Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning Nov 1 , 2013, and ending Oct 31 , 2014

Name of foundation: Joseph Weintraub Family Foundation Inc

A Employer identification number: 59-0975815

Number and street (or P O box number if mail is not delivered to street address): 801 Brickell Avenue — Room/suite: 2470

B Telephone number (see the instructions): (305) 377-6942

City or town, state or province, country, and ZIP or foreign postal code: Miami FL 33131

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, column (c), line 16) ► $ 7,757,509.

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) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	342.	342.		
	4 Dividends and interest from securities	166,074.	166,074.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		17,505.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	166,416.	183,921.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	28,500.	28,500.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	855.	855.		
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	21,459.	21,459.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,329.	2,329.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Miscellaneous Expense	386.	386.		
	24 Total operating and administrative expenses. Add lines 13 through 23	53,529.	53,529.		
	25 Contributions, gifts, grants paid	381,000.			381,000.
	26 Total expenses and disbursements. Add lines 24 and 25	434,529.	53,529.		381,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-268,113.			
	b Net investment income (if negative, enter -0-)		130,392.		
	c Adjusted net income (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

	Line	Description		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		1,449,846.	1,527,172.	1,527,172.
	3	Accounts receivable ►	3,896.			
		Less: allowance for doubtful accounts ►		349.	3,896.	3,896.
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ►				
		Less. allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)	L-10a. Stmt	3,257,030.	2,614,542.	2,704,632.
	b	Investments — corporate stock (attach schedule)	L-10b. Stmt	1,955,816.	2,265,520.	3,139,868.
	c	Investments — corporate bonds (attach schedule)	L-10c. Stmt	364,133.	364,132.	381,941.
	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)		7,027,174.	6,775,262.	7,757,509.
LIABILITIES	17	Accounts payable and accrued expenses		0.	0.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)				
	23	**Total liabilities** (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► and complete lines 24 through 26 and lines 30 and 31.**	☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ► and complete lines 27 through 31.	X			
	27	Capital stock, trust principal, or current funds		7,027,174.	6,775,262.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see instructions)		7,027,174.	6,775,262.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		7,027,174.	6,775,262.	

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	7,027,174.
2	Enter amount from Part I, line 27a	2	-268,113.
3	Other increases not included in line 2 (itemize) ► Capital Gains FYE 10-31-14	3	17,505.
4	Add lines 1, 2, and 3	4	6,776,566.
5	Decreases not included in line 2 (itemize) ► Federal Tax FYE 10-31-14	5	1,304.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,775,262.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	iShares MSCI Australia, 500 shs common stock	P	06/03/11	10/23/14
b	Ford Motor Co, 2000 shs common stock	P	08/15/13	05/29/14
c	Realty Income Corp, 1000 shs preferred stock	P	11/18/10	10/24/14
d	Pimco Corporate & Income Strategy Fund, 500 shs common stock	P	02/26/08	10/03/14
e	See Columns (a) thru (d)			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	12,368.		12,846.	-478.
b	33,092.		33,007.	85.
c	25,000.		25,088.	-88.
d	7,943.		7,041.	902.
e	See Columns (e) thru (h)		354,040.	17,084.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-478.
b				85.
c				-88.
d				902.
e	See Columns (i) thru (l)			17,084.

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	17,505.
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	-506.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	379,100.	7,736,560.	0.049001
2011	375,000.	7,677,108.	0.048847
2010	310,000.	7,692,917.	0.040297
2009	386,894.	7,412,615.	0.052194
2008	405,842.	7,196,121.	0.056397

2	**Total** of line 1, column (d)	2	0.246736
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	0.049347
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,681,185.
5	Multiply line 4 by line 3	5	379,043.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,304.
7	Add lines 5 and 6	7	380,347.
8	Enter qualifying distributions from Part XII, line 4	8	381,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1			
Date of ruling or determination letter: _______ **(attach copy of letter if necessary — see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	1,304.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,304.
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	1,304.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a: 5,200.		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	5,200.
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	3,896.
11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ►	3,896. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ► N/A

14 The books are in care of ► Sandra S. Spooner Telephone no ► (305) 377-6938

Located at ► 801 Brickell Avenue #2470, Miami, FL ZIP + 4 ► 33131

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

			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**
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4 b		X

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

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

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

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

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

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

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

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

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
MICHAEL WEINTRAUB 801 Brickell Av., Ste. 2470 Miami FL 33131	Pres & Trustee 5.00	0.	0.	0.
SANDRA S. SPOONER 801 Brickell Av., Ste. 2470 Miami FL 33131	VP/Treas/Secy 5.00	17,500.	525.	0.
CHRISTINA K. TAM 801 Brickell Av., Ste. 2470 Miami FL 33131	Asst Secy 5.00	11,000.	330.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	5,547,997.
b	Average of monthly cash balances	1b	2,250,160.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,798,157.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,798,157.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	116,972.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,681,185.
6	**Minimum investment return.** Enter 5% of line 5	6	384,059.

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	384,059.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,304.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,304.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	382,755.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	382,755.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	382,755.

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	381,000.
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	381,000.
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	1,304.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	379,696.

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				382,755.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			380,111.	
b Total for prior years 20 __ , 20 __ , 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 0.				
b From 2009 0.				
c From 2010 0.				
d From 2011 0.				
e From 2012 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► $ 381,000.				
a Applied to 2012, but not more than line 2a			380,111.	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				889.
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).)*				
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				
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				381,866.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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 0.				
b Excess from 2010 0.				
c Excess from 2011 0.				
d Excess from 2012 0.				
e Excess from 2013 0.				

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

MICHAEL WEINTRAUB
801 BRICKELL AVENUE, SUITE 2470
MIAMI FL 33131 (305) 377-6942

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

NAME AND ADDRESS OF ORGANIZATION AND DESCRIPTION OF SERVICES PROVIDED

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

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*				
MAYO FOUNDATION 4500 San Pablo Rd. Jacksonville FL 32224	N.A.	Public	Unrestricted gift	50,000.
Alpha 1 Foundation 3300 Ponce de Leon Blvd Coral Gables FL 33134	N.A.	Public	Unrestricted gift	15,000.
UNITED WAY OF DADE COUNTY 3250 SW Third Ave. Miami FL 33129	N.A.	Public	Unrestricted gift	35,000.
UNIVERSITY OF MIAMI P.O. Box 248073 Coral Gables FL 33124	N.A.	Public	Restricted gifts	167,500.
WPBT CHANNEL 2 P.O.Box 610002, Miami, FL 33261	N.A.	Public	Unrestricted gift	5,000.
CHILDREN'S RESOURCES 8571 SW 112 Ave. Miami FL 33156	N.A.	Public	Unrestricted gift	5,000.
ARHS FOUNDATION PO Box 2600 Boone NC 28607	N.A.	Public	Unrestricted gift	10,000.
THE BOLLES SCHOOL 7400 San Jose Boulevard Jacksonville FL 32217	N.A.	Public	Unrestricted gift	5,000.
KRISTI HOUSE INC 1265 NW 12 Ave Miami FL 33136		Public	Unrestricted gift	500.
See Line 3a statement				88,000.
Total . . . . . ► **3a**				381,000.
***b** Approved for future payment*				
Total . . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	523000	342.			
4 Dividends and interest from securities	523000	166,074.			
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					
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)		166,416.			

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 166,416.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3 & 4	ALL INCOME GENERATED PERTAINS TO HOLDING FUNDS AND SECURING INVESTMENTS
	WHILE DETERMINING APPROPRIATE CHARITABLE ORGANIZATIONS AND AMOUNTS OF
	CONTRIBUTIONS TO BE MADE DURING THE YEAR.

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

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

Michael Weintraub | 03-12-15 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ► Gibson & Co. Inc. | Firm's EIN ►

Firm's address ► 801 BRICKELL AVE. #2470 MIAMI FL 33131 | Phone no

TEEA0503 07/11/13

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	149.	149.		
Payroll Taxes	2,180.	2,180.		
Total	2,329.	2,329.		

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Pimco Income Opportunity Fund, 1011 shs common stock	P	09/07/11	09/30/14
Pimco Income Opportunity Fund, 500 shs common stock	P	07/11/14	09/30/14
WorldCom Settlement Fund	P	06/26/00	12/20/13
Allison Transmission Hldgs Inc, 1250 shs common stock	P	09/27/12	02/13/14
CVS Health Corp, 100 shs common stock	P	10/21/10	09/23/14
Darden Restaurants Inc, 800 shs common stock	P	10/11/13	09/23/14
Seventy Seven Energy Inc, 71.43 shs common stock	P	09/16/10	07/01/14
GNMA Pool #165545 - 9%	P	01/16/91	11/01/13
GNMA Pool #363898 - 7.5%	P	04/21/94	11/01/13
GNMA Pool #401060 - 8%	P	07/20/94	11/01/13
GNMA Pool #531729 - 8%	P	04/10/01	11/01/13
GNMA Pool #550985 - 7%	P	03/08/02	11/01/13
GNMA Pool #553488 - 6.5%	P	06/19/02	11/01/13
GNMA Pool #552613 - 6.5%	P	07/16/02	11/01/13
GNMA Pool #557485 - 7%	P	06/27/01	11/01/13
GNMA Pool #565047 - 6%	P	11/07/01	11/01/13
GNMA Pool #604969 - 6%	P	09/22/04	11/01/13
GNMA II Pool #3133 - 6.5%	P	09/21/01	11/01/13
GNMA Pool #635306 - 6%	P	05/23/06	11/01/13
GNMA Pool #652587 - 6%	P	05/01/06	11/01/13
GNMA Pool #617626 - 6%	P	06/07/07	11/01/13
GNMA Pool #656292 - 6%	P	07/19/07	11/01/13
GNMA Pool #606314 - 5.5%	P	02/19/08	11/01/13
GNMA Pool #678401 - 5.5%	P	03/06/08	11/01/13
GNMA Pool #689729 - 5.5%	P	05/28/08	11/01/13
GNMA Pool #782365 - 6%	P	06/12/08	11/01/13
GNMA Pool #688037 - 6%	P	07/12/08	11/01/13
GNMA Pool #782144 - 6%	P	10/27/08	11/01/13
GNMA Pool #704411 - 4.5%	P	01/16/09	11/01/13
GNMA Pool #724181 - 5%	P	06/08/09	11/01/13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
27,848.		27,773.	75.

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
13,772.		14,472.	-700.
11.		0.	11.
36,907.		24,721.	12,186.
7,992.		3,169.	4,823.
40,177.		40,068.	109.
1,726.		1,049.	677.
182.		181.	1.
429.		430.	-1.
383.		381.	2.
12.		13.	-1.
774.		792.	-18.
1,618.		1,652.	-34.
2,231.		2,269.	-38.
27.		27.	0.
2,155.		2,196.	-41.
19,727.		19,718.	9.
1,204.		1,223.	-19.
5,212.		5,209.	3.
17,034.		17,034.	0.
19,584.		19,535.	49.
6,720.		6,670.	50.
11,495.		11,488.	7.
17,312.		17,274.	38.
17,368.		17,328.	40.
9,764.		9,764.	0.
18,380.		18,288.	92.
23,248.		23,219.	29.
23,180.		23,542.	-362.
44,652.		44,555.	97.
Total		354,040.	17,084.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			75.
			-700.
			11.
			12,186.
			4,823.
			109.
			677.
			1.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-1.
			2.
			-1.
			-18.
			-34.
			-38.
			0.
			-41.
			9.
			-19.
			3.
			0.
			49.
			50.
			7.
			38.
			40.
			0.
			92.
			29.
			-362.
			97.
Total			17,084.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . ☐ Business . ☒ MILES GAUNTT 801 Brickell Av., Ste. 2470 Miami FL 33131	Trustee 0.00	0.	0.	0.
Person . . ☐ Business . ☒ BARBARA A. WEINTRAUB 801 Brickell Av., Ste. 2470 Miami FL 33131	Trustee 0.00	0.	0.	0.
Person . . ☒ Business . ☐				

Form 990-PF, Page 6, Part VIII, Line 1 Continued
Information about Officers, Directors, Trustees, Etc.

(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
Total		0.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox / Amount
a *Paid during the year*				
GREATER MIAMI JEWISH FEDERATION 4200 Biscayne Blvd. Miami FL 33145	N.A.	Public	Unrestricted gift	Person or ☐ Business ☒ 13,000.
CHABAD IN THE GROVE 3713 Main Highway Miami FL 33133	N.A.	Public	Restricted gift	Person or ☐ Business ☒ 10,000.
Columbia University Medical Center 630 West 168 Street New York NY 10032	N.A.	Public	Restricted gift	Person or ☐ Business ☒ 10,000.
Museum of Science 3280 S Miami Ave Miami FL 33129	N.A.	Public	Unrestricted gift	Person or ☐ Business ☒ 30,000.
University of Virginia 580 Massie Road Charlottesville VA 22903	N.A.	Public	Unrestricted gift	Person or ☐ Business ☒ 25,000.
Total				88,000.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Northern Trust Bank	Custody Account Services	1,157.			
GNMA Servicer	MBS Servicing	5,664.			
First Manhattan Co	Investment Management	14,638.			
Total		21,459.			

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
GNMA POOL #165545			252.	254.
GNMA POOL #363898			5,518.	5,529.
GNMA POOL #401060			676.	693.
GNMA Pool #531729			403.	397.
GNMA POOL #550985			2,171.	2,488.
GNMA POOL #557485			922.	936.
GNMA POOL #565047			17,486.	19,881.
GNMA POOL #553488			9,029.	10,171.
GNMA POOL #552613			4,307.	4,872.
GNMA POOL #604969			63,289.	73,407.
GNMA-II POOL #3133			6,087.	6,997.
GNMA POOL #635306			24,323.	28,073.
GNMA POOL #652587			22,675.	25,977.
GNMA POOL #617626			32,251.	36,467.
GNMA POOL #656292			103,325.	117,421.
GNMA Pool #606314			29,828.	33,418.
GNMA Pool #678401			61,589.	68,734.
GNMA Pool #689729			51,665.	57,668.
GNMA Pool #782365			21,230.	23,945.
GNMA Pool #688037			23,142.	26,233.
GNMA Pool #782144			61,356.	70,958.
GNMA Pool #704411			71,078.	76,403.
GNMA Pool #724181			102,418.	113,721.
USTB Mat 12-04-14			1,499,621.	1,499,994.
USTB Mat 01-22-15			399,901.	399,995.
Total			2,614,542.	2,704,632.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
500 ABBOTT LABORATORIES	11,368.	21,795.
1000 ABBVIE INC	33,760.	63,460.
1000 ALABAMA POWER CO 5.3% PFD	24,986.	25,440.
25 BANK OF AMERICA 7.25% PFD	24,482.	28,613.
1000 CHEROKEE INC	21,622.	17,480.
1597 COUSINS PROPERTIES INC	39,791.	20,777.
450 EI DuPONT De NEMOURS 4.5% PFD	40,514.	45,279.
1000 CONSOLIDATED EDISON INC	45,590.	63,360.
1000 EMERSON ELECTRIC CO	49,216.	64,060.
500 FREEPORT McMORAN COPPER & GOLD	15,428.	14,250.
1000 GENERAL ELECTRIC CO	37,390.	25,810.
500 GILEAD SCIENCES INC	35,357.	56,000.
2000 GOLDMAN SACHS GROUP INC 6.125% Pfd	49,664.	51,720.
1000 HEALTH CARE REIT INC SERIES J PFD	24,757.	26,010.
400 iSHARES IBOXX HIGH YLD ETF	35,310.	37,012.
2000 BLACKROCK CORPORTAION YLD ETF	24,021.	23,700.
3500 INTEL CORP	90,239.	119,035.
500 ILLINOIS TOOL WORKS	21,846.	45,525.
2000 JOHNSON & JOHNSON	116,666.	215,560.
2500 JP MORGAN CHASE CO 5.5% Pfd	53,739.	57,725.
500 McDONALDS CORP	37,171.	46,865.
2000 ALTRIA GROUP	64,345.	96,680.
3000 MERCK & CO INC	107,488.	173,820.
1000 NORTHERN TRUST CORP 5.85% Pfd	24,357.	24,760.
1151 ONE LIBERTY PROPERTIES INC	24,309.	26,346.
3500 PIMCO CORP INC FUND	52,686.	56,630.
2500 PFIZER INC	57,456.	74,875.
1000 PHILIP MORRIS INTERNATIONAL INC	69,603.	89,010.
1500 PNC FINANCIAL SERVICES GROUP 5.375% PFD	33,757.	35,820.
1000 TRANSOCEAN LTD	46,757.	29,830.
1000 REAVES UTILITY INCOME FUND	24,507.	30,880.
700 VANGUARD REIT ETF	49,987.	55,293.
2000 VERIZON COMMUNICATIONS	81,493.	100,500.
70 WELLS FARGO & CO 7.5% SERIES L PFD	72,723.	84,280.
2000 WELLS FARGO & CO 5.2% SERIES N PFD	61,449.	58,075.
1000 YAHOO INC	32,607.	46,050.
1000 AMERICAN INTERNATIONAL GROUP INC	31,597.	53,570.
2000 AV HOMES INC	43,812.	29,980.
1250 BROOKFIELD ASSET MANAGEMENT INC	23,941.	61,213.
800 CITIGROUP INC	41,604.	42,824.
5000 CBIZ INC	33,427.	46,150.
1000 CHESAPEAKE ENERGY CORP	19,370.	22,180.
1250 COMCAST CORP CLASS A	31,189.	69,188.
650 CVS CAREMARK CORP	20,966.	55,777.
2750 DUNDEE BANCORP, INC	28,397.	38,983.
1750 FOREST CITY ENTERPRISES INC	21,965.	36,558.
3000 WINTHROP REALTY TRUST	36,783.	46,890.
2500 IGNITE RESTAURANT GROUP INC	20,742.	17,225.
1300 JARDEN CORP	22,534.	84,617.
1550 LEUCADIA NATIONAL CORP	29,645.	36,858.
1250 MICROSOFT CORP	32,364.	58,687.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
1250 ONE LIBERTY PROPERTIES INC	16,986.	28,612.
1000 ONEX CORP	15,046.	56,409.
1500 PRESTIGE BRANDS HOLDINGS	11,224.	53,130.
3500 PACIFIC MERCANTILE BANCORP	19,027.	24,640.
300 RANGE RESOURCES CORP	8,731.	20,520.
2250 SAFEGUARD SCIENTIFIC INC	24,898.	44,887.
4500 CARROLLS RESTAURANT GROUP INC	12,331.	34,695.
750 TECH DATA	39,347.	44,790.
2000 TRIMAS CORP	12,981.	63,320.
1500 TITAN INTERNATIONAL INC	30,172.	15,840.
Total	2,265,520.	3,139,868.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
BAC Sr Int Note 6.75% 08-15-19	53,285.	58,191.
Brookfield Asset Mgmt 5.8% 04-25-17	34,057.	32,871.
Chesapeake Energy Sr Note 6.5% 08-15-17	25,781.	27,125.
Jarden Corp Sr Nt 7.5% 05-01-17	12,762.	16,425.
Jeffries Group Inc Sr Deb 3.875% 11-01-29	16,450.	20,862.
JP Morgan Chase Co 4.75% 07-29-31	74,659.	70,539.
Leucadia Natl Corp Sr Note 8.125% 09-15-15	33,038.	31,763.
Merrill Lynch & Co Sr Unsec Note 8.4% 11-01-19	114,100.	124,165.
Total	364,132.	381,941.