870.	2,918,575.	2,918,575.
	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)				
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).	2,994,278.	3,849,439.	3,849,439.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
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. X				
	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	2,994,278.	3,849,439.	
30	Total net assets or fund balances (see instructions)	2,994,278.	3,849,439.		
31	Total liabilities and net assets/fund balances (see instructions)	2,994,278.	3,849,439.		

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 2,994,278.
2	Enter amount from Part I, line 27a	2 251,741.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3 603,420.
4	Add lines 1, 2, and 3	4 3,849,439.
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 3,849,439.

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 JP Morgan Large Cap Growth Fund Class A	P	12/07/12	05/20/13
b Oakmark Intl Fund Class I	P	12/07/12	05/20/13
c American Funds Euro Pacific Growth Fund Cl A	P	04/07/04	05/21/13
d American Funds Growth Fund of America Class A	P	12/20/05	05/21/13
e See Columns (a) thru (d)			

(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 171,598.		150,519.	21,079.
b 185,559.		153,230.	32,329.
c 63,158.		45,657.	17,501.
d 185,108.		129,895.	55,213.
e See Columns (e) thru (h)		110,429.	38,699.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			21,079.
b			32,329.
c			17,501.
d			55,213.
e See Columns (i) thru (l)			38,699.

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	164,821.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	53,408.

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

(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	29,800.	2,524,347.	0.011805
2011	200,265.	2,210,133.	0.090612
2010	425,875.	2,289,046.	0.186049
2009	157,535.	2,006,329.	0.078519
2008	404,200.	2,289,727.	0.176528

2 Total of line 1, column (d)	2	0.543513
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	0.108703
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,442,182.
5 Multiply line 4 by line 3	5	374,176.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,003.
7 Add lines 5 and 6	7	378,179.
8 Enter qualifying distributions from Part XII, line 4	8	122,900.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	8,005.
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	8,005.
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	8,005.
6	Credits/Payments.		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
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	4,700.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	4,700.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	63.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,368.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
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		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10	X	

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address www.bbxcapital.com/company-info/bbx-capital-foundation
14 The books are in care of BBX Capital Telephone no (954) 940-4000
Located at 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL ZIP +4 33301
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
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? Yes No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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
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
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
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
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a
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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

5 b

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?

- Yes No

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

- Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b

If 'Yes' to 6b, file Form 8870.

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

- Yes No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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
Alan Levan 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33301	President & Trustee 1.00	0.	0.	0.
Jarett Levan 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33301	Treasurer & Trustee 1.00	0.	0.	0.
Lois Marino 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33301	Director 10.00	0.	0.	0.
Seth Wise 401 East Las Olas Blvd, Suite 800 Fort Lauderdale FL 33309	Vice President 1.00	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 None

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 ▶		None

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 <u>The Foundation grants money to Section 501(c)(3) organizations within the State of Florida where BBX Capital has offices. (See attached guidelines)</u>	0.
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 <u>N/A</u>	0.	
2 -----		
All other program-related investments See instructions. 3 -----		
Total. Add lines 1 through 3 ▶		None

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	1 a	3,457,447.
b Average of monthly cash balances	1 b	37,154.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	3,494,601.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	3,494,601.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	52,419.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,442,182.
6 Minimum investment return. Enter 5% of line 5	6	172,109.

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	172,109.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	8,005.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	8,005.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	164,104.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	164,104.
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	164,104.

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	1 a	122,900.
b Program-related investments — total from Part IX-B.	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	122,900.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	122,900.

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				164,104.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			123,394.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	290,946.			
b From 2009	57,993.			
c From 2010	313,000.			
d From 2011	90,840.			
e From 2012	29,800.			
f Total of lines 3a through e	782,579.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 122,900.				
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				
e Remaining amount distributed out of corpus	122,900.			
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	905,479.			
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		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			123,394.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				164,104.
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)	290,946.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	614,533.			
10 Analysis of line 9				
a Excess from 2009	57,993.			
b Excess from 2010	313,000.			
c Excess from 2011	90,840.			
d Excess from 2012	29,800.			
e Excess from 2013	122,900.			

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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(ii)					
(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))

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

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

BBX Capital Foundation, Inc. Attn. Lois Marino
 401 East Las Olas Blvd, Suite 800
 Fort Lauderdale FL 33301 (954) 940-4000

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

See Attached Statement

c Any submission deadlines:

Applications must be received between March 1st and October 31st.

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

See Attached Statement

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
<i>a Paid during the year</i>				
Total				▶ 3 a
<i>b Approved for future payment</i>				
Total				▶ 3 b

Name: BBX Capital Foundation, Inc Employer Identification Number: 65-0499150

Asset Information:

Description of Property <u>Sale of Various Securities</u>	
Date Acquired: _____	How Acquired: _____
Date Sold _____	Name of Buyer _____
Sales Price <u>754,556.</u>	Cost or other basis (do not reduce by depreciation) <u>589,735.</u>
Sales Expense _____	Valuation Method <u>Cost</u>
Total Gain (Loss) <u>164,821.</u>	Accumulation Depreciation: _____
Description of Property: _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss) _____	Accumulation Depreciation: _____
Description of Property _____	
Date Acquired: _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation _____
Description of Property: _____	
Date Acquired: _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss) _____	Accumulation Depreciation _____
Description of Property: _____	
Date Acquired: _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss) _____	Accumulation Depreciation: _____
Description of Property: _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer: _____
Sales Price. _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method: _____
Total Gain (Loss). _____	Accumulation Depreciation _____
Description of Property: _____	
Date Acquired _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss): _____	Accumulation Depreciation: _____
Description of Property _____	
Date Acquired. _____	How Acquired _____
Date Sold _____	Name of Buyer _____
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense _____	Valuation Method _____
Total Gain (Loss). _____	Accumulation Depreciation _____

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Unrealized Gain	383,420.
South Florida Alliance	220,000.
Total	<u>603,420.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
Calamos Growth & Income Fund Class A	P	07/08/04	05/21/13
Calamos Growth Fund Class A	P	07/08/04	05/21/13
Columbia Acorn Fund Class A	P	07/01/05	05/20/13
Davis New York Venture Fund Class A	P	08/21/02	05/21/13
FT Franklin Income A	P	11/02/06	05/21/13
Oppenheimer Global Opportunities Fund Class A	P	03/04/10	05/21/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
32,648.		27,183.	5,465.
30,205.		20,704.	9,501.
24,824.		19,377.	5,447.
30,329.		17,028.	13,301.
3,429.		3,745.	-316.
27,693.		22,392.	5,301.
Total		<u>110,429.</u>	<u>38,699.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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))
			5,465.
			9,501.
			5,447.
			13,301.
			-316.
			5,301.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

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))
Total			<u>38,699.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
American Funds Euro Pacific Growth Fund CL A	271,258.	271,258.
American Funds Growth Fund of America Class A	322,593.	322,593.
Calamos Growth Fund Class A	337,432.	337,432.
Columbia Acorn Fund Class A	387,806.	387,806.
Davis New York Venture Fund Class A	491,410.	491,410.
FT Mutual Shares A	342,850.	342,850.
JP Morgan Large Cap Growth Fund Class A	180,655.	180,655.
Oakmark Internation Fund Class I	204,446.	204,446.
Oppenheimer Global Opportunities Fund Class A	380,125.	380,125.
Total	<u>2,918,575.</u>	<u>2,918,575.</u>

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-1

Description	Amount
UBS Management Fees	14,935.
Tax Paid	3,213.
Bank Fees	145.
Membership Fees	6,850.
Misc	307.
Advertising/Printing	180.
Total	25,630.

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
RMA Money Market Portfolio	327,193.
UBS Cash	592,829.
Total	920,022.

**FORM 990 - PF
Grants Funded in 2013**

Grantee Legal Name		Payee Address	Grantee Tax Statuses and Dates		Program Area	Fund	Amount	Payment Check Date
LEADERSHIP BROWARD FOUNDATION, INC	1640 West Oakland Park Blvd # 400 Ft Lauderdale, FL 33311	501c(3) Charitable Solicitation License 1/10/1998	Economic Development	Foundation	\$500 00	1/30/2013		
YOUNG AT ART OF BROWARD INC	11584 West State Road 84 Davie, FL 33325	501c(3) Charitable Solicitation License 3/6/1992	Arts and Culture	Foundation	\$5,000 00	1/30/2013		
Broward Performing Arts Foundation, Inc	201 SW 5th Avenue Fort Lauderdale, FL 33312	501c(3) Charitable Solicitation License 5/7/1992	Education	Foundation	\$15,000 00	5/10/2013		
HABITAT FOR HUMANITY OF SOUTH FLORIDA, Inc	1451 W Cypress Creek Rd, Ste 300 Fort Lauderdale, FL 33309-1953	501c(3) Charitable Solicitation License 5/7/1992	Social Services	Foundation	\$6,900 00	5/10/2013		
TOMORROW'S RAINBOW INC	4341 NW 39TH AVE COCONUT CREEK, FL 33073-3419	501c(3) Charitable Solicitation License 11/2/2004	Education	Foundation	\$3,000 00	5/10/2013		
BROWARD COUNTY FILM SOCIETY IN	503 SE 6th Street Fort Lauderdale, FL 33301-3416	501c(3) Charitable Solicitation License 10/31/1994	Arts and Culture	Foundation	\$2,500 00	6/13/2013		
RUSSELL LIFE SKILLS & READING The United Jewish Community of Broward County, Inc	5400 S University Dr, Ste 506 Davie, FL 33328-5314	501c(3) Charitable Solicitation License 3/11/2009	Education	Foundation	\$2,500 00	6/27/2013		
D/B/A JEWISH FEDERATION OF BROWARD Hollywood Art and Culture Center, Inc	5890 S Pine Island Rd Davie, FL 33328-5933	501c(3) Charitable Solicitation License 7/8/1992	Social Services	Foundation	\$5,000 00	6/27/2013		
D/B/A ART AND CULTURE CENTER OF HOLLYWOOD	1650 Harrison St Hollywood, FL 33020-6806	501c(3) Charitable Solicitation License 12/17/92	Arts and Culture	Foundation	\$2,500 00	7/22/2013		
BROWARD EDUCATION FOUNDATION INC	600 SE 3rd Ave, 1st Floor Fort Lauderdale, FL 33301	501c(3) Charitable Solicitation License	Education	Foundation	\$3,000 00	7/22/2013		
Funding Arts Broward, Inc	401 East Las Olas Blvd , Suite 2200 Fort Lauderdale, FL 33301	501c(3) Charitable Solicitation License 9/25/2009	Arts and Culture	Foundation	\$3,000 00	7/22/2013		
BONNET HOUSE, INC	900 N Birch Rd Ft Lauderdale, FL 33304-3326	501c(3) Charitable Solicitation License 7/29/92	Arts and Culture	Foundation	\$3,000 00	7/25/2013		
COMMUNITY FOUNDATION OF BROWARD, INC	910 E Las Olas Blvd, Ste 200 Fort Lauderdale, FL 33301-2312	501c(3) Charitable Solicitation License 6/9/92	Social Services	Foundation	\$5,000 00	9/12/2013		
NEIGHBORS 4 NEIGHBORS, INC	8900 NW 18TH TERR MIAMI, FL 33172-2623	501c(3) Charitable Solicitation License 5/23/2000	Social Services	Foundation	\$1,000 00	9/12/2013		
BUSINESS FOR THE ARTS OF BROWARD, Inc	401 East Las Olas Blvd , Suite 800 Fort Lauderdale, FL 33301	501c(3) Charitable Solicitation License 10/26/1993	Arts and Culture	Foundation	\$10,000 00	9/26/2013		
COMMUNITY FOUNDATION OF BROWARD, INC	910 E Las Olas Blvd, Ste 200 Fort Lauderdale, FL 33301-2312	501c(3) Charitable Solicitation License 6/9/92	Social Services	Foundation	\$5,000 00	9/26/2013		

**FORM 990 - PF
Grants Funded in 2013**

Grantee Legal Name		Payee Address	Grantee Tax Statuses and Dates	Program Area	Fund	Amount	Payment Check Date
NOVA SOUTHEASTERN UNIVERSITY MUSEUM OF ART, FORT LAUDERDALE INC	One East Las Olas Blvd Fort Lauderdale, FL 33301	501c(3) Charitable Solicitation License	Arts and Culture	Foundation	\$10,000 00	9/26/2013	
JUNIOR ACHIEVEMENT OF SOUTH FLORIDA INC	1130 COCONUT CREEK BLVD, COCONUT CREEK, FL 33066-1647	501c(3) Charitable Solicitation License 6/11/1992	Education	Foundation	\$5,000 00	9/27/2013	
ARTSERVE, INC	1350 E Sunrise Blvd, Ste 100 Fort Lauderdale, FL 33304-2815	501c(3) Charitable Solicitation License 2/19/92	Arts and Culture	Foundation	\$2,500 00	10/15/2013	
NOVA SOUTHEASTERN UNIVERSITY	3200 S UNIVERSITY DR, DAVIE, FL 33328-2018	501c(3) Charitable Solicitation License	Education	Foundation	\$10,500 00	10/31/2013	
JEWISH FAMILY SERVICE, INC OF BROWARD COUNTY, FLORIDA	100 S Pine Island Rd, Ste 230 Plantation, FL 33324	501c(3) Charitable Solicitation License 2/11/1992	Social Services	Foundation	\$10,000 00	11/13/2013	
BROWARD COLLEGE FOUNDATION INC	110 E Broward Blvd, Ste 750 Fort Lauderdale, FL 33301	501c(3) Charitable Solicitation License	Education	Foundation	\$500 00	11/18/2013	
LEADERSHIP BROWARD FOUNDATION, INC	1640 West Oakland Park Blvd # 400 Ft Lauderdale, FL 33311	501c(3) Charitable Solicitation License 6/12/2007	Economic Development	Foundation	\$1,500 00	11/19/2013	
PALM BEACH COUNTY SHERIFF'S FOUNDATION	3228 Gun Club Road West Palm Beach, FL 33406	501c(3) Charitable Solicitation License	Social Services	Foundation	\$2,500 00	12/31/2013	
QUANTUM HOUSE	901 45TH ST WEST PALM BEACH, FL 33407-2413	501c(3) Charitable Solicitation License 4/17/2000	Social Services	Foundation	\$2,500 00	12/31/2013	
THE ARC OF PALM BEACH COUNTY, INC	1201 Australian Avenue Riviera Beach, FL 33404	501c(3) Charitable Solicitation License	Social Services	Foundation	\$5,000 00	12/31/2013	
Total Funded 2013					\$122,900 00		

BBX Capital Foundation Guidelines and Eligibility

The BBX Capital Foundation supports four key areas

- 1 The Arts
- 2 Education
- 3 Community and Economic Development
- 4 Human Services

The BBX Capital Foundation considers requests for specific projects as well as for general operations. The majority of the grants made by the Foundation fall within the \$1,000 - \$3,000 range.

Eligibility

Funding consideration will be given to programs where BBX Capital has a business presence.

The Foundation will fund an organization one time per calendar year up to three consecutive years. After three consecutive years of support, an organization may reapply after a one-year nonfunding period.

Funding cycle and response time

From March 1st to October 31st, the Foundation reviews proposals in the order in which they are received. The Foundation reviews applications first for completeness and eligibility, then for funding. The Foundation may request additional information and/or a site visit. Within 90 days of submitting an application, the organization will be notified in writing of the Foundation's decision. The review process may take longer.

The BBX Capital Foundation considers requests for specific projects and general operations.

Grant requests should be mailed to the Foundation and include the following information:

- Name, address and telephone number of the organization
- Director's name
- Brief history of the organization
- Project description, including the need or issue to be addressed by the project
- Anticipated benefits of the project
- Total amount requested
- Dates of proposed project
- Operating budget
- Program budget, including funds you have already raised for the program and identification of additional revenue sources
- List of current corporate and foundation funding sources with amounts contributed
- Project director's name, address and telephone number – if different from above
- Project location

- Copy of 501 (c) 3 letter
- Copy of Charitable Solicitation License, for information, call 1-800-435-7352
- List of board members and their affiliations
- List of any funding that you may have received from BBX Capital
- Signature of executive director acknowledging application

Please note that the BBX Capital Foundation funds as many eligible requests as possible. If the Foundation declines a request, the applying organization is welcome to resubmit the following year. Organizations that receive support, and wish to receive support the following year, will need to reapply for funding consideration.

Grant Limitations

Generally, grants are not made to the following types of organizations or activities:

- Capital improvement or building campaigns
- Courtesy or goodwill advertising in benefit publications
- Endowment campaigns
- Fundraising events or purchase of tickets
- Funds for travel expenses
- Hospitals or medical research
- Individual K-12 schools
- National health-related organizations
- Organizations or projects of national scope
- Organizations without 501 (c) 3 status
- Political or lobbying organizations
- Programs or organizations operating outside the state of Florida
- Religious, veteran, or fraternal organizations
- School athletic teams, cheerleading squads, bands, choirs, etc.
- Social functions or sporting events
- Individuals

Applications for community support should be addressed to

Lois Marino
Executive Director
954-940-4000
BBX Capital Foundation
401 East Las Olas Blvd, Suite 800
Fort Lauderdale, Florida 33301

For public relations, please call 954-940-4000

For investor relations please call 954-940-4000

Visit BBXCapital.com