

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

2002

Department of the Treasury
Internal Revenue Service

Note The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2002, or tax year beginning _____, 2002, and ending _____

| | | | | | | |
|---|---|---|--|---|---|--------------------------------------|
| G Check all that apply | | <input type="checkbox"/> Initial return | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |
| Use the IRS label otherwise, print or type See Specific Instructions | Name of organization LILLIAN S WELLS FOUNDATION INC | | | | A Employer identification number 23-7433827 | |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite 600 SAGAMORE ROAD | | City or town State ZIP code FORT LAUDERDALE FL 33301 | | B Telephone number (see instructions) (954) 462-8639 | |
| | H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, column c, line 16) \$ 14,559,982 | | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I column d must be on cash basis) | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns b, c, and d may not necessarily equal the amounts in column a) (see instructions) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions gifts grants etc received (att sch) Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 2 Distributions from split interest trusts | | | | |
| 3 Interest on savings and temporary cash investments | 176 | 176 | | |
| 4 Dividends and interest from securities | 520,431 | 520,431 | | |
| 5a Gross rents b (Net rental income or (loss) _____) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 b Gross sales prices for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV line 2) | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total Add lines 1 through 11 | 520,607 | 520,607 | | |
| 13 Compensation of officers directors trustees etc | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) b Accounting fees (attach sch) L-16b Stmt c Other prof fees (attach sch) | 130 | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) 2002 EST TAXES | 6,757 | | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) See Line 23 Stmt | 46 | | | |
| 24 Total operating and administrative expenses Add lines 13 through 23 | 6,933 | | | |
| 25 Contributions, gifts, grants paid | 800,000 | | | 800,000 |
| 26 Total expenses and disbursements Add lines 24 and 25 | 806,933 | | | 800,000 |
| 27 Subtract line 26 from line 12. a Excess of revenue over expenses and disbursements | -286,326 | | | |
| b Net investment income (if negative enter 0) | | 520,607 | | |
| c Adjusted net income (if negative enter 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) | | Beginning of year | End of year | |
|-----------------------------|--|---|----------------|-----------------------|-------------|-----------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| ASSETS | 1 | Cash – non interest bearing | | | | |
| | 2 | Savings and temporary cash investments | | 2,190,140 | 1,009,182 | 1,009,182 |
| | 3 | Accounts receivable | | | | |
| | | Less allowance for doubtful accounts | | | | |
| | 4 | Pledges receivable | | | | |
| | | Less allowance for doubtful accounts | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | | |
| | | Less allowance for doubtful accounts | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments – U S and state government obligations (attach schedule) L-10a Stmt | | 3,722,085 | 3,278,590 | 3,358,280 |
| | b | Investments – corporate stock (attach schedule) L-10b Stmt | | 3,284,509 | 4,122,636 | 7,669,780 |
| | c | Investments – corporate bonds (attach schedule) L-10c Stmt | | 2,000,000 | 1,000,000 | 1,022,740 |
| | 11 | Investments – land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | | |
| 12 | Investments – mortgage loans | | | | | |
| 13 | Investments – other (attach schedule) L-13 Stmt | | | 1,500,000 | 1,500,000 | |
| 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 instructions Also, see page 1, item I) | | 11,196,734 | 10,910,408 | 14,559,982 | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | | |
| NET ASSETS OR FUND BALANCES | Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 <input type="checkbox"/> | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | 11,196,734 | 10,910,408 | |
| | 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) | | 11,196,734 | 10,910,408 | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 11,196,734 | 10,910,408 | | |

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 | 11,196,734 |
| 2 | Enter amount from Part I, line 27a | 2 | -286,326 |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 10,910,408 |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 10,910,408 |

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) |
|--|---|---|---|-----------------------------------|
| 1 a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (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 | | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | [If gain, also enter in Part I, line 7 If (loss), enter 0 in Part I, line 7] | | 2 | |
| 3 Net short term capital gain or (loss) as defined in sections 1222(5) and (6) | [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter 0 in Part I line 8] | | 3 | |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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)) |
|--|---------------------------------------|--|--|
| 2001 | 813,243 | 15,886,262 | 0.051192 |
| 2000 | 861,687 | 16,230,802 | 0.053090 |
| 1999 | 822,385 | 16,452,571 | 0.049985 |
| 1998 | 795,940 | 15,926,483 | 0.049976 |
| 1997 | 701,084 | 14,130,631 | 0.049614 |
| 2 Total of line 1, column (d) | | | 0.253857 |
| 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 | | | 0.050771 |
| 4 Enter the net value of noncharitable use assets for 2002 from Part X, line 5 | | | 14,942,214 |
| 5 Multiply line 4 by line 3 | | | 758,631 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 5,206 |
| 7 Add lines 5 and 6 | | | 763,837 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 800,000 |

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 <input type="checkbox"/> and enter N/A on line 1 | | | |
| Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) | | | |
| b Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 5,206 | |
| c All other domestic organizations 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 | 5,206 | |
| 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 | 5,206 | |
| 6 Credits/Payments | | | |
| a 2002 estimated tax pmts and 2001 overpayment credited to 2002 | 6a | 9,000 | |
| 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 | 9,000 | |
| 8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 3,794 | |
| 11 Enter the amount on line 10 to be Credited to 2003 estimated tax <input checked="" type="checkbox"/> 3,794 Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | | X |
| <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities</i> | | |
| c Did the organization file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ▶ \$ _____ (2) On organization managers ▶ \$ _____ | | |
| e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ \$ _____ | | |
| 2 Has the organization engaged in any activities that have not previously been reported to the IRS? | | X |
| <i>If 'Yes,' attach a detailed description of the activities</i> | | |
| 3 Has the organization 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 | | X |
| 4 a Did the organization have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | X |
| <i>If 'Yes,' attach the statement required by General Instruction T</i> | | |
| 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? | X | |
| 7 Did the organization have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FLORIDA | | |
| ----- | | |
| b If the answer is 'Yes' to line 7, has the organization 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 | X | |
| 9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2002 or the taxable year beginning in 2002 (see instructions for Part XIV)? If 'Yes,' complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? | | X |
| <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | |
| 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? | X | |
| Web site address ▶ _____ | | |
| 12 The books are in care of ▶ BARBARA W VAN FLEET Telephone no ▶ (954) 467-6534 | | |
| Located at ▶ 600 SAGAMORE ROAD FORT LAUDERDALE, FL ZIP + 4 ▶ 33301 | | |
| 13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> | | |
| and enter the amount of tax exempt interest received or accrued during the year ▶ 13 | | |

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 organization (either directly or indirectly) | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception Check 'No' if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1 b | X |
| c | Did the organization 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 2002? | 1 c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <input type="checkbox"/> 20__ , 20__ , 19__ , 19__ | | |
| b | Are there any years listed in 2a for which the organization 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 | X |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> 20__ , 20__ , 19__ , 19__ | | |
| 3 a | Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If 'Yes,' did it have excess business holdings in 2002 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2002) | 3 b | X |
| 4 a | Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | X |
| b | Did the organization 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 2002? | 4 b | X |
| 5 a | During the year did the organization pay or incur any amount to | | |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Provide a grant to an organization other than a charitable, etc. organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is 'Yes' to 5a(1) (5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 5 b | X |
| c | If the answer is 'Yes' to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) | | |
| 6 a | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 6 b | X |
| If you answered 'Yes' to 6b, also file 8870 | | | |

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 |
|---|--|---|---|---------------------------------------|
| BARBARA VAN FLEET 600 SAGAMORE ROAD FORT LAUDERDALE FL 33301 | PRESIDENT 0 | 0 | 0 | 0 |
| PRESTON A WELLS JR 600 SAGAMORE ROAD FORT LAUDERDALE FL 33301 | VICE PRESIDENT 0 | 0 | 0 | 0 |
| MARION G WELLS 600 SAGAMORE ROAD, FORT LAUDERDALE FL See Part VIII, Line 1 Stmt | SECRETARY 0 | 0 | 0 | 0 |
| | | 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 |

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 | 12,468,420 |
| b Average of monthly cash balances | 1b | 2,701,340 |
| c Fair market value of all other assets (see instructions) | 1c | |
| d Total (add lines 1a, b and c) | 1d | 15,169,760 |
| 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 | 0 |
| 3 Subtract line 2 from line 1d | 3 | 15,169,760 |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 227,546 |
| 5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 14,942,214 |
| 6 Minimum investment return Enter 5% of line 5 | 6 | 747,111 |

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 | 747,111 |
| 2a Tax on investment income for 2002 from Part VI, line 5 | 2a | 5,206 |
| b Income tax for 2002 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 5,206 |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 741,905 |
| 4a Recoveries of amounts treated as qualifying distributions | 4a | |
| b Income distributions from section 4947(a)(2) trusts | 4b | |
| c Add lines 4a and 4b | 4c | |
| 5 Add lines 3 and 4c | 5 | 741,905 |
| 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 | 741,905 |

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 25 | 1a | 800,000 |
| 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 | 800,000 |
| 5 Organizations 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 | 5,206 |
| 6 Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 794,794 |

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 2001 | (c) 2001 | (d) 2002 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2002 from Part XI, line 7 | | | | 741,905 |
| 2 Undistributed income, if any, as of the end of 2001 | | | | |
| a Enter amount for 2001 only | | | 0 | |
| b Total for prior years 20 0, 19 0, 19 0 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2002 | | | | |
| a From 1997 | 0 | | | |
| b From 1998 | 0 | | | |
| c From 1999 | 0 | | | |
| d From 2000 | 51,618 | | | |
| e From 2001 | 32,444 | | | |
| f Total of lines 3a through e | 84,062 | | | |
| 4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 800,000 | | | | |
| a Applied to 2001, 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 2002 distributable amount | | | | 741,905 |
| e Remaining amount distributed out of corpus | 58,095 | | | |
| 5 Excess distributions carryover applied to 2002 (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 | 142,157 | | | |
| 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 2001 Subtract line 4a from line 2a Taxable amount – see instructions | | | 0 | |
| f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see instructions) | 0 | | | |
| 8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see instructions) | 0 | | | |
| 9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a | 142,157 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 1998 | 0 | | | |
| b Excess from 1999 | 0 | | | |
| c Excess from 2000 | 51,618 | | | |
| d Excess from 2001 | 32,444 | | | |
| e Excess from 2002 | 58,095 | | | |

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 2002, enter the date of the ruling

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

| | Tax year | | | | (e) Total |
|---|----------|----------|----------|----------|-----------|
| | (a) 2002 | (b) 2001 | (c) 2000 | (d) 1999 | |
| 2a 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 organization had \$5,000 or more in assets at any time during the year)

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 of the person to whom applications should be addressed
BARBARA VAN FLEET
600 SAGAMORE ROAD
FORT LAUDERDALE FL 3301 (954) 462-8639

b The form in which applications should be submitted and information and materials they should include
NONE

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
MEDICAL OR EDUCATIONAL INSTITUTIONS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|------------------|
| <i>a Paid during the year</i> | | | | |
| BROWARD COMMUNITY COLLEGE 225 E Las OLAS Blvd Ft Lauderdale FL 33301 | | PUBLIC | GENERAL PURPOSE | 20,000 |
| UNIVERSITY OF FLORIDA P O Box 100243 Gainesville, FL 32610-0243 | | PUBLIC | Medical Chair | 45,000 |
| MISS PORTERS SCHOOL 60 MAIN ST FARMINGTON, CT 06032 | | PUBLIC | GENERAL PURPOSES | 10,000 |
| CHILDRENS MEMORIAL Fdn 2300 Children s Memorial Plaza Box 4 Chicago IL 606 | | PUBLIC | CHAIR ENDOWMENT | 220,000 |
| INTERCOLLEGIATE STUDIES INSTITURE 3901 CENTERVILLE ROAD WILMINGTON, DEL 19807-0431 | | PUBLIC | SCHOLAR PROGRAM | 130,000 |
| HERITAGE FOUNDATION 214 MASSACHUSETTS AVE WASHINGTON DC 20002-4999 | | PUBLIC | HEALTH CARE STUDY | 200,000 |
| PHILANTHROPY ROUND TABLE 1150 17th St NW Suite 103 Washington, D C | | PUBLIC | GENERAL PURPOSES | 5,000 |
| MARVA COLLINS 3636 N Broadway, Chicago, IL 60613 | | PUBLIC | GENERAL PURPOSES | 20,000 |
| CAPITAL RESEARCH CENTER 1513 16TH ST NW WASHINGTON DC 20036 | | PUBLIC | GENERAL PURPOSES | 40,000 |
| MEMORIAL SLOAN KETTERING CANCER CENTER 1275 YORK AV NY NY 10021 | | PUBLIC | MEDICAL RESEARCH | 100,000 |
| BILL OF RIGHTS INSTITUTE 1001 Conneticut Ave N W Suite 219 Washington D C 2 | | PUBLIC | BROWARD ACTIVITIES | 10,000 |
| Total | | | | 800,000 |
| <i>b Approved for future payment</i> | | | | |
| CHILDRENS MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA BOX4 CHICAGO IL | | PUBLIC | CHAIR ENDOWMENT | 880,000 |
| UNIVERSITY OF FLORIDA P O BOX 100743 GAINSVILLE FL | | PUBLIC | CHAIR ENDOWMENT | 200,000 |
| Total | | | | 1,080,000 |

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

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 organization to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other Transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

Table with 3 columns: Question, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. All 'No' boxes are checked.

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 organization. If the organization 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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. The table is currently empty.

2a Is the organization 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 (X) No

b If 'Yes,' complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. The table is currently empty.

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 or fiduciary) is based on information furnished by taxpayer.

Signature of Barbara S. Wells, Signature of officer or trustee

Sign Here

Paid Preparer's Use Only section containing preparer's signature, firm name (TE Wells & Company), and address (600 Sagamore Rd, Fort Lauderdale).

BAA

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

| Other expenses | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|------------------|--------------|-------------|-------------|--------------|
| FL DEPT OF STATE | 46 | | | |
| Total | <u>46</u> | | | |

Form 990 PF, Page 1, Part I, Line 16b

L-16b Stmt

| Line 16b - Accounting Fees: Name of Provider | Type of Service Provided | Amount Paid |
|---|----------------------------|-------------|
| T E WELLS & CO | TAX AND ACCOUNTING SERVICE | 130 |
| Total | | <u>130</u> |

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

L-10a Stmt

| Line 10a - Investments - US and State Government Obligations: | End of Year | |
|--|------------------|-------------------|
| | Book Value | Fair Market Value |
| GOV'T COUPON DUE 05/15/03 | 984,924 | 993,980 |
| GOV'T COUPON DUE 11/15/03 | 1,896,605 | 1,972,760 |
| FNMA REMIC SERIES 01 POOL | 397,061 | 391,540 |
| Total | <u>3,278,590</u> | <u>3,358,280</u> |

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

L-10b Stmt

| Line 10b - Investments - Corporate Stock: | End of Year | |
|---|-------------|-------------------|
| | Book Value | Fair Market Value |
| 44953 SHARES CROMPTON | 300,989 | 267,470 |
| 21000 SHARES DOW | 430,179 | 623,700 |
| 18000 SHARES DUPONT | 130,125 | 763,200 |
| 48000 SHARES EXXON | 146,212 | 1,677,120 |
| 10000 SHARES KIMBERLY CLARK | 16,459 | 474,700 |
| 20000 SHARES KELLOGG | 53,504 | 685,400 |
| 9000 SHARES KODAK | 213,227 | 315,360 |
| 12000 SHARES SCHLUMBERGER | 183,835 | 505,080 |
| 2323 SHARES TRANS OCEAN | 21,586 | 53,894 |
| 10000 SHARES BOEING | 363,699 | 329,900 |
| 30000 SHARES CISCO | 396,627 | 393,000 |
| 40000 SHARES HALIBURTON | 708,694 | 748,400 |
| 10000 SHARES INTEL | 217,248 | 155,700 |
| 40000 SHARES LUCENT | 269,129 | 50,400 |
| PRUDENTIAL MONEY MARKET | 611,020 | 611,020 |
| 431 SHARES AGERE SYS A | 2,349 | 621 |
| 10582 SHARES AGERE SYS B | 57,754 | 14,815 |

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 |
| Total | <u>4,122,636</u> | <u>7,669,780</u> |

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 |
| GMAC BOND 8/15/03 | 1,000,000 | 1,022,740 |
| Total | <u>1,000,000</u> | <u>1,022,740</u> |

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

| Line 13 - Investments - Other: | End of Year | |
|---------------------------------------|------------------|-------------------|
| | Book Value | Fair Market Value |
| INTERCOLLEGIATE STUDIES INSTITUTE INC | 1,500,000 | 1,500,000 |
| Total | <u>1,500,000</u> | <u>1,500,000</u> |

Form 990-PF, Page 6, Part VIII, Compensation

Part VIII, Line 1 Stmt

| (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 |
|--|--|--|--|--|
| BARBARA W KENNEY 16245 SE31ST ST, BELLEVUE, WA 98008 | ASSISTANT SECRET | 0 | 0 | 0 |
| JOSEPH MALACEK 600 SAGAMORE ROAD FORT LAUDERDALE FL 3 | TREASURER | 0 | 0 | 0 |
| Total | | <u>0</u> | <u>0</u> | <u>0</u> |

Supporting Statement of:

Form 990-PF, p1/Line 23(a)-2

| Description | Amount |
|---|-----------|
| FLORIDA DEPT STATE 61 LESS 15 REFUNDED CHECK CHARGE | 46 |
| Total | <u>46</u> |

Supporting Statement of:

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

| Description | Amount |
|----------------|------------------|
| NORTHERN TRUST | 2,190,140 |
| Total | <u>2,190,140</u> |

Supporting Statement of:

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

| Description | Amount |
|----------------|------------------|
| NORTHERN TRUST | 1,009,182 |
| Total | <u>1,009,182</u> |

Supporting Statement of:

Form 990-PF p10/Line 3b, Amount-1

| Description | Amount |
|---|----------------|
| CHILDRENS MEMORIAL HOSPITAL 2003 COMMITMENT | 220,000 |
| CHILDRENS MEMORIAL HOSPITAL 2004 COMMITMENT | 220,000 |
| CHILDRENS MEMORIAL HOSPITAL 2005 COMMITMENT | 220,000 |
| CHILDRENS MEMORIAL HOSPITAL 2006 COMMITMENT | 220,000 |
| Total | <u>880,000</u> |

Supporting Statement of:

Form 990-PF p10/Line 3b, Amount-2

| Description | Amount |
|----------------------------|--------|
| UNIVERSITY OF FLORIDA 2003 | 66,000 |
| UNIVERSITY OF FLORIDA 2004 | 66,000 |

Continued

Supporting Statement of.

Form 990-PF p10/Line 3b, Amount-2

| Description | Amount |
|----------------------------|----------------|
| UNIVERSITY OF FLORIDA 2005 | 68,000 |
| Total | <u>200,000</u> |

Supporting Statement of:

Form 990-PF p11/Line 3 Column (b)

| Description | Amount |
|------------------------------------|------------|
| NORTHERN TRUST OF FLORIDA NOW ACCT | 176 |
| Total | <u>176</u> |

Supporting Statement of.

Form 990-PF p11/Line 4 Column (b)

| Description | Amount |
|--|----------------|
| AGR A | 1 |
| AGR B | 2 |
| BOEING | 6,800 |
| CROMPTON | 8,991 |
| DOW | 28,140 |
| DUPONT | 25,200 |
| EXXONM | 44,160 |
| HALLIBURTON | 20,000 |
| INTEL | 800 |
| KIMBERLY CLARK | 11,800 |
| KELLOGG | 20,200 |
| KODAK | 16,200 |
| SCHLUMBERGER | 9,000 |
| TRANS OCEAN | 139 |
| NORTHERN MMA | 26,731 |
| PRUDENTIAL MMA | 10,759 |
| FNMA | 54,608 |
| GMAC INTEREST | 71,622 |
| ISI INTEREST | 6,910 |
| GOVT COUPON DUE 5/15/03 DISCOUNT INCOME | 40,203 |
| GOVT COUPON DUE 11/15/03 DISCOUNT INCOME | 118,165 |
| Total | <u>520,431</u> |