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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

TED ARISON FAMILY FOUNDATION USA, INC

C/O SAFO, LLC

Number and street (or P O box number if mail is not delivered to street address)

20900 NE 30TH AVENUE, SUITE 1015

City or town, state, and ZIP code

AVENTURA, FL 33180

A Employer identification number

59-2128429

B Telephone number (see page 10 of the instructions)

(305) 891-0017

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

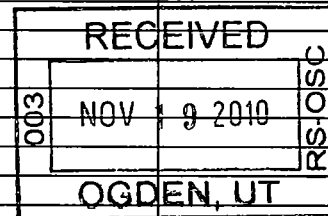
16) \$ 446,513,460.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	7,868,221.	7,864,889.		ATCH 1
5a Gross rents	211,960.	211,960.		
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-42,211,824.			
b Gross sales price for all assets on line 6a	149,028,296.			
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 or (loss) (attach schedule)				
11 Other income (attach schedule)	-233,589.	-233,589.		ATCH 2
12 Total. Add lines 1 through 11	-34,365,232.	7,843,260.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	164,569.			164,569.
14 Other employee salaries and wages	12,000.	6,000.		
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	352,510.	176,255.		
17 Interest. ATTACHMENT 4	126,679.	126,679.		
18 Taxes (attach schedule) (see page 14 of the instructions) **	199,634.	190,237.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	4,637,989.	1,371,215.	0.	3,266,290.
24 Total operating and administrative expenses. Add lines 13 through 23	5,493,381.	1,870,386.	0.	3,430,859.
25 Contributions, gifts, grants paid	11,744,573.			11,744,573.
26 Total expenses and disbursements. Add lines 24 and 25	17,237,954.	1,870,386.	0.	15,175,432.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-51,603,186.			
b Net investment income (if negative, enter -0-)		5,972,874.		
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)		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		73,616,178.	30,127,352.	30,127,352.
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)		0.	42,319,608.	42,687,923.
	b	Investments - corporate stock (attach schedule) <u>ATCH 7</u>		142,760,843.	102,949,987.	124,872,873.
	c	Investments - corporate bonds (attach schedule) <u>ATCH 8</u>		94,943,060.	99,637,157.	101,785,335.
	11	Investments - land, buildings, and equipment basis ▶ <u>3,482,796.</u>				
	Less accumulated depreciation (attach schedule) ▶		3,482,796.	3,482,796.	3,482,796.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule) <u>ATCH 9</u>		126,796,644.	110,722,636.	124,622,058.	
14	Land, buildings, and equipment basis ▶ <u>18,935,123.</u>					
	Less accumulated depreciation (attach schedule) ▶		16,665,464.	18,935,123.	18,935,123.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		458,264,985.	408,174,659.	446,513,460.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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		458,264,985.	408,174,659.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg. and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)		458,264,985.	408,174,659.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		458,264,985.	408,174,659.		

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	458,264,985.
2	Enter amount from Part I, line 27a	2	-51,603,186.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 10</u>	3	1,512,860.
4	Add lines 1, 2, and 3	4	408,174,659.
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	408,174,659.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			-42,403,353.		
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	29,481,795.	494,822,237.	0.059581
2007	27,964,240.	573,141,336.	0.048791
2006	23,905,053.	517,871,547.	0.046160
2005	11,938,441.	313,125,294.	0.038127
2004	3,388,187.	287,337,007.	0.011792
2 Total of line 1, column (d)			0.204451
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			0.040890
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			413,459,122.
5 Multiply line 4 by line 3			16,906,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)			59,729.
7 Add lines 5 and 6			16,966,072.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			17,445,091.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	59,729.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	59,729.
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	59,729.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	361,669.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	361,669.	
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	301,940.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 301,940. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		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		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		X
4 a Did the foundation 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? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ 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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ☐ SAFO LLC Telephone no ☐ 305-891-0017			
Located at ☐ 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL ZIP + 4 ☐ 33180				
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			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? ☐	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ☐		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) ☐	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2009 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 2009) ☐	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? ☐	4b	X

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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 page 22 of the 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 page 22 of the 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** 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 page 22 of the 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
ATTACHMENT 11		164,569.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ☐

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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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		

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 N/A - CHARITABLE PURPOSES ARE ACCOMPLISHED THROUGH DISCRETIONARY GRANT MAKING PROGRAMS	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3 N/A	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	342,102,277.
b	Average of monthly cash balances	1b	55,235,258.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	22,417,919.
d	Total (add lines 1a, b, and c)	1d	419,755,454.
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	419,755,454.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	6,296,332.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	413,459,122.
6	Minimum investment return. Enter 5% of line 5	6	20,672,956.

Part XI Distributable Amount (see page 25 of the 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	20,672,956.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	59,729.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	59,729.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,613,227.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,613,227.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	20,613,227.

Part XII Qualifying Distributions (see page 25 of the 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	15,175,432.
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	2,269,659.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,445,091.
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 page 26 of the instructions)	5	59,729.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,385,362.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				20,613,227.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			15,317,514.	
b Total for prior years 20 <u>07</u> 20 <u>06</u> 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>17,445,091.</u>				
a Applied to 2008, but not more than line 2a			15,317,514.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				2,127,577.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009	0.			0.
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
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				
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 page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				18,485,650.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

Form 990-PF (2009)

JSA

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PAGE 10

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2009, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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))

N/A

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

N/A

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 page 28 of the 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

ATTACHMENT 12

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

LETTER OF REQUEST TO FOUNDATION.

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATTACHMENT 13				
Total.			3a	11,744,573.
b Approved for future payment				
Total.			3b	

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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					
4	Dividends and interest from securities			14	7,868,221.	
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 .			16	211,960.	
7	Other investment income			14	-233,589.	
8	Gain or (loss) from sales of assets other than inventory			18	-42,211,824.	
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)				-34,365,232.	
13	Total. Add line 12, columns (b), (d), and (e)					-34,365,232

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
22,297.		CLASS ACTION SETTLEMENTS PROPERTY TYPE: SECURITIES 0.				P	VARIOUS 22,297.	VARIOUS
		ST SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS -9058037.	VARIOUS
		LT SALES - SEE STATEMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS -33371833.	VARIOUS
4,926,689.		GAIN ON DISPOSAL OF RENAISSANCE INSTITUT PROPERTY TYPE: OTHER 4,922,469.				P	VARIOUS 4,220.	VARIOUS
TOTAL GAIN (LOSS)							<u>-42403353.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
HYPERION ISRAEL VENTURE PARTNERS L.P.	1,059.	1,059.
J.P. MORGAN POOLED VENTURE CAPITAL	4,037.	4,037.
WHITEHALL PARALLEL GLOBAL	7,671.	7,671.
J.P. MORGAN DIRECT VENTURE CAPITAL	1.	1.
OTHER DIV. & INT. - NORTHERN TRUST	7,580,907.	7,577,575.
GUGGENHEIM PLUS II, L.P.	118,467.	118,467.
RENAISSANCE INSTITUTIONAL EQUITIES FUND	156,079.	156,079.
TOTAL	<u>7,868,221.</u>	<u>7,864,889.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INCOME/(LOSS) FROM PARTNERSHIPS	-248,754.	-248,754.
OTHER INCOME - NORTHERN TRUST	15,165.	15,165.
TOTALS	-233,589.	-233,589.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PROFESSIONAL FEES	352,510.	176,255.
TOTALS	<u>352,510.</u>	<u>176,255.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE	126,679.	126,679.
TOTALS	<u>126,679.</u>	<u>126,679.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FLORIDA REVENUE TAX	9,397.	0.
FOREIGN TAXES PAID	190,237.	190,237.
TOTALS	<u>199,634.</u>	<u>190,237.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	968,114.	968,114.	0.	0.
CUSTODY FEES	139,280.	139,280.	0.	0.
PASS THRU K-1 OTHER DEDUCTIONS	4,139.	4,139.	0.	0.
PASS THRU K-1 PORT. DEDUCTIONS	254,051.	254,051.	0.	0.
OTHER EXPENSES	5,146.	5,146.	0.	0.
TEMPORARY LABOR	969.	485.	0.	0.
EXPENSES FOR TAFF - ISRAEL:				
SALARIES & WAGES	1,230,966.	0.	0.	1,230,966.
FOREIGN PROPERTY TAXES	56,737.	0.	0.	56,737.
EMPLOYEE BENEFITS	378,608.	0.	0.	378,608.
RENTAL EXPENSE	68,647.	0.	0.	68,647.
REPAIRS & MAINTENANCE	167,218.	0.	0.	167,218.
PROFESSIONAL FEES - LEGAL	69,034.	0.	0.	69,034.
PROFESSIONAL FEES - OTHER	227,491.	0.	0.	227,491.
OFFICE SUPPLIES	31,331.	0.	0.	31,331.
PRINTING & PUBLICATIONS	12,471.	0.	0.	12,471.
TRAVEL EXPENSES	233,549.	0.	0.	233,549.
MARKETING EXPENSES	72,689.	0.	0.	72,689.
UTILITIES EXPENSES	9,948.	0.	0.	9,948.
BANK FEES	1,484.	0.	0.	1,484.
SUPPLIES	663,329.	0.	0.	663,329.
OTHER EXPENSES	42,788.	0.	0.	42,788.
TOTALS	4,637,989.	1,371,215.	0.	3,266,290.

TED ARISON FAMILY FOUNDATION USA, INC
FORM 990PF, PART II - CORPORATE STOCK

59-2128429

ATTACHMENT 7		
DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER DOMESTIC	102,949,987.	124,872,873.
TOTALS	<u>102,949,987.</u>	<u>124,872,873.</u>

TED ARISON FAMILY FOUNDATION USA, INC
FORM 990PF, PART II - CORPORATE BONDS

59-2128429

ATTACHMENT 8		
DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	99,637,157.	101,785,335.
TOTALS	99,637,157.	101,785,335.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AURORA OFFSHORE FUND LTD II	9,300,000.	10,875,697.
GUGGENHEIM PLUS II, LP	9,020,790.	7,013,111.
HYPERION	1,453,086.	1,071,942.
APAX EUROPE VII-B LP	3,720,589.	2,691,816.
WHITEHALL	324,976.	786,482.
ATTICUS	0.	0.
ALTIMA HEDGE FUND	7,000,000.	6,034,449.
YORK CREDIT FUND	7,000,000.	7,934,494.
INTERNATIONAL EQUITY SECURITY	60,972,403.	76,438,299.
CD&R FUND VII	2,758,257.	2,672,415.
CAP II PRIVATE INVESTORS	1,390,340.	1,249,809.
APOLLO INVESTMENT FUND VI	1,662,948.	1,644,304.
LISPENARD STREET CREDIT	0.	0.
JP MORGAN VENT CAP PRVT INVEST	1,118,747.	1,262,004.
JP MORGAN MOSAIC REIT	500.	1.
RENAISSANCE INSTL EQUITIES	0.	0.
MUTUAL FUNDS	0.	0.
GRACIE INTERNATIONAL CREDIT OP	5,000,000.	4,947,235.
TOTALS	<u>110,722,636.</u>	<u>124,622,058.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFFERENCE	1,512,860.
TOTAL	<u>1,512,860.</u>

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
SHARI ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CHAIRMAN 5.00	0.
ARNOLDO PEREZ 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	VICE PRES./PART TIME 5.00	0.
MARILYN ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0.
JASON ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	CEO/FULL TIME 40.00	164,569.
DAVID ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0.
CASSIE ARISON 20900 NE 30TH AVENUE, SUITE 1015 AVENTURA, FL 33180	TRUSTEE/PART TIME 5.00	0.
GRAND TOTALS		164,569.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SAFO, LLC
20900 NE 30TH AVENUE, SUITE 1015
AVENTURA, FL 33180
305 891-0017

TED ARISON FAMILY FOUNDATION USA, INC

59-2128429

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL GRANTS PAID - SEE STATEMENT B	NONE		GENERAL FUND	11,744,573.
	PUBLIC CHARITIES			
			TOTAL CONTRIBUTIONS PAID	11,744,573.

ATTACHMENT 13

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust **TED ARISON FAMILY FOUNDATION USA, INC**
C/O SAFO, LLC

Employer identification number
59-2128429

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-9,058,037.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-9,058,037.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-33,345,316.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-33,345,316.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-9,058,037.
14	Net long-term gain or (loss):			
a	Total for year	14a		-33,345,316.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-42,403,353.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	(3,000)
-----------	--	-----------	-----------

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

TED ARISON FAMILY FOUNDATION USA, INC

Employer identification number

59-2128429

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-9,058,037.
--	-------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

Schedule D-1 (Form 1041) 2009

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))
▶ Attach to your tax return. ▶ See separate instructions.

Name(s) shown on return
TED ARISON FAMILY FOUNDATION USA, INC
C/O SAFO, LLC

Identifying number
59-2128429

1 Enter the gross proceeds from sales or exchanges reported to you for 2009 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) **1**

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)

3 Gain, if any, from Form 4684, line 43 **3**

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37 **4**

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824 **5**

6 Gain, if any, from line 32, from other than casualty or theft **6**

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows **7**

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions) **8**

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions) **9**

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less)	
ATTACHMENT 14	191,529.

11 Loss, if any, from line 7 **11** ()

12 Gain, if any, from line 7 or amount from line 8, if applicable **12**

13 Gain, if any, from line 31 **13**

14 Net gain or (loss) from Form 4684, lines 35 and 42a **14**

15 Ordinary gain from installment sales from Form 6252, line 25 or 36 **15**

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824 **16**

17 Combine lines 10 through 16 **17** 191,529.

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below.

a If the loss on line 11 includes a loss from Form 4684, line 39, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions **18a**

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14 **18b**

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2009)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A		
B		
C		
D		

These columns relate to the properties on lines 19A through 19D	Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing)	20			
21 Cost or other basis plus expense of sale	21			
22 Depreciation (or depletion) allowed or allowable	22			
23 Adjusted basis Subtract line 22 from line 21	23			
24 Total gain Subtract line 23 from line 20	24			
25 If section 1245 property:				
a Depreciation allowed or allowable from line 22	25a			
b Enter the smaller of line 24 or 25a	25b			
26 If section 1250 property If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291				
a Additional depreciation after 1975 (see instructions)	26a			
b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b			
c Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c			
d Additional depreciation after 1969 and before 1976	26d			
e Enter the smaller of line 26c or 26d	26e			
f Section 291 amount (corporations only)	26f			
g Add lines 26b, 26e, and 26f	26g			
27 If section 1252 property Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)				
a Soil, water, and land clearing expenses	27a			
b Line 27a multiplied by applicable percentage (see instructions)	27b			
c Enter the smaller of line 24 or 27b	27c			
28 If section 1254 property:				
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions)	28a			
b Enter the smaller of line 24 or 28a	28b			
29 If section 1255 property:				
a Applicable percentage of payments excluded from income under section 126 (see instructions)	29a			
b Enter the smaller of line 24 or 29a (see instructions)	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b Enter here and on line 13	31	
32 Subtract line 31 from line 30 Enter the portion from casualty or theft on Form 4684, line 37 Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount Subtract line 34 from line 33 See the instructions for where to report	35	

Form 4797 (2009)

59-2128429
ATTACHMENT 14

[illegible]

TED ARISON FAMILY FOUNDATION USA, INC.
YEAR ENDED DECEMBER 31, 2009
DETAIL WORKSHEET FOR GAINS/LOSSES

	Total Proceeds	Total Cost	Realized G/L	ST Breakout	LT Breakout
Northern Trust (various accounts) - See Attached Statement	144,079,310	(184,809,854)	(40,730,544)	(10,573,307)	(30,157,237)
<u>Schedules K-1</u>					
J P Morgan Direct			-	-	-
J P Morgan Pooled			15,697	(3,296)	18,993
Hyperion Israel			(149,498)	-	(149,498)
Whitehall Parallel			(12,680)	(544)	(12,136)
Renaissance Institutional			(1,081,343)	1,500,943	(2,582,286)
Guggenheim			(471,502)	18,167	(489,669)
Subtotal for Schedules K-1			(1,699,326)	1,515,270	(3,214,596)
Subtotal for all Securities above (as shown on tax return):			(42,429,870)	(9,058,037)	(33,371,833)
<u>Other Capital Gains/Losses</u>					
Gain on Disposal of Renaissance Institutional	4,926,689	4,922,469	4,220	-	4,220
Class Action Proceeds	22,297	-	22,297	-	22,297
FX Gain (Form 4797)		-	191,529	-	191,529
TOTALS	149,028,296		(42,211,825)	(9,058,037)	(33,153,787.25)

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss		
			Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Common stock							
Asia Region - USD	4,548,455.42	-8,790,461.26	-85,782.85	-4,086,212.99	0.00	-85,782.85	-4,086,212.99
Australia - AUD	1,928,532.11	-2,061,476.54	60,872.22	-105,488.11	-90,428.54	25,117.81	-180,062.24
Australia - USD	259,401.52	-491,220.32	0.00	-231,818.80	0.00	0.00	-231,818.80
Belgium - EUR	231,616.21	-302,269.41	-15,597.60	-57,844.69	2,789.09	-25,905.81	-44,747.39
Brazil - USD	213,655.10	-165,844.29	0.00	47,810.81	0.00	0.00	47,810.81
Canada - CAD	1,869,388.49	-1,993,444.72	106,146.51	-161,883.60	-48,309.14	115,934.53	-239,882.76
Canada - USD	1,786,185.55	-1,982,060.19	67,800.72	-243,675.36	0.00	67,800.72	-243,675.36
China - USD	21,049.49	-21,896.13	-836.64	0.00	0.00	-836.64	0.00
Denmark - DKK	37,851.66	-42,537.07	-1,114.87	-3,350.51	-220.03	-1,202.20	-3,483.21
Emerging Markets Region - USD	2,528,065.00	-4,834,117.48	-14,913.71	-2,291,138.77	0.00	-14,913.71	-2,291,138.77
Europe, Australia, and Far East Region - USD	12,608,375.87	-25,112,988.32	0.00	-12,504,562.45	0.00	0.00	-12,504,562.45
Finland - EUR	368,279.49	-700,756.51	-71,595.51	-295,512.42	32,630.91	-90,271.22	-244,205.80
Finland - USD	227,780.76	-184,532.84	43,247.92	0.00	0.00	43,247.92	0.00
France - EUR	5,163,219.14	-7,521,445.44	-244,294.92	-2,103,646.43	-10,285.95	-263,116.11	-2,095,110.19
Germany - EUR	1,345,034.92	-2,115,389.40	-213,155.57	-563,240.40	6,041.49	-232,502.60	-537,851.88
Germany - USD	378,318.14	-437,786.54	-59,418.40	0.00	0.00	-59,418.40	0.00
Hong Kong - HKD	425,169.41	-505,014.94	7,758.70	-89,840.58	2,336.35	8,019.86	-97,865.49
India - USD	62,932.85	-75,628.84	0.00	-12,695.99	0.00	0.00	-12,695.99
Ireland - EUR	319,838.99	-387,683.31	-27,782.92	-32,309.82	12,248.42	-6,008.87	-41,855.45

Northern Trust

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STATEMENT A

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss		
			Short Term	Long Term	Translation	Short Term	Long Term
Sales							
Equities							
Common stock							
Israel - USD	4,619.89	-4,602.35	-42.38	0.00	0.00	-42.38	0.00
Italy - EUR	378,062.90	-839,123.02	1,391.87	-501,918.14	39,477.35	2,168.22	-463,228.34
Japan - JPY	7,577,963.89	-9,478,981.35	-282,263.60	-3,103,024.14	1,484,280.28	-1,58,714.75	-1,742,282.71
Japan - USD	395,422.49	-445,983.50	-28,117.31	-22,443.70	0.00	-28,117.31	-22,443.70
KOREA, REPUBLIC OF - USD	821,064.36	-1,263,670.85	-12,569.79	-330,038.70	0.00	-12,569.79	-330,038.70
Mexico - MXN	122,943.46	-64,803.62	0.00	57,441.82	-19,301.98	0.00	38,139.84
Mexico - USD	59,987.86	-27,610.88	0.00	31,356.98	0.00	0.00	31,356.98
Netherlands - EUR	1,018,429.44	-1,121,611.17	54,683.27	-217,150.70	59,299.70	73,375.39	-178,557.12
Norway - NOK	15,488.88	-12,420.54	2,010.88	0.00	1,058.46	3,069.34	0.00
Portugal - EUR	1,223.13	-1,233.27	6.93	0.00	-17.07	-10.14	0.00
Russian Federation - USD	3,698.26	-2,721.83	964.43	0.00	0.00	964.43	0.00
Singapore - SGD	179,848.75	-211,871.13	-38,135.68	-315.72	428.02	-47,588.84	9,588.48
South Africa - USD	608,039.95	-598,894.44	0.00	9,145.51	0.00	0.00	9,145.51
South Africa - ZAR	476,045.74	-540,735.41	14,693.66	-45,818.00	-33,565.33	27,169.30	-81,859.97
Spain - EUR	228,281.62	-265,419.39	-1,601.61	-38,127.16	591.06	-5,911.01	-31,228.70
Sweden - SEK	768,294.84	-975,288.85	27,477.35	-65,283.35	-169,168.01	-98,097.52	-110,888.49
Sweden - USD	127,767.23	-180,510.24	0.00	-52,743.01	0.00	0.00	-52,743.01
Switzerland - CHF	1,830,793.48	-2,148,248.23	-53,612.02	-341,781.91	77,931.18	-42,205.33	-279,257.42
Switzerland - USD	1,056,630.93	-1,378,138.00	-94,534.66	-224,964.41	0.00	-94,534.66	-224,964.41

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Realized gain/loss		
			Short Term	Long Term	Total
Sales					
Equities					
Common stock					
Taiwan - USD	26,570.11	-24,986.56	3,583.55	0.00	3,583.55
United Kingdom - GBP	3,806,989.88	-4,767,300.99	-188,205.79	-115,065.93	-322,064.91
United Kingdom - USD	781,192.63	-812,209.43	47,528.47	-78,545.27	-78,545.27
United States - USD	52,820,817.53	-67,437,822.25	-8,759,320.26	-4,757,894.46	-9,759,320.26
Total common stock	107,624,304.47	-150,248,648.79	-10,764,663.73	-32,530,468.40	-670,787.81
Convertible equity					
United States - USD	190,565.10	-104,942.50	85,622.60	0.00	85,622.60
Total convertible equity	190,565.10	-104,942.50	85,622.60	0.00	85,622.60
Rights/warrants					
France - EUR	10,874.75	0.00	227.89	10,646.86	10,874.75
Switzerland - CHF	10,069.42	0.00	2,479.21	7,590.21	10,069.42
Total rights/warrants	20,944.17	0.00	2,707.10	18,237.07	20,944.17
Total S/T translation gain/loss for equities			-174,443.92		-174,443.92
Total L/T translation gain/loss for equities			845,231.73		845,231.73
Total realized gains for equities			2,756,648.24	2,689,685.24	5,446,333.48
Total realized losses for equities			-13,432,982.27	-35,201,916.57	-48,634,898.84
Total Equities	107,835,813.74	-150,353,591.29	-10,676,334.03	-32,512,231.33	-43,188,565.36
Venture capital and partnerships					
Partnerships					
United States - USD	5,277,391.83	-7,668,479.21	0.00	-2,392,087.38	-2,392,087.38

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Realized gain/loss		
			Short Term	Long Term	Total
Sales					
Venture capital and partnerships					
Total partnerships	5,277,391.83	-7,669,479.21	0.00	-2,392,087.38	0.00
Total S/T transition gain/loss for venture capital and partnerships					0.00
Total L/T transition gain/loss for venture capital and partnerships					0.00
Total realized gains for venture capital and partnerships			0.00	0.00	0.00
Total realized losses for venture capital and partnerships			0.00	-2,392,087.38	0.00
Total Venture Capital and Partnerships	5,277,391.83	-7,669,479.21	0.00	-2,392,087.38	0.00
Hedge fund					
Hedge equity					
United States - USD	4,059,943.59	-3,000,000.00	0.00	1,059,943.59	0.00
Total hedge equity	4,059,943.59	-3,000,000.00	0.00	1,059,943.59	0.00
Total S/T transition gain/loss for hedge fund					0.00
Total L/T transition gain/loss for hedge fund					0.00
Total realized gains for hedge fund			0.00	1,209,161.22	0.00
Total realized losses for hedge fund			0.00	-149,217.63	0.00
Total Hedge Fund	4,059,943.59	-3,000,000.00	0.00	1,059,943.59	0.00
Total Sales	117,173,149.16	-161,023,070.50	-10,876,334.03	-33,844,375.12	670,787.81
Other Gain/Loss					
Equities					
Common stock					
United States - USD	328.00	0.00	0.00	328.00	0.00
Total common stock	328.00	0.00	0.00	328.00	0.00
Total					-32,999,143.39

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds		Cost		Market		Realized gain/loss	
			Short Term	Long Term	Translation	Short Term	Long Term	Total
Other Gain/Loss								
Total S/T translation gain/loss for equities					0.00			
Total L/T translation gain/loss for equities				328.00	0.00			
Total realized gains for equities			0.00		0.00		0.00	328.00
Total realized losses for equities			0.00		0.00		0.00	0.00
Total Equities	328.00	0.00	0.00	328.00	0.00		0.00	328.00
Fixed income								
Corporate bonds								
United States - USD	69,749.02	0.00	61,264.93	8,484.09	0.00		81,264.93	8,484.09
Total corporate bonds	69,749.02	0.00	61,264.93	8,484.09	0.00		61,264.93	8,484.09
Government agencies								
United States - USD	164,261.45	0.00	143,498.26	20,763.19	0.00		143,498.26	20,763.19
Total government agencies	164,261.45	0.00	143,498.26	20,763.19	0.00		143,498.26	20,763.19
Total S/T translation gain/loss for fixed income					0.00			
Total L/T translation gain/loss for fixed income					0.00			
Total realized gains for fixed income			204,763.19	29,247.28	0.00		204,763.19	29,247.28
Total realized losses for fixed income			0.00	0.00	0.00		0.00	0.00
Total Fixed Income	234,010.47	0.00	204,763.19	29,247.28	0.00		204,763.19	29,247.28
Total Other Gain/Loss	234,338.47	0.00	204,763.19	29,575.28	0.00		204,763.19	29,575.28
Capital Changes								
Equities								
Common stock								
Puerto Rico - USD	14,097.10	0.00	0.00	14,097.10	0.00		0.00	14,097.10
Singapore - SGD	8,519.67	-8,513.47	-52.65	0.00	59.85		6.20	0.00

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◆ Realized Gain/Loss Summary - Taxable

	Realized gain/loss			
	Market		Total	
	Proceeds	Cost	Short Term	Long Term
Capital Changes				
Equities				
Common stock				
Switzerland - USD	1,171,525.00	-470,220.58	56,827.04	650,467.38
United States - USD	178,374.04	-115,881.78	2,252.82	60,239.44
Total common stock	1,378,515.81	-594,625.83	59,077.21	724,803.92
Rights/warrants				
France - EUR	44.83	0.00	6.87	37.88
Italy - EUR	5,874.44	0.00	2,288.75	3,584.70
Norway - NOK	9,579.05	0.00	4,857.76	4,721.27
Switzerland - CHF	13,050.08	0.00	7,178.17	5,871.93
United States - USD	0.00	0.67	0.00	0.67
Total rights/warrants	28,548.40	0.67	14,332.65	14,216.42
Total S/T translation gain/loss for equities				
Total L/T translation gain/loss for equities				
Total realized gains for equities				
Total realized losses for equities				
Total Equities	1,407,064.21	-594,625.16	73,359.86	739,020.34
Total Capital Changes	1,407,064.21	-594,625.16	73,359.86	739,020.34
Foreign Exchange				
Foreign exchange				
Foreign exchange				
Australian dollar sales - AUD	-1,763,432.67	1,758,849.09	0.00	0.00

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◆ Realized Gain/Loss Summary - Taxable

	Realized gain/loss			
	Market		Total	
	Proceeds	Cost	Short Term	Long Term
Foreign Exchange				
Foreign exchange				
British pound sterling sales - GBP	-3,677,281.16	3,680,477.27	0.00	3,198.11
Canadian dollar sales - CAD	-2,131,583.20	2,117,952.21	0.00	-13,630.99
Danish krone sales - DKK	-3,388.62	3,400.00	0.00	11.38
Euro sales - EUR	-8,634,638.41	8,621,221.36	0.00	-13,417.05
Hong Kong dollar sales - HKD	-440,206.35	440,381.80	0.00	155.45
Japanese yen sales - JPY	-7,182,941.05	7,167,523.78	0.00	-15,417.27
Mexican peso sales - MXN	-123,287.34	122,616.37	0.00	-670.97
Norwegian krona sales - NOK	-69,628.91	68,539.90	0.00	-1,089.01
Singapore dollar sales - SGD	-176,373.08	175,415.68	0.00	-957.40
South African rand sales - ZAR	-483,400.68	474,322.76	0.00	-9,077.92
Swedish krona sales - SEK	-740,276.34	737,245.23	0.00	-3,031.11
Swiss franc sales - CHF	-1,848,128.75	1,835,187.88	0.00	-13,930.87
United States dollar sales - USD	-14,140,514.61	14,140,514.61	0.00	0.00
Australian dollar purchases - AUD	814,621.18	-816,774.83	0.00	-2,153.65
British pound sterling purchases - GBP	3,365,758.97	-3,362,104.79	0.00	3,694.18
Canadian dollar purchases - CAD	908,928.13	-909,382.80	0.00	-453.67
Danish krone purchases - DKK	148,941.56	-150,048.88	0.00	-1,207.32
Euro purchases - EUR	3,246,245.88	-3,249,638.16	0.00	-3,392.28
Hong Kong dollar purchases - HKD	1,130,306.05	-1,130,293.02	0.00	13.03

Northern Trust

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss		
			Short Term	Long Term	Translation	Short Term	Long Term
Foreign Exchange							
Foreign exchange							
Foreign exchange							
Japanese yen purchases - JPY	2,403,774.12	-2,397,492.16	0.00	0.00	6,281.96	6,281.96	0.00
Norwegian krone purchases - NOK	37,788.33	-37,748.01	0.00	0.00	40.32	40.32	0.00
Singapore dollar purchases - SGD	301,973.76	-303,531.88	0.00	0.00	-1,558.12	-1,558.12	0.00
South African rand purchases - ZAR	99,200.00	-98,086.63	0.00	0.00	1,113.37	1,113.37	0.00
Swedish krone purchases - SEK	549,564.28	-551,255.81	0.00	0.00	-1,691.53	-1,691.53	0.00
Swiss franc purchases - CHF	1,366,332.85	-1,368,906.25	0.00	0.00	-2,573.40	-2,573.40	0.00
United States dollar purchases - USD	26,968,374.72	-26,968,374.72	0.00	0.00	0.00	0.00	0.00
Total foreign exchange	-74,330.34	0.00	0.00	0.00	-74,330.34	-74,330.34	0.00
Total SIT translation gain/loss for foreign exchange							
Total LIT translation gain/loss for foreign exchange							
Total realized gains for foreign exchange							
Total realized losses for foreign exchange							
Total Foreign exchange	-74,330.34	0.00	0.00	0.00	-74,330.34	-74,330.34	0.00
Total Foreign Exchange	-74,330.34	0.00	0.00	0.00	-74,330.34	-74,330.34	0.00

Gain/Loss on Cash Disbursements

Gain/loss on cash disbursements

Gain/loss on cash disbursements

Australian dollar - AUD	1,196,966.59	-1,190,165.28	0.00	0.00	6,801.31	6,801.31	0.00
British pound sterling - GBP	4,513,538.48	-4,512,499.13	0.00	0.00	1,439.35	1,439.35	0.00
Canadian dollar - CAD	2,467,263.04	-2,451,828.98	0.00	0.00	9,434.06	9,434.06	0.00

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◆ Realized Gain/Loss Summary - Taxable

	Proceeds		Cost	Market		Realized gain/loss				
	Short Term	Long Term		Translation	Short Term	Long Term	Total			
Gain/Loss on Cash Disbursements										
Gain/loss on cash disbursements										
Gain/loss on cash disbursements										
Danish krone - DKK	-51,252.26		53,331.76	0.00	0.00	2,079.50	2,079.50	0.00		
Euro - EUR	10,527,070.46		-10,530,675.07	0.00	0.00	-3,604.61	-3,604.61	0.00		
Hong Kong dollar - HKD	20,264.68		-20,298.16	0.00	0.00	-33.48	-33.48	0.00		
Japanese yen - JPY	7,617,716.00		-7,584,155.46	0.00	0.00	33,560.54	33,560.54	0.00		
Mexican peso - MXN	123,287.34		-123,939.50	0.00	0.00	-652.16	-652.16	0.00		
Norwegian krone - NOK	76,857.68		-75,515.77	0.00	0.00	1,341.89	1,341.89	0.00		
Singapore dollar - SGD	335,423.77		-332,129.71	0.00	0.00	3,294.06	3,294.06	0.00		
South African rand - ZAR	591,301.31		-576,952.59	0.00	0.00	4,348.72	4,348.72	0.00		
Swedish krona - SEK	203,872.51		-201,759.51	0.00	0.00	2,113.00	2,113.00	0.00		
Swiss franc - CHF	2,659,068.04		-2,645,571.21	0.00	0.00	13,496.83	13,496.83	0.00		
Total gain/loss on cash disbursements	30,265,777.62		-30,192,158.59	0.00	0.00	73,619.03	73,619.03	0.00		
Total S/T translation gain/loss for gain/loss on cash disbursements								73,619.03		
Total L/T translation gain/loss for gain/loss on cash disbursements								0.00		
Total realized gains for gain/loss on cash disbursements								256,087.13	256,087.13	0.00
Total realized losses for gain/loss on cash disbursements								-182,468.10	-182,468.10	0.00
Total Gain/Loss on Cash Disbursements								73,619.03	73,619.03	0.00
Total Gain/Loss on Cash Disbursements								73,619.03	73,619.03	0.00

Northern Trust

*Generated by Northern Trust from periodic data on 13 Oct 10 B044

STATEMENT A

Taxable Reports

01 Jan 09 - 31 Dec 09

Account number TAFFUS
TA FAMILY FOUNDATION USA

Page 10 of 10

◆ Realized Gain/Loss Summary - Taxable

	Proceeds	Cost	Market		Realized gain/loss		Total	
			Short Term	Long Term	Translation	Short Term	Long Term	
Total Short Term Gain Proceeds	15,083,248.35							
Total Short Term Loss Proceeds	37,199,383.12							
Total Long Term Gain Proceeds	17,411,360.04							
Total Long Term Loss Proceeds	49,640,599.08							
Total Undetermined Tax Loss Proceeds	29,479,767.14							
Additional Short Term Proceeds from Zero G/L Transactions	36,016.42							
Additional Long Term Proceeds from Zero G/L Transactions	155,624.97							
Short Term Proceeds due to REIT Re-Allocation	0.00							
Long Term Proceeds due to REIT Re-Allocation	0.00							
Total Short Term Proceeds	52,318,647.89							
Total Long Term Proceeds	67,207,584.09							
Total S/T translation gain/loss					-175,096.38			
Total L/T translation gain/loss					845,231.70			
Total realized gains			3,035,990.19	4,667,442.11	2,817,186.73	3,685,456.12	4,942,224.55	
Total realized losses			-13,434,201.17	-37,743,221.58	-2,147,051.41	-14,258,763.48	-37,172,772.32	
Total realized gain/loss			-10,398,210.98	-33,075,779.47	670,135.32	-10,573,307.36	-32,230,547.77	
LESS Amount reported separately on Schedule D for Gain on Disposal of Renaissance Institutional		7,000,000.00		2,073,310.73				2,073,310.73
TOTAL REALIZED GAIN/LOSS:	(144,079,309.85)	(184,809,854.25)	(10,398,210.98)	(31,002,468.74)	670,135.32	(10,573,307.36)	(30,157,237.04)	

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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Northern Trust records impairment entries pursuant to client direction. Impairment entries recorded to satisfy financial accounting and reporting requirements may not be suitable for tax or for other regulatory reporting purposes. Determining appropriate impairment adjustments is the responsibility of the client.

Northern Trust

*Generated by Northern Trust from periodic data on 13 Oct 10 B044

STATEMENT A

EIN 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2009

If recipient is an
individual, show
any relationship to
Fdn Mgr, or sub
Cont

Foundation Status
of Recipient

Purpose of grant or contribution

Recipient

Amount

African Refugees Development Center	N/A	Non-Profit Organization	African Refugees Development Center	5,300.00
Alexander Muss Institute for Israel Edu	N/A	Education Facility	General Support	100,000.00
Amencia Israel Cultural Foundation	N/A	Education-University	Supporting the organization's activity in 2009-2010	250,000.00
American Associated Ben Gurion University	N/A	Education-University	Supporting The Youth Mathematics Forum	113,939.00
American Friends of Iliin	N/A	Disabilities Services	Supporting the integration of disabled children in the community	10,000.00
American Friends of Iliin	N/A	Disabilities Services	Financing 2 therapeutic treatments at the day care center (2 of 5 Payments)	23,100.00
American Friends of Kav-Or, Inc	N/A	Medical Services Knowledge Development Org	Supporting the Data Base and financing the making of 3 medical presentations	60,000.00
American Friends of Migdal Ohr	N/A	Educational Facility / boarding School	Supporting 10 children for a year	18,000.00
American Friends of the Tel Aviv Museum	N/A	Cultural Facility-Museum	3rd payment for the Tel Aviv Museum of Art	1,000,000.00
American Friends of Yad Vashem	N/A	Educational / Cultural Facility-Museum	3rd year supporting the training program for teachers	100,000.00
Amuta El Manara	N/A	Disabilities Services For Blind People of The Arab Community	Supporting the organization's activities to promote social awareness for the blind	32,800.00
Amutat Al	N/A	Disabilities Services for the community	Financing the therapeutic horse riding lessons for disabled youth	16,344.00
Anonymous for Animal Rights	N/A	Educational Organization	Supporting the "National Education Projects for Youths"	24,300.00
Alena Fund	N/A	Educational Organization	Financing 280 teacher kits	180,000.00
Bert Noam	N/A	Social Services	Funding therapeutic groups for adolescents	20,500.00
Eran Israel Association	N/A	Social Services - Hot line for people of mental and psychological distress	Emergency Aid - Supporting the emotional first aid hotline of the Israeli coalition for trauma	13,000.00
Essence of Life	N/A	Non-Profit private Organization	Operation Budget 01/01/09 - 02/09/09, 02/23/09, 03/05/09, 09/02/09 - 10/11/09 & 12/22/09	3,866,856.00
Eitgerim Association	N/A	Disabilities Services for disabled people (Sports Activity)	Supporting the integrating program of disabled youth in the military (2 of 3 Payments)	13,333.00
Friends of Tel Aviv University	N/A	Education-University	Supporting the mentoring programs for girls in distress	60,000.00
Great Haviva Educational Foundation	N/A	Educational facility	Face to Face - Dialogue meetings for Jewish and Arab youth	27,150.00
Greater Miami Jewish Federation	N/A	Non-Profit Organization	4th of 5 Payments	1,000,000.00
Hadassah the Woman's Zionist Organization	N/A	Medical Facility-Hospital	Hadassah Medical Center	48,620.00
Hakfar Hayarok LTD	N/A	Educational Facility-Boarding SCHOOL	Purchasing basic furniture for the boarding school	40,100.00
Hakol Chenuch	N/A	Educational Org	General Support	5,000.00
Hezneq Le'elad	N/A	Educational Org	Supporting the Hezneq Program in Meir Shifra's boarding school	35,000.00
Israel Sinfonietta Beer	N/A	Cultural Org	Maestro	9,085.00
Israel Technion Society	N/A	Educational Facility-University	Engineers w/o borders	8,000.00
Lautman Foundation	N/A	Educational Org	Supporting the "Zamarot" Interservice principal training	20,194.00
Magen David Adom in Israel	N/A	Medical Services Org	Financing the printing of 3,000 manuals for the "Youth Volunteer Project"	40,000.00
Matan Your Way To Give	N/A	Public Charity (Israel)	Special Grant	100,000.00
Miami Jewish Film Festival	N/A	Educational - Cultural Event	Film Sponsorship	2,500.00
Natal	N/A	Social Services - Aid for people with mental distress	Emergency aid supporting therapy for individuals as a result of the fighting in Gaza	25,900.00
PEF Israel Endowment Funds	N/A	Public Charity (Israel)	See Attached Tab (Back-Up)	1,118,184.00
Prisoner Rehabilitation Authority	N/A	Governmental Entity	Second payment for preparatory school for rehabilitation for former woman convicts	23,040.00
Rashi Foundation	N/A	Scholarship Program	1 of 3 payment - 30 Scholarships for single mothers	121,099.00
Ruach Tova	N/A	Public Charity (Israel)	See Attached Tab (Back-Up)	665,000.00

EIN 59-2128429

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2009

If recipient is an
individual, show
any relationship to
Fdn Mgr, or sub
Cont

Recipient		Foundation Status of Recipient	Purpose of grant or contribution	Amount
SELA	N/A	Educational - Cultural ORG	Funding the operation costs of 3 groups from elementary schools in "Hatsikva Neighborhood"	29 549 00
Sesame Workshop	N/A	Educational Org	Supporting in developing innovative and engaging educational content for children (2nd paym	100,000 00
Shai Lakashish	N/A	Social Services for elderly population	Purchasing equipment for a day care center of the elderly	25 369 00
Shoval	N/A	Medical Community Services	Surgical equipment for the community dental clinic	12,007 00
Special Olympics Israel	N/A	Disabilities - Sports Activity	Special Olympics Israel - 2nd payment out of a 3 year pledge	50,000 00
Grants to individuals	N/A		Grants to individuals	700,000 00
Talim United Kibbutz Movement	N/A	Educational Facility- Boarding SCHOOL	Supporting the "Parents Involved Program"	25,300 00
Technoda-Madaad Non-Profit Association	N/A	Educational Org	Supporting "The Young Inventor" Program	37 500 00
Tel Aviv Foundation	N/A	Municipality Social Services Org	Third payment for conservatory building	600,000 00
The Haifa Foundation North America, Inc	N/A	Municipality Social Services Org	Building a new active playground	32 504 00
The Interdisciplinary Ctr Herzlia	N/A	Educational Facility- College	For research and promotion of the communication awareness concept at the Shari Arison Aw	250 000 00
The Interdisciplinary Ctr Herzlia	N/A	Educational Facility- College	Train students to compete & participate in the global economy	260 000 00
The Israeli Center for Human Dignity	N/A	Educational Org	Funding for teachers seminar "Regaining Teachers Authority"	30,000 00
The Jaffa Institute	N/A	Social Services for people in need	Scholarships	12,285 00
The NA Conference on Ethiopian Jewry	N/A	Social Services for Ethiopians	Supporting the intensive after school education program for Ethiopian children in Roshon Le T	30,000 00
The School of Arts Foundation	N/A	Educational Facility SCHOOL	Participation in the Renovation projects of the school's conservatory	77,500 00
University of Miami	N/A	University	Donation to UJM	100,000 00
Weizmann Institute of Science	N/A	University	2nd of 3 payments supporting One Camp Class in the "Active science group"	27 270 00
Wings of Krembo	N/A	Disabilities services	Financing the transportation for the Northern in Maayan Baruch	40,530 00
Yogne am Community Centers	N/A	Communal Services	Supporting the "Bat Ham" after school program for children at risk	19 625 00
Zaka Israel Search and Rescue	N/A	Medical and Rescue	Emergency Aid-Sending a rescue team to Mumbai India to assist with the work after terror attack	42 800 00

11 744,573

Expenditure Responsibility Grants

2009 YEAR

Organization	Date		Grant		Amount		Grant Purpose		Amount		Report Date		Notes
	Awarded		Amount		Expended 09	Received							
African Refugees Development Center	12/09		\$5,300				African Refugees Development Center		\$3,557		4.15.2010		See note 1.
Alexander Muss Institute for Israel Edu.	03/09		\$100,000				General Support		\$100,000		10.22.2009		See note 1.
America Israel Cultural Foundation	03/09		\$250,000				Supporting the organization's activity in 2009-2010		\$237,451		4.28.2010		See note 1.
American Associated Ben Gurion University	12/09		\$113,939				Supporting The Youth Mathematics Forum						See note 1.
American Friends of Ilan	09/09		\$10,000				Supporting the intergartion of disbaled children in the community						See note 1.
American Friends of Ilan	12/09		\$23,100				Financing 2 therapeutic treatments at the day care center (2 of 5 Payments)						See note 1.
American Friends of Kav-Or, Inc.	12/09		\$60,000				Supporting the Data Base and financing the making of 3 medical presentations						See note 1.
American Friends of Migdal Ohr	05/09		\$18,000				Supporting 10 children for a year						See note 1.
American Friends of the Tel Aviv Museum	05/09		\$1,000,000				3rd payment for the Tel Aviv Museum of Art		\$1,000,000		10.7.2010		See note 1.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date		Grant		Grant Purpose	Amount		Report Date	Notes
	Awarded		Amount	Expended 09		Received			
American Friends of Yad Vashem	09/09		\$100,000		3rd year supporting the training program for teachers	\$38,053	4.18.2010	See note 1.	
Amuta El Manara	12/09		\$32,800		Supporting the organization's activities to promote social awareness for the blind			See note 1.	
Amutat AI	12/09		\$16,344		Financing the therapeutic horse riding lessons for disabled youth			See note 1.	
Anonymous for Animal Rights	12/09		\$24,300		Supporting the "National Education Projects for Youths"			See note 1.	
Atena Fund	03/09		\$180,000		Financing 280 teacher kits	\$180,000	9.29.2009	See note 1.	
Beit Noam	12/09		\$20,500		Funding therapeutic groups for adolescents			See note 1.	
Eran Israel Association	01/09		\$13,000		Emergency Aid - Supporting the emotional first aid hotline of the Israeli coalition for trauma	\$13,000	2009	See note 1.	
Essence of Life	01/09 - \$500,000 02/09 - \$250,000 03/09 - \$1,420,000 09/09 - \$300,000 11/09 - \$100,000 12/09 - \$100,000		\$3,866,856		payments based on budget	\$3,866,856		See note 1.	
Etgarim Association	06/09		\$13,333		Supporting the integrating program of disabled youth in the military (2 of 3 Payments)	\$13,333	5.6.2010	See note 1.	

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant		Grant Purpose	Amount		Report Date Received	Notes
		Amount	Expend 09		Expend 09	Received		
Friends of Tel Aviv University	12/09	\$80,000		Supporting the mentoring programs for girls in distress				See note 1.
Givat Haviva Educational Foundation	12/09	\$27,150		Face to Face - Dialogue meetings for Jewish and Arab youth				See note 1.
Greater Miami Jewish Federation	12/09	\$1,000,000		4th of 5 Payments				See note 1.
Hadassah the Woman's Zionist Organization	12/09	\$46,620		Hadassah Medical Center				See note 1.
Hakfar Hayarok LTD	12/09	\$40,100		Purchasing basic furniture for the boarding school				See note 1.
Hakol Chinuch	02/09	\$5,000		General Support	\$5,000	5.2.2010		See note 1.
Heznek Le'atid	12/09	\$35,000		Supporting the Heznek Program in Meir Shifaya boarding school				See note 1.
Israel Sinfonietta Beer	0.11	\$9,065		Emergency Aid - Supporting a tribute concert for the citizens of the south of Israel by Maestro...	\$9,065	01.20.2009		See note 1.
Israel Technion Society	11/09	\$8,000		Engineers w/o borders	\$8,000	5.11.2010		See note 1.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date		Grant		Amount		Report Date	Notes
	Awarded		Amount	Grant Purpose	Expended 09	Received		
Lautman Foundation	03/09		\$20,194	Supporting the "Zamarot" - Interservice principal training	\$20,194	8.16.2009	See note 1.	
Magen David Adom in Israel	12/09		\$40,000	Financing the printing of 3,000 manuals for the "Youth Volunteer Project"			See note 1.	
Matan Your Way To Give	12/09		\$100,000	Special Grant			See note 1.	
Miami Jewish Film Festival	01/09		\$2,500	Film Sponsorship			See note 1.	
Natal	01/09		\$25,900	Emergency aid supporting therapy for individuals as a result of the fighting in Gaza	\$25,900	4.22.2010	See note 1.	
PEF, Israel Endowment Funds	01/09, 05/09, 06/09 & 12/09		\$1,116,194	See Attached Tab (Back-Up)			See note 1.	
Prisoner Rehabilitation Authority	06/09		\$23,040	Second payment for preparatory school for rehabilitation for former woman convicts	\$16,507	06.07.2010	See note 1.	
Rashi Foudation	12/09		\$121,099	1 of 3 payment - 30 Scholarships for single mothers			See note 1.	
Ruach Tova	02/09 - \$320,000 07/09 - \$100,000 09/09 - \$175,000 12/09 - \$70,000		\$665,000	payments based on budjet	\$665,000		See note 1.	

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant		Amount		Grant Purpose	Amount		Report Date Received	Notes
		Amount		Expended 09	Received					
SELA	02/09		\$29,549		Funding the operation costs of 3 groups from elementary schools in "Hatikva Neighborhood" for a		\$29,549	10.11.2009	See note 1.	
Sesame Workshop	12/09		\$100,000		Supporting in developing innovative and engaging educational content for children (2nd payment)			501(c)(3) charities	See note 1.	
Shai Lakashish	12/09		\$25,369		Purchasing equipment for a day care center of the elderly				See note 1.	
Shoval	12/09		\$12,007		Surgical equipment for the community dental clinic				See note 1.	
Special Olympics Israel	11/09		\$50,000		Special Olympics Israel -2nd payment out of a 3 year pledge		\$12,472	7.21.2010	See note 1.	
Grants to Individuals	01/09 - \$150,000 02/09 - \$100,000 04/09 - \$100,000 05/09 - \$100,000 07/09 - \$100,000 08/09 - \$100,000 11/09 - \$50,000		\$700,000		Grants to Individuals		\$700,000		See note 1.	
Takim United Kibbutz Movement	12/09		\$25,300		Supporting the "Parents Involved Program"				See note 1.	
Technoda-Madaad Non-Profit Association	12/09		\$37,500		Supporting "The Young Inventor" Program				See note 1.	
Tel Aviv Foundation	12/09		\$600,000		Third payment for conservatory building		\$255,422	4.20.2010	See note 1.	

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date		Grant		Amount		Grant Purpose		Amount		Report Date		Notes
	Awarded		Amount		Expend	09			Received		Received		
The Haifa Foudation North America, Inc.	12/09		\$32,504				Building a new active playground						See note 1.
The Interdisciplinary Ctr Herzelia	12/09		\$250,000		\$158,923		For research and promotion of the communication awareness concept at the Shari Arison Awareness ...		10.10.2010				See note 1.
The Interdisciplinary Ctr Herzelia	12/09		\$290,000		\$290,000		Train students to compete & participate in the global economy		7.25.2010				See note 1.
The Israeli Center for Human Dignity	12/09		\$30,000				Funding for teachers seminar "Regaining Teachers Authority"						See note 1.
The Jaffa Institute	02/09		\$12,285		\$12,285		Scholarships		6.14.2009				See note 1.
The NA Conference on Ethiopian Jewry	12/09		\$30,000				Supporting the intensive after school education program for Ethiopian children in Rishon Le Tzion						See note 1.
The School of Arts Foudation	09/09		\$77,500		\$77,500		Participation in the Renovation projects of the school's conservatory		9/2009				See note 1.
University of Miami	11/09		\$100,000				Donation to U.M.						See note 1.
Weizmann Institute of Science	12/09		\$27,270				2nd of 3 payments supporting One Camp Class in the "Active science group"						See note 1.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date		Grant		Amount		Report Date		Notes
	Awarded		Amount		Expended 09		Received		
Wings of Krembo	12/09		\$40,530	Financing the transportation for the Northern in Maayan Baruch					See note 1.
Yoque'am Community Centers	12/09		\$19,625	Supporting the "Bait Ham" after school program for children at risk					See note 1.
Zaka Israel Search and Rescue	01/09		\$42,800	Emergency Aid-Sending a rescue team to Mumbai, India to assist with the work after terror attach	\$42,800				See note 1.

See note 1.

\$11,744,573

NOTE 1: To the Foundation's knowledge, no grantee has used any portion of the grant funds for any purpose other than that for which the grant was intended.

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

2008

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount		Report Date	
				Expended 2008	Received	Expended 2009	Received
Access Israel P.O Box 5171, Kfar Saba 44151	12/08	\$50,000	Adjusting 3 outdoor sites to be accessible for handicapped people	\$1,969	6.14.2009	\$18,599	6.14.2009
Amal 1 Network Ltd Kellat Kayev, P.O.Box 24104 15, Tel Aviv 69410	12/08	\$40,000	Equipping the electronic lab in "Nofarim" school in Tibnas			\$40,000	6.9.2009
America Israel Cultural Foundation 32 Allenby Rd., Tel Aviv 63325	06/08	\$50,000	Scholarships	\$13,112	2.18.2009	\$36,888	8.19.2009
American Comm Weizmann Inst of Science P.O.Box 26, Rehovot 76100	11/08	\$100,000	Department of science teaching at the Weizmann Institute of Science, specifically for The Agam P.	\$100,000	9.14.2009		
American Friends of Ariel 3679 Carambola Circle N. Coconut Creek, FL 33066-2460	11/08	\$100,000	3rd Payment out of 3 - New sport recreation complex	\$100,000	7.24.2008		
American Friends of David Yellin 7 Hamaagal Street, Beit Hakerem, P.O.Box 3578, Jerusalem 91035	06/08	\$35,000	Funding a training program for facilitators in the Ethiopian community			\$35,000	9.15.2009
American Friends of Keshet Eilon Western Galilee, Kibbutz Eilon 22845	06/08	\$57,378	Supporting concerts for the public & seminar for young violinists	\$57,378	1.18.2009		
American Friends of Ilan Inc. 130 Church St. #342 New York, NY 10007		\$12,500	Supporting the integration of disabled children in the community 2 of 5	\$10,879	12.7.2009		
American Friends of Ilan Inc. 130 Church St. #342 New York, NY 10007	12/08	\$27,597	Orakim school for purchasing equipment			\$25,056	6.29.2009
American Friends of Natal (AFN) 10 Ibn Gvirol st., P.O.Box 20055, Tel Aviv 61200	06/08	\$30,000	Scholarships			\$30,000	4.22.2010

STATEMENT D

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
American Friends of Soroka Medical Center P.O.Box 151, Beer Sheva 84101	06/08	\$200,000	Participation in purchasing a PET-CT Scanner	\$23,000	12.8.2008	See note 1	\$77,346 9 7 2009	
American Society for Yad Vashem P.O.Box 3477, Jerusalem 91034	06/08	\$100,000	Training program for teachers from the penitentiary	\$30,000	1.22.2009	See note 1	\$66,439 18 4 2010	
Amit Women Inc P.O.Box 567, Petah Tikva 49104	12/08	\$25,600	Animal therapy at Amit Beit Hayered in Jerusalem			See note 1	\$3,776 6 18 2010	
Amutat Ne'emaney Moadon Rotery Lod 11 Arlozorov, P.O.Box 414, Lod 71104	06/08	\$24,247	Purchasing equipment for the "Rimon" school in Lod	\$19,132	1.18.2009	See note 1	\$5,115 18 1 2009	
Assc of the elderly in Shaar Hanegev M.E. Shar Hanegev, M.P. Hop Ashkelon 79200	12/08	\$20,250	Supporting the information and emergency aid center for the elderly			See note 1	\$19,233 18 6 2009	
AsscoffFriends of Tel Aviv Sourasky Med Ct Belt Asia, 4 Weizman St. Tel Aviv	01/08 - \$591,782 02/08 - \$1,435,361 12/08 - \$972,857	\$3,000,000	7th-9th Payment of The Ted Anson Hospital Building	\$3,000,000		See note 1	\$33,443 20 3 2010	
Be'atzmi Non profit Association 157 B Yigal Alon St. Tel Aviv 67443	12/08	\$40,000	Continuation of support for the project Woman Doing Wonders			See note 1		
Beit Kobi in memory of Kobi Ichelbom Z"l(R.A) 45 Shenkin St. Givaatyim 53111, P.O. Box 1019	11/08	\$26,205	Supporting the operation of Beit - Kobi - A home for I.D.F. lonely soldiers	\$26,205	3.3.2009	See note 1		
Branch Child's Heart Foudation, US 1 Borochoy St. Azur. 58012 P.O. Box 121 Azur, 58008	04/08	\$9,000	Support of surgery of Naula Mercy 4/10/08	\$9,000		See note 1		
Chimes Foudation Inc. 13 Ha'arad st., Tel Aviv 69710	06/08	\$27,444	A floral arrangement rehabilitative program for 10 poeple w/ special needs	\$27,444	3.3.2009	See note 1		

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
Essence of Life-International, Inc 10800 Biscayne Blvd # 950 Miami, FL 33161	01/08 - \$500,000		Budget - 2008	\$6,535,000		See note 1		
	01/08 - \$500,000							
	02/08 - \$500,000							
	03/08 - \$600,000							
	04/08 - \$500,000							
	06/08 - \$500,000							
	07/08 - \$1,300,000							
	09/08 - \$500,000							
	09/08 - \$500,000							
	11/08 - \$500,000							
	12/08 - \$635,000	\$6,535,000						
Etgarim Association 18 Beit Hillel, P.O.Box 57220, Tel Aviv 61531			1st payment of 3 for the integrating program of disabled youth into the military	\$13,333	5.27.2009	See note 1		
	06/08	\$13,333				See note 1	\$82,545	1 24 2010
Friends of Assaf Harofeh Medical Center P.O.Box Beer Yaacov, Zorfin 70300		\$118,000	The Anson Scholarships for excellence in Orthopedics			See note 1		
	12/08					See note 1	\$10,924	5 25 2009
Friends of Eliya U.S. Inc 3 Lavon st, P.O.Box 8179, Petach Tikva		\$35,000	Hydro therapy treatments for Eliya Children in Petach Tikva, Jerusalem & Beer Sheva	\$24,076	1.25.2009	See note 1		
	06/08					See note 1	\$14,825	5 26 2009
Friends of Israel Scouts Inc. Tzofim 49 Galipoli st, P.O.Box 9023, Tel Aviv 67068		\$25,000	"Over looking the Honzon" Scouts activity in Ofek prison	\$10,175	5.25.2009	See note 1		
	06/08					See note 1	\$107,000	8 11 2010
Friends of Rambam P.O.Box 9616, Haifa 31096		\$107,000	Purchasing a new equipment for the Cardiology department			See note 1		
	12/08					See note 1	\$15,718	8 16 2010
Friends of Schnider Children 14 Kaplan st, P.O.Box 559, Petach Tikva		\$30,000	Funding a physiological support for children in the oncology dept			See note 1		
	06/08					See note 1	\$68,286	11 21 2010
Friends of Tel Aviv University P O Box 39655, Ramat aviv, Tel Aviv 61396		\$100,000	Development of Noval drugs for the treatment of ovarian Cancer	\$31,714	1 19 2009	See note 1		
	06/08					See note 1	\$27,777	6 17 2009
Friends of Tel Aviv University P O Box 39655, Ramat aviv, Tel Aviv 61396		\$27,777	Department of plant sciences operation of the "Monitoring Allergenic Laboratory"			See note 1		
	06/08					See note 1	\$70,000	5 21 2009
Friends of the Barzilai Med. Center Inc. 2 Hahistadrut st., Ashkelon 78306		\$70,000	Funding the purchasing of 3 monitors for pediatric intensive care unit			See note 1		
	12/08					See note 1		

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
Friends of The Carmel Medical Center 7 Michal st, Haifa 34362	06/08	\$100,000	Participation in constructing an outdoor playground for rest, activities & treatment for the pe			See note 1		
Friends of Yad Lakashish 14 shivtei israel street, P.O Box 28, Jerusalem	06/08	\$25,000	Integration of needy & very old elderly into society	\$25,000	11.1.2009	See note 1		
Gallop - A Bridge to Love and Openess 93/3 Yehuda, P.O.Box 202, Modlin 71724	06/08	\$25,000	Therapeutic activities for drop out students from Ramla at the Gallop Ranch	\$25,000	5.28.2009	See note 1		
Greater Miami Jewish Federation 4200 Biscayne Blvd, Miami FL 33137	12/08	\$1,000,000	3 of 5 payments		501(c)(3) charities	See note 1		
Hadassah the Woman's Zionist Organization P.O.Box 12000, Jerusalem 91120	06/08	\$42,216	Vocational in service training scholarship	\$42,216	12.30.2008	See note 1		
Humorica Association Activities R.N.P.O 16 Iris st., P.O.Box 1518, Maalot 24952	12/08	\$30,000	Continuation of funding 400 Humorica treatment for autistic children at "Hursha" school	\$3,080	6.14.2009	See note 1	\$26,920	3 1 2010
ICBB Israel Cord Blood Bank 8 Hankin, Tel Aviv 62506	12/08	\$100,000	Supporting Research			See note 1		
Inbal Pinto Dance Company LTD 5 Yechiely st., Neve Tzedek, Tel Aviv 65149	12/08	\$50,000	Subsidizing 5 shows at the periphery			See note 1	\$24,895	23 7 2009
Int'l Tel Hai Int'l Piano Master Classes 73 Wingate, Herzliya 46752	06/08	\$25,000	Scholarships	\$25,000	30.11.2008	See note 1		
Jerusalem Cinemateque-Israel Film Archive 11 Hevron Rd., P.O.Box 8561, Jerusalem 91083	06/08	\$46,973	Jerusalem Cinemateque-Israel Film Archive			See note 1	\$38,125	8 17 2010

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
Kaye Academic College Beer Sheva Ltd 33 Yehuda halevi st, P.O Box 13001, Beer Sheva 84563	12/08	\$25,000	Funding the "Dialogue in the Negev" project			See note 1	\$13,867	12 6 2009
Kenafayim 59 hbossem st, ein-hemed, mevasseret zion 90805	12/08	\$33,500	Supporting the multi disciplinary performance			See note 1	\$33,500	7 21 2009
Keren Lmaan Arad 8 Hapalmach, Arad 89100	12/08	\$100,000	Purchasing a new Ultrasound system			See note 1		
Keshet Advancement of Rehab Svcs 13 Yad Haruzim, Jerusalem 91533	06/08	\$15,000	Supporting the educational & challenge program	\$1,972	04.02.2009	See note 1		
Kishorit Ltd. M.P Blk'at Hakerem 25149	06/08	\$96,000	Equipping the goat pen for producing organic milk	\$96,000	1.29.2009	See note 1		
Latet Org. 32B Kibutz Galuyot St. Tel Aviv 66550	05/08	\$100,000	Emergency Aid to Myanmar Reugees	\$100,000	2.12.2009	See note 1	\$50,000	
Matan Your Way To Give Nahalat Binyamin 41, Tel Aviv 65162	01/08	\$50,000	Special Grant			See note 1	\$32,994	8 27 2009
Mercav Yeshivot Bnei Akiva D.N. arel yerushalaim, Moshav Beit Meir 90865	12/08	\$32,994	Funding renovation of 4 rooms in the boarding school			See note 1	\$53,369	12 22 2009
MICHA 10 Ein Gedi St., Beersheba 84810	12/08	\$53,369	Project "Equal Opportunity- Providing solution for Bedouin children with hearing impairment"			See note 1	\$14,350	5 13 2009
Naamat Movement of Working Women 93 Arlozorov st., Tel Aviv 62098	12/08	\$14,350	Equipping the Multi Purpose Day Care Center Na'Amat Jabotinsky at Kiryat - Yam			See note 1		

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
Netanya Informal Education Organization Netanya 42403 The New Israel Fund 9 Yad Harutzim Street, Jerusalem	12/08	\$32,135	Supporting the parent child center			See note 1	\$18,853	6 28 2010
	02/09	\$140,000	Supporting Entrea Refugees 2/10/08	\$140,000	8.9.2009	See note 1		
The New Israel Fund 9 Yad Harutzim Street, Jerusalem	02/08	\$27,135	One in 9 - Spouse support program for breast cancer & Supporting Entrea Refugees 2/10/08			See note 1	\$27,135	7 6 2009
NGO - Levav for Beit Shean w/ Love Nof Hagilad 92 C/O chayim Peretz, Beit She'an 11700	06/08	\$25,503	Purchasing equipment for the learning enhancement at "Dror Center"	\$12,380	3.9.2009	See note 1	\$13,123	3 9 2009
Ori Foundation 8 Hamezah st., P.O.Box 618, Kfar Vitkin 40200	06/08	\$90,000	Funding the research scholarships for 3 years	\$16,200	2.20.2009	See note 1	\$20,939	27 10 2009
PEF, Israel Endowment Funds	06/08 - \$778,826 12/08 - \$343,907	\$1,122,733	See Attached	\$597,953		See note 1	\$418,865	
Prisoner Rehabilitation Authority kanfey Nesharim 24, p.o. box 34131, Jerusalem 91340	06/08	\$23,040	1st of 3 Payments for preparatory school for rehabilitated former woman convicts	\$2,218	5.31.2009	See note 1	\$20,822	4 3 2009
Rosh Pina Community Center P.O. Box 1721 Rosh Pina 12000	12/08	\$20,000	Supporting the social cinema project			See note 1	\$20,000	6 18 2009
Ruach Tova 23 Shaul Hamelech Blvd Tel Aviv 64367	03/08 - \$50,000 06/08 - \$270,000 12/08 - \$71,500	\$531,500	1-3 Payment based on budget & Rent Payment 04/01/08	\$531,500		See note 1		
Senior Association 77 Shabazi, Rosh Haayin 40800	06/08	\$68,000	Purchasing a van for the elderly & disabled	\$68,000	3.25.2009	See note 1		
Sesame Workshop One Lincoln Plaza New York, NY 10023	08/08	\$100,000	Supporting in development Innovative & engaging education content for children-1st payment of 5		501(c)(3) charities	See note 1	\$100,000	1 2010

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date	Grant	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
Special Olympics Israel Wingate Institute, Netaniya 42902	06/08	\$50,000	1st payment of 3 - Supporting the activities	\$36,190	04.05.2009	See note 1	\$13,810	04 05 2009
Step Forward Association P.O.Box 391, Rahat 85357	12/08	\$25,000	Supporting educational program for 60 children at high risk			See note 1	\$25,000	9 10 2009
	01/08 - \$150,000 01/08 - \$150,000 03/08 - \$150,000 03/08 - \$100,000 04/08 - \$150,000 06/08 - \$150,000 08/08 - \$150,000 09/08 - \$150,000			\$1,150,000		See note 1		
Grants to Individuals		\$1,150,000	Grants to Individuals			See note 1	\$35,000	6 3 2009
Tel Aviv Academic College of Engineering 218 Bnei Efraim st., Tel Aviv 69107	12/08	\$35,000	Scholarships	\$2,500	2.20.2009	See note 1		
Tel Aviv Foundation City Hall, Itzhak Rabin SQ, Tel Aviv 64162	01/08	\$2,500	Exchange differentials payment for The Arison Art Campus			See note 1	\$243,724	12 2009
Tel Aviv Foundation City Hall, Itzhak Rabin SQ, Tel Aviv 64162	06/08	\$750,000	Second Payment for The Conservatory Building	\$506,276	2.12.2009			
The Am. Fr. of Peres Institute for Peace 2 H'ashalom road, 4th floor, Tel Aviv 67892	07/08	\$89,500	Supporting the Twin Schools for Peace & Football Project in Sderot	\$55,617	9.16.2009	See note 1	\$33,883	16 9 2009
The American Friends of Beit Issie Shapir P.O.Box 29, Raanana 43100	06/08	\$40,000	Developing a national program to develop accessible & inclusive parks for disabled children	\$40,000	02.01.2009	See note 1		
The Ben Gurion Heritage Institute Midrashat Ben Gurion 84990	12/08	\$25,000	Purchasing of learning equipment			See note 1	\$25,000	7 12 2009

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount	Report Date	Notes	Amount	Report Date
				Expended 2008	Received		Expended 2009	Received
The College of Sakhnin P.O.Box 100 , Sakhnin 20173	06/08	\$40,000	Supporting the Center for Arab & Youth w/ learning disabilities	\$40,000	7.13.2009	See note 1		
The Fund for the Encouragement of shritrit 2, tel-aviv 69482	06/08	\$50,000	4th & final payment for funding outstanding athletes preparations of the Beijing Olympics	\$50,000	31.3.2009	See note 1		
The Interdisciplinary Ctr Herzella	05/08	\$250,000	Train students to compete & participate in the global economy	\$250,000		See note 1		
The Jerusalem Foundation Inc. גן 19' Keren Hayesod , Jerusalem 94188	07/08	\$35,000	Supporting the 11th Jerusalem Int'l Chamber Music Festival	\$35,000	12.30.2008	See note 1		
The Jerusalem Friends of the Hebrew Univ. P.O.Box 39088, Jerusalem 91390	12/08	\$40,000	Teacher and parent training to improve social climate			See note 1	\$0	
The Jordan River Village Foundation	11/08	\$500,000	Second and last payment of \$1,000,000 pledge	\$0		See note 1		
The Nachalim High School Nachalim 49950	12/08	\$25,000	Equipping the learning center			See note 1		
The New Yeruham Fund P.O.Box 1 , Yeroham 89067	06/08	\$50,000	Supporting the robotics educational program	\$21,631	5.31.2009	See note 1	\$25,825	31 5 2009
The Non Profit Red Mountain Therapeutic kibbutz Grofit, d.n. Hevel Eliot 88825	12/08	\$40,000	Supporting Therapeutic riding sessions for disabled and children at risk			See note 1	\$40,000	9 6 2009
The School of Visual Theater 4 Yad Harozim P.O.Box 53427 , Jerusalem 91531	06/08	\$45,800	Adjusting a professional theater dance & work shop studio	\$42,567	2.8.2009	See note 1	\$3,233	2 8 2009

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended 2008	Report Date Received	Notes	Amount Expended 2009	Report Date Received
Tomchei Yosseftal Hospital, Eilat Found. 88000	12/08	\$30,500	Purchasing new ventilators for the intensive care unit - matching to the Iron Man Event	\$30,500	06.09.2009	See note 1		
United Jewish Committee (UJC) 1 Ibn Gvirol St, Jerusalem 91071	11/08	\$100,000	Convention of the United Jewish Communities	\$100,000		See note 1		
University of Miami Coral Gables, Florida 33124	11/08	\$100,000	Annual donation	\$100,000	501(c)(3) charities	See note 1		
Variety Israel 3 Tvu'ot Ha'aretz st., Tel Aviv 69546	12/08	\$97,039	Supporting the organization activities	\$87,074	6.14.2009	See note 1	\$9,965	13 2010
Weizmann Institute of Science P.O.Box 26, Rehovot 76100	08/08	\$27,270	1st of 3 payments supporting One Camp Class in the "Active Science Groups"			See note 1	\$27,270	9 9 2009
Yahad Center Kibbutz Mahanayim 12315	06/08	\$40,000	Occupational workshops for people w/ special needs	\$40,000	2.5.2009	See note 1		
Yoqne'am Community Centers 45 Alonim st., Yoqneam 20692	12/08	\$30,000	Supporting the musical education - Yoqneam Conservatorium			See note 1	\$30,000	20 2010
Youth Building a Future Hakfar Hayarok, Ramat Hasharon 47800	12/08	\$30,000	Supporting volunteers training	\$12,099	6.14.2009	See note 1	\$17,901	1 20 2010
Ziv Neurim 34 yitzhak sade, Tel Aviv 67212	12/08	\$19,335	Supporting the Tirat Hakarmel Group			See note 1	\$19,335	25 8 2009
				14,318,390				
				18,897,723				
				2,265,673				

NOTE 1: To the Foundation's knowledge, no grantee has used any portion of the grant funds for any purpose other than that for which the grant was intended.

Organization	Grant Amount	Grant Purpose	2007		Report Date Received	Notes	Amount Expended US	Report Date Received	Amount Expended US	Report Date Received	Amount Expended US	Report Date Received
			Amount	Expended								
"Hal Bar" 3rd Am Veolamo St Givaat Shaul, Jerusalem 95463	\$31,129	"Born to wild" - The Israeli wildlife hospital & rehabilitation center		\$27,304	11/12/2007	See note 1	\$3,825	6.23.2008				
"Shalhevet" 85th Oranum St P O Box 1231 Kiryat Tivon 36000	\$5,313	Purchasing a treadmill for the elderly fitness club		\$5,313	23/10/2007	See note 1						
Akim Jerusalem 19th Yad Harutzim St Jerusalem 91533	\$25,000	Financing the purchasing of equipment for the new gym & operation finance for 1 year		\$11,402	5/27/08	See note 1	\$11,527	6.2.2008	\$2,071	4.27.2009		
Alzheimers Association of Israel P O Box 8261 Ramat Gan 52181	\$18,000	Supporting the development of an information center		\$18,000	8/11/2007	See note 1						
Amotat Merkav Kokav Tarshiltha 2nd Havered St Maalot 24952	\$14,041	Purchasing 5 computers w/ special aids for the disabled		\$13,556	12/13/2007	See note 1	\$485	2.19.2008				
Amutat Chen Derech Ramataim 92, Hod Hasharon 45235	\$12,826	Purchasing new equipment as specified in their request		\$12,826	12/27/2007	See note 1						
Amutat Lasova 7TH Menachem Begin St Ramat Gan 52681	\$25,000	Paint renovation in 7 youth homes & financing the purchase of computers for the homes		\$25,000	10/6/08	See note 1						
Amutat Magen Ltzhuoyot Enosh 29th Hachashmal St Tel Aviv 61369 P O Box - 37020	\$16,200	Purchasing 5 computers and 1 graphic art computer				See note 1	\$16,200	6.23.08				
Amutat Yedidei Hamichlalah L'Israel 26 Hayim Levanon St Tel Aviv 69975	\$20,000	Funding scholarships for students in need		\$20,000	11/20/2007	See note 1						

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended (b)	Report Date Received	Amount Expended (b)	Report Date Received
Batt Lechol Yeled Be-Israel 4 Yad Charotzim St Jerusalem 93420	\$20,000	Subsidizing treatment for 10 children for 1 year per detailed costs in their request	\$20,000	20/12/2007	See note 1				
Be'atzmi Non profit Association 157 B Yigal Alon St Tel Aviv 67443	\$40,000	Supporting the "woman doing wonders" - A project for single mothers in Lod	\$12,931	13/11/2007	See note 1	\$27,069	5.22.2008		
Belt Moriah Beer Sheva 14/3 Ein Gedi St P O Box 3497 Beer Sheva 84133	\$20,000	Financing 2 kindergarten teachers at Nachal Beka Neighborhood	\$20,000	5/6/2008	See note 1				
Belt Noam 26th Buria St Tel Aviv 69364	\$13,870	Supporting the Organization Activity (Financing Professional Therapists)	\$10,448	1/11/2007	See note 1	\$3,422	4.16.2008		
Belt Noam Mannaged by Alin 66th Hertzal St Kiryat Uno 55216	\$88,279	Freedom of speech for people w/ special needs as specified in their requests	\$50,386	21/1/08	See note 1	\$37,893	7.16.2008		
Bet Avot Herzella 91 Harav Kuk St Herziya 46503	\$50,000	Renovation of 5 rooms and 1/3 of the project managers salary	\$0		See note 1	\$50,000	30.10.08		
Center Learning Disabilities Tirat Carmel 6508 Tirat Carmel 39100	\$24,685	Funding the creation of a Snoozlan room for the children w/ special needs	\$24,685	12/17/2007	See note 1				
Nahariya Hospital	\$100,000	Financing a computerizing central monitoring & archive system for the perinatology division	\$74,012	2008	See note 1	\$25,987	10.30.2008		
Diwan Ellajon Theater Sibat El Kaawar St Nazareth 16000	\$18,800	Supporting the "Puppetry as an Intercultural Bridge" Project	\$18,800	19/2/2008	See note 1				
Eran Israel Association P O Box 7137 Netanya 42170	\$25,000	Financing Training for 800 Volunteers	\$25,000	13/12/2007	See note 1				

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended 08	Report Date Received	Amount Expended 09	Report Date Received
Eyal Foundation Kibbutz Asdut Meuchad	\$100,000	Completion of building the toilets for disabled people at the Eyal house sport center	\$100,000	10/18/2007	See note 1				
Friends of Levzler Home 26th Haagana St P O Box 37 Hertzeliya 46100	\$19,000	Financing 1,000 work hours of professional therapists of hydro therapy	\$0		See note 1	\$2,941	2.2.2009	\$9,803	8.5.2010
Ha'amuta Lema'an Hakashish M P Hanegev 85315 Mishnar Hanegev	\$10,432	Purchasing equipment for the occupational center in "Gil Ad" as specified in their request	\$3,400	12/04/2007	See note 1	\$7,032	5.15.2008		
Heamakim Community Mental Health Center P O Box 4 Poast Agency Gibboa 18120	\$20,074	Purchasing Therapeutic Equipment, Furniture & Games			See note 1	\$20,074	9.2.2008		
Halev Foundation 77th Golomb St Hertzeliya 46305	\$13,500	Supporting 12 young people in need of the "Halev - Independence living program"	\$13,500	18/10/2007	See note 1				
Halon Association 124 Herzel Blvd Jerusalem 96187	\$15,000	Financing tutoring to prevent dropout from junior high school	\$15,000	15/11/2007	See note 1				
Hamifal - Educational Childrens Homes 3rd Ave Unquay St Jerusalem 91090	\$35,000	Participation in purchasing a Mini-van	\$35,000	24/6/2007	See note 1				
Harp & Zamir Society 4TH Aharonovitch St Tel Aviv 63566	\$22,290	Supporting the 21st Zimnya (Hospitality expenses of the conductors)	\$22,290	20/12/07	See note 1				
Hashachar Senior Citizen College 84 Gordon St Tel Aviv 64388	\$15,000	Scholarships for senior citizen in need at the new branch in Southern Tel Aviv			See note 1	\$15,000	7.7.2008		

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended 08	Report Date Received	Amount Expended 09	Report Date Received
Inbal Pinto Dance Company LTD 5th Yecheliy St Neve Tzedek Tel Aviv 65419	\$29,228	Financing 4 shows in the Periphery	\$9,800	21/10/2007	See note 1	\$19,428	4.20.2008		
Israeli Transplant Sport Association 8 Hagalit St Rehovot 76601	\$23,000	Supporting the Israeli team for the 2007 Olympic games in Thailand	\$8,710	20.3.08	See note 1			\$1,658	Change allocation- 12.11.08 balance 14.2008 was sent to "HUKOI" on July 2009. Reported to use only \$1,658 in a year
Jerusalem Society for the prevention P O Box 4009 Jerusalem 91040	\$10,000	Establishing a new veterinary clinic in Jerusalem - purchasing equipment for the operating room	\$10,000	11/14/ 2007	See note 1				
Jezrael Valley Foudation Jazrael Valley P O Box 90000 Afula 18120	\$15,000	Purchasing music instruments for the "Peace begins in me" project	\$15,000	24/7/2008	See note 1				
Ken Lazaken 1 Shazar St Jerusalem 91060	\$26,580	\$17,148 Financing 1 years salary for lawyer of the legal department & \$9,432 for monthly publica	\$14,712	3/12/2007	See note 1	\$11,868	5.21.2008		
Kochav David 28 Golani St P O Box 673 Kiryat Gat 82000	\$21,718	Supporting Sports Activities in the "Hasut" Community Center	\$4,866	7.14.2008	See note 1	\$16,852	7.14.2008		
Latet Org. 32B Kibutz Galuyot St Tel Aviv 66550	\$100,000	Emergency Aid Victims of War in Congo Building Medical Clinics & Shipment of Medical Supplies	\$100,000	7.21.08	See note 1				
Mate Maavak 93 Arlozerov St Tel Aviv 62098	\$25,000	PSupporting the FSD plan - flexible solutions for the disabled	\$7,951	8/17/2008	See note 1	\$17,049	2.2.2008		
Medical Research & Development Fund 62 Halocharim St P O Box 5 Holon 58100	\$50,000	Newborn individualized development care & assesment program			See note 1	\$42,900	06.01.09	\$7,100	05.02.2009

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Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended 08	Report Date Received	Amount Expended 09	Report Date Received
Mercas Lekidum Lemida 16 Lohamei Hagot St Haifa 35025	\$25,000	Supporting the "Equal Opportunity for All Project" Professional staff as specified in their request			See note 1	\$25,000	2 22 2009		
Merkaz Hakhan 2nd David Remez Square Jerusalem 93451	\$12,000	Subsidizing tickets for low income populations	\$12,000	18/11/2007	See note 1				
Misgav Lakashish 22nd Bnei Brith St Jerusalem 95146	\$18,995	Supporting transportation for elderly people in need	\$18,995	12/2007 6.3.08	See note 1				
Muasasat - Albatof for the culture Ozair Village 16931	\$19,450	Supporting the Enrichment Center for parents & children as specified in their request	\$3,390	13.7.08	See note 1	\$16,060	8.5.2008		
Nirim Association Bustan Hagail 25215	\$24,000	Renovation of the kitchen & dining hall of the village for youth at risk	\$24,000	30.4.2008	See note 1				
Pospimony Theatre 2nd Bezalet St Hertzeliya 46369	\$23,800	Financing 2 extra shows for each project	\$7,299	30/1/2008	See note 1	\$16,501	4.3.2008		
Rosh Pina Community Center P O Box 1721 Rosh Pina 12000	\$10,000	Financing 20 sessions of the "social cinema project"	\$10,000	9/12/07	See note 1				
Sapir college of the Negev D N Hof Ashkelon 79615	\$20,000	Supporting the educational gallery for the community	\$8,000	27/11/2007	See note 1	\$12,000	12.8.2008		
Senior Sityzens' Assoc. Western Jallilee Regional Council Matte Asher Western Galilee 25206	\$20,370	Purchasing equipment for the day care center	\$5,862	20.3.08	See note 1	\$14,508	7.10.2008		

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended 08	Report Date Received	Amount Expended 09	Report Date Received
Suzanne Dellal Center for Dance & Theatre 5 Yechiely St. Neve Tzedek, Tel Aviv 65149	\$21,565	Purchasing of Sound & Light Equipment	\$1,812		See note 1	\$19,752	6.29.08		
The American Committee for the Tel Aviv 5220th Ave Suite 1301 New York, NY 10001	\$20,000	The International Summer Opera Workshop in Tel Aviv 2007	\$20,000	6/1/2008	See note 1				
The Arad Development Foundation P.O. Box 100 Arad 89100	\$21,440	Supporting the Club House for Youth at Risk (Emotional Treatment, Training for the staff) and Pu			See note 1	\$8,956	05.13.2009		
The Arava Organization for Settlement Merkaz Sapir, D.N. Arava 86825	\$32,800	Equipping the Therapeutic Center for Children & Youth in Sapir			See note 1	\$32,800	6.24.2008		
The Association for Social Development 1 Ha'oranim St. Givat Shmuel 51905	\$20,000	Purchasing computer kites for the "Computer for every child" project	\$20,000		See note 1		12/09/2007		
The Choreographers Association 7th Carcom St. Rosh Ha'ayin 48581	\$25,000	Financing the "Tetris" show for students in the Periphery	\$25,000	6.29.2008	See note 1				
The Fellowship for Senior Citizens	\$16,672	Constructing an outdoor activity garden at the day center	\$16,672	13/12/2007	See note 1				
The Fund for the Encouragement of	\$50,000	3rd payment for funding outstanding athletes preparations of the Beijing Olympics			See note 1	\$50,000	04/02/09		
The Israeli Friends of the Hebrew Univ. 1 Nirim St., Tel Aviv 67060	\$32,500	Science empowerment for high school students at Belmonte Center of Science	\$12,511	3.8.2009	See note 1	\$19,989	3.8.2009		
The Jewish Arab Community Association Sir Aizek 15 P.O. Box 240 Acre	\$15,000	Supporting "Transition"-Enrichment program for caucasus children	\$15,000	24/1/2008	See note 1				

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended (08)	Report Date Received	Amount Expended (09)	Report Date Received
The Maccabim Association Education 106 Ben Zvi Rd P O Box 12069 Tel Aviv 61120	\$17,000	Maccabim in LOD - Equipping the soccer field in the train neighborhood	\$17,000	1/11/2007	See note 1				
The New Israel Vocal Ensemble 115 Derech Hashalom St Tel Aviv 697192	\$15,000	Subsidizing Concerts at Southern Towns	\$15,000	26.3.2009	See note 1				
The Psychological Service Center in Shaar D N Hof Ashkelon 79200 Education Center	\$18,507	Financing Diadic Treatments for Families with children of ages 2-4	\$13,822	3/01/2008	See note 1	\$4,685	6.15.2008		
The Sam Spiegel Film & Television School 4 Yad Harutzim St P O Box 10636 Jerusalem 911103	\$20,000	Funding 20 scholarships	\$10,913	9.12.07	See note 1	\$9,087	7.1.2008		
Tirat Carmel Community Foundation 14 Ben Tzvi St Tirat Carmel 30200	\$10,815	Supporting the Center for development of human Capital - 22 Scholarships	\$10,815	11/29/2007	See note 1				
Topaz-The well being of Children & Youth 28 th Yefet St Yafo, Israel	\$40,000	Supporting 44 students for 1 year as per the detailed costs in their request			See note 1	\$40,000	11.9.2008		
Tushiya School 1 Bar Yochai St Netanya 42131	\$7,485	Purchasing special equipment for the disabled pupils as specified in their request	\$7,485	1.11.07	See note 1				
Union Kibbutz Movement Mifalot Tarbut 20TH Broshim St Ramot Hasavim 45930	\$35,950	Financing support groups of parents of children w/ special needs for 1 year	\$14,789	1.24.2008	See note 1	\$21,161	7.28.2008		
Vertigo Dance Association - Jerusalem 11 Bezalel St Jerusalem 91060	\$35,000	Touring & Performing in areas in national n (10 shows/seed	\$4,500	12.18.2008	See note 1	\$30,500	12.18.2008		

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended OR	Report Date Received	Amount Expended OR	Report Date Received
Yahalom 8th Ben Maymon St (Co Gidon Koren Attorney) Jerusalem 92261	\$10,000	Purchasing books for the new library in Eli Cohen School	\$10,000	29/11/2007	See note 1				
Zefat Regional College P O Box 160 Zefat 13206	\$35,000	25 Scholarships (\$800 each) for the Pre-Army Maachina Program for youth at risk in Tefachot			See note 1	\$35,000	12.1.2008		
American Associated Ben Gurion University 1430 Broadway 8th Floor New York, NY 10018	\$50,000	Supporting the "Kidumatca" Project	\$36,027	8/1/2008	See note 1	\$13,973	2.5.2008		
American Comm Weizmann Inst of Science 633 Third Ave New York, NY 10017	\$100,000	The Agam Project - Developing Visual Thinking (2nd & 3rd Payments)	\$100,000	10.23.2008	See note 1				
American Friends of Ariel 3679 Carambola Circle N Coconut Creek, FL 33066-2460	\$100,000	2nd Payment out of 3 - New sport recreation complex	\$100,000	7.16.2008	See note 1				
American Friends of Bar Ilan University 235 Park Ave South New York, NY 1003	\$33,300	Financing the salary of a lawyer at the environmental practice & policy legal aid clinique for 1	\$10,361	4/13/08	See note 1	\$19,746	3/24/09	\$3,193	3/24/09
American Friends of Batsheva Dance Co. 220 Fifth Ave Suite 1301 New York, NY 10001	\$100,000	Participation in the Production of "FORO" in Tel Aviv			See note 1	\$100,000	11/12/2008		
American Friends of Israel Elwyn P O Box 828284 Philadelphia, PA 19182	\$43,278	Promoting Literacy in pre-school children w/ speech and development impairment			See note 1	\$43,278	1/8/09		
American Friends of Laniado Hospital 18 West 45th St Suite 307 New York, NY 10036	\$100,000	Purchasing equipment for the Department of Vascular Medicine			See note 1			\$100,000	2/24/2009
American Friends of Ilan Inc. 130 Church St #342 New York, NY 10007	\$12,500	Supporting the "Integration of Disabled children in the community" 1st payment out of 5			See note 1	\$12,500	8.11.2008		
American Friends of Moshi 150 Bennett Ave New York, NY 10040	\$75,000	Purchasing a special van adjusted to Mesh's children			See note 1	\$75,000	5/6/2008		

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended 08	Report Date Received	Amount Expended 09	Report Date Received
American Friends of Orr Shalom 42 East 68th New York, NY 10021	\$30,000	Financing 218 Children living in therapeutic family group homes			See note 1	\$30,000	2/20/2009		
American Friends of Tel Aviv University 39 Broadway Suite 1510 New York, NY 10006	\$27,500	Support for the Dairut Refugees who are currently staying in Israel	\$17,310	6.7.2009		\$2,445	7.6.2009	\$7,745	6.7.2009
American Friends of Shenkar 855 Ave of the Americas New York, NY 10001	\$50,000	Equipping an advanced laboratory for environmental research	\$50,000	9/3/2008	See note 1				
American Friends of Tel Aviv University 39 Broadway Suite 1510 New York, NY 10006	\$17,500	Supporting 40 students 1 year	\$17,500	8.14.2008	See note 1				
American Friends of the Hebrew University One Battery Park 25th Floor New York, NY 10004	\$16,008	Purchasing equipment for ophthalmologic surgery in animals	\$16,008	15/4/2008	See note 1				
American Friends of The Peres Institute 200 South Biscayne Blvd Wachovia Financial Center Suite 1680 Miami, FL 33131	\$50,000	Supporting the Twin Schools for Peace & Football Project	\$24,474	5/22/2008	See note 1	\$25,526	1/15/2009		
American Society of the Univ. of Haifa 220 5th Ave Suite 1301 New York, NY 10011	\$25,000	Supporting the Dean of Students emergency fund			See note 1	\$25,000	7/2/2008		
Bet Shemesh Educational Center, Inc 171-06 76TH Ave State Flushing, NY 11366	\$10,000	Supporting the "absorption & integration of immigrant students" - Financing 2 youth Guides	\$10,000	13/12/2007	See note 1				
Friends of Akim USA 220 East 23rd St Suite 307 New York, NY 10010	\$25,000	Funding the creation of a Smnzan Room in Beit - Afula	\$387	5/5/2008	See note 1	\$24,613	2/4/09		
Friends of Kibbutz Lotan 5545 I Forbes Ave Pittsburgh PA 15217	\$9,700	Supporting the "Magic of Touch & nature parents & children"	\$4,400	13/3/08	See note 1	\$5,300	2/11/2009		
Friends of the Jerusalem Academy of music 1801 Century Park W 5th Floor Los Angeles CA 90067	\$20,000	Funding 34 Scholarships	\$20,000	1/26/2007	See note 1				
Friends of Yad Sarah 450 Park Ave Suite 3201 New York, NY 10022	\$50,000	Purchasing 310 Wheel chairs			See note 1	\$50,000	9/1/2009		

FORM 990-PF, PART VII-B, LINE 5C - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended (a)	Report Date Received	Amount Expended (a)	Report Date Received
Friends of Yemin Orde 4501 Connecticut Ave NW Suite 813 Washington DC 20008	\$20,000	Equipping the gym	\$20,000	8/11/2007	See note 1				
Israel Cancer Association, USA 324 Royal Palm Way Suite 211 Palm Beach, FL 33480	\$7,000	Wellness community project - humor & nutrition courses	3,942	12/18/2007		3,058	3/20/2008		
Israel Cancer Research Fund 1290 Avenue of the Americas, Suite 550 New York, New York 10104	\$30,000	Project Grant			See note 1	\$10,000	11/13/2008	\$20,000	7 28 2009
Keran Or Inc 350 7th Ave Suite 200 New York, NY 1001	\$30,536	Purchasing Therapeutic equipment - 4 ceiling cranes	\$30,536	7/13/2007	See note 1				
Nefesh B' Nefesh 42 East 69th New York, NY 10021	\$54,000	Supporting the Organization's Activities (for 18 Olim)	\$54,000	2007	See note 1				
Neve Yerushalayim Inc 25 Broadway New York, NY	\$12,900	Financing Therapists of the P A N I M Program	\$2,432	29/11/2007	See note 1	\$10,468	2/15/2009		
New Israel Fund P O Box 91586 State Washington DC 20090-1588	\$144,600	See Back Up Tab	\$144,600		See note 1				
PEF, Israel Endowment Funds 317 Madison Ave , Suite 607, New York, NY 10017	\$775,249	See Back Up Tab	\$256,160		See note 1	\$519,089			
Save a Child's Heart Foundation - US Inc 11400 Rockville Pike Suite 800 Rockville, MD 20852-3054	\$100,000	Purchasing a monitor system for a new pediatric intensive care unit Wolfson Medical Center	\$100,000	30/12/2007	See note 1				
The American Friends of Migdal Ohr 250 West 57th St New York, NY 10107	\$70,000	Financing the up keep of 39 children in need	\$70,000	13/2/2007	See note 1				
The Childrens Bridge of Zichron Menachem 1333 Broadway Suite 306 New York, NY 10018	\$100,000	Financing the costs of about 2083 cheek swab tests for bone marrow potential donors	\$100,000	2/11/2009	See note 1				
	\$4,081,385		\$2,242,894			1,655,547		\$151,660	

Organization	Grant Amount	Grant Purpose	Amount Expended	Report Date Received	Notes	Amount Expended (b)	Report Date Received	Amount Expended (b)	Report Date Received
Miami Jewish Film Festival 4200 Biscayne Blvd Miami FL	\$2,500	Miami Jewish Film Festival film sponsorship	\$2,500						
Spinal Care Unit Kfar Saba Meir Hospital Sapir Medical Center, Tchernidovsky St Kfar Saba	\$100,000	3rd payment on 3 year \$300,000 pledge				100,000			
AscoffFriends of Tel Aviv Sourasky Med Ct Beit Asia, 4 Weizman St Tel Aviv	\$4,000,000	3rd-6th Payment of The Ted Anson Hospitalization Building	\$4,000,000						
Ruach Tova 23 Shaul Hamelech Blvd Tel Aviv 64367	\$271,000	Ruach Tova Operational Budget, Ruach Tova - 2nd payment based on budget	\$271,000						
The Tel Aviv Foundation City Hall, Itzhak Rabin SQ, Tel Aviv 64162	\$62,500	First&Second Payment for The Anson Art Campus	\$51,917	10 11 08		10,583	11 10 08		
The Tel Aviv Foundation City Hall Itzhak Rabin SQ,	\$275,000	First Payment for the Conservatory Building	\$53,893	28.6.2008		221,107	2 12 09		
Essence of Life-International, Inc 10800 Biscayne Blvd # 950 Miami, FL 33161	\$4,500,000	Operational Budget Vision Ventures American Friends of the Tel Aviv Museum of Art - 1st & 2nd Payment for new building of the Museum	\$4,500,000						
American Friends of the Tel Aviv Museum 545 Madison Ave New York, NY 10022	\$1,500,000		\$1,081,151			418,849	3.5.09		
American Friends of the Wingate Institute 7922 Turncrest Drive Potomac, MD 20854-2773 USA	\$150,000	1st Payment of Residence for Disadvantage Students	\$31,150			118,850	Project that will not happen		
American Friends of the Yitzhak Rabin Ctr 101 Constitution Ave Ste 800 Washington D C 2001-2133	\$853,300	Last Payment for Center	\$853,300						
TAFF USA, Inc	\$1,250,000	Individuals in need	\$1,250,000						
University of Miami Coral Gables, Florida 33124	\$100,000	Donation made to U of Miami	\$100,000						
Umbilical cord-A cord for life	\$100,000 (\$29,885)	Returned the GRANT in 2007	-\$29,885						
	\$17,115,800		\$14,407,920			\$2,524,936		\$151,660	
NOTE 1: To the Foundation's knowledge, no grantee has used any portion of the grant funds for any purpose other than that for which the grant was intended.									

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	TED ARISON FAMILY FOUNDATION USA, INC	Employer identification number	59-2128429
	Number, street, and room or suite no. If a P.O. box, see instructions.	20900 NE 30TH AVENUE, SUITE 1015		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	AVENTURA, FL 33180		

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ SAFO LLC

Telephone No ▶ 305 891-0017

FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning _____, _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 361,669.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 361,669.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization TED ARISON FAMILY FOUNDATION U	Employer identification number
	C/O SAFO, LLC	59-2128429
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	20900 NE 30TH AVENUE, SUITE 1015	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	AVENTURA, FL 33180	

Check type of return to be filed (File a separate application for each return):

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **SAFO LLC**
Telephone No **305 891-0017** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15/2010**
- 5 For calendar year **2009**, or other tax year beginning , and ending
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THIRD PARTY INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	361,669.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	361,669.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Michele S. Ryan** Title **CPA** Date **8-11-2010**

PRICEWATERHOUSECOOPERS LLP
1441 BRICKELL AVENUE, SUITE 1100
MIAMI, FL 33131-3429

Form 8868 (Rev. 4-2009)