Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
LAURA GENE COULTER-JONES FOUNDATION	65-6245657
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 65 LEUCADENDRA DRIVE	B Telephone number 305-668-6450
City or town, state or province, country, and ZIP or foreign postal code: CORAL GABLES, FL 33156	C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,201,760.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,123.	7,123.		STATEMENT 1
	4 Dividends and interest from securities	11,599.	11,599.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	57,243.			
	b Gross sales price for all assets on line 6a 478,610.				
	7 Capital gain net income (from Part IV, line 2)		57,243.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	75,965.	75,965.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	2,150.	0.		0.
	17 Interest				
	18 Taxes STMT 4	188.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	799.	799.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,137.	799.		0.
	25 Contributions, gifts, grants paid	342,532.			342,532.
	26 **Total expenses and disbursements.** Add lines 24 and 25	345,669.	799.		342,532.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-269,704.			
	b **Net investment income** (if negative, enter -0-)		75,166.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED MAR 11 2014 OGDEN, UT

SCANNED MAR 12 2014

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,000.	20,000.	20,000.
	2 Savings and temporary cash investments	17,581.	16,980.	16,980.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,201,953.	1,011,614.	1,164,780.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	1,239,534.	1,048,594.	1,201,760.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	150,746.	150,746.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,088,788.	897,848.	
	30 **Total net assets or fund balances**	1,239,534.	1,048,594.	
	31 **Total liabilities and net assets/fund balances**	1,239,534.	1,048,594.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,239,534.
2	Enter amount from Part I, line 27a	2	-269,704.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	78,764.
4	Add lines 1, 2, and 3	4	1,048,594.
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	1,048,594.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CLASS ACTION SETTLEMENT		VARIOUS	12/31/13
b	SEE SCHEDULE ATTACHED		VARIOUS	12/31/13
c	SEE SCHEDULE ATTACHED		VARIOUS	12/31/13
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1.			1.
b	164.		179.	-15.
c	466,794.		421,188.	45,606.
d	11,651.			11,651.
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1.
b				-15.
c				45,606.
d				11,651.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 57,243.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	341,816.	1,328,123.	.257368
2011	215,631.	1,631,975.	.132129
2010	256,879.	1,758,628.	.146068
2009	304,092.	1,772,287.	.171582
2008	305,136.	2,396,635.	.127319

2	**Total** of line 1, column (d)	2	.834466
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	.166893
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,187,327.
5	Multiply line 4 by line 3	5	198,157.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	752.
7	Add lines 5 and 6	7	198,909.
8	Enter qualifying distributions from Part XII, line 4	8	342,532.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	752.
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	752.
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	752.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,789.		
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	1,789.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,037.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,037. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ KEEFE MCCULLOUGH & CO Telephone no ▶954-771-0896

Located at ▶6550 NORTH FEDERAL HIGHWAY, FT LAUDERDALE, FL ZIP+4 ▶33308

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (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?	[ ] Yes [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA GENE COULTER-JONES 65 LEUCADENDRA DRIVE CORAL GABLES, FL 33156	DIRECTOR 2.00	0.	0.	0.

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

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

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

Form **990-PF** (2013)

323551
10-10-13

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	1,172,063.
b	Average of monthly cash balances		1b	33,345.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,205,408.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,205,408.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	18,081.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,187,327.
6	**Minimum investment return.** Enter 5% of line 5		6	59,366.

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	59,366.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 752.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	752.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	58,614.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	58,614.
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	58,614.

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	342,532.
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	342,532.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	752.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	341,780.

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				58,614.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 186,414.				
b From 2009 216,152.				
c From 2010 170,400.				
d From 2011 135,730.				
e From 2012 275,898.				
f **Total** of lines 3a through e	984,594.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 342,532.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				58,614.
e Remaining amount distributed out of corpus	283,918.			
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	1,268,512.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	186,414.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,082,098.			
10 Analysis of line 9				
a Excess from 2009 216,152.				
b Excess from 2010 170,400.				
c Excess from 2011 135,730.				
d Excess from 2012 275,898.				
e Excess from 2013 283,918.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

LAURA GENE COULTER-JONES

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DARRELL GWYNN FOUNDATION 4850 SW 52ND ST DAVIE, FL 33314		501C3		32,500.
MIAMI JEWISH HEALTH SYSTEM FOUNDATION 5200 NE 2ND AVENUE MIAMI, FL 33137		501C3		500.
UNITED WAY 3250 SW 3RD AVE MIAMI, FL 33129		501C3		50,000.
UNIVERSITY OF MIAMI UNIVERSITY OF MIAMI BRANCH CORAL GABLES, FL 33124		501C3	SCHOOL OF MEDICINE DEPARTMENT OF PEDIATRICS	258,333.
CHILDREN'S HELATH FUND 215 WEST 125TH STREET, SUITE 301 NEW YORK, NY 10027		501C3		1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	342,532.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EMILY'S PLEA FOUNDATION PO BOX 1261 JAMESTOWN, NC 27282		501C3		199.
Total from continuation sheets				199.

323631
05-01-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,123.	
4 Dividends and interest from securities			14	11,599.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	57,243.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		75,965.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 75,965.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	INCOME IS DERIVED FROM INTEREST AND DIVIDENDS AS WELL AS CAPITAL GAINS
	ON THE SALE OF INVESTMENTS

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Laura Coulter-Jones | 3/5/14 | ▶ Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOSEPH D. LEO	Joseph D Leo CPA	3/3/14		P00425026
Firm's name ▶ KEEFE, MCCULLOUGH & CO., LLP, C.P.A.'S			Firm's EIN ▶ 59-1363792	
Firm's address ▶ 6550 N FEDERAL HIGHWAY, SUITE 410 FT. LAUDERDALE, FL 33308			Phone no 954-771-0896	

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

SOURCE	AMOUNT
BESSEMER TRUST CO NOMINEE	7,123.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,123.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST CO NOMINEE	23,250.	11,651.	11,599.
TOTAL TO FM 990-PF, PART I, LN 4	23,250.	11,651.	11,599.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,150.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	2,150.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHELD	188.	0.		0.
TO FORM 990-PF, PG 1, LN 18	188.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	799.	799.		0.
TO FORM 990-PF, PG 1, LN 23	799.	799.		0.

FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 6

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	78,764.
TOTAL TO FORM 990-PF, PART III, LINE 3	78,764.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BESSEMER TRUST INVESTMENTS	FMV	1,011,614.	1,164,780.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,011,614.	1,164,780.

Bessemer Trust Company of Florida

Account 9D3B18

Proceeds Not Reported to the IRS

2013

SHORT-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part I, with Box C checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
05/20/13	18 956	164 35	12/14/12	178 57	0 00	-14 22	Sale

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
DELL INC / CUSIP 24702R101 / Symbol							
01/18/13	0 000	0 43	N/A	0 00	0 00	0 43	Gain or loss
OW LARGE CAP STRATEGIES FD / CUSIP 680414109 / Symbol OWLS X							
04/26/13	864 312	9,300 00	03/24/06	11,192 84	0 00	-1,892 84	Sale
11/14/13	5,345 395	65,000 00	03/24/06	69,222 87	0 00	-4,222 87	Sale
	Security total	74,300 00		80,415 71	0 00	-6,115 71	
OW LARGE CAP CORE FD / CUSIP 680414307 / Symbol OWLC X							
02/06/13	412 201	5,000 00	11/08/11	4,637 26	0 00	362 74	Sale
02/11/13	561 984	6,800 00	11/08/11	6,322 32	0 00	477 68	Sale
04/26/13	631 413	8,000 00	11/08/11	7,103 40	0 00	896 60	Sale
09/26/13	1,104 565	15,000 00	11/08/11	12,426 36	0 00	2,573 64	Sale
11/14/13	2,498 216	35,000 00	11/08/11	28,104 93	0 00	6,895 07	Sale
	Security total	69,800 00		58,594 27	0 00	11,205 73	
OW GLOBAL SML & MID CAP FD / CUSIP 680414604 / Symbol OWSM X							
	4 tax lots for 02/06/13						
	133 244	*2,055 95*	*10/03/08*	*1,373 75*	*0 00*	*682 20*	*Sale*
	216 208	*3,336 09*	*10/03/08*	*2,229 10*	*0 00*	*1,106 99*	*Sale*
	116 911	*1,803 94*	*12/16/11*	*1,537 38*	*0 00*	*266 56*	*Sale*
	505 769	*7,804 02*	*12/16/11*	*6,650 86*	*0 00*	*1,153 16*	*Sale*
02/06/13	972 132	15,000 00	VARIOUS	11,791 09	0 00	3,208 91	Total of 4 lots
02/11/13	440 129	6,800 00	10/03/08	4,537 73	0 00	2,262 27	Sale
04/26/13	202 276	3,200 00	10/03/08	2,085 47	0 00	1,114 53	Sale

Less commissions

Bessemer Trust Company of Florida Account 9D3B18

Proceeds Not Reported to the IRS
(continued)

2013

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
OW GLOBAL SML & MID CAP FD / CUSIP 680414604 / Symbol OWSM X (cont'd)							
	2 tax lots for 09/26/13						
	287 586	*4,840 07*	*10/03/08*	*2,965 01*	*0 00*	*1,875 06*	*Sale*
	306 591	*5,159 93*	*06/22/12*	*4,258 55*	*0 00*	*901 38*	*Sale*
09/26/13	594 177	10,000 00	VARIOUS	7,223 56	0 00	2,776 44	Total of 2 lots
11/14/13	2,013 809	35,000 00	10/03/08	20,762 37	0 00	14,237 63	Sale
	Secunty total	70,000 00		46,400 22	0 00	23,599 78	
OW REAL RETURN FUND / CUSIP 680414703 / Symbol OWRR X							
05/20/13	1,457 399	12,635 65	04/28/05	14,573 99	0 00	-1,938 34	Sale
09/26/13	608 273	5,000 00	04/28/05	6,082 73	0 00	-1,082 73	Sale
11/14/13	1,246 883	10,000 00	04/28/05	12,468 83	0 00	-2,468 83	Sale
	Secunty total	27,635 65		33,125 55	0 00	-5,489 90	
OW GLOBAL OPPORTUNITIES FD / CUSIP 680414802 / Symbol OWSO X							
	3 tax lots for 01/31/13						
	393 701	*3,055 12*	*12/17/10*	*3,003 94*	*0 00*	*51 18*	*Sale*
	945 983	*7,340 83*	*12/17/10*	*7,217 85*	*0 00*	*122 98*	*Sale*
	2,062 378	*16,004 05*	*01/27/12*	*14,601 64*	*0 00*	*1,402 41*	*Sale*
01/31/13	3,402 062	26,400 00	VARIOUS	24,823 43	0 00	1,576 57	Total of 3 lots
02/06/13	1,285 347	10,000 00	01/27/12	9,100 25	0 00	899 75	Sale
02/11/13	822 622	6,400 00	01/27/12	5,824 16	0 00	575 84	Sale
	4 tax lots for 03/18/13						
	1,377 894	*10,857 80*	*02/17/09*	*8,088 24*	*0 00*	*2,769 56*	*Sale*
	837 780	*6,601 71*	*12/21/09*	*5,889 59*	*0 00*	*712 12*	*Sale*
	1,243 152	*9,796 04*	*12/23/11*	*8,366 41*	*0 00*	*1,429 63*	*Sale*
	1,338 128	*10,544 45*	*01/27/12*	*9,473 95*	*0 00*	*1,070 50*	*Sale*
03/18/13	4,796 954	37,800 00	VARIOUS	31,818 19	0 00	5,981 81	Total of 4 lots
04/26/13	563 204	4,500 00	02/17/09	3,306 01	0 00	1,193 99	Sale
09/25/13	6,460 396	52,200 00	08/16/12	47,483 91	0 00	4,716 09	Sale
	3 tax lots for 11/14/13						
	2,078 651	*17,148 87*	*02/17/09*	*12,201 68*	*0 00*	*4,947 19*	*Sale*
	301 251	*2,485 32*	*06/21/12*	*2,108 76*	*0 00*	*376 56*	*Sale*

Less commissions

Bessemer Trust Company of Florida Account 9D3B18

Proceeds Not Reported to the IRS

2013 (continued)

LONG-TERM TRANSACTIONS NOT reported on Form 1099-B
Report on Form 8949, Part II, with Box F checked

Description / CUSIP / Symbol Date of Sale or exchange	Quantity	Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
OW GLOBAL OPPORTUNITIES FD / CUSIP 680414802 / Symbol OWSO X (cont'd)							
	3,074 644	*25,365 81*	*08/16/12*	*22,598 63*	*0 00*	*2,767 18*	*Sale*
11/14/13	5,454 546	45,000 00	VARIOUS	36,909 07	0 00	8,090 93	Total of 3 lots
	Security total	182,300 00		159,265 02	0 00	23,034 98	
US TREASURY NOTES 2 3/4% 12/31/17 / CUSIP 912828PN4 / Symbol							
	2 tax lots for 11/15/13						
	30,000 000	*32,068 36*	*09/28/11*	*32,540 63*	*0 00*	*-472 27*	*Sale*
	10,000 000	*10,689 45*	*09/29/11*	*10,846 88*	*0 00*	*-157 43*	*Sale*
11/15/13	40,000 000	42,757 81	VARIOUS	43,387 51	0 00	-629 70	Total of 2 lots
	Totals.	**466,793 89**		**421,188 28**	**0 00**	**45,605 61**	

Less commissions