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Form 990-PF

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation HI FOUNDATION INC		A Employer identification number 65-0848161
Number and street (or P O box number if mail is not delivered to street address) 2848 EAST OAKLAND PARK BOULEVARD		B Telephone number (see instructions) (954) 566-7559
City or town, state or province, country, and ZIP or foreign postal code FORT LAUDERDALE, FL 33306		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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable 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, col. (c), line 16)▶\$ 7,524,713	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

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 (attach schedule)	80,000			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,187	1,187		
	4 Dividends and interest from securities.	96,906	96,906		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	506,640			
	b Gross sales price for all assets on line 6a 2,029,730				
	7 Capital gain net income (from Part IV, line 2) . . .		506,640		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	480	0		
	12 Total. Add lines 1 through 11	685,213	604,733		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,200	2,600		2,600
	c Other professional fees (attach schedule)	21,989	21,989		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,518	1,629		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,361	2,330		32
	24 Total operating and administrative expenses. Add lines 13 through 23	34,068	28,548		2,632
	25 Contributions, gifts, grants paid	260,000			260,000
	26 Total expenses and disbursements. Add lines 24 and 25	294,068	28,548		262,632
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	391,145			
	b Net investment income (if negative, enter -0-)		576,185		
	c Adjusted net income (if negative, enter -0-)				

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	2,868	165,680	165,680
	2	Savings and temporary cash investments	755,968	208,014	208,014
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,464,743	5,241,030	7,151,019
	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)	5,223,579	5,614,724	7,524,713	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,223,579	5,614,724	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,223,579	5,614,724	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,223,579	5,614,724		

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 5,223,579
2	Enter amount from Part I, line 27a	2 391,145
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 5,614,724
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 5,614,724

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	JP MORGAN 5002 - STATEMENT C	P		
b	JP MORGAN 5002 - STATEMENT C	P		
c	JP MORGAN 5002 - STATEMENT C	P		
d	3,000 SHS THERMO FISHER SCIENTIFIC INC	P		
e	CAPITAL GAINS DIVIDENDS	P		

(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 256,440		229,855	26,585
b 358,396		144,492	213,904
c 1,014,951		892,243	122,708
d 255,402		256,500	-1,098
e 144,541			144,541

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			26,585
b			213,904
c			122,708
d			-1,098
e			144,541

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	506,640
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	254,591	5,491,343	0 046362
2011	249,561	5,538,282	0 045061
2010	243,658	5,054,629	0 048205
2009	283,856	4,292,263	0 066132
2008	300,184	5,576,667	0 053829

2 Total of line 1, column (d).	2	0 259589
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 051918
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,592,593
5 Multiply line 4 by line 3.	5	342,274
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,762
7 Add lines 5 and 6.	7	348,036
8 Enter qualifying distributions from Part XII, line 4.	8	262,632

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 page 18 of the instructions)

1a 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 instructions)			
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	11,524
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	11,524
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	11,524
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,680	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	2,680
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	8,844
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 <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A

Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation .</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of H I FOUNDATION INC Telephone no (954) 566-7559 Located at 2848 E OAKLAND PARK BLVD FORT LAUDERDALE FL ZIP+4 33306			
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?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
See Additional Data Table				
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	
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	
2	
All other program-related investments. See page 24 of the 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	6,328,916
b	Average of monthly cash balances.	1b	364,072
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,692,988
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,692,988
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	100,395
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,592,593
6	Minimum investment return. Enter 5% of line 5.	6	329,630

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	329,630
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	11,524
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,524
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	318,106
4	Recoveries of amounts treated as qualifying distributions.	4	1,000
5	Add lines 3 and 4.	5	319,106
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	319,106

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	262,632
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	262,632
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	262,632
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				319,106
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			243,487	
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.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 262,632				
a Applied to 2012, but not more than line 2a			243,487	
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.				19,145
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				299,961
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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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 address of the person to whom applications should be addressed

MS LUCIE SMITH
2848 E OAKLAND PARK BLVD
FORT LAUDERDALE, FL 33306
(954) 566-7559

b

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

LETTER OF REQUEST

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	260,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD S INGHAM	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
RICHARD S INGHAM JR	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
FREDERICK H INGHAM	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
TIMOTHY C INGHAM	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
ANNELLE I CARNEY	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
HILARY I HICKMAN	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				
SHARON I HORAL	DIRECTOR 1 00	0	0	0
2848 E OAKLAND PARK BLVD FORT LAUDERDALE, FL 33306				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY PO BOX 13600 TAMPA,FL 33681	NONE	PUBLIC CHARITY	FOR CANCER RESEARCH, EDUCATION, ADVOCACY, AND SERVICE	10,000
AMERICAN RED CROSS BROWARD COUNTY 6710 W SUNRISE BOULEVARD PLANTATION,FL 33313	NONE	PUBLIC CHARITY	TO PROVIDE DISASTER RELIEF AT HOME AND ABOARD, CPR CERTIFICATION AND FIRST AID COURSES, AND EMERGENCY PREPAREDNEDD	10,000
AMERICAN RED CROSS-PALM BEACH COUNTY RELIEF 825 FERN STREET WEST PALM BCH,FL 33401	NONE	PUBLIC CHARITY	TO PROVIDE DISASTER RELIEF AT HOME AND ABOARD, CPR CERTIFICATION AND FIRST AID COURSES, AND EMERGENCY PREPAREDNEDD	500
AMERICAN RED CROSS-US DISASTER RELIEF 825 FERN STREET WEST PALM BCH,FL 33401	NONE	PUBLIC CHARITY	TO PROVIDE DISASTER RELIEF AT HOME AND ABOARD, CPR CERTIFICATION AND FIRST AID COURSES, AND EMERGENCY PREPAREDNEDD	500
AUTISM RESEARCH INSTITUTE 4182 ADAMS AVENUE SAN DIEGO,CA 92116	NONE	PUBLIC CHARITY	TO HELP INDIVIDUALS WITH AUTISM SPECTRUM DISORDERS AND TO ADVANCE AUTISM RESEARCH	5,500
BLANK PARK ZOO FOUNDATION 7401 SW 9TH STREET DES MOINES,IA 50315	NONE	PUBLIC CHARITY	TO ENHANCE QUALITY OF LIFE IN IOWA AS AN AFFORDABLE DESTINATION AND AS A CENTER FOR EDUCATION AND ENDANGERED SPECIES CONSERVATION	5,000
BOCA HELPING HANDS 138 NW 16TH STREET BOCA RATON,FL 33432	NONE	PUBLIC CHARITY	TO PROVIDE FOOD AND EMERGENCY ASSISTANCE TO MEET BASIC HUMAN NEEDS AND LONG TERM SOLUTIONS TO BREAK THE CYCLE OF DEPENDENCE	500
BONNET HOUSE 900 N BIRCH ROAD FORT LAUDERDALE,FL 33304	NONE	PUBLIC CHARITY	TO PROVIDE SUPPORT TO THE HISTORICAL MUSEUM FOR PRESERVATIONS AND THE MAINTENANCE AND OPERATIONS	10,000
BROWARD PERFORMING ARTS FOUNDATION 201 SW FIFTH AVENUE FORT LAUDERDALE,FL 33312	NONE	PUBLIC CHARITY	TO PROVIDE SUPPORT TO THE BROWARD CENTER FOR PERFORMING ARTS	5,000
BROWARD PUBLIC LIBRARY FOUNDATION 100 SOUTH ANDREWS AVENUE FORT LAUDERDALE,FL 33301	NONE	PUBLIC CHARITY	TO PROVIDE EDUCATIONAL RESOURCES	10,000
CHILDREN'S HOME SOCIETY OF FLORIDA 401 NE 4TH STREET FORT LAUDERDALE,FL 33301	NONE	PUBLIC CHARITY	TO PROTECT AND HEAL CHILDREN WITHIN THE COMMUNITIES OF FLORIDA	5,000
CONNESTEE FALLS SCHOLARSHIP FUND 33 CONNESTEE TRAIL BREVARD,NC 28712	NONE	PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO STUDENTS FOR POST-SECONDARY EDUCATION	1,000
COVENANT HOUSE PO BOX 39282 FORT LAUDERDALE,FL 333390282	NONE	PUBLIC CHARITY	TO PROVIDE SHELTER TO THE HOMELESS YOUTH ACROSS AMERICA	10,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEW YORK,NY 10001	NONE	PUBLIC CHARITY	TO PROVIDE HEALTH CARE AND MEDICAL TRAINING TO MULTIPLE COUNTRIES	5,000
EAGLE RANCH PO BOX 7200 CHESTNUT MOUNTAIN,GA 30502	NONE	PUBLIC CHARITY	TO PROVIDE A CHRIST-CENTERED CHILDREN'S HOME FOR BOYS AND GIRLS IN CRISIS	2,000
Total  3a				260,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FAU DEPARTMENT OF ECONOMICS 777 GLADES ROAD BOCA RATON,FL 33431	NONE	PUBLIC CHARITY	TO PREPARE STUDENTS FOR CAREERS IN BANKING, GOVERNMENT, DATA ANALYSIS, TEACHING AND ADVANCED GRADUATE OR DOCTORAL WORK	5,000
FEEDING SOUTH FLORIDA 426 CLAREMORE DRIVE WEST PALM BCH,FL 33401	NONE	PUBLIC CHARITY	TO HELP END HUNGER IN SOUTH FLORIDA BY PROVIDING IMMEDIATE ACCESS TO NUTRITIOUS FOOD AND LEADING HUNGER AND POVERTY ADVOCACY EFFORTS	5,000
FEEDING SOUTH FLORIDA 5850 NW 32ND AVENUE MIAMI,FL 33142	NONE	PUBLIC CHARITY	TO HELP END HUNGER IN SOUTH FLORIDA BY PROVIDING IMMEDIATE ACCESS TO NUTRITIOUS FOOD AND LEADING HUNGER AND POVERTY ADVOCACY EFFORTS	500
FUNDING ARTS BROWARD 401 EAST LAS OLAS BLVD STE 2200 FORT LAUDERDALE,FL 33301	NONE	PUBLIC CHARITY	TO PRESERVE AND CULTIVATE THE ARTS IN BROWARD COUNTY	10,000
GILDA'S CLUB SOUTH FLORIDA 119 ROSE DRIVE FORT LAUDERDALE,FL 33316	NONE	PUBLIC CHARITY	TO CREATE WELCOMING COMMUNITIES OF FREE SUPPORT FOR EVERYONE LIVING WITH CANCER	2,000
GOLD COAST JAZZ SOCIETY 1350 E SUNRISE BOULEVARD FORT LAUDERDALE,FL 33304	NONE	PUBLIC CHARITY	TO PRESERVE JAZZ MUSIC WITH AN ANNUAL CONCERT SEASON IN FORT LAUDERDALE, FL AND VARIOUS EVENTS TO CELEBRATE JAZZ	10,000
HEIFER PROJECT INTERNATIONAL PO BOX 8058 LITTLE ROCK,AR 72203	NONE	PUBLIC CHARITY	TO HELP TO END WORLD HUNGER	1,500
HENDERSON MENTAL HEALTH CENTER 4740 NORTH STATE ROAD 7 STE 201 FORT LAUDERDALE,FL 33319	NONE	PUBLIC CHARITY	TO PROVIDE HELP TO ALL PEOPLE ACROSS SOUTH FLORIDA INCLUDED SUPPORTIVE HOUSING, PERMANENT HOUSING FOR THOSE WITH CO-OCCURRING SUBSTANCE ABUSE AND MENTAL HEALTH, AND EMERGENCY HOMELESS SHELTER	5,000
HOLY CROSS HOSPITAL 4725 N FEDERAL HIGHWAY FORT LAUDERDALE,FL 33308	NONE	PUBLIC CHARITY	TO PROVIDE EXCELLENT MEDICAL CARE AND HIGH PERSONALIZED CARE	5,000
HOPE SOUTH FLORIDA PO BOX 14156 FORT LAUDERDALE,FL 33302	NONE	PUBLIC CHARITY	TO PARTNER WITH CHRISTIAN COMMUNITY AND CHURCHES TO PROVIDE HOUSING, MENTORING, AND ONE-STOP SERVICE CENTERS FOR BROKEN FAMILIES	5,000
JOE DIMAGGIO CHILDREN'S HOSPITAL 3501 JOHNSON STREET HOLLYWOOD,FL 33021	NONE	PUBLIC CHARITY	TO PROVIDE A COMPREHENSIVE SCOPE OF HEALTHCARE SERVICES TO CHILDREN	5,000
KIDS IN DISTRESS 819 NE 26TH STREET WILTON MANOR,FL 33305	NONE	PUBLIC CHARITY	TO PREVENT CHILD ABUSE, PRESERVE THE FAMILY, AND TREAT CHILDREN WHO HAVE BEEN ABUSED AND NEGLECTED	10,000
MAKE A WISH FOUNDATION 4491 SOUTH STATE ROAD 7 201 FORT LAUDERDALE,FL 33314	NONE	PUBLIC CHARITY	TO GRANT THE WISH OF A CHILD DIAGNOSED WITH A LIFE-THREATENING MEDICAL CONDITION IN THE UNITED STATES	500
MOFFITT CANCER CENTER FOUNDATION 12902 MAGNOLIA DRIVE TAMPA,FL 33612	NONE	PUBLIC CHARITY	TO PREVENT AND CURE CANCER, CARE FOR PATIENTS, AND PROVIDE EDUCATION AND CONDUCT CANCER RESEARCH	5,000
MUSEUM OF DISCOVERY AND SCIENCE 401 SW 2ND STREET FORT LAUDERDALE,FL 33312	NONE	PUBLIC CHARITY	TO PROVIDE EXPERIENTIAL PATHWAYS TO LIFELONG LEARNING IN SCIENCE FOR CHILDREN AND ADULTS	10,000
Total  3a				260,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MUSIC RESOURCE CENTER 105 RIDGE STREET CHARLOTTESVILLE,VA 22902	NONE	PUBLIC CHARITY	TO CREATE A SENSE OF EMPOWERMENT AND ACCOMPLISHMENT THROUGH RECORDING AND PERFORMING ARTS	5,500
SALVATION ARMY OF BREVARD PO BOX 748 BREVARD,NC 28712	NONE	PUBLIC CHARITY	TO PREACH THE GROSPHEL OF JESUS CHRIST AND TO MEET HUMAN NEEDS IN HIS NAME	500
SHERIDAN HOUSE FAMILY MINISTRIES 1700 S FLAMINGO ROAD DAVIE,FL 33325	NONE	PUBLIC CHARITY	TO HONOR CHRIST BY SERVING THE NEEDS OF CHILDREN AND FAMILIES	5,000
SOS CHILDREN'S VILLAGE OF FLORIDA 3681 NW 59TH PLACE COCONUT CREEK,FL 330739903	NONE	PUBLIC CHARITY	TO PROVIDE FOSTER CARE SERVICES TO MORE THAN 70 FOSTER CHILDREN	10,000
SOUTH FLORIDA MUSEUM 201 10TH ST W BRADENTON,FL 34205	NONE	PUBLIC CHARITY	TO PROVIDE EDUCATIONAL RESOURCES	500
SPANISH RIVER COMMUNITY HIGH SCHOOL 5100 JOG ROAD BOCA RATON,FL 33496	NONE	PUBLIC CHARITY	TO PROVIDE SECONDARY EDUCATION TO THOSE IN THE BOCA RATON AND DELRAY BEACH COMMUNITIES	2,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL PO BOX 50 MEMPHIS,TN 38101	NONE	PUBLIC CHARITY	TO FIND CURES AND SAVE CHILDREN WITH PEDIATRIC CANCER AND OTHER DISEASES	5,500
STETSON UNIVERSITY 421 NORTH WOODLAND BLVD UNIT 8279 DELAND,FL 32723	NONE	PUBLIC CHARITY	TO PROVIDE POST-SECONDARY EDUCATION	2,500
THE BOYS AND GIRLS CLUBS OF BROWARD COUNTY 877 NW 61ST STREET FORT LAUDERDALE,FL 33309	NONE	PUBLIC CHARITY	TO GIVE LOCAL BOYS AND GIRLS A POSITIVE ALTERNATIVE TO THE STREETS	10,000
THE BOYS AND GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHPOINT PKWY STE 204 WEST PALM BCH,FL 33407	NONE	PUBLIC CHARITY	TO GIVE LOCAL BOYS AND GIRLS A POSITIVE ALTERNATIVE TO THE STREETS	500
THE SALVATION ARMY 1445 W BROWARD BOULEVARD FORT LAUDERDALE,FL 33312	NONE	PUBLIC CHARITY	TO PREACH THE GROSPHEL OF JESUS CHRIST AND TO MEET HUMAN NEEDS IN HIS NAME	10,000
THE SUSAN G KOMEN BREAST CANCER FOUNDATION 13555 SW 101ST LANE MIAMI,FL 33186	NONE	PUBLIC CHARITY	TO CONDUCT CANCER RESEARCH AND HAVE EARLY DETECTION AND EFFECTIVE TREATMENT TO BREAST CANCER	5,000
TRANSYLVANIA COMMUNITY HOSPITAL FOUNDATION PO BOX 2440 BREVARD,NC 28712	NONE	PUBLIC CHARITY	TO PROVIDE MEDICAL CARE AND HELP THE LOCAL HOSPITAL MAINTAIN, EXPAND, AND IMPROVE QUALITY HEALTH CARE	2,000
UNITED WAY OF BROWARD 1300 SOUTH ANDREWS AVENUE FORT LAUDERDALE,FL 33316	NONE	PUBLIC CHARITY	TO FOCUS AND UNITE OUR ENTIRE COMMUNITY TO CREATE SIGNIFCANT LASTING CHANGE IN THE COMMUNITY	10,000
UNITED WAY OF TRANSYLVANIA COUNTY PO BOX 53 BREVARD,NC 28712	NONE	PUBLIC CHARITY	TO FOCUS AND UNITE OUR ENTIRE COMMUNITY TO CREATE SIGNIFCANT LASTING CHANGE IN THE COMMUNITY	1,000
Total  3a				260,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
USO WORLD HEADQUARTERS PO BOX 96860 WASHINGTON,DC 200777677	NONE	PUBLIC CHARITY	TO HELP PROVIDE A HOME AWAY FROM HOME FROM OUR TROOPS	5,500
WEDGEWOOD CHRISTIAN YOUTH & FAMILY SVCS 3300 36TH ST SE GRAND RAPIDS,MI 495180007	NONE	PUBLIC CHARITY	TO PROVIDE PROFESSIONAL COUNSELING TO CHILDREN, YOUTH AND FAMILIES WITH THE PROBLEMS THEY ARE FACING	5,000
WOMEN IN DISTRESS PO BOX 676 FORT LAUDERDALE,FL 33302	NONE	PUBLIC CHARITY	TO STOP DOMESTIC VIOLENCE FOR EVERYONE THROUGH INTERVENTION, EDUCATION, AND ADVOCACY	15,000
WORLD VISION PO BOX 9716 FEDERAL WAY,WA 980636462	NONE	PUBLIC CHARITY	TO WORK WITH CHILDREN AND FAMILIES WORLDWIDE TO REACH THEIR FULL POTENTIAL BY TACKLING POVERTY	5,000
Total  3a				260,000

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2013</div>
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<div>Name of the organization</div> <div>HI FOUNDATION INC</div>	<div>Employer identification number</div> <div>65-0848161</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u> 1 </u>	RICHARD S INGHAM 2848 EAST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33306	\$ <u> 80,000 </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <p>(Complete Part II for noncash contributions)</p>
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <p>(Complete Part II for noncash contributions)</p>
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <p>(Complete Part II for noncash contributions)</p>
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <p>(Complete Part II for noncash contributions)</p>
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <p>(Complete Part II for noncash contributions)</p>
<u> </u>		\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <p>(Complete Part II for noncash contributions)</p>

[illegible]

Name of organization HI FOUNDATION INC	Employer identification number 65-0848161
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,200	2,600		2,600

TY 2013 General Explanation Attachment

Name: HI FOUNDATION INC

EIN: 65-0848161

Identifier	Return Reference	Explanation
	FORM 990-PF, PART I, LINE 16, COLUMN (A)	NAME OF PROVIDER TYPE OF SERVICE PROVIDED AMOUNT PAIDLINE 16B, ACCOUNTING FEES MCGLADREY LLP PREPARATION OF 2012 FORM 990-PF \$5,200LINE 16C, OTHER PROFESSIONAL FEES JP MORGAN BANK MANAGEMENT FEES \$21,989

**TY 2013 Investments Corporate
Stock Schedule****Name:** HI FOUNDATION INC**EIN:** 65-0848161

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US LARGE CAP EQUITIES, JPM 5002 (STATEMENT A)	3,286,023	4,878,128
US MID/SMALL CAP EQUITIES, JPM 5002 (STATEMENT A)	727,063	893,149
NON US EQUITIES, JPM 5002 (STATEMENT A)	1,185,319	1,323,357
US LARGE CAP EQUITIES, JPM 2001 (STATEMENT B)	2,125	2,955
US MID CAP EQUITIES, JPM 2001 (STATEMENT B)	40,500	53,430

TY 2013 Other Expenses Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEE	62	31		32
MISCELLANEOUS EXPENSE	2,299	2,299		0

TY 2013 Other Income Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
JP MORGAN - NONTAXABLE DIVIDENDS	480	0	480

TY 2013 Other Professional Fees Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	21,989	21,989		0

TY 2013 Substantial Contributors Schedule

Name: HI FOUNDATION INC

EIN: 65-0848161

Name	Address
RICHARD INGHAM	2848 EAST OAKLAND PARK BOULEVARD FORT LAUDERDALE, FL 33306

TY 2013 Taxes Schedule**Name:** HI FOUNDATION INC**EIN:** 65-0848161

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX PY	209	0		0
FOREIGN TAX WITHHELD	1,629	1,629		0
EXCISE TAX CY	2,680	0		0

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Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	103.50	55,000	5,694.15	3,793.90	1,910.20	138.50	2.43%
AMAZON COM INC 023133-10-6 AMZN	398.79	20,000	7,975.80	2,629.00	5,336.80		
ANADARKO PETROLEUM CORP 032511-10-7 APC	79.32	20,000	1,586.40	1,691.20	(104.80)	14.40	0.91%
APPLE INC 037833-10-0 AAPL	561.02	30,000	16,830.60	8,253.90	8,576.70	366.00	2.17%
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	52.88	95,000	5,023.51	3,639.45	1,384.06	95.00	1.89%
BANK OF AMERICA CORP 060505-10-4 BAC	15.57	300,000	4,671.00	2,641.68	1,729.32	12.00	0.26%
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21.40	29,673,257	635,007.70	559,637.63	75,370.07		
BIOGEN IDEC INC 09062X-10-3 BIIB	274.57	15,000	4,118.55	1,753.65	2,439.93		
BNP REN SPX 02/20/14 2XLEV- 8.1%CAP 16.2%MAXRTRN INITIAL LEVEL-2 1/13 SPX 1513.17 05574L-FA-1	115.46	110,000,000	12,700,467	110,000.00	12,004,667		
BNP REN SPX 04/09/14 2 XLEV- 7.40%CAP- 14.8%MAXPYMT INITIAL LEVEL-03 22/13 SPX 1556.89 05574L-GS-1	113.51	110,000,000	12,486,601	110,000.00	14,956,01		

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US Large Cap Equity							
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53.15	60,000	3,199.00	2,438.40	750.60	86.40 21.60	2.71%
CELGENE CORPORATION 151020-10-4 CELG	168.97	20,000	3,379.36	3,069.60	309.76		
CISCO SYSTEMS INC 17275R-10-2 CSCO	22.43	190,000	4,261.70	3,217.50	1,044.20	129.20	3.03%
CITIGROUP INC NEW 172967-42-4 C	52.11	110,000	5,732.10	2,853.40	2,878.70	4.40	0.08%
COMCAST CORP CL A 20030N-10-1 CMCS A	51.97	120,000	6,235.80	3,688.80	2,547.00	93.60 23.40	1.50%
CSX CORP 126408-10-3 CSX	28.77	130,000	3,740.10	2,694.89	1,045.21	78.00	2.09%
CULLEN HIGH DIVIDEND EQ-I 230001-40-6 CHDV X	16.73	38,614,835	646,026.19	527,500.00	118,526.19	15,832.08	2.45%
DOW CHEMICAL CO 260543-10-3 DOW	44.40	60,000	2,664.00	1,956.60	707.40	76.80 19.20	2.88%
EMERSON ELECTRIC CO 291011-10-4 EMR	70.18	60,000	4,210.80	2,969.40	1,241.40	103.20	2.45%
EOG RESOURCES INC 26875P-10-1 EOG	167.84	30,000	5,035.20	2,939.10	2,096.10	22.50	0.45%
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	100,000	10,120.00	5,851.00	4,269.00	252.00	2.49%
FLUOR CORP 343412-10-2 FLR	80.29	20,000	1,605.80	1,516.10	89.70	12.80	0.80%

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US Large Cap Equity							
FREEMONT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37.74	50,000	1,987.00	1,718.25	168.75	62.50	3.31%
GENERAL MILLS INC 370334-10-4 GIS	49.91	85,000	4,242.35	3,282.70	959.65	129.20	3.05%
GOOGLE INC CL A 38259P-50-8 GOOG	1,120.71	10,000	11,207.10	7,710.15	3,496.95		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36.23	50,000	1,811.50	1,502.00	309.50	30.00 7.50	1.66%
HOME DEPOT INC 437076-10-2 HD	82.34	70,000	5,763.80	2,976.60	2,787.20	109.20	1.89%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91.37	65,000	5,939.05	3,261.05	2,678.00	117.00	1.97%
HUMANA INC 444859-10-2 HUM	103.22	20,000	2,064.40	1,377.40	687.00	21.60 5.40	1.05%
ING GROUP N V SPONS ADR 456837-10-3 ING	14.01	39,780,000	557,317.80	23,948.99	533,368.81		
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	80,000	7,327.20	6,478.40	848.80	211.20	2.88%
JOHNSON CONTROLS INC 478366-10-7 JCI	51.30	140,000	7,182.00	3,538.38	3,643.62	123.20 30.80	1.72%
JPM GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	13.85	51,491,865	713,162.33	497,656.25	215,506.08		

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US Large Cap Equity							
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2 38-9 JLP S X	27.74	25,432.718	705,503.60	528,665.57	176,838.03	2,924.76	0.41%
LOWES COMPANIES INC 548561 10-7 LOW	49.55	150,000	7,432.50	3,733.94	3,698.56	108.00	1.45%
MASCO CORP 574599-10-6 MAS	22.77	120,000	2,732.40	2,541.60	190.80	36.00	1.32%
MCKESSON CORP 58135Q-10-3 MCK	161.40	10,000	1,614.00	1,588.25	25.75	9.60 2.40	0.59%
MERCK AND CO INC 58933Y-10-5 MRK	50.05	140,000	7,007.00	5,392.99	1,614.01	246.40 61.60	3.52%
METLIFE INC 59136R-10-8 MET	53.92	110,000	5,931.20	3,270.30	2,660.90	121.00	2.04%
MICROSOFT CORP 594918 10-4 MSFT	37.41	340,000	12,719.40	7,838.90	4,880.50	390.80	2.99%
MONDELEZ INTERNATIONAL-W.I 609207-10-5 MDLZ	35.30	100,000	3,530.00	2,268.12	1,261.88	56.00 14.00	1.59%
MORGAN STANLEY 617446-44-8 MS	31.36	95,000	2,979.20	2,485.20	494.00	19.00	0.64%
NEUBERGER BER MU C OPP-INS 64122Q 30-9 NMUL X	15.35	45,378.558	696,560.87	466,741.24	229,819.63	4,900.88	0.70%
OCCIDENTAL PETROLEUM CORP 674599 10-5 OXY	95.10	50,000	4,755.00	4,334.49	420.51	128.00 32.00	2.69%
ORACLE CORP 68389X-10-5 ORCL	38.26	185,000	7,078.10	4,976.50	2,101.60	88.80	1.25%
PACCAR INC 693718-10-8 PCAR	59.17	70,000	4,141.90	2,618.69	1,523.21	56.00 63.00	1.35%

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US Large Cap Equity							
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	87.13	50,000	4,356.50	4,192.99	163.51	188.00 47.00	4.32%
PROCTER & GAMBLE CO 742718-10-9 PG	81.41	80,000	6,512.80	4,339.20	2,173.60	192.48	2.96%
QUALCOMM INC 747525-10-3 GCOM	14.25	90,000	1,282.50	3,147.30	3,535.20	126.00	1.89%
SCHLUMBERGER LTD 806857-10-8 SLB	90.11	70,000	6,307.70	4,288.79	1,418.91	87.50 21.88	1.39%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	2,161,000	399,113.09	284,118.90	114,996.19	7,241.51	1.81%
STATE STREET CORP 857477-10-3 STT	73.39	40,000	2,935.60	2,652.79	282.81	41.60 10.40	1.42%
TIME WARNER INC NEW 887317-30-3 TWX	69.72	90,000	6,277.60	3,699.19	1,878.41	92.00	1.65%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75.30	60,000	4,518.00	3,268.80	1,249.20	67.20	1.49%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	85,000	9,673.00	4,699.65	4,973.35	200.60	2.07%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49.14	90,000	4,422.60	2,977.63	1,444.97	190.80	4.31%
WELLS FARGO & CO 949746-10-1 WFC	45.40	270,000	12,258.00	8,284.06	3,973.94	324.00	2.64%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38.57	40,000	1,542.80	996.96	545.84	60.80	3.94%

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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
YUM BRANDS INC 988498-10-1 YUM	75.61	70,000	5,292.70	3,515.40	1,777.30	103.60	1.96%
Total US Large Cap Equity			\$4,878,128.06	\$3,286,022.87	\$1,592,105.19	\$36,112.21 \$360.18	0.74%
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	13.52	28,243.868	381,957.10	335,250.00	46,607.10	8,247.20	2.16%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	3,067,000	410,395.27	323,212.19	87,183.08	5,299.77	1.29%
Total US Mid Cap Equity			\$792,252.37	\$658,462.19	\$133,790.18	\$13,546.97	1.71%
US Small Cap Equity							
JPM SMALL CAP EQUITY FD - SEL FUND 367 4812A1 37-3 VSEI X	49.55	2,036,249	100,996.14	68,601.22	32,294.92	364.48	0.36%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	8,614,436	316,752.81	237,500.00	79,252.81	7,951.12	2.51%

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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43.04	10,788.633	464,342.76	422,196.55	42,146.21	7,498.09	1.61%
Total EAFE Equity			\$781,095.57	\$659,696.55	\$121,399.02	\$15,449.21	1.97%

European Large Cap Equity

VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	2,305.000	135,534.00	118,010.22	17,523.78	3,754.84	2.77%
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Asia ex-Japan Equity

COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13.51	10,495.556	141,808.47	126,826.72	14,981.75	1,836.89	1.30%
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.01	8,000.148	128,082.37	135,785.06	(7,702.69)	1,200.02	0.94%
Total Asia ex-Japan Equity			\$269,890.84	\$262,611.78	\$7,279.06	\$3,036.91	1.13%

Emerging Market Equity

VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9.55	14,328.484	136,837.02	145,000.00	(8,162.98)	1,504.49	1.10%
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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
KAR AUCTION SERVICES INC	29.55	100.000	2,955.00	2,125.00	830.00	100.00	3.38%
48238T-10-9 KAR						25.00	

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	Price	Quantity	Value	<u>Adjusted Tax Cost</u> <u>Original Cost</u>	Unrealized Gain/Loss	<u>Est. Annual Inc.</u> <u>Accrued Div</u>	Yield
US Mid Cap Equity							
CARLYLE GROUP/THE	35.62	1,500,000	53,430.00	40,500.00	12,930.00	960.00	1.80%
14309L-10-2 CG							

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See instructions for Part 1 of Form 990-PF.

For information only: Total capital gains, net of capital losses, for 2013: \$1,202.86

Short-Term Covered

Disposition	Symbol	Date	Quantity	Cost	Proceeds	Gain/Loss
ACE LTD NEW	ACE	07/20/12	75.000	6,554.60	5,301.74	1,202.86
	H0023R105	03/06/13				
APPLE INC	APPL	07/20/12	35.000	14,991.46	21,253.40	-6,291.94
	027803100	03/06/13				
ASML HOLDING N.V.	ASML	12/27/12	50.000	3,508.41	3,169.50	428.91
	N07059010	02/06/13				
ASML HOLDING N.V.	ASML	12/27/12	50.000	4,406.67	3,169.50	1,297.17
	N07059010	11/21/13				
AVAGO TECHNOLOGIES LTD	AVGO	06/19/13	20.000	1,069.08	957.75	111.33
	Y0486S104	11/21/13				
BAIDU INC SPONS ADR	BIDU	07/20/12	5.000	453.84	552.55	-98.71
	030702108	02/06/13				
BAIDU INC SPONS ADR	BIDU	07/20/12	5.000	421.14	552.55	-131.41
	056702108	04/08/13				
BANK OF AMERICA CORP	BAC	11/30/12	425.000	5,095.42	4,167.38	829.04
	050501104	02/06/13				
BANK OF AMERICA CORP	BAC	11/30/12	75.000	1,140.93	730.42	405.48
	050503104	11/21/13				
BIOGEN IDEC INC	BIB	07/20/12	20.000	3,419.92	2,850.60	569.32
	09062X103	02/06/13				
BRISTOL MYERS SQUIBB CO	BMYY	04/08/13	10.000	70.91	600.60	170.31
	110122108	11/21/13				
CARDINAL HEALTH INC	CAH	07/20/12	35.000	1,617.30	1,507.80	109.86
	14149Y108	03/06/13				

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** Ordinary income: O indicates Ordinary income gain or loss.

F indicates Foreign Exchange gain or loss on Capital transactions.

Short-Term Covered

Description	Stock and other symbol	Date Acquired	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary income**
	Cusip						
CELGENE CORPORATION	CELG	07/20/12	50.000	5,021.88	3,324.49		1,697.39
	151020104	02/27/13					
CELGENE CORPORATION	CELG	09/27/13	5.000	780.81	767.40		13.41
	151020104	11/21/13					
CITIGROUP INC NEW	C	Various	150.000	6,612.60	4,974.00		1,638.60
	172967424	03/06/13					
CME GROUP INC CLASS A COMMON STOCK	CME	10/18/12	50.000	3,109.42	2,883.50		225.92
	12572Q105	03/06/13					
CME GROUP INC CLASS A COMMON STOCK	CME	10/18/12	50.000	3,731.92	2,883.50		848.42
	12572Q105	09/27/13					
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH	07/20/12	10.000	801.08	578.60		222.48
	192446102	03/06/13					
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH	07/20/12	70.000	4,464.52	4,050.19		414.33
	192446102	06/19/13					
COMCAST CORP CL A	CMCS	Various	200.000	8,145.83	6,412.25		1,733.58
	20030N101	03/06/13					
COVIDIEN PLC NEW	COV	07/20/12	65.000	4,256.75	3,483.99		772.76
	G2554F113	03/06/13					
CSX CORP	CSX	Various	175.000	4,056.40	3,813.64		242.76
	126408103	03/06/13					
DAVITA HEALTHCARE PARTNERS, INC	DVA	09/27/13	75.000	4,337.55	4,289.25		48.30
	23918K108	11/21/13					
DOW CHEMICAL CO	DOW	03/06/13	15.000	591.66	489.15		102.51
	260543103	11/21/13					

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* Do not check if covered by an exempt investment

Enter on this line the name of the corporation

Short-Term Covered

Disposition	Symbol	Acquired	Cost	Gain	Loss	Net
EMERSON ELECTRIC CO	EMR	10-05-12	75,000	4,222.90	3,111.75	512.15
	291011104	03-06-13				
ENSCO PLC	ESV	11-20-12	50,000	2,810.02	1,958.50	1,788
	G2157S106	03-06-13				
ENSCO PLC	ESV	11-20-12	10,000	610.44	571.6	38.68
	G2157S100	11-21-12				
EOG RESOURCES INC	EOG	04-30-12	25,000	3,123.17	2,144.16	3,867
	16875P101	03-06-13				
EXXON MOBIL CORP	XOM	07-20-12	150,000	13,280.70	12,822.00	558.70
	30231G100	03-06-13				
FREEPORT-MCMORAN COPPER & GOLD INC CL B	FCX	Various	153,000	5,974.00	5,134.14	459.84
	30671D257	07-26-13				
GENERAL MILLS INC	GIS	Various	105,000	5,809.86	4,909.21	950.65
	270334104	02-05-13				
GOLDMAN SACHS GROUP INC	GS	07-20-12	25,000	3,000.42	2,306.25	1,200.17
	381413104	04-08-13				
GOLDMAN SACHS GROUP INC	GS	07-20-12	20,000	3,237.94	1,893.00	1,344.94
	38141G104	06-19-13				
HARTFORD FINANCIAL SERVICES GROUP INC	HIG	06-19-13	10,000	391.44	300.40	51.04
	416515104	11-21-13				
HOME DEPOT INC	HD	07-20-12	75,000	3,272.38	3,811.50	1,460.88
	437076102	03-06-13				
HONEYWELL INTERNATIONAL INC	HON	07-20-12	30,000	2,135.80	1,743.60	392.20
	438516106	03-06-13				

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** Ordinary Income: 0 indicates Ordinary Income gain or loss.

F indicates Foreign Exchange gain or loss on Capital transactions.

Short-Term Covered

Description	Stock and other symbol is a	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HUMANA INC	HUM		02/27/13	50.000	3,382.42	3,443.49		-61.07
	444859102		03/06/13					
HUMANA INC	HUM		02/27/13	5.000	501.27	344.35		156.92
	444859102		11/21/13					
JOHNSON & JOHNSON	JNJ		04/08/13	20.000	1,907.67	1,619.60		288.07
	478160104		11/21/13					
LENNAR CORP	LEN		08/23/12	75.000	3,080.92	2,412.25		668.67
	526057104		03/06/13					
LOWES COMPANIES INC	LOW		07/20/12	215.000	8,333.23	5,609.35		2,723.88
	548661107		03/06/13					
MASCO CORP	MAS		09/27/13	30.000	644.99	635.40		9.59
	574599106		11/21/13					
METLIFE INC	MET		07/20/12	25.000	909.97	743.25		166.72
	59156R108		03/06/13					
MICROSOFT CORP	MSFT		07/20/12	450.000	12,593.86	13,621.50		-1,027.64
	594918104		03/06/13					
MONDELEZ INTERNATIONAL-W/F	MDLZ		07/20/12	125.000	3,563.67	3,241.44		322.23
	609207105		03/06/13					
MORGAN STANLEY	MS		06/19/13	25.000	760.61	654.00		106.61
	617446448		11/21/13					
ORACLE CORP	ORCL		07/20/12	180.000	6,424.06	5,454.00		970.06
	68389X105		03/06/13					
PFIZER INC	PFE		07/20/12	380.000	10,655.00	9,055.40		1,599.60
	717081103		03/06/13					

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Short-Term Covered

Dispossession	Symbol	Acquisition Date	Quantity	Cost	Proceeds	Gain/Loss
PHILIP MORRIS INTERNATIONAL	PM	07/20/12	50,000	4,586.50	4,452.00	133.90
	118112100	03/06/13				
PROCTER & GAMBLE CO	PG	07/20/12	50,000	3,857.41	3,235.00	622.41
	142118100	03/06/13				
PRUDENTIAL FINANCIAL INC	PRU	07/20/12	2,000	1,422.91	1,172.00	250.47
	744320100	02/06/13				
PRUDENTIAL FINANCIAL INC	PRU	07/20/12	50,000	2,777.92	2,345.00	432.92
	744320100	04/08/13				
PRUDENTIAL FINANCIAL INC	PRU	07/20/12	25,000	1,817.71	1,172.50	645.21
	744320100	06/10/13				
QUALCOMM INC	QCOM	07/20/12	110,000	6,326.90	6,389.00	937.03
	141015100	03/06/13				
STATE STREET CORP	STT	09/27/12	10,000	714.24	663.00	51.04
	801411100	11/21/13				
STRYKER CORP	SYK	11/21/12	10,000	1,020.24	740.95	-20.91
	863651101	10/16/13				
TIME WARNER INC	TWX	10/05/12	100,000	5,500.81	4,603.90	876.88
NEW	881011303	03/06/13				
UNITED TECHNOLOGIES CORP	UTX	07/20/12	105,000	11,382.40	9,257.50	2,025.90
	910011100	03/06/13				
UNITEDHEALTH GROUP INC	UNH	12/27/12	75,000	4,030.40	4,086.00	-55.60
	91324P100	03/06/13				
UNITEDHEALTH GROUP INC	UNH	12/27/12	15,000	1,086.66	817.00	269.46
	91324P100	11/21/13				

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** Ordinary income: 0 indicates Ordinary Income gain or loss.

Enter dates through Exchange gain or loss on Capital transactions.

Short-Term Covered

Description	Stock and other income basis	Date	Date Acquired Date sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary income*
VERIZON COMMUNICATIONS INC	VZ		07/20/12	40.000	1,894.35	1,780.40		113.95
	92343V104		03/06/13					
WELLS FARGO & CO	WFC		07/20/12	375.000	13,501.57	12,685.43		816.14
	949746101		03/06/13					
YUM BRANDS INC	YUM		07/20/12	60.000	4,036.70	3,850.20		177.50
	988498101		03/06/13					
Total Short-Term Covered					256,439.82	229,855.45		26,584.37

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		Long-Term Covered				
		Symbol	Acquired	Cost	Realized	Unrealized
			Date	Per Share	Gain/Loss	Gain/Loss
ACE LTD NEW	ACE	07-20-12	15,000	1,474.10	1,066.35	413.75
	FD001R10L	11-21-13				
ANADARKO PETROLEUM CORP	APC	01-23-12	10,000	4,088.51	4,227.50	-139.08
	03211110	02-06-13				
ANADARKO PETROLEUM CORP	APC	02-29-12	5,000	455.22	422.80	32.42
	02551110	11-21-13				
BAIDL INC	BIDL	12-08-11	20,000	1,815.35	2,571.00	-755.65
SPONS ADR	056752108	03-05-13				
BIOGEN IDEC INC	BIIB	02-29-12	20,000	5,129.88	3,501.20	1,622.50
	09062X100	03-06-13				
BIOGEN IDEC INC	BIIB	02-29-12	5,000	1,236.40	564.50	651.85
	09062X100	11-21-13				
CITIGROUP INC NEW	C	07-20-12	30,000	1,527.29	778.20	749.09
	11206424	11-21-13				
COGNIZANT TECHNOLOGY SOLUTIONS CORP	CTSH	12-08-11	65,000	5,207.00	4,443.15	766.87
CL A	100445100	03-06-13				
COMCAST CORP	CMCS	06-28-12	30,000	1,413.73	922.20	491.53
CL A	2003001101	11-21-13				
CSX CORP	CSX	05-31-12	30,000	807.74	621.00	185.84
	126408100	11-21-13				
EMERSON ELECTRIC CO	EMR	10-05-12	15,000	1,008.81	742.35	266.46
	251011104	11-21-13				
ENSCO PLC	ESV	11-30-12	40,000	2,321.16	2,311.04	10.12
	G3157S106	12-16-13				

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** Ordinary income: O indicates Ordinary income gain or loss.

F indicates Foreign Exchange gain or loss on Disposition transactions.

Long-Term Covered

Description	Stock and Other Symbol C-ISO	Code	Date Acquired (Gain or Loss)	Units	Sale Price	Cost or Other Basis	Adjustments to Gain or Loss	Gain or Loss Ordinary income*
EOG RESOURCES INC	EOG		07/20/12	5.000	838.91	489.85		349.06
	26875P101		11/21/13					
EXXON MOBIL CORP	XOM		07/20/12	5.000	474.92	427.40		47.52
	30231G102		11/21/13					
FREEPORT-MCMORAN COPPER & GOLD INC CL B	FCX		12/08/11	65.000	2,128.05	2,537.60		-409.55
	35671D857		03/06/13					
GENERAL MILLS INC	GIS		07/20/12	20.000	984.28	772.40		211.88
	370334104		11/21/13					
GOLDMAN SACHS GROUP INC	GS		02/29/12	50.000	7,679.82	5,810.49		1,869.33
	38141G104		03/06/13					
HOME DEPOT INC	HD		07/20/12	15.000	1,195.10	762.30		432.80
	437076102		11/21/13					
JOHNSON CONTROLS INC	JCI		07/20/12	30.000	1,514.52	758.22		756.30
	478366107		11/21/13					
LENNAR CORP	LEN		08/23/12	75.000	2,708.96	2,412.25		296.71
	526057104		09/27/13					
LOWES COMPANIES INC	LOW		12/08/11	10.000	387.59	200.80		186.79
	548661107		03/06/13					
LOWES COMPANIES INC	LOW		12/08/11	40.000	1,896.57	1,003.20		893.37
	548661107		11/21/13					
MERCK AND CO INC	MRK		07/20/12	35.000	1,687.84	1,523.90		163.94
	58933Y105		11/21/13					
METLIFE INC	MET		Various	75.000	2,729.94	2,323.50		406.44
	59156R108		03/06/13					

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* Certain covered investments may be reported on this page.

Long-Term Covered

Description	Stock or Bond Symbol	Date Acquired	Cost	Fair Value	Other Value	Gain/Loss
METLIFE INC	MET	07/20/12	30,000	1,569.42	891.90	677.52
	59156R108	11/21/13				
MICHAEL KORS HOLDINGS LTD	KORS	12/15/11	4,000,000	279,962.32	80,000.00	199,962.32
	G60754101	08/08/13				
MONDELEZ INTERNATIONAL/ L-W I	MDLZ	Various	25,000	833.86	584.42	249.44
	609204105	11/21/13				
OCCIDENTAL PETROLEUM CORP	OXY	11/07/11	25,000	2,025.95	2,419.00	-383.05
	674599105	03/06/13				
OCCIDENTAL PETROLEUM CORP	OXY	07/20/12	15,000	1,460.15	1,300.35	159.80
	674599105	11/21/13				
PACCAR INC	PCAR	12/08/11	25,000	1,210.22	985.00	225.22
	693718108	03/06/12				
PACCAR INC	PCAR	Various	15,000	827.90	581.05	246.85
	693718108	11/21/13				
PHILIP MORRIS INTERNATIONAL	PM	07/20/12	10,000	814.73	899.60	-15.87
	718172105	11/21/13				
SCHLUMBERGER LTD	SLB	Various	100,000	7,545.27	7,153.25	492.02
	806857108	03/06/13				
SCHLUMBERGER LTD	SLB	07/20/12	15,000	1,363.10	1,047.60	315.50
	806857108	11/21/13				
TIME WARNER INC NEW	TWX	10/05/12	20,000	1,322.53	924.80	397.73
	887311303	11/21/13				
UNITED TECHNOLOGIES CORP	LTX	07/20/12	5,000	545.47	374.30	171.17
	913017109	11/21/13				

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** Ordinary Income - 0 indicates Ordinary Income gain or loss.

F indicates Foreign Exchange gain or loss on Capital transactions.

Long-Term Covered

Description	Stock and bond symbol	Couset	Date Acquired or Maturity	Units	Sales Price	Cost or Other Basis	Adjustments to Gain or Loss	Gain or Loss Ordinary Income**
WELLS FARGO & CO	WFC		07/20/12	70.000	3,068.33	2,367.94		700.39
	949746101		11/21/13					
WILLIAMS COMPANIES INC	WMB		Various	75.000	2,521.44	1,954.21		567.23
	969457100		03/06/13					
WILLIAMS COMPANIES INC	WMB		11/18/11	10.000	347.54	249.24		98.30
	969457100		11/21/13					
YUM BRANDS INC	YUM		08/23/11	15.000	1,009.18	753.30		255.88
	988498101		03/06/13					
YUM BRANDS INC	YUM		08/23/11	15.000	1,086.36	753.30		333.06
	988498101		11/21/13					
Total Long-Term Covered					358,395.88	144,492.29		213,903.59

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Long-Term Non-Covered

Asset	Symbol	Acquired	Cost	FMV	Gain/Loss	Gain/Loss
1	2	3	4	5	6	7
AMAZON.COM INC	AMZN	09/17/10	25,000	6,810.50	3,673.75	3,136.84
	023135100	03/06/13				
AMAZON.COM INC	AMZN	09/17/10	5,000	1,820.04	734.75	1,085.29
	023135100	11/21/13				
APPLE INC	APPL	09/17/10	15,000	6,412.06	4,126.95	2,285.11
	031833100	03/06/13				
APPLE INC	APPL	09/17/10	5,000	2,587.88	1,375.65	1,212.23
	031833100	11/21/13				
BARCLAYS BREN SPX 03/27/13 10%BUFFER-L XLEV-6.2%CAP 12.4%MAXRTPN INITIAL LEVEL-03/20/12 SPX 1370.87	05738KW1	03/20/12	85,000.00	95,540.00	85,000.00	10,540.00
		03/27/13				
BNP CONT BUFF EQ SPX 10/17/13 80.0% CONTIN BARRIER-5%CPN 15% CAP INITIAL LEVEL-09/28/12 SPX 1440.67	05574LAG2	09/28/12	50,000.00	57,500.00	10,000.00	7,500.00
		10/21/13				
CARDINAL HEALTH INC	CAH	09/17/10	65,000	3,094.23	2,104.05	900.18
	14149Y108	03/06/13				
CARDINAL HEALTH INC	CAH	09/17/10	85,000	4,429.77	2,751.45	1,678.32
	14149Y108	09/27/13				
CBS CORP CLASS B W/I	CBS	10/14/09	75,000	3,331.42	900.00	2,431.42
	124857202	03/06/13				
CBS CORP CLASS B W/I	CBS	10/14/09	50,000	2,290.94	600.00	1,690.94
	124857202	04/08/13				
CISCO SYSTEMS INC	CSCO	Various	275,000	5,911.85	6,063.00	-151.15
	17275R102	03/06/13				

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** Ordinary income: O indicates Ordinary income gain or loss.

F indicates Foreign Exchange gain or loss on Capital transactions.

Long-Term Non Covered

Description	Stock and Other Capital Assets	Date*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to Gain or Loss	Gain or Loss Ordinary Income **
	Symbol							
CISCO SYSTEMS INC	CSCO		02/06/06	45.000	960.51	808.20		152.31
	17275R102		11/21/13					
COVIDIEN PLC NEW	COV		11/09/09	10.000	654.88	444.00		210.88
	G2554F113		03/06/13					
COVIDIEN PLC	COV		11/09/09	65.000	3,970.01	2,633.69		1,336.32
	G2554F113		09/27/13					
EXXON MOBIL CORP	XOM		03/16/05	20.000	1,899.66	1,196.60		703.06
	30231G102		11/21/13					
FREEPORT-MCMORAN COPPER & GOLD INC CL B	FCX		08/07/09	25.000	818.48	813.37		5.11
	35671D857		03/06/13					
GS CONT BUFF EQ SPX 02/06/13 80% CONTIN BARRIER- 7.5%CPN 20% CAP INITIAL LEVEL-01/20/12 SPX 1315.38			01/20/12	85,000.000	97,781.45	85,000.00		12,781.45
	38143UN23		02/06/13					
HONEYWELL INTERNATIONAL INC	HON		11/24/10	70.000	4,983.54	3,511.90		1,471.64
	438516106		03/06/13					
HONEYWELL INTERNATIONAL INC	HON		11/24/10	15.000	1,311.80	752.55		559.25
	438516106		11/21/13					
JOHNSON CONTROLS INC	JCI		09/17/10	225.000	7,196.07	6,511.50		684.57
	478366107		03/06/13					
JOHNSON CONTROLS INC	JCI		09/17/10	5.000	252.42	144.70		107.72
	478366107		11/21/13					
JPM SMALL CAP EQUITY FD - SEL FUND 367	VSEI		02/27/07	4,263.382	180,000.00	143,633.33		36,366.67
	4812A1373		03/06/13					

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Continuation of Schedule D (Form 990) from page 2

Enter net capital gain or loss from each box

Long-Term Non-Covered

Disposition	Symbol	Acquired	Cost	Proceeds	Gain/Loss	Gain/Loss
MALLINCKRODT PLB LTD CO SHS	MNK G5780G107	00-00-00 07-20-13		5.44	00	5.44
CASH IN LIEU OF FRACTIONAL SHARES						
MALLINCKRODT PLB LTD CO SHS	MNK G5780G107	11-09-09 09-21-13	2.000	346.36	252.31	94.05
MERCK AND CO INC	MRK 58933Y105	11-10-07 03-06-13	200.000	8,675.00	11,552.50	-2,877.50
METLIFE INC	MET 59156R108	12-29-10 03-06-13	75.000	2,129.94	3,367.50	-637.50
MICROSOFT CORP	MSFT 59491B104	07-21-07 03-06-13	50.000	1,399.32	1,481.50	-82.18
MICROSOFT CORP	MSFT 59491B104	Various 11-21-12	80.000	2,169.17	2,184.82	-84.35
OCCIDENTAL PETROLEUM CORP	OPY 614509105	12-29-10 03-06-13	5.000	6,197.86	7,392.00	-1,284.14
ORACLE CORP	ORCL 68029X105	09-17-10 03-06-12	0.000	2,458.14	1,882.00	615.14
ORACLE CORP	ORCL 68389X105	09-17-10 11-21-13	40.000	1,008.45	1,210.50	-207.05
PACCAR INC	PCAR 653718108	12-29-10 03-06-13	75.000	3,639.07	4,302.15	-662.08
PFIZER INC	PFE 717081103	09-24-09 03-06-13	20.000	360.79	329.00	30.80
PFIZER INC	PFE 717081103	Various 04-08-13	330.000	9,559.91	4,474.60	5,085.31

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** Ordinary Income: 0 indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss or Capital transactions

Long-Term Non Covered

Description	Stock and other securities	Date acquired	Units	Sale Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Disputed amount
PROCTER & GAMBLE CO	PG 742718109	09/24/09 03/06/13	50.000	3,857.41	2,897.00		960.41
PROCTER & GAMBLE CO	PG 742718109	06/16/05 11/21/13	20.000	1,694.87	1,084.80		610.07
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS FUND	OSTF 742935406	Various 03/06/13	9,800.916	205,298.53	257,011.65		48,286.88
PRUDENTIAL FINANCIAL INC	PRU 744320102	09/28/10 03/06/13	50.000	2,845.93	2,791.50		54.43
QUALCOMM INC	QCOM 747525103	06/16/05 03/06/13	15.000	999.13	524.55		474.58
QUALCOMM INC	QCOM 747525103	06/16/05 11/21/13	20.000	1,408.28	699.40		708.88
TYCO INTERNATIONAL LTD REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE TYCO INTERNATIONAL LTD CLASS ACTION DUE A24735002 H I FOUNDATION INC FUTURE	TYC 902124106	00/00/00 07/05/13		52.45	00		52.45
UNITED TECHNOLOGIES CORP	UTX 913017109	12/06/05 11/21/13	15.000	1,636.39	829.35		807.04
VANGUARD FTSE EMERGING MARKETS ETF	VWO 922042858	Various 08/02/13	2,560.000	101,030.52	114,848.97		-12,918.45
VANGUARD FTSE EMERGING MARKETS ETF	VWO 922042858	09/17/10 08/09/13	1,520.000	60,155.84	66,360.92		-6,205.08
VERIZON COMMUNICATIONS INC	VZ 92343V104	Various 03/06/13	85.000	4,025.50	3,157.78		867.72

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Long-Term Non Covered							
Dispositions	Symbol	Acquired	Cost	Proceeds	Capital Gain	Capital Loss	Net Capital Gain
VERIZON COMMUNICATIONS INC	VZ	11-02-06	25,000	1,262.94	827.12		435.82
	90147104	11-21-13					
WASHINGTON MUTUAL INC	WAMU	00-00-00		65.94	56		65.94
REPRESENTS PRO RATA SHARE OF THE	039311103	08-29-12					
NET SETTLEMENT FROM THE WASHINGTON							
MUTUAL INC CLASS ACTION DLE							
A24735002 H I FOUNDATION INC FUTURE							
Total Long-Term Non Covered				1,014,951.58	892,243.36		122,708.22